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Form 990  Department of the Treasury Internal Revenue Service	Return of Organization Exempt From Income Tax Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)	OMB No 1545-0047 2009 Open to Public Inspection
	The organization may have to use a copy of this return to satisfy state reporting requirements	

A For the 2009 calendar year, or tax year beginning 07-01-2009 and ending 06-30-2010

B Check if applicable ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization WELLSPAN HEALTH		D Employer identification number 22-2517863
		Doing Business As		E Telephone number (717) 851-3055
		Number and street (or P O box if mail is not delivered to street address) PO BOX 2767	Room/suite	G Gross receipts \$ 109,994,050
		City or town, state or country, and ZIP + 4 YORK, PA 17405		
		F Name and address of principal officer		
I Tax-exempt status ☒ 501(c) (3) ☐ (insert no) ☐ 4947(a)(1) or ☐ 527		H(a) Is this a group return for affiliates? ☐ Yes ☒ No		
J Website: ☒ WWW.WELLSPAN.ORG		H(b) Are all affiliates included? ☐ Yes ☒ No If "No," attach a list (see instructions)		
		H(c) Group exemption number ☐		

K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ☐	L Year of formation 1983	M State of legal domicile PA
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Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities WellSpan Health is an integrated health system serving the greater Adams-York County region. As a community-based, not-for-profit organization, WellSpan is dedicated to improving the health and well-being of the people it serves.		
	2	Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	1
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	1
	5	Total number of employees (Part V, line 2a)	5	88
	6	Total number of volunteers (estimate if necessary)	6	14
	7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	587,73
	b	Net unrelated business taxable income from Form 990-T, line 34	7b	-7,04
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	34,071,853	32,965,371
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	66,403,946	75,808,410
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	65,207	362,696
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	714,817	802,640
			101,255,823	109,939,117
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	543,150	568,425
	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)	57,928,532	64,807,686
	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)	40,501,682	45,364,325
	18	Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	98,973,364	110,740,436
	19	Revenue less expenses. Subtract line 18 from line 12	2,282,459	-801,319
Net Assets or Fund Balances			Beginning of Current Year	End of Year
	20	Total assets (Part X, line 16)	64,198,534	58,734,635
	21	Total liabilities (Part X, line 26)	225,351,591	295,166,469
	22	Net assets or fund balances. Subtract line 21 from line 20	-161,153,057	-236,431,834

Part II Signature Block

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		2011-05-09 Date		
	Michael F O'Connor CFO Type or print name and title				
Paid Preparer's Use Only	Preparer's signature  DAVID TRIMNER		Date	Check if self-employed 	Preparer's identifying number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4  Argy Wiltse & Robinson PC 8405 Greensboro Drive McLean, VA 22102		EIN 		
			Phone no  (703) 893-0600		

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

1 Briefly describe the organization's mission

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

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

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

If "Yes," describe these changes on Schedule O

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

4a	(Code) (Expenses \$ 98,899,060 including grants of \$ 568,425) (Revenue \$ 75,334,717)
	See Federal Supplemental Information Attachment WellSpan Health - 2010 Community Benefit Report

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

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

4d Other program services (Describe in Schedule O)
(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e	Total program service expenses	\$ 98,899,060
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Part IV

Checklist of Required Schedules

		Yes	No	
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A 	1	Yes	
2	Is the organization required to complete Schedule B, Schedule of Contributors? 	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3		No
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	4		No
5	Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III	5		No
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I 	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II 	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8		No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV 	9		No
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V 	10	Yes	
11	Is the organization's answer to any of the following questions "Yes"? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.	11	Yes	
	• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.			
	• Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII.			
	• Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII.			
	• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX.			
	• Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.			
	• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? If "Yes," complete Schedule D, Part X.			
12	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII 	12		No
12A	Was the organization included in consolidated, independent audited financial statements for the tax year?	Yes	No	
	If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional	12A	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
14b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Part I	14b		No
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S ? If "Yes," complete Schedule F, Part II	15		No
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S ? If "Yes," complete Schedule F, Part III	16		No
17	Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I	17		No
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18		No
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19		No
20	Did the organization operate one or more hospitals? If "Yes," complete Schedule H	20		No

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25</i>	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	Yes	
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c	Yes	
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	Yes	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35	Yes	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

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	919	
	b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c	Yes
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return	2a	880	
	b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)			
3a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?			3a	Yes
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O			3b	Yes
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?			4a	No
b If "Yes," enter the name of the foreign country: See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts				
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . .			5a	No
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b	No
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?			5c	No
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?			6a	No
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b	No
7 Organizations that may receive deductible contributions under section 170(c).				
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?			7a	No
b If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b	No
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c	No
d If "Yes," indicate the number of Forms 8282 filed during the year			7d	0
e Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e	No
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . .			7f	No
g For all contributions of qualified intellectual property, did the organization file Form 8899 as required? . . .			7g	No
h For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?			7h	No
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8	No
9 Sponsoring organizations maintaining donor advised funds.				
a Did the organization make any taxable distributions under section 4966?			9a	No
b Did the organization make a distribution to a donor, donor advisor, or related person?			9b	No
10 Section 501(c)(7) organizations. Enter				
a Initiation fees and capital contributions included on Part VIII, line 12			10a	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities			10b	
11 Section 501(c)(12) organizations. Enter				
a Gross income from members or shareholders			11a	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)			11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?			12a	No
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year			12b	

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body	1a	15	
b	Enter the number of voting members that are independent	1b	11	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	Yes	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		No
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4		No
5	Did the organization become aware during the year of a material diversion of the organization's assets?	5		No
6	Does the organization have members or stockholders?	6		No
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	Yes	
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	Yes	
b	Each committee with authority to act on behalf of the governing body?	8b	Yes	
9	Is there any officer, director, 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	9		No

Section B. Policies

(This Section B requests information about policies not required by the Internal Revenue Code.)

			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a		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?	10b		No
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11	Yes	
11A	Describe in Schedule O the process, if any, used by the organization to review the Form 990			
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	
	If "Yes" to line a or b, describe the process in Schedule O (See instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	Yes	
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b	Yes	

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed PA
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you make these available. Check all that apply. ☐ Own website ☒ Another's website ☒ Upon request
19	Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization. DAVID RIZZUTO 3350 WHITEFORD ROAD YORK, PA 174029081 (717) 851-3055

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

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

Form 990 (2009)

1b	Total	4,760,329	2,730,930
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2

Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization▶71

		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>		No
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	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>		No

Section B. Independent Contractors

1

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

(A) Name and business address	(B) Description of services	(C) Compensation
Global Data Consultants LLC 1144 Kennebec Drive Chambersburg, PA 17201	Logistics Service	484,368
TEK Systems Inc PO Box 198568 Atlanta, GA 303848568	IT Consulting	879,141
National Recovery Agency Inc PO Box 67015 Harrisburg, PA 17106	Collection Services	409,141
Healthcare Receivable Spec Inc 400 Market St Philadelphia, PA 191062506	Collection Services	415,490
BDC Advisors LLC PO Box 552450 Tampa, FL 336552450	Consulting	417,680

2

Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶23

Part VIII

Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns . . .	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d	31,386,587				
	e	Government grants (contributions)	1e	27,907				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	1,550,877				
	g	Noncash contributions included in lines 1a-1f \$ _____						
	h	Total. Add lines 1a-1f			32,965,371			
Program Service Revenue			Business Code					
	2a	Management Fees	561,000	72,557,991	72,146,938	411,053		
	b	Apple Hill Surgical Ctr	621,990	1,437,831	1,437,831			
	c	Accounting Fees	541,200	1,812,588	1,732,211	80,377		
	d							
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f			75,808,410			
Other Revenue	3	Investment income (including dividends, interest and other similar amounts)			295,621		295,621	
	4	Income from investment of tax-exempt bond proceeds . . .			0			
	5	Royalties			0			
	6a	Gross Rents	(i) Real	(ii) Personal				
		b	Less rental expenses					
		c	Rental income or (loss)					
		d	Net rental income or (loss)					
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		b	Less cost or other basis and sales expenses					
		c	Gain or (loss)					
		d	Net gain or (loss)					
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18						
		b	Less direct expenses					
		c	Net income or (loss) from fundraising events . . .					
	9a	Gross income from gaming activities See Part IV, line 19						
		b	Less direct expenses					
		c	Net income or (loss) from gaming activities . . .					
	10a	Gross sales of inventory, less returns and allowances . .						
		b	Less cost of goods sold					
		c	Net income or (loss) from sales of inventory . . .					
Miscellaneous Revenue		Business Code						
11a	Rent Copiers	532,420	143,760			143,760		
b	Other Services	900,099	110,881			110,881		
c	Child Care Services	812,900	229,746			229,746		
d	All other revenue		318,253		96,309	221,944		
e	Total. Add lines 11a-11d			802,640				
12	Total revenue. See Instructions			109,939,117	75,334,717	587,739	1,051,290	

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	568,425	568,425		
2	Grants and other assistance to individuals in the U S See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	6,541,519	4,350,534	2,190,985	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	40,599,827	36,384,184	4,215,643	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	5,124,555	3,772,466	1,352,089	
9	Other employee benefits	9,264,721	9,264,721		
10	Payroll taxes	3,277,064	2,931,613	345,451	
11	Fees for services (non-employees)				
a	Management	1,350		1,350	
b	Legal	966,573	218,321	748,252	
c	Accounting	54,250		54,250	
d	Lobbying	0			
e	Professional fundraising See Part IV, line 17	0			
f	Investment management fees	0			
g	Other	8,295,042	7,818,367	476,675	
12	Advertising and promotion	1,204,550	1,199,400	5,150	
13	Office expenses	818,625	818,625		
14	Information technology	13,057,031	13,047,681	9,350	
15	Royalties	0			
16	Occupancy	2,673,962	2,307,340	366,622	
17	Travel	768,878	531,209	237,669	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	265,864	204,494	61,370	
20	Interest	953,735		953,735	
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	11,101,119	10,952,067	149,052	
23	Insurance	439,228	19,998	419,230	
24	Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a	Utilities	822,071	726,651	95,420	
b	Restricted Assets Expenditures	1,734,266	1,734,266		
c	Postage and Shipping	336,904	334,332	2,572	
d	Licenses/ Fees	449,979	422,193	27,786	
e	Dues and Subscriptions	1,033,352	921,167	112,185	
f	All other expenses	387,546	371,006	16,540	
25	Total functional expenses. Add lines 1 through 24f	110,740,436	98,899,060	11,841,376	0
26	Joint costs. Check here ☐ if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X

Balance Sheet

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			572,213	1	608,884
	2	Savings and temporary cash investments				2	0
	3	Pledges and grants receivable, net				3	0
	4	Accounts receivable, net			1,342,278	4	3,145,400
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L				5	0
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L				6	0
	7	Notes and loans receivable, net				7	249,293
	8	Inventories for sale or use				8	0
	9	Prepaid expenses and deferred charges			11,708,495	9	14,228,213
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	58,238,928	34,492,264	10c	31,075,098
	b	Less accumulated depreciation	10b	27,163,830			
	11	Investments—publicly traded securities			4,881,610	11	5,173,389
	12	Investments—other securities See Part IV, line 11				12	0
	13	Investments—program-related See Part IV, line 11				13	0
	14	Intangible assets				14	260,000
	15	Other assets See Part IV, line 11			11,201,674	15	3,994,358
	16	Total assets. Add lines 1 through 15 (must equal line 34)			64,198,534	16	58,734,635
Liabilities	17	Accounts payable and accrued expenses			11,430,443	17	7,787,361
	18	Grants payable				18	
	19	Deferred revenue			83,603	19	83,603
	20	Tax-exempt bond liabilities			2,521,558	20	2,516,673
	21	Escrow or custodial account liability Complete Part IV of Schedule D				21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L				22	
	23	Secured mortgages and notes payable to unrelated third parties				23	
	24	Unsecured notes and loans payable to unrelated third parties				24	
	25	Other liabilities Complete Part X of Schedule D			211,315,987	25	284,778,832
	26	Total liabilities. Add lines 17 through 25			225,351,591	26	295,166,469
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☒ and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets			-161,390,915	27	-236,688,148
	28	Temporarily restricted net assets			237,858	28	256,314
	29	Permanently restricted net assets				29	
	Organizations that do not follow SFAS 117, check here ☐ and complete lines 30 through 34.						
	30	Capital stock or trust principal, or current funds				30	
	31	Paid-in or capital surplus, or land, building or equipment fund				31	
	32	Retained earnings, endowment, accumulated income, or other funds				32	
	33	Total net assets or fund balances			-161,153,057	33	-236,431,834
	34	Total liabilities and net assets/fund balances			64,198,534	34	58,734,635

Part XI Financial Statements and Reporting

	Yes	No
1 Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? . . .		No
b Were the organization's financial statements audited by an independent accountant?	Yes	
c If "Yes," to 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? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both ☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separated basis		
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?	Yes	
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits . . .	Yes	

SCHEDULE A
(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

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

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization WELLSPAN HEALTH	Employer identification number 22-2517863
---	--

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

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

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11g(ii)

11g(iii)

Type I

Type II

Type III - Functionally integrated

Type III - Other

(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?

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
Total									71,057,679

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.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public Support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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 (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
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						

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2009 (line 6 column (f) divided by line 11 column (f))	14	
15 Public Support Percentage for 2008 Schedule A, Part II, line 14	15	
16a 33 1/3% support test—2009. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		
b 33 1/3% support test—2008. If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		
17a 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization		
b 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization		
18 Private Foundation If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions		

Part IIISupport 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) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3Gross receipts from activities that are not an unrelated trade or business under section 513						
4Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5The value of services or facilities furnished by a governmental unit to the organization without charge						
6Total. Add lines 1 through 5						
7aAmounts included on lines 1, 2, and 3 received from disqualified persons						
bAmounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
cAdd lines 7a and 7b						
8Public Support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9Amounts from line 6						
10aGross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
bUnrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
cAdd lines 10a and 10b						
11Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13Total support (Add lines 9, 10c, 11 and 12.)						
14First 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						

Section C. Computation of Public Support Percentage

15Public Support Percentage for 2009 (line 8 column (f) divided by line 13 column (f))	15	
16Public support percentage from 2008 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17Investment income percentage for 2009 (line 10c column (f) divided by line 13 column (f))	17	
18Investment income percentage from 2008 Schedule A, Part III, line 17	18	
19a33 1/3% support tests—2009. 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		
b33 1/3% support tests—2008. 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		
20Private 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. Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. See instructions

Additional Data

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

Form 990, Schedule A, Part I, Line 11h - Provide the following information about the organizations the organization supports.

(i) Name of Supported Organization	(ii) EIN	(iii) Type of organization (described on lines 1 - 9 above or IRC section)	(iv) Is the organization in (i) listed in your governing document?		(v) Did you notify the organization in (i) of your support?		(vi) Is the organization in (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
WellSpan Medical Group	232730785	9	Yes			No		No	1046918
Healthy Community Pharmacy Inc	200519121	9		No		No		No	180000
VNA Home Health Services	231352573	9	Yes			No		No	54293
Gettysburg Hospital	231352220	3	Yes			No		No	11255026
York Hospital	231352222	3	Yes			No		No	58521442

Additional Data

Software ID:

Software Version:

EIN: 22-2517863

Name: WELLSPAN HEALTH

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
William J Scott III Director	1 00	X						0	0	0
William Gillespie VP/ Chief Technology Officer	40 00				X			333,246	0	150,859
Wanda Major Director	1 00	X						0	0	0
Thomas P Bride DO Director	1 00	X						0	0	0
Samuel S Laucks II MD Director	1 00	X						0	0	0
Ronald L Hankey Director	1 00	X						0	0	0
Robert Batory Vice President HR	40 00				X			314,892	0	216,425
Richard Harley Director Treas Mgt	40 00					X		201,285	0	51,405
Richard H Brown Secretary/Treas	1 00	X		X				0	0	0
Richard Beamesderfer Director	1 00	X						0	0	0
Richard Baker VP/Chief Information Officer	40 00				X			298,441	0	233,021
Michael F O'Connor CFO	40 00			X				474,907	0	312,746
Michael Barley Director	1 00	X						0	0	0
Maria Royce VP Community Relations	40 00				X			198,816	0	149,779
Laura Myers Manager - PhysRecr	0					X		176,706	0	42,823
Larry Miller Director	1 00	X						0	0	0
Keith Noll SR VP/Pres Ambulatory&Post Acute	40 00				X			247,627	0	205,098
Keith Gee Senior VP Organizational Developmen	40 00				X			268,280	0	197,769
Jeffrey D Lobach Esq Chairman	1 00	X		X				0	0	0
Jan Herrold Vice Chairman	1 00	X		X				0	0	0
Glen Moffett VP/General Counsel	40 00				X			334,770	0	237,300
Ernest Waters Director	1 00	X						0	0	0
Douglas Heishman Director of Financ	40 00					X		212,374	0	47,076
Dora L Townsend Director	1 00	X						0	0	0
Debra Bradley VP Ambulatory Serv	40 00					X		182,096	0	48,743

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Daniel P Elby Director	1 00	X						0	0	0
Dale C Voorheis Director	1 00	X						0	0	0
Charles Chodroff Senior Vice President Care Mgmt	40 00				X			455,852	0	295,986
Bruce M Bartels President	40 00			X				878,148	0	525,184
Barbara Yarrish VP Op Sp Hosp	40 00					X		182,889	0	16,716

Form 990, Part IX - Statement of Functional Expenses - 24a - 24e Other Expenses

<i>Do not include amounts reported on line 6b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
Utilities	822,071	726,651	95,420	
Restricted Assets Expenditures	1,734,266	1,734,266		
Postage and Shipping	336,904	334,332	2,572	
Licenses/ Fees	449,979	422,193	27,786	
Dues and Subscriptions	1,033,352	921,167	112,185	

SCHEDULE D
(Form 990)

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization WELLSPAN HEALTH	Employer identification number 22-2517863
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Part I

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

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

Part II

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

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

Part III

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

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

Part III

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

3

Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV

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 the arrangement in Part XIV and complete the following table

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	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	237,858	341,335			
b Contributions	1,752,633	1,414,750			
c Investment earnings or losses	90				
d Grants or scholarships					
e Other expenditures for facilities and programs	1,734,267	1,518,227			
f Administrative expenses					
g End of year balance	256,314	237,858			

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶

b

Permanent endowment ▶

c

Term endowment ▶ 100.000 %

3a

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

(i) unrelated organizations

3a(i)

Yes

No

(ii) related organizations

3a(ii)

Yes

No

b

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

3b

Yes

No

4

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

Part VI

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

Description of investment	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings		7,515	287,029	-279,514
c Leasehold improvements		1,029,794	272,213	757,581
d Equipment		53,130,387	26,604,588	26,525,799
e Other		4,071,232		4,071,232
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				31,075,098

Schedule D (Form 990) 2009

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)	1109,939,117
2	Total expenses (Form 990, Part IX, column (A), line 25)	2110,740,436
3	Excess or (deficit) for the year Subtract line 2 from line 1	3-801,319
4	Net unrealized gains (losses) on investments	4167,361
5	Donated services and use of facilities	5
6	Investment expenses	6
7	Prior period adjustments	7
8	Other (Describe in Part XIV)	8-74,644,819
9	Total adjustments (net) Add lines 4 - 8	9-74,477,458
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10-75,278,777

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return		
1	Total revenue, gains, and other support per audited financial statements	1190,427,251
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12	
a	Net unrealized gains on investments2a167,274	
b	Donated services and use of facilities2b	
c	Recoveries of prior year grants2c	
d	Other (Describe in Part XIV)2d	
e	Add lines 2a through 2d2e167,274	
3	Subtract line 2e from line 13	3190,259,977
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 7b4a	
b	Other (Describe in Part XIV)4b-80,320,860	
c	Add lines 4a and 4b4c-80,320,860	
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)5	5109,939,117

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return		
1	Total expenses and losses per audited financial statements	1221,302,161
2	Amounts included on line 1 but not on Form 990, Part IX, line 25	
a	Donated services and use of facilities2a	
b	Prior year adjustments2b	
c	Other losses2c	
d	Other (Describe in Part XIV)2d	
e	Add lines 2a through 2d2e	
3	Subtract line 2e from line 13	3221,302,161
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 7b4a	
b	Other (Describe in Part XIV)4b-110,561,725	
c	Add lines 4a and 4b4c-110,561,725	
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)5	5110,740,436

Part XIV Supplemental Information

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

Identifier	Return Reference	Explanation
Part X	Part X FIN48 Footnote	In June 2006, the Financial Accounting Standards Board (FASB) issued Interpretation NO 48, Accounting for Uncertainty in Income Taxes-an interpretation of FASB Statement NO 109, Accounting for Income Taxes (FIN 48), which creates a single model to address uncertainty in tax positions and clarifies the accounting for income taxes by prescribing the minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. Under the requirements of FIN 48, tax-exempt organizations could now be required to record an obligation as the result of a tax position they have historically taken or various tax exposure items. Prior to FIN 48, the determination of when to record a liability for tax exposure was based on whether a liability was considered probable and reasonably estimable in accordance with SFAS No 5, Accounting for Contingencies. On July 1, 2007, the parent company, WellSpan Health, adopted FIN 48. WellSpan Health determined that it does not have any uncertain tax positions through June 30, 2010.
Part V, Line 4	Part V, Line 4 Intended uses of the endowment fund	The funds were used to improve the health and welfare of the residents of York and Adams counties of Pennsylvania.

Additional Data

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

Form 990, Schedule D, Part X, - Other Liabilities

1	(a) Description of Liability	(b) Amount
	Vacation Accrual	3,537,936
	Rounding	2
	Pension Accrual	226,813,905
	Payroll Accrual	4,685,554
	Notes Payable - York Hospital	6,884,920
	Notes Payable	249,293
	Liability Self Insurance Reserve	31,091,955
	Bank Payable	11,515,267

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
WELLSPAN HEALTH

Grants and Other Assistance to Organizations,
Governments and Individuals in the United States

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

OMB No 1545-0047

2009

Open to Public
Inspection

Employer identification number

22-2517863

Part I

General Information on Grants and Assistance

- 1

Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No
- 2

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

Part II

Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to 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 (Form 990) if additional space is needed ▶ ☐

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

2

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

13

3

Enter total number of other organizations

0

Software ID: 09000047
Software Version: 2009v1.7
EIN: 22-2517863
Name: WELLSPAN HEALTH

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
York YMCA90 N Newberry St York, PA 17401	23-1352600	501(c)(3)	40,500	0			General Support
York Counts105 Leader Heights Road Suite 2 York, PA 17403	26-2804411	501(c)(3)	30,000	0			General Support
Penn State University103 Shields Building University Park, PA 16802	24-6000376	501(c)(3)	37,500	0			Educational Grant
Martin Library159 East Market St York, PA 17401	23-1352224	501(c)(3)	15,000	0			General Support
Inspiring HOPE Inc770 Rosewood Lane York, PA 17403	26-2993564	501(c)(3)	25,000	0			Playground for Handicapped
Healthy York County Coalition1101 S Edgar St Ste F York, PA 17403	22-2517863	501(c)(3)	95,000	0			General support
Healthy Community PharmacyPO Box 2767 York, PA 17405	20-0519121	501(c)(3)	180,000	0			General Support
Healthy Adams County424 S Washington St Gettysburg, PA 17325	23-1673727	501(c)(3)	13,100	0			General Support
Harrisburg Area Community CollegeOne HACC Drive Harrisburg, PA 17110	23-1639151	501(c)(3)	20,000	0			Scholarships
Crispus Attucks605 S Duke St York, PA 17403	23-1365320	501(c)(3)	60,000	0			General Support

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Better York Inc605 South George Street Suite 16 York, PA 17401	23-2101795	501(c)(3)	6,000	0			General Support
American Cancer Society924-N Colonial Ave York, PA 17403	25-1798733	501(3)(3)	5,625	0			General Support
Advanced Skills Learning Center2101 Pennsylvania Ave Ste 111 York, PA 17404	23-3026434	501(c)(3)	8,800	0			General Support

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2009

Open to Public Inspection

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

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization
WELLSPAN HEALTH

Employer identification number
22-2517863

Part I

Questions Regarding Compensation

		Yes	No
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		
	☐ First-class or charter travel ☐ Housing allowance or residence for personal use		
	☐ Travel for companions ☐ Payments for business use of personal residence		
	☒ Tax idemnification and gross-up payments ☐ Health or social club dues or initiation fees		
	☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)		
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain	1b	Yes
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	Yes
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply		
	☒ Compensation committee ☒ Written employment contract		
	☒ Independent compensation consultant ☒ Compensation survey or study		
	☐ Form 990 of other organizations ☒ Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization		
a	Receive a severance payment or change-of-control payment?	4a	No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	Yes
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c	No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III		
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.		
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of		
a	The organization?	5a	No
b	Any related organization?	5b	No
	If "Yes," to line 5a or 5b, describe in Part III		
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of		
a	The organization?	6a	No
b	Any related organization?	6b	No
	If "Yes," to line 6a or 6b, describe in Part III		
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	No
8	Were any amounts reported in Form 990, Part VII, paid or 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	8	No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	9	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) Retirement and other 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 reportable compensation				
William Gillespie	(i) (ii)	246,666	86,580		115,453	35,406	484,105	
Robert Batory	(i) (ii)	228,820	81,510	4,562	185,833	30,592	531,317	
Richard Harley	(i) (ii)	170,342	27,488	3,455	18,406	32,999	252,690	
Richard Baker	(i) (ii)	245,641	47,850	4,950	200,093	32,928	531,462	
Michael F O'Connor	(i) (ii)	340,097	127,920	6,890	272,353	40,393	787,653	127,920
Maria Royce	(i) (ii)	143,436	55,380		121,612	28,167	348,595	55,380
Laura Myers	(i) (ii)	68,331	108,375		16,197	26,626	219,529	
Keith Noll	(i) (ii)	206,972	36,465	4,190	175,553	29,545	452,725	
Keith Gee	(i) (ii)	175,641	72,930	19,709	165,603	32,166	466,049	72,930
Glen Moffett	(i) (ii)	243,510	91,260		202,053	35,247	572,070	91,260
Douglas Heishman	(i) (ii)	179,713	29,016	3,645	19,411	27,665	259,450	
Debra Bradley	(i) (ii)	154,195	24,814	3,087	16,644	32,099	230,839	
Charles Chodroff	(i) (ii)	322,410	126,750	6,692	262,753	33,233	751,838	126,750
Bruce M Bartels	(i) (ii)	643,752	225,222	9,174	482,543	42,641	1,403,332	219,960
Barbara Yarrish	(i) (ii)	156,835	26,054		16,716		199,605	

Part III

Supplemental Information

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

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

Schedule K (Form 990)	Supplemental Information on Tax Exempt Bonds ▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Schedule O (Form 990). ▶ Attach to Form 990. ▶ See separate instructions.		OMB No 1545-0047
			2009
			Open to Public Inspection

Department of the Treasury Internal Revenue Service	
Name of the organization WELLSPAN HEALTH	Employer identification number 22-2517863

Part I Bond Issues

(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 General Authority of Southcentral Pennsylvania	23-2982233	84129NGC7	11-12-2008	406,699,143	Refunding Bonds issued		X		X

Part II Proceeds

1	Total proceeds of issue	A		B		C		D		E	
		406,699,143									
2	Gross proceeds in reserve funds										
3	Proceeds in refunding or defeasance escrows	403,349,108									
4	Other unspent proceeds										
5	Issuance costs from proceeds	3,350,035									
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?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
		X									
10	Were the bonds issued as part of an advance refunding issue?		X								
11	Has the final allocation of proceeds been made?	X									
12	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X									

Part III Private Business Use

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

Part III

Private Business Use (Continued)

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts with respect to the financed property which may result in private business use?			X						
3b	Are there any research agreements with respect to the financed property which may result in private business use?			X						
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?		X							
4	Enter the percentage of financed property used in a private business use by entities other than a section 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 section 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?		X							

Part IV

Arbitrage

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1	Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?			X						
2	Is the bond issue a variable rate issue?		X							
3a	Has the organization or the governmental issuer identified a hedge with respect to the bond issue on its books and records?			X						
b	Name of provider		NA							
c	Term of hedge									
4a	Were gross proceeds invested in a GIC?			X						
b	Name of provider		NA							
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?		X							
6	Did the bond issue qualify for an exception to rebate?			X						

Schedule L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

▶ Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V lines 38a or 40b.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
WELLSPAN HEALTH

Employer identification number
22-2517863

Part I Excess Benefit Transactions (section 501(c)(3) and section 501 (c)(4) organizations only).
Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

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

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ▶ \$

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$

Part II Loans to and/or From Interested Persons.
Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

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

Part III Grants or Assistance Benefitting Interested Persons.
Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

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

Part IV Business Transactions Involving Interested Persons.
Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

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

Additional Data

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

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction \$	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
Stewart Tate	O fcr Dale Voorheis	112,000	General Contracting Svcs		No
The Stewart Companies	O fficer Dale Voorheis	160,000	YHP employee health admin		No
Richard D Poole LLC	O fficer Dale Voorheis	2,400,000	General Contracting Serv		No
Talpier Inc	O fficer Dale Voorheis	261,000	Rental of property		No
White Rose Surgical Associates Ltd	Pres -Samuel S Laucks,II	351,000	YH Resident Ed & Coverage		No
Adams County National Bank	Chairman Ronald Hankey	102,899	Checking & Trust Mgmt		No
Barley Snyder LLC	Partner Jeffrey Lobach	455,833	Legal Service WSH & Affil		No

Additional Data

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

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493130000061

SCHEDULE O (Form 990) Department of the Treasury Internal Revenue Service	Supplemental Information to Form 990 Complete to provide information for responses to specific questions on Form 990 or to provide any additional information. ▶ Attach to Form 990.	OMB No 1545-0047
		2009
		Open to Public Inspection
		Name of the organization WELLSPAN HEALTH

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

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

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

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 11	Form 990, Part VI, Line 11 Form 990 Review Process	Management provided an electronic copy of the form 990 to each voting member of the organization's governing body, prior to its filing with the IRS. The organization's finance management team provided a presentation to the Audit Committee on the organization's 990 return.

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

Identifier	Return Reference	Explanation
	Client Note 1	WellSpan Health - 2010 Community Benefit Report PREPARED TO CARE WellSpan Health includes: Gettysburg Hospital o York Hospital o Apple Hill Surgical Center o VNA Home Health o WellSpan Medical Group o SOUTH CENTRAL Preferred o WellSpan Pharmacy o Gettysburg Hospital Foundation o York Health Foundation o York Provider Network OUR CHARITABLE COMMUNITY MISSION WellSpan is an integrated health system serving the Adams-York county region. As a community-based, not-for-profit organization, WellSpan is dedicated to improving the health and well-being of the people it serves. WellSpan will assume a leadership role and develop partnerships with other organizations to improve access to coordinated, high-quality, cost-effective health care services so educate the health care providers of tomorrow o promote healthy lifestyles and lifelong wellness o make its local communities healthier, more desirable places to live, work and play PREPARED The road of life may have its twists and turns, ups and downs. Rest assured, WellSpan Health is prepared. As a matter of practice, we seek to plan ahead for any crisis or concern that may impact our community. Our goal is to be ready to serve. Intelligently. Calmly. And with understanding and foresight. Over the last year, this proactive approach to life and the curves it may throw has impacted our community profoundly. WellSpan Health was ready and able to protect our children from H1N1, to help families receive the care they need when they couldn't afford to pay and to remove barriers that often impede access to quality health care. Even now, we are preparing for the future and whatever it may hold. WellSpan Health is constantly training tomorrow's health care professionals, studying and trialing advanced new treatments, and seeking innovative partnerships and ways to support, improve and protect our community. Because we never stop thinking ahead, WellSpan remains prepared to guide, protect and care. For the journey that is life. PREPARED TO PROTECT Shielding our community from potential disaster. The worst thing to be in a disaster is unprepared. At WellSpan, we believe it is our responsibility to consider and plan for every scenario and possibility. Should there be a community-wide disaster or pandemic, we intend to be ready with solid partnerships, an action plan and a full understanding of our community's resources. This approach is best exemplified through our involvement with the York/Adams Metropolitan Medical Response System (YAMMRS) and, specifically, the recent H1N1 situation. Example: Carolyn Hack, RN, and Ethan and Kristia Kannel. In late 2009, the H1N1 virus took center stage in the news media, our households and communities. There was a healthy amount of concern, especially for mothers like Amanda Kannel whose children were in the high-risk group. Amanda had taken all the necessary precautions to prevent an outbreak in her home, and she wanted to have her children vaccinated as soon as possible. Fortunately, the York/Adams Metropolitan Medical Response System (YAMMRS) had taken all the necessary precautions as well, and was prepared to meet her needs in addition to thousands of others. WellSpan played a key role in this preparedness, providing the key leaders responsible for planning, supply chain management, staff, communication, volunteer coordination and essential clinical expertise. At the end of the day, Amanda's children, Ethan and Kristia, received their immunizations through YAMMRS' school-based program. They made it through flu season, H1N1-free. Just as important, the Kannel family made it through the season with the peace of mind that comes from thinking ahead. OUR PROGRESS H1N1 Flu Virus After nearly eight years of planning for a variety of disasters, the York/Adams Metropolitan Medical Response System (YAMMRS) mobilized in early 2009 with the emergence of the H1N1 flu virus. Since York and Adams counties do not have public health departments, YAMMRS made the decision to apply as a separate entity to receive the H1N1 vaccine, similar to what hospitals did. The group identified five priority groups for vaccination: Pregnant women and those of childbearing age were the first priority group. WellSpan Health, Memorial Hospital and other providers focused on the first priority group while YAMMRS decided to focus on young children. Beginning in November 2009 and running through February 2010, YAMMRS undertook the logistical challenge of administering the H1N1 vaccine to children and other residents of Adams and York counties. Consider some of the organization's accomplishments: "The administration of 65,000 doses of vaccine." "The coordination of clinics at 124 different schools in both counties." "The organization of nearly 1,200 people who volunteered to help with the effort - everyone from nursing students to retirees." "The creation of a website and communication program to inform area residents about the H1N1 virus and the vaccinations." Looking back, we are fortunate that H1N1 did not turn out to be a crisis of monumental proportions. Nevertheless, residents of south central Pennsylvania should take comfort in the knowledge that our community was - and remains - prepared for the worst. Our partners in YAMMRS: Adams County Department of Emergency Services, American Red Cross, York-Adams and Greater Hanover chapters, The Brethren Home Community, Dallastown Area School District, Family First Health, Borough of Hanover, Hanover Hospital, HealthSouth Hospital of York, HEARS (Hospital Emergency Amateur Radio System), Lutheran Social Services of South Central Pennsylvania, Margaret E. Moul Home, Memorial Hospital of York, VNA of Hanover, City of York Fire/Rescue Services, City of York Health Bureau, York College of Pennsylvania, York County Office of Emergency Management. We gratefully acknowledge the following school districts and institutions, which participated in the countywide H1N1 Immunization Program: Northern York County School District, Dallastown Area School District, Upper Adams School District, Littlestown Area School District, Dover Area School District, Bermudian Springs School District, South Eastern School District, York Country Day School, Fairfield School District, Hoffman Homes Inc., Hanover Public School District, Red Lion Area School District, Christian School of York, Southern York County School District, South Western School District, Gettysburg Area School District, St. Joseph's School, Dallastown, Adams County Christian Academy, Central York School District, St. Joseph's School, Hanover, St. Joseph's Middle School, Shrewsbury Christian Academy, St. Joseph's School, York, Northeastern School District, St. Francis Xavier School, Conewago Valley School District, St. Rose of Lima School, Montessori Children's House of York, Spring Grove Area School District, York County School of Technology, Paradise School For Boys, York Catholic High School, Eastern York School District, Lincoln Intermediate Unit #12, York Suburban School District, West York Area School District, St. John's Lutheran School, Red Lion Christian School, Mission Home Education & Counseling, Gettysburg College, and York College of Pennsylvania. PREPARED TO CARE Ensuring that every member of our community receives the health care they need. At WellSpan, it is our core belief that accessible health care is the key to a healthy community. Yet, in York and Adams counties, there are 34,000 uninsured individuals. This community health problem cannot be ignored and requires careful planning and forethought. Fortunately, WellSpan has done both. We take measures to care for those who have no insurance and are unable to pay. We offer discounted care to individuals whose income falls within 300 percent of federal poverty guidelines. Additionally, all uninsured patients, regardless of whether they qualify for charity care, receive discounts similar to those offered to private insurance companies. Together with our community partners, we support programs to take basic primary care and other services into urban and rural communities, improve access to oral health care and help people establish a "medical home" with a primary care physician. Example: Lisa Dewees, CRNP, and Crystal Bowie. When Crystal Bowie's husband was diagnosed with cancer, she didn't know where to turn. Not only did her husband need to travel to Philadelphia for treatment, he was the only driver in the family. In addition, the stress and emotional challenges of cancer were simply overwhelming. Luckily, Crystal didn't have to look very far for the help she needed. From transportation to emotional support, the team at the York Hospital Community Health Center was there to help. Sadly, Crystal's husband lost his battle with cancer last year and, today, she continues to struggle with her own complex health issues. But rest assured, she is not alone as she continues to receive help, guidance and support from the team at the York Hospital Community Health Center. OUR PROGRESS Health care for

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
WELLSPAN HEALTH

Employer identification number
22-2517863

Part I

Identification of Disregarded Entities (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II

Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity
See Additional Data Table					

Part III

Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Dispropportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	
							Yes	No		Yes	No
Community Healthcare Imaging Partners PO Box 2767 York, PA174052767 23-2444154	MRI Center	PA	WHCS	Related	1,537,341	1,173,124		No			No
Cherry Tree Cancer Center LLP PO Box 2767 York, PA174052767 23-2915628	Radiation	PA	WHCS	Related	1,109,946	1,871,500		No			No
Littlestown Health Care Partners 300 West King Street Littlestown, PA17340 23-2880464	Lease facil	PA	WHCS			1,649,091		No			No
Q-WH LLC PO Box 2767 York, PA174052767 20-8226561	GP of CHIP	PA	WHCS		51,353	18,732		No			No
Central PA Alliance Laboratories LLC PO Box 2767 York, PA174052767 23-2910950	Ref Lab	PA	NA	Related	411,269	616,071		No			No
Apple Hill Surgical Center Partners PO Box 2767 York, PA174052767 23-2489452	Surgical Cn	PA	NA	Related	6,793,372	5,975,360		No			No

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
York Provider Network PO Box 2767 York, PA174052767 23-2907828	Coordinates managed care risk contracting	PA	NA				100 000 %
York Health Plan PO Box 2767 York, PA174052767 23-2664989	Preferred Provider Organization	PA	NA	C corp	7,176,098	1,345,563	100 000 %
Wellspan Reciprocal Risk Retention Group PO Box 2767 York, PA174052767 20-0048457	Risk Retention Group	PA	NA	C corp	155,076	308,704	1 490 %
Wellspan Pharmacy Inc PO Box 2767 York, PA174052767 23-2374072	Dispenses Pharmaceuticals & provides IV Therapy	PA	WellSpan Health Care Services	C corp	2,755,067	6,800,114	100 000 %

Part V

Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, or 36.)

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

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity

b Gift, grant, or capital contribution to other organization(s)

c Gift, grant, or capital contribution from other organization(s)

d Loans or loan guarantees to or for other organization(s)

e Loans or loan guarantees by other organization(s)

f Sale of assets to other organization(s)

g Purchase of assets from other organization(s)

h Exchange of assets

i Lease of facilities, equipment, or other assets to other organization(s)

j Lease of facilities, equipment, or other assets from other organization(s)

k Performance of services or membership or fundraising solicitations for other organization(s)

l Performance of services or membership or fundraising solicitations by other organization(s)

m Sharing of facilities, equipment, mailing lists, or other assets

n Sharing of paid employees

o Reimbursement paid to other organization for expenses

p Reimbursement paid by other organization for expenses

q Other transfer of cash or property to other organization(s)

r Other transfer of cash or property from other organization(s)

Yes

No

1a

No

1b

No

1c

Yes

1d

No

1e

No

1f

No

1g

No

1h

No

1i

No

1j

Yes

1k

Yes

1l

Yes

1m

No

1n

No

1o

Yes

1p

Yes

1q

Yes

1r

No

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

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved
(1) See Additional Data Table		
(2)		
(3)		
(4)		
(5)		
(6)		

Schedule R (Form 990) 2009

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.

[illegible]

Software ID: 09000047

Software Version: 2009v1.7

EIN: 22-2517863

Name: WELLSPAN HEALTH

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

(a) Name, address, and EIN of related organization	(b) Primary Activity	(c) Legal Domicile (State or Foreign Country)	(d) Exempt Code section	(e) Public charity status (if 501(c)(3))	(f) Direct Controlling Entity
Wellspan Properties PO Box 2767 York, PA 174052767 22-2842252	Leases facilities to affiliates	PA	501(c)(3)	11 Type 1	WellSpan Health Care Services
WellSpan Specialty Services PO Box 2767 York, PA 174052767 23-2899911	Mgmt hospice/home health care services	PA	501(c)(3)	11 Type 1	NA
York Hospital PO Box 2767 York, PA 174052767 23-1352222	Community teaching hospital	PA	501(c)(3)	3	NA
York Health Foundation PO Box 2767 York, PA 174052767 23-3050192	Charitable contributions for Wellspan entities	PA	501(c)(3)	11 Type 3	NA
Wellspan Medical Group PO Box 2767 York, PA 174052767 23-2730785	Medical and surgical care	PA	501(c)(3)	9	NA
Wellspan Health Care Services PO Box 2767 York, PA 174052767 23-2400237	Health-related activities in the service area	PA	501(c)(3)	11 Type 1	NA
VNA Home Health Services PO Box 2767 York, PA 174052767 23-1352573	Home health and hospice care services	PA	501(c)(3)	9	York VNA Home Care Inc
VNA Community Services PO Box 2767 York, PA 174052767 23-2338591	Home personal care services for elderly and disabled	PA	501(c)(3)	9	York VNA Home Care Inc
Healthy Community Pharmacy Inc PO Box 2767 York, PA 174052767 20-0519121	Reduced rate prescription drugs to uninsured	PA	501(c)(3)	11 Type 1	WellSpan Health Care Services
Gettysburg Hospital Foundation PO Box 2767 York, PA 174052767 23-2251358	Fundraising to support Gettysburg Hospital	PA	501(c)(3)	11 Type 1	Gettysburg Hospital
Gettysburg Hospital PO Box 2767 York, PA 174052767 23-1352220	Health Care Services	PA	501(c)(3)	3	NA
Apple Hill Surgical Center Inc PO Box 2767 York, PA 174052767 22-2842253	Sole GP in limited ptrnrshp operating surgical center	PA	501(c)(3)	9	WellSpan Health Care Services

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

(a) Name of other organization		(b) Transaction type(a-r)	(c) Amount Involved (\$)
(1)	York Health Plan	p	904,600
(2)	York Health Plan	o	954,086
(3)	York Health Plan	k	599,759
(4)	Wellspan Reciprocal Risk Retention Group	o	5,775,000
(5)	Wellspan Pharmacy Inc	p	833,876
(6)	Wellspan Pharmacy Inc	k	275,102
(7)	Q-WH LLC	k	85,320
(8)	Apple Hill Surgical Center Partners	k	86,076
(9)	Wellspan Properties	k	149,799
(10)	Wellspan Properties	j	2,007,804
(11)	York Hospital	q	747,172
(12)	York Hospital	k	59,210,866
(13)	York Health Foundation	p	90,857
(14)	Wellspan Medical Group	p	18,820,466
(15)	Wellspan Health Care Services	c	462,497
(16)	VNA Home Health Services	p	1,413,307
(17)	VNA Community Services	p	144,036
(18)	Healthy Community Pharmacy Inc	p	101,436
(19)	Gettysburg Hospital Foundation	k	107,880
(20)	Gettysburg Hospital	o	8,747,195
(21)	Gettysburg Hospital	k	11,255,026
(22)	Apple Hill Surgical Center Inc	k	273,932