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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 10-01-2008 and ending 09-30-2009

B Check if applicable		C Name of organization Sharp HealthCare		D Employer identification number 95-6077327	
<input type="checkbox"/> Address change		Doing Business As		E Telephone number (858) 499-5150	
<input type="checkbox"/> Name change		Number and street (or P O box if mail is not delivered to street address) 8695 Spectrum Center Blvd		F Gross receipts \$ 993,799,197	
<input type="checkbox"/> Initial return		Room/suite			
<input type="checkbox"/> Termination					
<input type="checkbox"/> Amended return					
<input type="checkbox"/> Application pending					
		F Name and address of Principal Officer Michael Murphy 8695 Spectrum Center Blvd San Diego, CA 921231489		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
I Tax-exempt status <input checked="" type="checkbox"/> 501(c) (3) ► (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527				H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No (If "No," attach a list See instructions)	
J Web site: ► www.sharp.com				H(c) Group Exemption Number ►	
K Type of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> trust <input type="checkbox"/> association <input type="checkbox"/> other ►				L Year of Formation 1946	M State of legal domicile CA

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities See Schedule O for Organization's most significant activities		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets		
Revenue	3 Number of voting members of the governing body (Part VI, line 1a)	3 24	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4 18	
	5 Total number of employees (Part V, line 2a)	5 10,955	
	6 Total number of volunteers (estimate if necessary)	6 2,764	
	7a Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a -22,409	
	b Net unrelated business taxable income from Form 990-T, line 34	7b 0	
Expenses	8 Contributions and grants (Part VIII, line 1h)	Prior Year 1,147,041	Current Year 1,080,531
	9 Program service revenue (Part VIII, line 2g)	880,433,125	856,206,370
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	15,363,658	9,282,333
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	29,162,200	31,050,145
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	926,106,024	897,619,379
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	2,834,864	3,282,935
	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)	226,374,432	246,982,388
	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)	677,844,401	647,976,738
	18 Total expenses—add lines 13-17 (must equal Part IX, line 25, column (A))	907,053,697	898,242,061
	19 Revenue less expenses Subtract line 18 from line 12	19,052,327	-622,682
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Year 543,816,490	End of Year 1,103,080,873
	21 Total liabilities (Part X, line 26)	648,358,172	1,214,449,806
	22 Net assets or fund balances Subtract line 21 from line 20	-104,541,682	-111,368,933

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		Date 2010-08-11
	Ann Pumpian SVP and CFO Type or print name and title		

Paid Preparer's Use Only	Preparer's signature	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 Ernst & Young US LLP 4370 La Jolla Village Dr Suite 500 San Diego, CA 92122			EIN ►
			Phone no ► (858) 535-7200	

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 Schedule O

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 \$ 656,340,261 including grants of \$ 3,282,935) (Revenue \$ 856,228,779)
Sharp HealthCare provides administrative support to its subsidiaries. Its general purpose is to promote healthcare through supporting and/or operating its subsidiaries**4b** (Code) (Expenses \$ including grants of \$) (Revenue \$)
See Community Benefit Report on Schedule O**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 \$ 656,340,261 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

25b 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	Yes	
3		No
4	Yes	
5		
6		No
7		No
8		No
9		No
10		No
11	Yes	
12		No
13		No
14a	Yes	
14b	Yes	
15		No
16		No
17		No
18		No
19		No
20		No
21	Yes	
22		No
23	Yes	
24a	Yes	
24b		No
24c		No
24d		No
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	Yes	
29		No
30		No
31		No
32		No
33	Yes	
34	Yes	
35	Yes	
36	Yes	
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 1,053	
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 10,955	
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>		
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 <u>CJ</u> 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
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	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> ?	5c	
6a	Did the organization solicit any contributions that were not tax deductible?	6a	No
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	<i>Organizations that may receive deductible contributions under section 170(c).</i>	7a	No
7b	Did the organization provide goods or services in exchange for any quid pro quo contribution of \$75 or more?	7b	
7c	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	No
7d	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d	
7e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	No
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	No
7g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7g	
7h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	7h	
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?	8	
9	<i>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.</i>	9a	
9b	Did the organization make any taxable distributions under section 4966?	9b	
10	<i>Section 501(c)(7) organizations.</i> Enter	10a	
10b	Initiation fees and capital contributions included on Part VIII, line 12	10b	
11	<i>Section 501(c)(12) organizations.</i> Enter	11a	
11b	Gross income from members or shareholders	11b	
12a	<i>Section 4947(a)(1) non-exempt charitable trusts.</i> Is the organization filing Form 990 in lieu of Form 1041?	12a	
12b	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	24
b Enter the number of voting members that are independent . . .	1b	18
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	No
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	
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	No

Section C. Disclosure

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

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
 Staci Dickerson
 8695 Spectrum Center Boulevard
 San Diego, CA 921231489
 (858) 499-5150

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.

Part VII **Continued**

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization ►705

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

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
Sodexho & Affiliates PO Box 536922 Atlanta, GA 303536922	Management/Catering	41,578,601
Gilbane Building Co 7 Jackson Walkway Providence, RI 02903	Construction	25,650,669
Sharp Rees Stealy Medical Group 4000 Ruffin Road Suite E San Diego, CA 92123	Medical Services	24,951,473
Rady Children's Hospital San Diego 3020 Childrens Way MC 5002 San Diego, CA 92123	Medical Services	15,734,325
Scrippshealth 4275 Campus Point Court San Diego, CA 92121	Medical Services	15,352,714

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

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	994,707				
	e Government grants (contributions) 1e					
	f All other contributions, gifts, grants, and similar amounts not included above 1f	85,824				
	g Noncash contributions included in lines 1a-1f \$ 1f					
	h Total (Add lines 1a-1f) 1f	1,080,531				
Program Service Revenue		Business Code				
	2a Capitation Revenue	900,099	360,901,665	360,901,665		
	b Outpatient Care	621,110	313,016,343	313,016,343		
	c Revenue fm Affiliated	900,099	161,418,515	161,418,515		
	d Medicare/Medicaid paym	900,099	12,717,591	12,717,591		
	e Premier	900,099	2,673,870	2,696,279	-22,409	
	f All other program service revenue		5,478,386	5,478,386		
	g Total. Add lines 2a-2f ► \$ 856,206,370					
Other Revenue	3 Investment income (including dividends, interest other similar amounts) 3					
			6,080,842		6,080,842	
	4 Income from investment of tax-exempt bond proceeds 4		256		256	
	5 Royalties					
		(i) Real	(ii) Personal			
	6a Gross Rents					
	b Less rental expenses					
	c Rental income or (loss)					
d Net rental income or (loss) 4						
Other Revenue		(i) Securities	(ii) Other			
	7a Gross amount from sales of assets other than inventory	97,677,576	1,703,477			
	b Less cost or other basis and sales expenses	96,159,938	19,880			
	c Gain or (loss)	1,517,638	1,683,597			
	d Net gain or (loss) 4					3,201,235
	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 4					
Other Revenue	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 4					
	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 4					
	Miscellaneous Revenue	Business Code				
11a SCMG Management Fee	561,000	30,521,165			30,521,165	
b Parking Lot	812,930	147,559			147,559	
c Med Records Copying	900,099	99,881			99,881	
d All other revenue _____		281,540			281,540	
e Total. Add lines 11a-11d ► \$ 31,050,145						
12 Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e 4	897,619,379	856,228,779	-22,409		40,332,478	

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	3,282,935	3,282,935		
2 Grants and other assistance to individuals in the U S See Part IV, line 22				
3 Grants and other assistance to governments, organizations and individuals outside the U S See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	5,748,629		5,748,629	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	4,621		4,621	
7 Other salaries and wages	192,312,254	76,981,130	4,621	
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	4,928,113	2,213,949	2,714,164	
9 Other employee benefits	29,030,355	12,357,393	16,672,962	
10 Payroll taxes	14,958,416	5,984,667	8,973,749	
11 Fees for services (non-employees)				
a Management				
b Legal	392,485		392,485	
c Accounting	582,622		582,622	
d Lobbying				
e Professional fundraising See Part IV, line 17 . . .				
f Investment management fees	222,107		222,107	
g Other	257,028,944	248,083,043	8,945,901	
12 Advertising and promotion	4,445,069	58,308	4,386,761	
13 Office expenses	34,815,289	25,917,452	8,897,837	
14 Information technology	24,790,098		24,790,098	
15 Royalties				
16 Occupancy	23,000,811	18,144,872	4,855,939	
17 Travel	1,400,549	880,122	520,427	
18 Payments of travel or entertainment expenses for any Federal, state or local public officials				
19 Conferences, conventions and meetings	706,975		706,975	
20 Interest	2,932,338	496,686	2,435,652	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	34,565,445	9,662,533	24,902,912	
23 Insurance	787,102	471,232	315,870	
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 Capitation paid to affi	257,021,051	248,269,644	8,751,407	
b Repairs and maintenance	3,610,521	2,828,003	782,518	
c Equipment rentals	337,133		337,133	
d Dues and subscriptions	335,101		335,101	
e Licenses and taxes	286,352		286,352	
f All other expenses	716,746	708,292	8,454	
25 Total functional expenses. Add lines 1 through 24f	898,242,061	656,340,261	241,901,800	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) Beginning of year	(B) End of year
Assets			
1	Cash—non-interest-bearing	3,298,346	1 335,810
2	Savings and temporary cash investments	144,698,532	2 151,407,538
3	Pledges and grants receivable, net	3	
4	Accounts receivable, net	9,545,494	4 6,702,164
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	4,200,000	7 4,200,000
8	Inventories for sale or use	4,021,079	8 4,087,189
9	Prepaid expenses and deferred charges	19,305,866	9 22,865,339
10a	Land, buildings, and equipment cost basis	10a 398,968,542	
b	Less accumulated depreciation <i>Complete Part VI of Schedule D</i>	10b 246,864,555	160,641,901 10c 152,103,987
11	Investments—publicly traded securities	147,218,328	11 235,790,431
12	Investments—other securities See Part IV, line 11 <i>Complete Part VII of Schedule D</i>	1,126,398	12 1,527,422
13	Investments—program-related See Part IV, line 11 <i>Complete Part VIII of Schedule D</i>	42,396,171	13 48,447,844
14	Intangible assets	14	
15	Other assets See Part IV, line 11 <i>Complete Part IX of Schedule D</i>	7,364,375	15 475,613,149
16	Total assets. Add lines 1 through 15 (must equal line 34)	543,816,490	16 1,103,080,873
17	Accounts payable and accrued expenses	102,838,680	17 116,526,916
18	Grants payable	18	
19	Deferred revenue	19	4,142,144
20	Tax-exempt bond liabilities	36,642,510	20 494,146,269
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>	508,876,982	25 599,634,477
26	Total liabilities. Add lines 17 through 25	648,358,172	26 1,214,449,806
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	-143,400,241	27 -155,881,803
28	Temporarily restricted net assets	34,561,444	28 39,984,183
29	Permanently restricted net assets	4,297,115	29 4,528,687
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	-104,541,682	33 -111,368,933
34	Total liabilities and net assets/fund balances	543,816,490	34 1,103,080,873
Net Assets or Fund Balances			

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?	. . .	2a No
b	Were the organization's financial statements audited by an independent accountant?	. . .	2b No
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
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 No
b	If "Yes," did the organization undergo the required audit or audits?	. . .	3b

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**
Sharp HealthCare**Employer identification number**

95-6077327

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)		
11g(ii)		
11g(iii)		

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

Part II Support Schedule for Organizations Described in 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		<input type="checkbox"/>
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		<input type="checkbox"/>
17a 10% Facts and Circumstances Test - 2008. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10% Facts and Circumstances Test - 2007. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private Foundation. If the organization did not check the box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions		<input type="checkbox"/>

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

Part II-A To be completed by organizations exempt under section 501(c)(3) that filed Form 5768 (election under section 501(h)). (See the instructions for Schedule C for details.)

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

Limits on Lobbying Expenditures— (The term "expenditures" means amounts paid or incurred.)		(a) Filing Organization's Totals	(b) Affiliated Group Totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)			
b Total lobbying expenditures to influence a legislative body (direct lobbying)			
c Total lobbying expenditures (add lines 1a and 1b)			
d Other exempt purpose expenditures			
e Total exempt purpose expenditures (add lines 1c and 1d)			
f Lobbying nontaxable amount Enter the amount from the following table in both columns—			
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:		
Not over \$500,000	20% of the amount on line 1e		
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000		
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000		
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000		
Over \$17,000,000	\$1,000,000		
g Grassroots nontaxable amount (enter 25% of line 1f)			
h Subtract line 1g from line 1a Enter -0- if line g is more than line a			
i Subtract line 1f from line 1c Enter -0- if line f is more than line c			
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes	<input type="checkbox"/> No

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 1a through 1f of the instructions.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) Total
2a Lobbying non-taxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots non-taxable amount					
e Grassroots ceiling amount (150% of line d, column (e))					
f Grassroots lobbying expenditures					

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

	(a)		(b)	
	Yes	No	Amount	
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of				
a Volunteers?			No	
b Paid staff or management (include compensation in expenses reported on lines c through i)?	Yes			
c Media advertisements?			No	
d Mailings to members, legislators, or the public?			No	
e Publications, or published or broadcast statements?			No	
f Grants to other organizations for lobbying purposes?			No	
g Direct contact with legislators, their staffs, government officials, or a legislative body?	Yes		13,661	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means?	Yes		122,950	
i Other activities If "Yes," describe in Part IV			No	
j Total lines 1c through 1i			136,611	
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			No	
b If "Yes" enter the amount of any tax incurred under section 4912				
c If "Yes" enter the amount of any tax incurred by organization managers under section 4912				
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?				

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

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

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

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

Part IV Supplemental Information

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

Identifier	Return Reference	Explanation
Part II-B, Line 1i	Explanation of Other Lobbying Activities	Sharp HealthCare attempts to influence local, state, and national legislation related to reimbursement, regulatory requirements, and any other issues that could potentially affect the quality and/or ability to effectively provide healthcare to the San Diego community

Part IV Supplemental Information

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**
Sharp HealthCare**Employer identification number**

95-6077327

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	24,290,893			24,290,893
1b Buildings	44,195,918	11,867,255		32,328,663
1c Leasehold improvements	43,548,284	24,525,048		19,023,236
1d Equipment	276,254,458	210,472,252		65,782,206
1e Other	10,678,989			10,678,989
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				152,103,987

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
Unamortized Financing Costs	1,865,531
Yield Curve Swap	2,770,848
Other Long Term Assets	4,961,119
Other Long Term Investments	3,096,032
Rec fm Related Org for Alloc Tax Exempt Bond Balance	462,919,619
Total. (Column (b) should equal Form 990, Part X, col.(B) line 15.) ►	475,613,149

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

(a) Description of Liability	(b) Amount
Federal Income Taxes	
Intercompany Payables	523,236,474
Deferred Rent Expense	4,843,767
Reserve for Malpractice	2,900,000
Long Term Pension Liability	13,855,202
Worker's Compensation	39,879,491
Other Long Term Liabilities	3,775,509
2003 A&B Mark to Market Swap	3,924,109
2004 Basis Swap	512,968
Capital Leases	6,706,957
Total. (Column (b) should equal Form 990, Part X, col (B) line 25) ►	599,634,477

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	897,619,379
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	898,242,061
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-622,682
4	Net unrealized gains (losses) on investments	4	3,999,336
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-10,203,905
9	Total adjustments (net) Add lines 4 - 8	9	-6,204,569
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-6,827,251

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	895,792,308
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	3,999,336
b	Donated services and use of facilities	2b	199
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	3,999,535
3	Subtract line 2e from line 1	3	891,792,773
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	222,107
b	Other (Describe in Part XIV)	4b	5,604,499
c	Add lines 4a and 4b	4c	5,826,606
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	897,619,379

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

1	Total expenses and losses per audited financial statements	1	896,542,257
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	199
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	199
3	Subtract line 2e from line 1	3	896,542,058
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	222,107
b	Other (Describe in Part XIV)	4b	1,477,896
c	Add lines 4a and 4b	4c	1,700,003
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	898,242,061

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 XI, Line 8 - Other Adjustments		Book/tax difference on partnership interest-Premier -2714576 Book/tax difference on partnership interest-MRI -21708 Change in Minimum Pension Liability -12490061 Beneficial interest in Sharp HealthCare Foundation 6051672 Change in Fair Value of Interest Rate Swaps -24737 Book/tax difference on partnership interest-Bone Marrow Program -1004495
Part XII, Line 4b - Other Adjustments		Partnership Income, Book/tax difference Premier 2714878 Book/tax difference MRI 21708 Discontinued operations expenses 1477595 Capital contributions 385823 Book/tax difference Bone Marrow Program 1004495
Part XIII, Line 4b - Other Adjustments		Book/tax difference Premier K-1 301 Discontinued operations expenses 1477595

SCHEDULE F
(Form 990)

Statement of Activities Outside the United States

OMB No 1545-0047

2008

Open to Public Inspection

► **Attach to Form 990. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.**

Department of the Treasury
Internal Revenue Service

Employer identification number

95-6077327

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 **For grantmakers.** 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 **For grantmakers.** Describe in Part IV the organization's procedures for monitoring the use of grant funds outside the United States

3 Activities per Region (Use Schedule F-1 (Form 990) if additional space is needed)

3 Activites per Region (Use Schedule F-1 (Form 990) if additional space is needed)

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Check this box if no one recipient received more than \$5,000 ► □ Use Schedule F-1 if additional space is needed.

2 Enter total number of organizations that are recognized as charities by the foreign country or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter

3 Enter total number of other organizations or entities

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 16. Use Schedule F-1 (Form 990) if additional space is needed.

Part IV Supplemental Information

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

Software ID:

Software Version:

EIN: 95-6077327

Name: Sharp HealthCare

Form 990 Schedule F Part II - Grants and Other Assistance to Organizations or Entities Outside The United States

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
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Schedule I (Form 990)

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

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

**Open to Public
Inspection**

Name of the organization
Sharp HealthCare

Employer identification number

95-6077327

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.

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

3 Enter total number of other organizations -

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.

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
Procedure for Monitoring Grants in the U S	Part I, Line 2	Schedule I, Part I, Line 2 The Management team evaluates requests for contributions from outside organizations taking into account how they align with the organization's mission

2008

Open to Public
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**

Sharp HealthCare

Employer identification number

95-6077327

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 checked="" 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 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	Yes	
2	Yes	
4a		No
4b	Yes	
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				
See Additional Data Table	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(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: 95-6077327
Name: Sharp HealthCare

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				
Donald C Balfour MD	(i) 600 (ii)					600	
Michael W Murphy	(i) 773,408 (ii)	241,583	29,540	52,186	12,323	1,109,040	860,322
Carlisle C Lewis III	(i) 401,638 (ii)	128,850	36,000	33,964	11,657	612,109	465,884
Ann R Pumpian	(i) 441,821 (ii)	168,130	36,000	34,543	12,323	692,817	536,198
Christopher L Boyd	(i) 362,741 (ii)	87,791		23,700	12,323	486,555	367,265
Daniel L Gross	(i) 579,200 (ii)	207,934	36,000	47,474	9,073	879,681	681,702
Marcia K Hall	(i) 225,637 (ii)	80,870	36,000	22,250	5,271	370,028	282,190
Mary L Henrikson	(i) 233,407 (ii)	52,308	36,000	22,090	8,956	352,761	259,064
Kathleen R Lencioni	(i) 231,996 (ii)	51,846	35,500	19,420	1,038	339,800	257,006
William S Littlejohn	(i) 285,131 (ii)	87,488	15,500	23,027	12,274	423,420	318,937
Donna J Mills	(i) 286,181 (ii)	85,251	36,000	23,868	5,563	436,863	333,352
Timothy B Smith	(i) 459,828 (ii)			22,500	12,323	494,651	353,223
William A Spooner	(i) 364,296 (ii)	103,453	35,580	30,246	9,073	542,648	411,447
Michele T Tarbet	(i) 378,618 (ii)	101,724	36,000	30,785	12,323	559,450	421,015
Alison Fleury	(i) 215,239 (ii)	83,227	31,000	18,181	10,692	358,339	273,115
John E Jenrette	(i) 326,917 (ii)	48,095	24,350	19,240	5,381	423,983	318,593
Michael G Plopper	(i) 279,639 (ii)	46,748	51,164	14,988	6,378	398,917	292,986
Nancy G Pratt	(i) 273,097 (ii)	95,054	35,500	22,536	8,456	434,643	332,705
Louis M Smith	(i) 249,242 (ii)	42,123	24,961	12,731	9,031	338,088	226,406
Bryan T Miller	(i) 211,930 (ii)	38,377	31,000	16,620	5,203	303,130	225,234

Schedule K
(Form 990)

OMB No 1545-0047

Supplemental Information on Tax Exempt Bonds

2008

Open to Public
InspectionDepartment of the Treasury
Internal Revenue ServiceTo be completed by organizations that answered "Yes" to Form 990, Part IV, line 24a.
Provide descriptions, explanations, and any additional information in Schedule O.Name of the organization
Sharp HealthCareEmployer identification number
95-6077327

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 ABAG Finance Authority for Nonprofit Corporations	94-3130123	00037CFB1	07-23-2003	29,872,264	See Schedule O for details		X		X
B ABAG Finance Authority for Nonprofit Corporations	94-3130123	00037CNR7	02-12-2009	60,000,000	See Schedule O for details		X		X
C ABAG Finance Authority for Nonprofit Corporations	94-3130123	00037CPH7	07-22-2009	137,265,605	See Schedule O for details		X		X
D ABAG Finance Authority for Nonprofit Corporations	94-3130123	00037CPN4	09-02-2009	99,880,000	See Schedule O for details		X		X
E ABAG Finance Authority for Nonprofit Corporations	94-3130123		06-08-2004	45,000,000	See Schedule O for details		X		X

Part II Proceeds (Optional for 2008)

1 Total Proceeds of Issue	A		B		C		D		E	
	Yes	No								
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										
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)

1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?	A		B		C		D		E	
	Yes	No								
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								
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								
1 Has a Form 8038-T been filed with 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?										

Schedule L (Form 990 or 990-EZ)

Transactions with Interested Persons

OMB No 1545-0047

2008

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

Name of the organization
Sharp HealthCare

Employer identification number

95-6077327

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.

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.

Part III Grants or Assistance Benefiting Interested Persons

Grants of Assistance Benefiting Interested Persons To be completed by organizations that answered "Yes" on Form 990, Part IV, line 22.

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.

2008

Open to Public
InspectionSCHEDULE O
(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
Sharp HealthCare

Employer identification number

95-6077327

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 2		Director Lori Moore is the daughter of Director Stephen Cushman. Director Cushman's board term expired on 6/1/09. Director Timothy Considine and Director Stephen Cushman have a business relationship. Director Timothy Considine and Director Lori Moore have a business relationship.

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 10		The final Form 990 is placed on the organization's intranet, prior to the filing date, where it is viewable for comment from all members of the governing body. The review process includes multiple levels of review including key corporate and entity finance department personnel comprised of the Accounting Manager, Corporate Controller, Vice President of Finance, and Senior Vice President and Chief Financial Officer. Additionally, the organization contracts with Ernst & Young, an independent accounting firm, for review of the Form 990.

Identifier	Return Reference	Explanation
Form 990, Part VI, Section B, line 12c		The Corporation is committed to preventing any Participant of the Corporation from gaining any personal benefit from information received or from any transaction of Sharp. Board Members, Corporate Officers, Senior Vice Presidents and Chief Executive Officer(s) are required to submit a conflict of interest statement annually to Legal Services/Senior Vice President of Legal Services who will review all statements. In connection with any transaction or arrangement, which may create an actual or possible conflict of interest, the person shall disclose in writing the existence and nature of his/her financial interest and all material facts. Board Members, Corporate Officers, Senior Vice Presidents, and the Chief Executive Officer(s) shall make such disclosures directly to the Chairman of the Sharp HealthCare Board, and to the members of the committee with the board designated powers considering the proposed transaction or arrangement. Upon disclosure of the financial interest and all material facts, the Board Member, Corporate Officer, Senior Vice President or the Chief Executive Officer(s) making such disclosures shall leave the board or the committee meeting while the financial interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists. In certain instances, such as if someone takes a board seat on a competitor's board of directors or has a role with an organization whereby the information that they may obtain from Sharp would put them in a consistent conflict with their two roles, the conflict could call for the individual's removal from the board. The bylaws for the organization provide for the ability to remove directors in accordance with Section 5222 of the California Corporations Code. This can generally be done on a "for cause" or a "no cause" basis by the action of a majority of the board of directors.

Identifier	Return Reference	Explanation
Form 990, Part VI, Section B, line 15		The Personnel Committee of Sharp HealthCare retains an independent compensation consulting firm to review the total compensation paid to executive management (CEO/President, Executive Vice President of Hospital Operations, and Senior Vice Presidents) and compares it to the total compensation paid to similar positions with like institutions. The information is presented to the Personnel Committee of the Board of Directors by the independent consultant. The Personnel Committee is comprised of Board members who are not physicians and who are not compensated in any way by the organization. The Personnel Committee approves the total compensation for the President/Chief Executive Officer and reviews and approves the compensation and compensation salary ranges for the remainder of the executive team. The Personnel Committee presents its decision to the Board of Directors. The Personnel Committee retains minutes of its meetings. The Compensation and Benefits department engages a third party independent consultant to conduct a compensation study covering officers and key employees. The independent third party compares base salaries to similar positions with like institutions. The information is reviewed by the Compensation and Benefits department and is presented to the President/Chief Executive Officer, the Executive Vice President of Hospital Operations and the appropriate Senior Vice President for review and approval. The compensation study was last conducted in November/December 2008.

Identifier	Return Reference	Explanation
Form 990, Part VI, Section C, line 19		Policies are considered proprietary information, however in Sharp HealthCare's publicly available Code of Conduct, Sharp outlines its Conflict of Interest policies in a user friendly manner. The annual audited financial statements of the consolidated group are published on the dacbond website (www.dacbond.com) and are available upon request. The annual audited financial statements include combining schedules which disclose the financial results (Balance Sheet, Statement of Operations, Statement of Changes in Net Assets) for each entity of the consolidated group. Quarterly financial statements of Sharp's obligated group are published on the dacbond website (www.dacbond.com).

Identifier	Return Reference	Explanation
Form 990, Part XI, Line 2b	Audit by Independent Accountant	The organization is a member of a consolidated group which does have its financial statements audited by an independent accountant.

Identifier	Return Reference	Explanation
Form 990, Part XI, Line 2c	Audit Committee	The organization is a member of a consolidated group which has an Audit Committee that assumes the oversight of the audited financial statements and the selection of the independent auditors.

Identifier	Return Reference	Explanation
Form 990, Part I, Line 1	Organization's Most Significant Activities	The organization's primary exempt purpose is to provide administrative support to its tax-exempt subsidiaries. In addition, outpatient services are provided to patients within the greater San Diego area through multispecialty medical group practices. Community members are offered a number of benefit services to assist them in obtaining treatment, and information is provided on topics ranging from disease prevention to improvement of health status.

Identifier	Return Reference	Explanation
Form 990, Part III, Line 1		To promote health care through supporting and/or operating, directly or through wholly-owned subsidiaries and other appropriate management arrangements, hospitals and other medically-related facilities and activities in the State of California. The specific and primary purposes for which this corporation is formed are to support and be responsive to the needs of its publicly supported, tax-exempt subsidiaries.

Identifier	Return Reference	Explanation
Form 990, Part IV, Line 12	Audited Financial Statement	The organization is a member of a consolidated group which did receive audited financial statements in accordance with GAAP for the return period

Identifier	Return Reference	Explanation
Form 990, Part IV, Line 24a	Tax Exempt Bond Issue	Tax Exempt Bonds are issued for the Sharp HealthCare Obligated Group. As a result, all tax exempt bond balances, including those allocated to other members of the Obligated Group, are reported on the Sharp HealthCare return (EIN 95-6077327)

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 16b		The organization has taken several steps to safeguard their tax exempt status as it relates to participation in their joint venture arrangements. The organization has comprehensive joint venture agreements with their partners that specify duties of officers, maintenance of books and records, annual accounting, audit rights, etc. Additionally, the organization reviews the financial statements monthly and maintains representatives on the governing boards of the joint ventures. Board approval is required for the organization to enter into any new partnerships or joint ventures.

Identifier	Return Reference	Explanation
Form 990, Part VII, Section A	Hours Per Week Dedicated to Related Organizations	Michael W Murphy - 2-Sharp Memorial Hospital, 2-Grossmont Hospital Corporation, 2-Sharp Chula Vista Medical Center, 2-Sharp Coronado Hospital and Healthcare Center, 2-Sharp Health Plan, 2-Sharp HealthCare Foundation Kenneth Roth MD - 2-Sharp HealthCare Foundation Geoffrey Stiles MD - 10-Sharp Memorial Hospital Alison Fleury - 0 5-Sharp Health Plan Carlisle C Lewis III - 2-Sharp Memorial Hospital, 2-Grossmont Hospital Corporation, 2-Sharp Chula Vista Medical Center, 2-Sharp Coronado Hospital and Healthcare Center Ann Pumpani - 3-Sharp Memorial Hospital, 3-Grossmont Hospital Corporation, 3-Sharp Chula Vista Medical Center, 3-Sharp Coronado and Healthcare Center, 3-Sharp Health Plan Marcia K Hall - 60-Sharp Coronado Hospital and Healthcare Center Mary L Henrikson - 60-Sharp Memorial Hospital Kathleen R Lencioni - 45-Sharp Memorial Hospital Timothy B Smith - 65-Sharp Memorial Hospital Michele T Tarbet - 55-Grossmont Hospital Corporation William S Littlejohn - 40-Sharp HealthCare Foundation Christopher L Boyd - 40-Sharp Chula Vista Medical Center Daniel L Gross - 2-Sharp Memorial Hospital Michael G Plopper - 40-Sharp Memorial Hospital Lou Smith - 2-Sharp Coronado Hospital and Healthcare Center

Identifier	Return Reference	Explanation
Form 990, Part VIII, Line 11a	SCMG Management Fee	The Sharp Community Medical Group ("SCMG") management fee revenue is not deemed unrelated business income as there is no profit motive per the management agreement. SCMG pays cost for any and all services provided by Sharp HealthCare. In prior years this revenue was reported using exclusion code 41.

Identifier	Return Reference	Explanation
Form 990, Part X, Line 20	Tax Exempt Bond Balances	Tax Exempt Bonds are issued for the Sharp HealthCare Obligated Group. As a result, all tax exempt bond balances, including those allocated to other members of the Obligated Group, are reported on Form 990, Part X, Line 20 on the Sharp HealthCare return (EIN 95-6077327). Tax year 2008 is the first year the tax-exempt bond balances were reported in this way.

Identifier	Return Reference	Explanation
Form 990, Part X, Line 15	Significant Year over Year Increase in Other Assets	Tax Exempt Bonds are issued for the Sharp HealthCare Obligated Group. As a result, all tax exempt bond balances, including those allocated to other members of the Obligated Group, are reported on the Sharp HealthCare return (EIN 95-6077327). The Sharp HealthCare Balance Sheet included in this return has been grossed up in order to reflect the full tax-exempt bond balance. The significant year over year increase in Form 990, Part X, Line 15 - Other Assets, is due to the receivables from other members of the Obligated Group for their respective share of the tax-exempt bond balances reported on Sharp HealthCare's Balance Sheet.

Identifier	Return Reference	Explanation
Schedule K, Part I, Line A	Tax Exempt Bond Issue 2003C	The purpose of this bond issuance was to provide funds for the expansion and capital improvements at two hospital entities and to provide for a debt service reserve fund.

Identifier	Return Reference	Explanation
Schedule K, Part I, Line B	Tax Exempt Bond Issue 2009A	The purpose of this bond issuance was to redeem a line of credit used to refund the Series 2003A&B Auction Rate Securities

Identifier	Return Reference	Explanation
Schedule K, Part I, Line C	Tax Exempt Bond Issue 2009B	The purpose of this bond issuance was to provide funds for capital improvements, capacity expansion, and building renovations at four hospital entities, to purchase major equipment, to refund a portion of the 2003B Auction Rate Securities and to provide for a debt service reserve fund

Identifier	Return Reference	Explanation
Schedule K, Part I, Line D	Tax Exempt Bond Issue 2009C&D	To refinance the series 2007A&B Statewide Easy Equipment Program (SWEEP) bonds issued 3/2/07

Identifier	Return Reference	Explanation
Schedule K, Part I, Line E	Tax Exempt Bond Issue CitiCapital	The purpose of this bond issuance was to provide funds for major equipment at five entities

Identifier	Return Reference	Explanation
Schedule L, Part IV		Donald C Balfour, MD is a director on Sharp HealthCare's Board and is the President and Medical Director of Sharp Rees-Stealy Medical Group ("SRSMG") SRSMG has contracted with Sharp HealthCare ("SHC") to provide professional medical services in clinic facilities owned and operated by SHC for which SRSMG pays SHC a percentage of SRSMG's professional services revenue SHC's revenues resulting from the SRSMG contract totaled \$104,652,520 in calendar year 2008 SHC also pays SRSMG for certain medical fees and medical related purchased services These payments from SHC to SRSMG totaled \$24,951,473 in calendar year 2008 The net of these totals, \$79,701,047, is the figure reported on Schedule L Sergio Flores, MD is a director on Sharp HealthCare's Board and is an Officer/Director of Sharp Community Medical Group

Identifier	Return Reference	Explanation
Form 990, Part III, Line 4b	Community Benefits Report	An Overview of Sharp HealthCare Sharp is an integrated, regional health care delivery system based in San Diego, Calif The Sharp system includes four acute care hospitals, three specialty hospitals, two affiliated medical groups, 20 medical clinics, five urgent care facilities, three skilled nursing facilities, two inpatient rehabilitation programs, home health, hospice and home infusion programs, numerous outpatient facilities and programs, and a variety of other community health education programs and related services Sharp also has a Knox-Keene-licensed health maintenance organization, Sharp Health Plan (SHP) Serving a population of approximately three million in San Diego County, as of September 30, 2009, Sharp is licensed to operate 2,060 beds, has approximately 2,600 Sharp-affiliated physicians and nearly 15,000 employees FOUR ACUTE CARE HOSPITALS Sharp Chula Vista Medical Center (343 beds) The largest provider of health care services in south San Diego County, one of the fastest growing areas in California Sharp Chula Vista Medical Center (SCVMC) operates the busiest Emergency Department (ED) in San Diego's South Bay and is the closest hospital to the busiest international border in the world Sharp Coronado Hospital and Healthcare Center (204 beds) This acute care hospital provides services that include sub-acute and long-term care, rehabilitation therapies, hospice and emergency services Sharp Grossmont Hospital (536 beds) The largest provider of health care services in San Diego's East County, and one of the busiest Emergency Departments in San Diego County Sharp Memorial Hospital (643 beds) A regional tertiary care leader, Sharp Memorial Hospital (SMH) provides specialized care in trauma, oncology, orthopaedics, organ transplantation, cardiology and rehabilitation THREE SPECIALTY CARE HOSPITALS Sharp Mary Birch Hospital for Women & Newborns (169 beds) A freestanding women's hospital specializing in obstetrics, gynecology, gynecologic oncology and neonatal intensive care Sharp Mary Birch Hospital for Women & Newborns (SMBHWN) delivers more babies than any other private hospital in California Sharp Mesa Vista Hospital (149 beds) The largest private freestanding psychiatric hospital in California and a premier provider of psychiatric services Sharp Vista Pacifica Hospital (16 beds) Sharp Vista Pacifica (SVP) is San Diego County's only licensed chemical dependency recovery hospital Collectively, the operations of SMH, SMBHWN, SMV, and SVP are reported under the nonprofit public benefit corporation of SMH The operations of Sharp Rees-Stealy Medical Centers (SRS) are reported within the nonprofit public benefit corporation of Sharp, the parent organization The operations of Sharp Grossmont Hospital (SGH) are reported under the nonprofit public benefit corporation Grossmont Hospital Corporation Mission Statement It is Sharp's mission to improve the health of those it serves with a commitment to excellence in all that it does Sharp's goal is to offer quality care and services that set community standards, exceed patient expectations, and are provided in a caring, convenient, cost-effective, and accessible manner Vision Sharp's vision is to transform the health care experience through a culture of caring, quality, service, innovation, and excellence Sharp will be recognized by employees, physicians, patients, volunteers, and the community as the best place to work, the best place to practice medicine, and the best place to receive care Sharp will be known as an excellent community citizen, embodying an organization of people working together to do the right thing every day to improve the health and well-being of those it serves Sharp will become the best health system in the universe Values * Integrity - Trustworthiness, Respect, Commitment to Organizational Values, and Decision Making * Caring - Service Orientation, Communication, Teamwork and Collaboration, Serving and Developing Others, and Celebration * Innovation - Creativity, Continuous Improvement, Initiating Breakthroughs, and Self-Development * Excellence - Quality, Safety, Operational and Service Excellence, Financial Results, and Accountability Awards Sharp recently received the following awards * Sharp is a recipient of the 2007 Malcolm Baldrige National Quality Award, the nation's highest Presidential honor for quality and organizational performance excellence Sharp is the first health care system in California and eighth in the nation to receive this recognition * Sharp was named the No 1 "best integrated health-care network" in Southern Calif and No 6 nationally by Modern Healthcare magazine in 2010 The rankings are part of the "Top 100 Most Highly Integrated Healthcare Networks (IHN)", an annual survey conducted by health care data analyst SDI This is the twelfth year running that Sharp has placed among the top in the state in the survey * Sharp was ranked 47th by Modern Healthcare in its 2008 "100 Best Places to Work" The awards and honors program recognizes workplaces in health care that enable employees to perform at their optimum level to provide patients and customers with the best possible care and services * Sharp was named "Best Hospital" by San Diego Union-Tribune readers participating in the paper's "Best of San Diego" Readers Poll published August 2, 2009 * SGH and SMH have both received MAGNET Designation for Nursing Excellence by the American Nurses Credentialing Center (ANCC) The Magnet Recognition Program is the highest level of honor bestowed by the ANCC and is accepted nationally as the gold standard in nursing excellence * Sharp was named one of the nation's "Most Wired" health care systems for the eleventh consecutive year by Hospitals & Health Networks magazine in the annual Most Wired Survey and Benchmark Study "Most Wired" hospitals are committed to using technology to enhance quality of care for both patients and staff Culture The Sharp Experience For more than nine years, Sharp has been on a journey to transform the health care experience Through a sweeping organizational improvement initiative called The Sharp Experience, the entire Sharp team has recommitted to purpose, worthwhile work and making a difference, and to the fundamentals that have made Sharp one of the nation's top-ranked health care systems This renewed sense of direction has added discipline and focus to every part of the organization Sharp is San Diego's health care leader because it remains focused on the most important element of the health care equation the people Through this extraordinary initiative, Sharp is transforming the health care experience in San Diego by striving to be * The best place to work Attracting and retaining highly skilled and passionate staff members who are focused on providing quality health care and building a culture of teamwork, recognition, celebration, and professional and personal growth This commitment to serving patients and supporting one another will make Sharp "the best health system in the universe" * The best place to practice medicine Creating an environment in which physicians enjoy positive, collaborative relationships with nurses and other caregivers, experience unsurpassed service as valued customers, have access to state-of-the-art equipment and cutting-edge technology, and enjoy the camaraderie of the highest-caliber medical staff at San Diego's preeminent medical institution * The best place to receive care Providing a new standard of service in the health care industry, much like that of a five-star hotel, employing service-oriented individuals who see it as their privilege to exceed the expectations of every patient - treating them with the utmost care, compassion and respect, and creating healing environments that are pleasant, soothing, safe, immaculate, and easy to access and navigate Through all of this transformation, Sharp will continue to live its mission to care for all people, with special concern for the underserved and San Diego's diverse population This is something Sharp has been doing for more than half a century

Identifier	Return Reference	Explanation
		<p>Pillars of Excellence The six pillars listed below are a visible testament to Sharp's commitment to become the best health care system in the universe by achieving excellence in these areas</p> <ul style="list-style-type: none"> Quality - Demonstrate and improve clinical excellence and patient safety to set community standards and exceed patient expectations Service - Create exceptional experiences at every touch point for customers, physicians, and partners by demonstrating service excellence People - Create a workforce culture that attracts, retains, and promotes the best and brightest people, who are committed to Sharp's mission, vision, and values Finance - Achieve financial results to ensure Sharp's ability to provide quality health care services, new technology, and investment in the organization Growth - Achieve consistent net revenue growth to enhance market dominance, sustain infrastructure improvements, and support innovative development Community - Be an exemplary community citizen <p>Patient Financial Assistance Program Sharp offers financial assistance for medically necessary services provided to uninsured patients with no ability to pay or insured patients with inadequate coverage and no ability to pay. No patient requiring emergency medical care is refused service at Sharp Health Professions Training Internships Students and recent health care graduates are a valuable asset to the community, and Sharp demonstrates a deep investment in these potential and newest members of the health care workforce through internships, financial aid, and career pipeline programs. There were nearly 4,700 student interns within the Sharp system in FY 2009, providing more than 528,000 hours in disciplines including nursing, allied health, and professional educational programs. Sharp provides education and training programs for students in the continuum of nursing (e.g., critical care, medical/surgical, behavioral health, women's services, and wound care) and allied health professions such as rehab therapies (speech, physical, occupational, and recreational therapy), pharmacy, dietetics, lab, imaging (all the radiology professions), social work, psychology, and public health. Students from local community colleges, such as Grossmont College and Southwestern College (SWC), local and national university campuses, such as San Diego State University (SDSU), University of California, San Diego (UCSD), University of San Diego (USD), and Point Loma Nazarene University (PLNU), and vocational schools, such as Kaplan College, participate in Sharp's health professions training.</p> <p>College Collaborations Sharp's partnership with the University of Oklahoma (OU) College of Nursing, SDSU and SWC provides clinical, real-world experience in San Diego County for students enrolled in the OU Online Accelerated Second Degree Bachelor of Science in Nursing (BSN) Program and the OU Career Mobility Registered Nurse (RN) to BSN Program. The partnership seeks to boost the number of new nurse graduates by offering programs with increased flexibility and access for students. The Accelerated Second Degree BSN Program is for individuals with a bachelor's degree or higher in a non-nursing major. The program includes over 600 hours of online course work and nearly 900 hours of clinical experience at Sharp facilities. Candidates may earn a BSN from OU in 14 months, as well as become eligible to sit for the National Council Licensing Examination for Registered Nurses (NCLEX-RN). The Career Mobility RN to BSN Program offers licensed RNs an accelerated education to achieve a BSN from OU within nine months, providing them with greater opportunity for career mobility and advancement. The Career Mobility RN to BSN Program began in May 2006, and the OU Online Accelerated Second Degree BSN Program began in August 2007. The first Career Mobility RN to BSN class graduated students in May 2007. In December 2008, the first Accelerated Second Degree BSN class graduated students.</p> <p>The Health Academy The SCVMC Health Academy educates the next generation of health care professionals by introducing local elementary school students to a wide variety of health care careers. Since 2005, this program has provided hospital tours to hundreds of fifth graders, who have benefited from interactive learning in various areas of the hospital, including the laboratory, pharmacy, and billing departments. In the fall of 2008, a two-year grant from the California Endowment allowed for the expansion of the program to provide a diversity initiative to high school students. The Health Care Career Pipeline Partnership (HCCPP) is a collaboration among the hospital, Barrio Logan College Institute (BLCI), San Ysidro High School (SYH), SWC, and the San Diego chapter of the National Association of Hispanic Nurses. The program has had tremendous success since its inception, and in FY 2009, SCVMC won a partnership award from the San Diego Science Alliance for its work in the HCCPP. The award recognizes a San Diego business or employer that partners with the youth in the community. Health Sciences High and Middle College Sharp has teamed up as an industry partner with charter school Health Sciences High and Middle College (HSHMC) to provide students broad exposure to careers available in health care. During FY 2009, 294 HSHMC students participated on Sharp campuses for a total of 89,837 student hours. The collaboration between Sharp and HSHMC prepares high school students to consider and enter health science and medical technology careers within the following five career pathways: Biotechnology Research and Development, Diagnostic Services, Health Informatics, Support Services, and Therapeutic Services. During a 16-week period, supervised students rotate through instructional pods in various departments such as nursing, ob/gyn, occupational and physical therapy, behavioral health, Surgical Intensive Care Unit (SICU), Medical Intensive Care Unit (MICU), imaging, rehabilitation, laboratory, pharmacy, pulmonary, cardiac services, and operations. HSHMC students not only receive hands-on experience in patient care, but also guidance from Sharp staff on professionalism, career ladder development, and job/education requirements. HSHMC students earn high school diplomas, complete college entrance requirements, and have opportunities to earn community college credits, degrees, or vocational certificates. With the HSHMC program, Sharp is linking students with health care professionals through job shadowing and internships, to explore real-world applications of their school-based knowledge and skills. The program began with HSHMC students on the campuses of SGH and SMH, and in FY 2009 expanded to include SMV and SMBHN. Also in FY 2009, the program at SMH expanded to include all levels of high school students (grades nine through 12). Lectures and Continuing Education Sharp also contributes to the academic environment of many colleges and universities in San Diego. In FY 2009, Sharp staff committed more than 500 hours providing lectures, courses, and presentations on numerous college/university campuses throughout San Diego. Through the delivery of a variety of guest lectures, including, "The Role of the Clinical Nurse Specialist" at PLNU, pharmacy practice lectures at UCSD, and a variety of health administration lectures to public health graduate students at SDSU, Sharp staff remain active and engaged with San Diego's academic health care community. Sharp's Office of Continuing Medical Education (CME) assesses, designs, implements, and evaluates educational and training initiatives for Sharp's affiliated physicians, pharmacists, and other health professionals in order to better serve the health care needs of the San Diego community. In FY 2009, the professionals at Sharp's Office of CME invested approximately 1,200 hours in myriad CME activities open to San Diego health care providers, ranging from annual conferences in diabetes, coagulation therapy, and psychiatry, to presentations on patient safety, clinical effectiveness, and quality improvement.</p>

Identifier	Return Reference	Explanation
		<p>Volunteer Service Sharp Lends a Hand In FY 2009, Sharp continued its system-wide community service program, Sharp Lends a Hand, in order to further support the San Diego communities it serves. In March 2009, Sharp promoted the program both internally and in the community, requesting project ideas that focused on improving the health and well-being of San Diego in a broad, positive way, relied on Sharp for volunteer labor only, supported nonprofit initiatives, community activities or other programs that serve the residents of San Diego County, and had a completion date by September 30, 2009. Sharp employees voted on the qualified projects posted on Sharp's internal website, SharpNET. They selected five projects: Stand Down for Homeless Veterans, San Diego Food Bank, San Diego River Clean-up, Fourth of July Beach Clean-up, and San Diego Habitat for Humanity. In support of these projects, more than 1,400 Sharp employees, family members, and friends volunteered more than 5,500 hours. During three days in July 2009, 563 Sharp employees, family members, and friends provided support, including food, clothing, medical services, and companionship, to hundreds of homeless veterans at Stand Down for Homeless Veterans, an annual event sponsored by Veterans Village of San Diego. The San Diego Food Bank feeds people in need throughout San Diego County, and advocates and educates the public about hunger-related issues. During March, May, and August 2009, 566 Sharp Lends a Hand volunteers inspected and sorted donated food, assembled boxes, and cleaned the San Diego Food Bank warehouse. Habitat for Humanity coordinated a summer "Building Blitz" in which construction companies donated materials and labor to construct homes for needy San Diego families. In July 2009, 165 Sharp volunteers supported the builders by directing traffic, serving meals, keeping the site clean, and organizing workers. Finally, Sharp helped put the sparkle back in San Diego communities in 2009 with 145 employees, families, and friends volunteering to clean local beaches following the revelry of July 4th, and working with I Love a Clean San Diego and the San Diego River Park Foundations to help keep San Diego's watershed beautiful and pollution-free. Volunteers scoured the beaches and river for garbage and debris. Sharp Humanitarian Service Program In FY 2009, three Sharp employees were funded through Sharp's Humanitarian Service Program. This program allows employees to participate in service programs that provide health care and/or other supportive services to underserved or adversely affected populations. In FY 2009, Sharp employees devoted their time and energy to organizations that included Cross-Cultural Solutions, which provides a variety of international volunteer opportunities in caregiving, teaching, health care, and community development, and Opportunity International, which provides basic microfinance services - lending, savings, and insurance - as well as transformational training to empower people in underdeveloped communities to work their way out of chronic poverty. In addition, in FY 2009, a Sharp-affiliated surgeon led a team of ninety-four medical and surgical professionals from Southern California on a medical mission trip to Joyaba, Guatemala through HELPS International, a nonprofit relief organization. The medical/surgical team delivered needed medical care to rural Guatemala during their 10-day medical mission. The team built six operating rooms, a pharmacy, and specialty clinics in the impoverished Guatemalan community. Over the remaining days, the Sharp-led team delivered a range of critical services, both basic and complex, including treatments for a variety of infections and diseases such as cancer, an array of surgeries, including cataract surgery and amputation, and a multitude of screenings and diagnoses for patients who had not seen a physician in years - many in their entire lives. A documentary on the project, 10 Days in Guatemala, aired on Cox Cable's Channel 4 this past year. Sharp funded the production costs of the documentary. Community Walks In April 2009, more than 500 Sharp team members, families, and friends participated in the annual March of Dimes March for Babies. Sharp is a strong supporter of the event and raised nearly \$85,000 for the organization. Sharp is a proud supporter of the American Heart Association annual Heart Walk. In September 2009, more than 800 walkers represented Sharp at the San Diego Heart Walk held in Balboa Park. Sharp was the No. 2 Heart Walk team in San Diego, raising more than \$125,000 for the American Heart Association. Sharp Volunteers Sharp volunteers are a critical component of Sharp's dedication to the San Diego community. Sharp provides a multitude of volunteer opportunities throughout San Diego County for individuals to serve the community, meet new people, and assist programs ranging from pediatrics to Senior Resource Centers. Volunteers devote their time and compassion to patients as well as to the general public, and are an essential element to many of Sharp's programs, events, and initiatives. Sharp volunteers spend their time within hospitals, in the community, and in support of the Sharp HealthCare Foundation, Grossmont Hospital Foundation, and Coronado Hospital Foundation. Sharp employees also donate time to Sharp as volunteers for the Sharp organization. In FY 2009, there were 2,764 total volunteers at Sharp, contributing 231,299 hours of their time in service to Sharp and its initiatives. Over 13,000 of these hours were provided externally to the San Diego community, through activities such as delivering meals to homebound seniors and assisting with health fairs and events. Table 1 details the number of individual volunteers and the hours provided in service to each entity. Volunteers spent additional hours supporting Sharp's three foundations for events such as Grossmont Hospital Foundation's annual Golf Tournament, the SMBHWN Stewardship Committee, galas held for SCVMC, Sharp Coronado Hospital and Healthcare Center (SCHHC), and SGH, and other events in support of Sharp entities and services. Sharp Volunteers and Volunteer Hours - FY 2009 Sharp Entity Number of Volunteers (Individuals) Volunteer Hours Sharp Chula Vista Medical Center 360 46,269 Sharp Coronado Hospital and Healthcare Center 170 8,627 Sharp Grossmont Hospital 1,200 115,746 Sharp Mary Birch Hospital for Women & Newborns 146 10,511 Sharp Memorial Hospital 838 44,247 Sharp Mesa Vista Hospital 14 2,007 Sharp Rees-Stealy 36 3,892 ALL ENTITIES 2,764 231,299 Sharp employees also volunteer their time for the Cabrillo Credit Union Sharp Division Board, the Sharp and Children's MRI Board, the UCSD Medical Center/Sharp Bone Marrow Transplant Program Board, Grossmont Imaging LLC Board, and the SCVMC - SDI Imaging Center. Executive Summary This Executive Summary provides an overview of community benefits planning at Sharp, a listing of community needs addressed in this Community Benefits Report, and a summary of community benefits programs and services provided by Sharp in FY 2009 (October 1, 2008 through September 30, 2009). In addition, the economic value of community benefits provided by Sharp, according to the framework specifically identified in Senate Bill 697, is reported for the following: * Sharp Chula Vista Medical Center * Sharp Coronado Hospital and Healthcare Center * Sharp Grossmont Hospital * Sharp Mary Birch Hospital for Women & Newborns * Sharp Memorial Hospital * Sharp Mesa Vista Hospital and Sharp Vista Pacifica Hospital * Sharp Health Plan Community Benefits Planning at Sharp HealthCare Sharp bases its community benefits planning on the triennial community health needs assessment conducted by the Community Health Improvement Partners (CHIP) combined with the expertise in programs and services of each Sharp hospital.</p>

Identifier	Return Reference	Explanation
		<p>Listing of Community Needs Addressed in This Community Benefits Report The following community needs are addressed by one or more Sharp hospitals in this Community Benefits Report * Access to care for individuals without a medical provider * Focused education and screening programs on health conditions, such as heart and vascular disease, stroke, cancer, diabetes, preterm delivery, unintentional injuries, and behavioral health * Health education and screening activities for seniors * Outreach for flu vaccinations * Special support services for hospice patients and their families, and the community * Support of community nonprofit health organizations * Education and training of health care professionals * Collaboration with local schools to promote interest in health care careers * Welfare of seniors and disabled people * Cancer education, patient navigator services, and participation in clinical trials * Women's and prenatal health services and education * Meeting the needs of new mothers and their families * Mental health and substance abuse education for the community Highlights of Community Benefits Provided by Sharp in FY 2009 Some examples of community benefits programs and services provided by Sharp hospitals or entities in FY 2009 include * Unreimbursed Medical Care Services, including uncompensated care for patients who are unable to pay for services, and the unreimbursed costs of public programs such as Medi-Cal, Medicare, San Diego County Indigent Medical Services, Civilian Health and Medical Program of the Department of Veterans Affairs (CHAMPVA), and (TRICARE) - the regionally managed health care program for active duty and retired members of the uniformed services, their families, and survivors, and unreimbursed costs of workers' compensation programs Also included is financial support for onsite workers to process Medi-Cal eligibility forms * Other Benefits for Vulnerable Populations, including van transportation for patients to and from medical appointments, financial and other support to community clinics to assist in providing health services, and improving access to health services, Project HELP, a fund that provides monies for medications, transportation, and other needs to assist patients who cannot afford to pay, Project CARE (Community Action to Reach the Elderly), a community program that places computerized telephone calls to seniors and disabled individuals to ensure they are safe in their homes, contribution of time to Habitat for Humanity, Stand Down for Homeless Veterans, and the San Diego Food Bank, financial and other support to the Sharp Humanitarian Service Program, and other assistance for the needy * Other Benefits for the Broader Community, including health education and information, participation in community health fairs and events addressing the unique needs of the community, providing flu vaccinations, and health screenings Sharp collaborated with local schools to promote interest in health care careers, the use of Sharp facilities by community groups at no charge, and executive leadership and staff actively participated in numerous community organizations, committees, and coalitions to improve the health of the community * Health Research, Education, and Training Programs, including education and training programs for medical, nursing, and other health care professionals To increase the pool of nursing graduates, Sharp and other area health care providers continued sponsorship of health-related programs, classes, and professors at SDSU (Nurses Now Partnership) and UCSD Sharp also partnered with SWC, SDSU, and OU College of Nursing to provide clinical experience in San Diego County for students enrolled in the OU Online Accelerated Second Degree BSN Program Additionally, Sharp continued its five-year agreement with SDSU for financial support of the Sharp Human Patient Simulation Center, to provide specialized education to nursing students Sharp again collaborated with Rady Children's Hospital - San Diego and Scripps Health in support of the National Partnership for Smoke-Free Families, a program designed to help pregnant smokers quit to improve their health and protect the health of their unborn babies Economic Value of Community Benefits Provided in FY 2009 In FY 2009, Sharp provided a total of \$342,530,870 in community benefits programs and services that were unreimbursed Table 1 shows a listing of these unreimbursed costs provided by each Sharp entity Table 1 Total Economic Value of Community Benefits Provided Sharp HealthCare Entities - FY 2009 Sharp HealthCare Entity Estimated FY 2009 Unreimbursed Costs Sharp Chula Vista Medical Center \$54,126,954 Sharp Coronado Hospital and Healthcare Center \$12,893,531 Sharp Grossmont Hospital \$112,169,265 Sharp Mary Birch Hospital for Women & Newborns \$14,142,167 Sharp Memorial Hospital \$143,764,626 Sharp Mesa Vista Hospital and Sharp Vista Pacifica Hospital \$5,227,313 Sharp Health Plan \$207,014 ALL ENTITIES \$342,530,870 Table 2 includes a summary of unreimbursed costs for each Sharp entity based on the categories specifically identified in Senate Bill 697 As shown in Table 2, Sharp leads the community in unreimbursed medical care services, among San Diego County's Senate Bill 697 hospitals and health care systems Table 2 FY 2009 Detailed Economic Value of Community Benefits at Sharp HealthCare Entities Based on Senate Bill 697 Categories Sharp HealthCare Entity SENATE BILL 697 CATEGORY Estimated FY 2009 Unreimbursed Costs Medical Care Services Other Benefits for Vulnerable Populations Other Benefits for the Broader Community Health Research, Education, and Training Programs Sharp Chula Vista Medical Center \$52,813,462 \$260,472 \$513,512 \$539,508 \$54,126,954 Sharp Coronado Hospital and Healthcare Center \$12,468,646 \$22,901 \$131,274 \$270,710 \$12,893,531 Sharp Grossmont Hospital \$109,834,421 \$622,649 \$841,274 \$870,921 \$112,169,265 Sharp Mary Birch Hospital for Women & Newborns \$13,426,245 \$34,583 \$351,614 \$329,725 \$14,142,167 Sharp Memorial Hospital \$141,570,894 \$725,827 \$775,897 \$692,008 \$143,764,626 Sharp Mesa Vista Hospital and Sharp Vista Pacifica Hospital \$4,365,401 \$639,173 \$183,205 \$39,534 \$5,227,313 Sharp Health Plan \$0 \$18,181 \$174,670 \$14,163 \$207,014 ALL ENTITIES \$334,479,069 \$2,323,786 \$2,971,446 \$2,756,569 \$342,530,870 Community Benefits Planning Process Each year, Sharp bases its community benefits planning on findings from the community health needs assessments conducted by CHIP and the expertise in programs and services of each Sharp hospital Methodology to Conduct the 2007 Community Needs Assessment Since 1995, Sharp has participated in a countywide collaborative - including a broad range of hospitals, health care organizations and community agencies - to conduct a triennial community needs assessment In 2007, the CHIP Needs Assessment Committee, under the direction of the CHIP Steering Committee, determined a methodology and approach to the needs assessment, which included information from the following sources * Analysis of health-related statistics gathered and analyzed by the County of San Diego Health and Human Services Agency (HHSA), supplemented by data from the California Health Interview Survey (CHIS), the California OSHPD and the Centers for Disease Control and Prevention's (CDC) Youth Risk Behavior Surveillance System and Behavior Risk Surveillance System * Review of health-related scientific literature * Review of results of facilitated discussions held with seven focus groups representing a cross-section of the San Diego County community * Results of a process used by members of CHIP to set priorities among various health issues Determination of Priority Community Needs Sharp HealthCare The 2007 Community Health Needs Assessment conducted by CHIP was reviewed by each Sharp hospital and used to determine priority needs for their communities In identifying these priorities, each entity considered the expertise and mission of the hospital in providing services, in addition to the unique regional, age group, and/or health topics that comprise the entity's service area For example, the specialty hospitals - SMBHWN, SMV, and SVP - reviewed the needs assessment priorities, specifically focusing on issues relevant to women and infants, behavioral health, and substance abuse, respectively Sharp's general acute care hospitals reviewed the needs assessment with a focus on the region and/or subregional areas, with the goal of matching community benefit programs and services to the unique needs of the region</p>

Identifier	Return Reference	Explanation
		<p>Steps Completed to Prepare an Annual Community Benefits Report On an annual basis, each Sharp hospital performs the following steps in the preparation of its Community Benefits Report * Establishes and/or reviews hospital-specific measurable objectives * Verifies the need for an ongoing focus on identified community needs and/or adds new identified community needs * Reports on activities conducted in the prior fiscal year - FY 2009 Report of Activities * Develops a plan for the upcoming fiscal year, including specific steps to be undertaken - FY 2010 Plan * Reports and categorizes the economic value of community benefits provided in FY 2009, according to the framework specifically identified in Senate Bill 697 * Reviews and approves a Community Benefits Plan * Distributes the Community Benefits Report to members of the Sharp Board of Directors and Sharp hospital boards of directors, highlighting activities provided in the prior fiscal year as well as specific action steps to be undertaken in the upcoming fiscal year Ongoing Commitment to CHIP In support of its ongoing commitment to working with others on addressing community health priorities to improve the health status of San Diego County residents, Sharp remains active in CHIP efforts In addition to the CHIP Board, Sharp executive leadership and other staff are actively involved in the following CHIP committees and work teams Public Policy Committee, Care Coordination Work Committee, Steering Committee, Needs Assessment Committee, Access to Care Committee, Access to Care Health Literacy Initiative, Behavioral Health Work Team, Immunize San Diego Coalition, San Diego Diabetes Coalition, San Diego Childhood Obesity Initiative (SDCOI), SDCOI Healthy Eating, Active Communities, and Safety Net Connect Appendix A Sharp HealthCare Involvement in Community Organizations Involvement in community organizations and coalitions in Fiscal Year 2009 by executive leadership and other staff with Sharp is presented below Community organizations are listed alphabetically * 211 San Diego Board * Academy of Medical-Surgical Nurses * ACS * AIS * American Association of Critical Care Nurses San Diego Chapter * American College of Healthcare Executives (ACHE) * American Health Information Management Association * American Heart Association * American Hospital Association * American Lung Association * American Psychiatric Nurses Association * American Red Cross of San Diego * Association for Ambulatory Behavioral Health Care (National) * Association for Ambulatory Behavioral Health Care of Southern California * Association of California Nurse Leaders * AWHONN * BLCI * Boys and Girls Club of San Diego * Breast Health Coordinators * California Association of Health Plans * California Association of Medical Staff Services * California Association of Physician Groups * California Dietetic Association, Member Council * CHA * California Society of Health System Pharmacists * California State Bar, Health Subcommittee * California Women Lead * CHIP Access to Care Committee * CHIP Access to Care Committee Health Literacy * CHIP Access to Care Gift of Health * CHIP Behavioral Health Work Team * CHIP Board * CHIP Needs Assessment Committee * CHIP Public Policy Committee * CHIP Steering Committee * Chula Vista Chamber of Commerce * Chula Vista Community Collaborative * CCWSD * City of Poway - Housing Commission * College Area Pregnancy Services * Community Emergency Response Team * Coronado Chapter of Rotary International * Coronado Christmas Parade * Coronado Flower Show * CWISH * Cycle Eastlake * DOVIA * East County Senior Service Providers * Ecolife Foundation * El Cajon Rotary * Emergency Nurses Association, San Diego Chapter * First Five Commission * Gay Men's Spiritual Retreat Board * Grossmont College * Grossmont Healthcare District * Health Care Communicators Board * Healthcare Financial Management Association San Diego/Imperial Chapter * Hospital Association of San Diego and Imperial Counties * HSHMC Board * Huntington's Disease Society of America * Immunize San Diego Coalition * Institute of Internal Auditors San Diego Chapter Board * Kiwanis Club of Bonita * Komen Board * Komen Breast Cancer Coalition Committee * Komen Race for the Cure Committee * La Mesa Lion's Club * La Mesa Parks and Recreation Finance Committee * La Mesa Parks and Recreation Foundation Board * LEAD, San Diego, Inc * March of Dimes * Meals-on-Wheels East County * Medical Library Group of Southern California and Arizona * Mental Health America Board * Mesa College * Mountain Health and Community Services, Inc Board * NAMI * NAMI Schizophrenics in Transition Board of Directors * NANN * National Association of Hispanic Nurses, San Diego Chapter * National Association of Psychiatric Healthcare Systems * National Foundation for Trauma Care * National Ovarian Cancer Coalition * National Perinatal Information Center * National Trauma Foundation Board * Neighborhood Healthcare Community Clinic - Board of Directors * NurseWeek * Partnership for Philanthropic Planning of San Diego (formerly San Diego Planned Giving Roundtable) * Peninsula Shepherd Senior Center * Planetree Board of Directors * Planned Parenthood of San Diego and Imperial Counties * Port of San Diego Marketing Committee * Premier, Inc HIT Collaborative * Premier, Inc Medication Use Committee * Professional Oncology Network * Project CARE Council * Recovery Innovations of California * Regional Perinatal System * Residential Care Council * SAFE Foundation * Safety Net Connect * San Diegans for Healthcare Coverage * San Diego Healthcare Disaster Council * San Diego Asian Film Festival Foundation * San Diego Association for Diabetes Educators * San Diego Association of Directors of Volunteer Services * San Diego Association for Healthcare Recruitment * San Diego Blood Bank * San Diego Brain Injury Foundation * San Diego Breastfeeding Coalition * San Diego Center for Patient Safety Task Force * San Diego Chapter of Rotary International * San Diego City Parks and Recreation * San Diego Committee on Employment of People with Disabilities * San Diego Council of Hospital Volunteers * San Diego County Pharmacists Association * San Diego County Safety Net Workgroup * San Diego County Social Services Advisory Board * San Diego County Taxpayer Association * San Diego Delta Leadership Academy * San Diego Diabetes Coalition * San Diego Dietetic Association Board * San Diego East County Chamber of Commerce Board * San Diego Emergency Medical Care Committee * San Diego Eye Bank * San Diego Foundation * San Diego Health Information Association * San Diego Immigrants Rights Consortium * San Diego Mental Health Coalition * San Diego North Chamber of Commerce * San Diego Nutrition Council * San Diego Organization of Healthcare Leaders, a local ACHE Chapter * San Diego Patient Safety Consortium * San Diego Regional Energy Office * San Diego Regional Homecare Council * San Diego Restorative Justice Mediation Program * San Diego Society for Human Resource Management * San Diego Society of Hospital Pharmacists, California Society of Health System Pharmacists Chapter * San Diego Urban League * San Diego-Imperial Council of Hospital Volunteers * San Diego Regional Chamber of Commerce * Santee Chamber of Commerce * Santee-Lakeside Rotary * SDCOI * SDSU * SDSU Nursing Evidence-Based Practice Institute * Senior Community Centers of San Diego * Serra Foundation * Sidney Kimmel Cancer Center * Sigma Theta Tau International Honor Society of Nursing * Society of Trauma Nurses * South Bay Community Services * South Bay Community Services, Baby First Program * South County Economic Development Council * South County Education Board and Policy Committee * Southern California Association of Neonatal Nurses * Southern California Society of Gastroenterology Nurses and Associates * Susan G Komen Breast Cancer Foundation * SYH * The Meeting Place Clubhouse * The Polinsky Center * Trauma Intervention Programs of San Diego County, Inc * Trauma Managers Association of California * Union of Pan Asian Communities * United Behavioral Health Medical Credentials Committee * United Way of San Diego County * UCSD * Wellpoint/US Behavioral Health Clinical Advisory Board * YMCA * YWCA Board of Directors * YWCA Executive Committee * YWCA In the Company of Women Luncheon * YWCA TWIN Event</p>

Identifier	Return Reference	Explanation
Form 5471		<p>Attachment to 2008 Form 990 and Form 5471 Transferee Corporation's Information Statement Filed in Accordance with Reg Section 1 351-3(b) Transferor Name SHARP HEALTHCARE Taxable Year End 9/30/2009 FEIN 95-6077327 Transferee Name CONTINUOUS QUALITY INSURANCE SPC (FKA CONTINUOUS QUALITY INSURANCE COMPANY, LTD) FEIN N/A Transferee Address PO BOX 1092, GRAND CAYMAN CAYMAN ISLANDS, BRITISH WEST INDIES This statement is being filed with Sharp HealthCare, the transferee's, Form 5471, Information Return of US Persons, with respect to the transferee, for the taxable year ended 9/30/2009 This statement is filed in accordance with Reg Section 1 351-3(b) to disclose the details of property transferred to the above controlled corporation The exchange took place during the year ended 9/30/2009 1 Property received from the transferor Contribution of cash 2 The cost or other basis thereof in the hands of the transferor adjusted to the date of transfer \$ 10,090,508 77 3 Transferee's Corporation Stock N/A 4 Securities of the transferee corporation N/A 5 Amount of money paid in the exchange to the transferor N/A 6 Other property passing to the transferor in the exchange N/A 7 Each of the transferor's liabilities assumed by the transferee corporation N/A Attachment to 2008 Form 990 and Form 5471 Transferor Corporation's Information Statement Filed in Accordance with Reg Section 1 351-3(a) Transferor Name SHARP HEALTHCARE Taxable Year End 9/30/2009 FEIN 97-6077327 Transferee Name CONTINUOUS QUALITY INSURANCE SPC (FKA CONTINUOUS QUALITY INSURANCE COMPANY, LTD) FEIN N/A Transferee Address PO BOX 1092, GRAND CAYMAN CAYMAN ISLANDS, BRITISH WEST INDIES This statement is being filed with Sharp HealthCare, the transferor's, Form 5471, Information Return of US Persons, with respect to the transferor for the taxable year ended 9/30/2009 This statement is also being filed with Sharp HealthCare, the transferor's, Form 990, Return of Organization Exempt from Income Tax This statement is filed in accordance with Reg Section 1 351-3(a) to disclose the details of property transferred to the above controlled corporation The exchange took place during the tax year ended 9/30/2009 1 Property transferred to the transferee Contribution of \$10,090,508 77 cash 2 Information with respect to the transferee corporation's stock (i) The kind of stock and preferences N/A (ii) The number of shares of each class at the date of the exchange Before the exchange N/A After the exchange N/A (iii) The fair market value per share of each class at the date of the exchange N/A 3 Securities of the transferee corporation received in the exchange N/A 4 Amount of money received N/A 5 Other property received N/A 6 Liabilities of the transferor assumed by the transferee Corporation N/A</p>

**SCHEDULE R
(Form 990)**Department of the Treasury
Internal Revenue Service**Related Organizations and Unrelated Partnerships**

OMB No 1545-0047

2008**Open to Public
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.**

Name of the organization
Sharp HealthCare**Employer identification number**
95-6077327**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
San Diego Healthcare System LLC 8695 Spectrum Center Boulevard San Diego, CA 92123	No activity	CA	0	0	

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
Sharp Memorial Hospital (SMH) 8695 Spectrum Center Blvd San Diego, CA921231489 95-3782169	Hospital	CA	501(c)3	3	N/A
Grossmont Hospital Corporation (SGH) 8695 Spectrum Center Blvd San Diego, CA921231489 33-0449527	Hospital	CA	501(c)3	3	N/A
Sharp Chula Vista Medical Center (SCVMC) 8695 Spectrum Center Blvd San Diego, CA921231489 95-2367304	Hospital	CA	501(c)3	3	N/A
Sharp Coronado and Healthcare Center (SCHHC) 8695 Spectrum Center Blvd San Diego, CA921231489 95-0651579	Hospital	CA	501(c)3	3	N/A
Sharp Health Plan (SHP) 8695 Spectrum Center Blvd San Diego, CA921231489 33-0519730	Health Plan	CA	501(c)4	N/A	N/A
Sharp HealthCare Foundation 8695 Spectrum Center Blvd San Diego, CA921231489 95-3492461	Healthcare Foundation	CA	501(c)3	7	N/A
Grossmont Healthcare Foundation 8695 Spectrum Center Blvd San Diego, CA921231489 33-0124488	Hospital Foundation	CA	501(c)3	7	Grossmont Hospital Corporation

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
Continuous Quality Insurance SPC 23 Lime Tree Bay Avenue PO Box 1 Grand Cayman CJ	Captive Insurance Company	CJ		C		10,988,471	100 000 %
Sharp S&D Corporation 8695 Spectrum Center Boulevard San Diego, CA92123	No activity	CA		C			100 000 %

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	Yes	
1c	Yes	
1d	Yes	
1e		No
1f		No
1g		No
1h	Yes	
1i		No
1j	Yes	
1k		No
1l	Yes	
1m	Yes	
1n	Yes	
1o	Yes	
1p	Yes	
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: 95-6077327
Name: Sharp HealthCare

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
Sharp Memorial Hospital (SMH) 8695 Spectrum Center Blvd San Diego, CA 921231489 95-3782169	Hospital	CA	501(c)3	3	N/A
Grossmont Hospital Corporation (SGH) 8695 Spectrum Center Blvd San Diego, CA 921231489 33-0449527	Hospital	CA	501(c)3	3	N/A
Sharp Chula Vista Medical Center (SCVMC) 8695 Spectrum Center Blvd San Diego, CA 921231489 95-2367304	Hospital	CA	501(c)3	3	N/A
Sharp Coronado and Healthcare Center (SCHHC) 8695 Spectrum Center Blvd San Diego, CA 921231489 95-0651579	Hospital	CA	501(c)3	3	N/A
Sharp Health Plan (SHP) 8695 Spectrum Center Blvd San Diego, CA 921231489 33-0519730	Health Plan	CA	501(c)4	N/A	N/A
Sharp HealthCare Foundation 8695 Spectrum Center Blvd San Diego, CA 921231489 95-3492461	Healthcare Foundation	CA	501(c)3	7	N/A
Grossmont Healthcare Foundation 8695 Spectrum Center Blvd San Diego, CA 921231489 33-0124488	Hospital Foundation	CA	501(c)3	7	Grossmont Hospital Corporation

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

	(A) Name of other organization	(B) Transaction type(a-r)	(C) Amount Involved (\$)
(1)	Sharp Memorial Hospital	J	381,189
(2)	Sharp Memorial Hospital	O	1,241,262
(3)	Sharp Memorial Hospital	P	637,849,909
(4)	Sharp Memorial Hospital	Q	6,915,470
(5)	Sharp Memorial Hospital	R	84,743,954
(6)	Grossmont Hospital Corporation	P	465,481,293
(7)	Grossmont Hospital Corporation	Q	34,090,954
(8)	Grossmont Hospital Corporation	R	35,120,498
(9)	Sharp Chula Vista Medical Center	O	86,640
(10)	Sharp Chula Vista Medical Center	P	240,486,929
(11)	Sharp Chula Vista Medical Center	Q	3,908,711
(12)	Sharp Chula Vista Medical Center	R	2,926,505
(13)	Sharp Coronado and Healthcare Center	P	67,764,616
(14)	Sharp Coronado and Healthcare Center	Q	420,335
(15)	Sharp Health Plan	P	2,798,235
(16)	Sharp Health Plan	R	169,254
(17)	Sharp Health Plan	L	82,172,649
(18)	Sharp HealthCare Foundation	B	3,221,015
(19)	Sharp HealthCare Foundation	C	994,707
(20)	Sharp HealthCare Foundation	D	1,366,743
(21)	Sharp Memorial Hospital	L	6,064,641
(22)	Grossmont Hospital Corporation	J	2,514,240
(23)	Grossmont Hospital Corporation	L	930,260
(24)	Sharp Chula Vista Medical Center	L	396,146
(25)	Sharp Health Plan	K	251,108
(26)	Sharp HealthCare Foundation	M	50,446

TY 2008 Earnings and Profits Other Adjustments Statement

Name: Sharp HealthCare

EIN: 95-6077327

Description	Amount
Underwriting income	-8,662,590
Underwriting expense	9,170,028

TY 2008 Itemized Other Current Liabilities Schedule

Name: Sharp HealthCare**EIN:** 95-6077327

Corporation Name	Corporation EIN	Description	Beginning Amount	Ending Amount
Sharp HealthCare	95-6077327	Reserve for Outstanding Losses	11,500,000	10,800,000
Sharp HealthCare	95-6077327	Losses Payable	583,470	362,989
Sharp HealthCare	95-6077327	Insurance Premiums Payable	-4,999,343	-3,371,424

**TY 2008 Itemized Other Current Assets
Schedule****Name:** Sharp HealthCare**EIN:** 95-6077327

Corporation Name	Corporation EIN	Other Current Assets Description	Beginning Amount	Ending Amount
		Prepaid Expenses	4,364	6,114

TY 2008 Other Deductions Schedule

Name: Sharp HealthCare**EIN:** 95-6077327

Description	Foreign Amount (should only be used when attached to 5471 Schedule C Line 16)	Amount
Professional/Audit fees		65,870
Shareholder expense allocation		45,009
Management fees		37,500
Miscellaneous		34,540
Underwriting expenses		9,170,028

TY 2008 Itemized Other Investments Schedule

Name: Sharp HealthCare**EIN:** 95-6077327

Corporation Name	Corporation EIN	Other Investments Description	Beginning Amount	Ending Amount
		Securities available for Sale	6,946,449	7,017,049

TY 2008 Other Income Statement

Name: Sharp HealthCare**EIN:** 95-6077327

Description	Foreign Amount	Amount
Underwriting Income		8,662,590

Additional Data

Software ID:
Software Version:
EIN: 95-6077327
Name: Sharp HealthCare

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			
Dierdre Alpert , Vice Chairman	3 00	X		X			0	0	0
Donald C Balfour MD , Director	10 00	X					600	0	0
James S Brown , Director	2 00	X					0	0	0
Ronald D Burgess , Treasurer	2 00	X		X			0	0	0
Timothy M Considine , Director	2 00	X					0	0	0
Stephen P Cushman , Chairman	1 30	X		X			0	0	0
VAdm Walter Davis USN , Director	2 00	X					0	0	0
Margaret Elizondo MD , Director	2 00	X					0	36,222	0
Sergio Flores MD , Director	1 00	X					0	0	0
Philip T Gildred , Director	2 00	X					0	0	0
Peter Hanson MD , Director	10 00	X					0	0	0
Robert Kelly , Director	2 00	X					0	0	0
Henry M Killmar , Chairman	2 00	X		X			0	0	0
Yvonne W Larsen , Secretary	2 00	X		X			0	0	0
Jose A Lira MD , Director	2 00	X					0	0	0
L Daniel Malcolm , Director	1 00	X					0	0	0
Lori Moore , Director	2 00	X					0	0	0
Michael A Morton , Director	2 00	X					0	0	0
Michael W Murphy , President/CEO	50 00	X		X			1,044,531	0	64,509
L Robert Payne , Director	2 00	X					0	0	0
Regina A Petty , Director	2 00	X					0	0	0
Kenneth Roth MD , Director	10 00	X					0	12,900	0
JoAnne Sawyer-Knoll , Director	1 00	X					0	0	0
James B Smith , Treasurer	4 00	X		X			0	0	0
Geoffrey M Stiles MD , Director	10 00	X					0	43,518	0
James B Wiesler , Director	2 00	X					0	0	0
Gordon L Witter Jr , Director	5 00	X					0	0	0
Simon Wong , Director	2 00	X					0	0	0
Carlisle C Lewis III , SVP Legal & HR Services	42 00			X			566,488	0	45,621
Ann R Pumpan , SVP & CFO	45 00			X			645,951	0	46,866

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			
Christopher L Boyd , CEO -SCVMC	10			X			450,532	0	36,023
Daniel L Gross , EVP-Hospital Ops	40 00			X			823,134	0	56,547
Marcia K Hall , CEO -SCOR	10			X			342,507	0	27,521
Mary L Henrikson , CEO -SMBHWN	10			X			321,715	0	31,046
Kathleen R Lencioni , CEO -SMV	10			X			319,342	0	20,458
William S Littlejohn , SVP/CEO Foundation SHF	10			X			388,119	0	35,301
Donna J Mills , CEO SRS/SMP	60 00			X			407,432	0	29,431
Timothy B Smith , CEO -SMH	10			X			459,828	0	34,823
William A Spooner , SVP Info Systems	60 00			X			503,329	0	39,319
Michele T Tarbet , CEO -GH	10			X			516,342	0	43,108
Alison Fleury , SVP Business Development	40 00				X		329,466	0	28,873
John E Jenrette , CEO -SCMG	60 00			X			399,362	0	24,621
Michael G Plopper , CMO -SMMC	10			X			377,551	0	21,366
Nancy G Pratt , SVP Clinical Effectivene	50 00			X			403,651	0	30,992
Louis M Smith , VP Facilities	3 00			X			316,326	0	21,762
Bryan T Miller , SVP Marketing	40 00				X		281,307	0	21,823

Form 990, Part VIII - Statement of Revenue - 2a - 2g Program Service Revenue -

	Business Code	(A) Total Revenue	(B) Related or Exempt Function Revenue	(C) Unrelated Business Revenue	(D) Revenue Excluded from Tax under IRC 512, 513, or 514
a Capitation Revenue	900,099	360,901,665	360,901,665		
b Outpatient Care	621,110	313,016,343	313,016,343		
c Revenue fm Affiliated	900,099	161,418,515	161,418,515		
d Medicare/Medicaid paym	900,099	12,717,591	12,717,591		
e Premier	900,099	2,673,870	2,696,279	-22,409	