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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2010

Open to Public Inspection

A For the 2010 calendar year, or tax year beginning 07-01-2010 and ending 06-30-2011

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

C Name of organization
WELLSPAN HEALTH

Doing Business As

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

Room/suite

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

D Employer identification number
22-2517863

E Telephone number
(717) 851-3055

G Gross receipts $ 121,517,093

F Name and address of principal officer
Bruce M Bartels
PO Box 2767
York, PA 174052767

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

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

H(c) Group exemption number ▶

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

J Website: ▶ WWW WELLSPAN ORG

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1983

M State of legal domicile PA

Part I Summary

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 WellSpan will assume a leadership role and develop partnerships with other organizations to improve access to coordinated, high quality, cost effective and compassionate healthcare services, educate the healthcare providers of tomorrow, promote healthy lifestyles and life-long wellness, and make its local communities healthier, more desirable places to live, work and play

2 Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

Activities & Governance

3	Number of voting members of the governing body (Part VI, line 1a)	**3**	15
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	11
5	Total number of individuals employed in calendar year 2010 (Part V, line 2a)	**5**	919
6	Total number of volunteers (estimate if necessary)	**6**	128
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	701,593
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	-184,642

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	32,965,371	33,614,729
9	Program service revenue (Part VIII, line 2g)	75,808,410	86,435,849
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	362,696	528,084
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	802,640	924,029
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	109,939,117	121,502,691
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	568,425	714,542
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)	64,807,686	72,639,573
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)	45,364,325	49,447,627
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	110,740,436	122,801,742
19	Revenue less expenses Subtract line 18 from line 12	-801,319	-1,299,051

Revenue

Expenses

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	58,734,635	88,627,568
21	Total liabilities (Part X, line 26)	295,166,469	251,508,256
22	Net assets or fund balances Subtract line 21 from line 20	-236,431,834	-162,880,688

Net Assets or Fund Balances

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

****** 2012-05-10
Signature of officer Date

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

Paid Preparer Use Only

Print/Type preparer's name DAVID TRIMNER	Preparer's signature DAVID TRIMNER	Date	Check if self-employed ▶ ☐	PTIN
Firm's name ▶ Argy Wiltse & Robinson PC				Firm's EIN ▶
Firm's address ▶ 8405 Greensboro Drive McLean, VA 22102				Phone no ▶ (703) 893-0600

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III . . . . . ☐

1 Briefly describe the organization's mission

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

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 $ 110,962,206 including grants of $ 987,924) (Revenue $ 85,941,714)

See Federal Supplemental Information Attachment WellSpan Health - 2011 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** ▶ $ 110,962,206

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 (see instruction)?	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, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		No
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *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	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line10? *If "Yes," complete Schedule D, Part VI.*	11a	Yes	
b	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.*	11b		No
c	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.*	11c		No
d	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.*	11d	Yes	
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.*	11e	Yes	
f	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 (ASC 740)? *If "Yes," complete Schedule D, Part X.*	11f	Yes	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a		No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b	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
b	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, Parts I and IV*	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, Parts II and IV*	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, Parts III and IV*	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 (see instructions)*	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
20a	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? **Note.** Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)	20b		

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? *If "Yes," complete Schedule I, Parts I and II*	**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? *If "Yes," complete Schedule I, Parts I and III*	**22**		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	**23**	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b–24d and complete Schedule K. If "No," go to line 25*	**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? *If "Yes," complete Schedule L, Part 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? *If "Yes," complete Schedule L, Part I*	**25b**		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	**26**		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	**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? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	**28c**		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**		No
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	**34**	Yes	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)?	**35**	Yes	
a	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2* ☑ **Yes** ☐ **No**			
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	**37**		No
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

Check if Schedule O contains a response to any question in this Part V . . . . . ☐

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . .	**1a**	1,044		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	**1b**	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			**1c** Yes	
2a	Enter the number of employees reported on Form W-3, *Transmittal of Wage and Tax Statements* filed for the calendar year ending with or within the year covered by this return	**2a**	919		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			**2b** Yes	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?			**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 instructions for 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?			**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 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	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			**7g**	No
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			**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**			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** See the instructions for additional information the organization must report on Schedule O			**13a**	No
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	**13b**			
c	Enter the amount of reserves on hand	**13c**			
14a	Did the organization receive any payments for indoor tanning services during the tax year?			**14a**	No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .			**14b**	No

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.

Check if Schedule O contains a response to any question in this Part VI . . . . . ☑

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	15		
b	Enter the number of voting members included in line 1a, above, who 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 governing documents since the prior Form 990 was filed?		4		No
5	Did the organization become aware during the year of a significant 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
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review this 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 15a or 15b, 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

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

Check if Schedule O contains a response to any question in this Part VII . . . . . .☐

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

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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			
See Additional Data Table										

Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** (continued)

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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			
See Additional Data Table										
1b **Sub-Total**										
c **Total from continuation sheets to Part VII, Section A**										
d **Total (add lines 1b and 1c)**								5,145,767		3,032,576

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 ▶ 83

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
National Research Corporation PO Box 809030 Chicago, IL 606809030	Research/Consulting	384,188
TEK Systems Inc PO Box 198568 Atlanta, GA 303848568	IT Consulting	759,546
Emdeon Business Services 13093 Collections Center Drive Chicago, IL 60693	Billing Services	594,989
CSC Consulting Inc PO Box 905145 Charlotte, NC 28290	Consulting	393,623
Cardinal Valuelink PO Box 905867 Charlotte, NC 282905867	Supply Management	404,959

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 ▶ 27

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	31,656,853				
	e Government grants (contributions) 1e					
	f All other contributions, gifts, grants, and similar amounts not included above 1f	1,957,876				
	g Noncash contributions included in lines 1a-1f $					
	h **Total.** Add lines 1a-1f . . . . . ▶		33,614,729			
Program Service Revenue		Business Code				
	2a Management Fees	561000	83,313,522	82,889,310	424,212	
	b Apple Hill Surgical Ctr	621990	1,237,236	1,237,236		
	c Accounting Fees	541200	1,885,091	1,803,116	81,975	
	d					
	e					
	f All other program service revenue					
	g **Total.** Add lines 2a–2f . . . . . ▶		86,435,849			
	3 Investment income (including dividends, interest and other similar amounts) . . . . . ▶		476,908			476,908
	4 Income from investment of tax-exempt bond proceeds . . ▶		0			
	5 Royalties . . . . . ▶		0			
		(i) Real	(ii) Personal			
	6a Gross Rents					
	b Less rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss) . . . . . ▶		0			
		(i) Securities	(ii) Other			
	7a Gross amount from sales of assets other than inventory		65,578			
	b Less cost or other basis and sales expenses		14,402			
	c Gain or (loss)		51,176			
	d Net gain or (loss) . . . . . ▶		51,176	12,052		39,124
Other Revenue	8a Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18 . . . a					
	b Less direct expenses . . . b					
	c Net income or (loss) from fundraising events . . ▶		0			
	9a Gross income from gaming activities See Part IV, line 19 . a					
	b Less direct expenses . . . . . b					
	c Net income or (loss) from gaming activities . . . ▶		0			
	10a Gross sales of inventory, less returns and allowances . a					
	b Less cost of goods sold . . b					
	c Net income or (loss) from sales of inventory . . ▶		0			
	Miscellaneous Revenue	Business Code				
	11a Print Shop Fees	561000	171,598			171,598
	b Other Services	900099	160,603		110,869	49,734
	c Child Care Services	812900	248,298			248,298
	d All other revenue		343,530		84,537	258,993
	e **Total.** Add lines 11a–11d . . . . . ▶		924,029			
	12 **Total revenue.** See Instructions . . . ▶		121,502,691	85,941,714	701,593	1,244,655

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	714,542	714,542		
2 Grants and other assistance to individuals in the U S See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	4,088,742	629,057	3,459,685	
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	47,906,300	43,865,008	4,041,292	
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	6,755,138	4,726,215	2,028,923	
9 Other employee benefits	10,331,199	10,883,107	-551,908	
10 Payroll taxes	3,558,194	3,160,293	397,901	
a Fees for services (non-employees) Management	3,055		3,055	
b Legal	273,912	202,107	71,805	
c Accounting	22,835		22,835	
d Lobbying	0			
e Professional fundraising services *See Part IV, line 17*	0			
f Investment management fees	0			
g Other	9,976,030	9,666,808	309,222	
12 Advertising and promotion	1,681,424	1,671,049	10,375	
13 Office expenses	106,926	690,914	-583,988	
14 Information technology	14,593,818	14,593,818		
15 Royalties	0			
16 Occupancy	2,774,584	2,394,626	379,958	
17 Travel	837,385	541,248	296,137	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	276,186	238,554	37,632	
20 Interest	1,116,551		1,116,551	
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	11,623,010	11,532,383	90,627	
23 Insurance	427,760	5,719	422,041	
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a Utilities	831,347	733,291	98,056	
b Restricted Assets Expenditures	2,145,991	2,145,991		
c Postage and Shipping	372,981	370,866	2,115	
d Licenses/ Fees	443,779	429,066	14,713	
e Dues and Subscriptions	1,207,528	1,026,787	180,741	
f All other expenses	732,525	740,757	-8,232	
25 **Total functional expenses.** Add lines 1 through 24f	122,801,742	110,962,206	11,839,536	0
26 **Joint costs.** Check here ▶ ☐ if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

				(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing		608,884	1	5,214,109
	2	Savings and temporary cash investments			2	0
	3	Pledges and grants receivable, net			3	0
	4	Accounts receivable, net		3,145,400	4	1,968,713
	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)), persons described in section 4958(c)(3)(B), and contributing employers, and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Schedule L			6	0
	7	Notes and loans receivable, net		249,293	7	2,536,061
	8	Inventories for sale or use			8	174,013
	9	Prepaid expenses and deferred charges		14,228,213	9	16,237,887
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D*	10a 68,012,286			
	b	Less accumulated depreciation	10b 38,786,841	31,075,098	10c	29,225,445
	11	Investments—publicly traded securities		5,173,389	11	8,029,810
	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		260,000	14	260,000
	15	Other assets See Part IV, line 11		3,994,358	15	24,981,530
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		58,734,635	16	88,627,568
Liabilities	17	Accounts payable and accrued expenses		7,787,361	17	13,374,320
	18	Grants payable			18	
	19	Deferred revenue		83,603	19	100,765
	20	Tax-exempt bond liabilities		2,516,673	20	2,532,948
	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		284,778,832	25	235,500,223
	26	**Total liabilities.** Add lines 17 through 25		295,166,469	26	251,508,256
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		-236,688,148	27	-163,249,364
	28	Temporarily restricted net assets		256,314	28	368,676
	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		-236,431,834	33	-162,880,688
	34	Total liabilities and net assets/fund balances		58,734,635	34	88,627,568

Part XI Reconcilliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI . . . . . ☑

1	Total revenue (must equal Part VIII, column (A), line 12) . . .	1	121,502,691
2	Total expenses (must equal Part IX, column (A), line 25)	2	122,801,742
3	Revenue less expenses Subtract line 2 from line 1	3	-1,299,051
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . .	4	-236,431,834
5	Other changes in net assets or fund balances (explain in Schedule O)	5	74,850,197
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	-162,880,688

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII . . . . . ☐

			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? . .	2a		No
b	Were the organization's financial statements audited by an independent accountant?	2b	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	2c	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 separate basis, consolidated 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?	3a	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 . .	3b	Yes	

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SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

2010

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)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state

_____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

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

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

11 ☑ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☑ Type I **b** ☐ Type II **c** ☐ Type III - Functionally integrated **d** ☐ Type III - Other

e ☑ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization? **11g(i)**		No
(ii) a family member of a person described in (i) above? **11g(ii)**		No
(iii) a 35% controlled entity of a person described in (i) or (ii) above? **11g(iii)**		No

h Provide the following information about the supported organization(s)

(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? Yes	(iv) No	(v) Did you notify the organization in col (i) of your support? Yes	(v) No	(vi) Is the organization in col (i) organized in the U S ? Yes	(vi) No	(vii) Amount of support
(A) WellSpan Medical Group	232730785	9		No					1,099,262
(B) Healthy Community Pharmacy Inc	200519121	9		No					370,000
(C) VNA Home Health Services	231352573	9		No					223,227
(D) Gettysburg Hospital	231352220	3		No					12,943,282
(E) York Hospital	231352222	3		No					67,299,661
Total									81,935,432

Part II **Support Schedule for Organizations Described in Sections 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 or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 **Total support** (Add lines 7 through 10)						

12 Gross receipts from related activities, etc (See instructions) **12**

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

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2010 (line 6 column (f) divided by line 11 column (f)) **14**

15 Public Support Percentage for 2009 Schedule A, Part II, line 14 **15**

16a **33 1/3% support test—2010.** 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—2009.** 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—2010.** 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—2009.** 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 III **Support Schedule for Organizations Described in Section 509(a)(2)**
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public Support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support** (Add lines 9, 10c, 11 and 12)						

14 **First Five Years** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section501(c)(3) organization, check this box and **stop here** ▶☐

Section C. Computation of Public Support Percentage

15	Public Support Percentage for 2010 (line 8 column (f) divided by line 13 column (f))	15
16	Public support percentage from 2009 Schedule A, Part III, line 15	16

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2010** (line 10c column (f) divided by line 13 column (f))	17
18	Investment income percentage from **2009** Schedule A, Part III, line 17	18

19a **33 1/3% support tests—2010.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

b **33 1/3% support tests—2009.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

20 **Private Foundation** If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions ▶☐

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

Facts And Circumstances Test

Additional Data

Software ID: 10000105
Software Version: 2010v3.2
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			346,812	0	55,337
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			330,425	0	245,596
Richard Harley VP Treas Mgmt Serv	40 00					X		211,318	0	50,120
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			348,844	0	259,218
Michael F O'Connor CFO	40 00			X				510,284	0	351,706
Michael Barley Director	1 00	X						0	0	0
Maria Royce VP Community Relations	40 00				X			205,530	0	171,855
Larry Miller Director	1 00	X						0	0	0
Keith Noll SR VP/Pres Ambulatory&Post Acute	40 00				X			298,632	0	276,346
Keith Gee Senior VP Organizational Developmen	40 00				X			278,463	0	222,484
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			354,289	0	273,739
Ernest Waters Director	1 00	X						0	0	0
Douglas Heishman VP Fin Planning	40 00					X		223,620	0	49,891
Dora L Townsend Director	1 00	X						0	0	0
Debra Bradley VP Ambulatory Serv	40 00					X		186,389	0	47,066
David Eitel Physician - CCM	40 00					X		246,493	0	59,107

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			482,432	0	330,058
Bruce M Bartels President	40 00			X				933,031	0	592,637
Barbara Yarrish VP Op Sp Hosp	40 00					X		189,205	0	47,416

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

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

2010

Open to Public Inspection

Name of the organization
WELLSPAN HEALTH

Employer identification number
22-2517863

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

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or 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

		Held at the End of the Year
a	Total number of conservation easements	2a
b	Total acreage restricted by conservation easements	2b
c	Number of conservation easements on a certified historic structure included in (a)	2c
d	Number of conservation easements included in (c) acquired after 8/17/06	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, 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

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

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

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

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

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance	256,314	237,858	341,335		
b Contributions	2,258,353	1,752,633	1,414,750		
c Investment earnings or losses		90			
d Grants or scholarships					
e Other expenditures for facilities and programs	2,145,991	1,734,267	1,518,227		
f Administrative expenses					
g End of year balance	368,676	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

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

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings		7,515	7,515	
c Leasehold improvements		1,075,758	706,678	369,080
d Equipment		59,247,402	38,072,648	21,174,754
e Other		7,681,611		7,681,611
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				29,225,445

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
Other		
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶		

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. *(Column (b) should equal Form 990, Part X, col (B) line 13)* ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) Advance Deposits-Blue Cross	87,733
(2) Advance Deposits	
(3) Advance Deposit-Royal/Citicorp	83,000
(4) Accounts receivable - interco	20,481,360
Total. *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	24,981,530

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

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	
Vacation Accrual	4,123,609
Pension Accrual	184,126,288
Payroll Accrual	4,950,893
Notes Payable	236,061
Note Payable - WRRRG	13,708
Liability Self Insurance Reserve	34,943,733
Capital Lease Obligation	5,068,494
Bank Payable	2,037,437
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	235,500,223

2. Fin 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC740)

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	121,502,691
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	122,801,742
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-1,299,051
4	Net unrealized gains (losses) on investments	4	580,532
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	74,269,665
9	Total adjustments (net) Add lines 4 - 8	9	74,850,197
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	73,551,146

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

1	Total revenue, gains, and other support per audited financial statements			1	215,290,444
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	580,532		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	580,532
3	Subtract line **2e** from line **1**			3	214,709,912
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b	-93,207,221		
c	Add lines **4a** and **4b**			4c	-93,207,221
5	Total Revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12)			5	121,502,691

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

1	Total expenses and losses per audited financial statements			1	245,577,657
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	245,577,657
4	Amounts included on Form 990, Part IX, line 25, but not on line **1:**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b	-122,775,915		
c	Add lines **4a** and **4b**			4c	-122,775,915
5	Total expenses Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18)			5	122,801,742

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, 2011
Part XI, Line 8	Part XI, Line 8 Other Changes in Net Assets or Fund Balances	Change in Accrued Pension Liability $74266293 Net assets released from restriction-PPE $3372
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: 10000105
Software Version: 2010v3.2
EIN: 22-2517863
Name: WELLSPAN HEALTH

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

1 **(a)** Description of Liability	**(b)** Amount
Vacation Accrual	4,123,609
Pension Accrual	184,126,288
Payroll Accrual	4,950,893
Notes Payable	236,061
Note Payable - WRRRG	13,708
Liability Self Insurance Reserve	34,943,733
Capital Lease Obligation	5,068,494
Bank Payable	2,037,437

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Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

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

2010

Open to Public Inspection

Name of the organization
WELLSPAN HEALTH

Employer identification number
22-2517863

Part I General Information on Grants and Assistance

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

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

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

Complete if the organization answered "Yes" 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. Part II can be duplicated if additional space is needed. . . . . ▶ ☐

1 (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
(1) YWCA of York320 E Market St York, PA 17403	23-1360889	501(c)(3)	25,000	0			General support
(2) York College of Pennsylvania441 Country Club Road York, PA 17403	23-1352698	501(c)(3)	15,500	0			Police grant/business prog
(3) York Co Community14 West Market St York, PA 17401	86-1081184	501(c)(3)	30,000	0			Health Assessments
(4) Jewish Community Ctr 2000 Hollywood Drive York, PA 17403	23-1355127	501(c)(3)	10,000	0			Natural Playscape Playground
(5) Healthy York County Coalition1101 S Edgar St Ste F York, PA 17403	22-2517863	501(c)(3)	94,000	0			General support
(6) Healthy Community PharmacyPO Box 2767 York, PA 17405	20-0519121	501(c)(3)	370,000	0			General Support
(7) Healthy Adams County 424 S Washington St Gettysburg, PA 17325	23-1673727	501(c)(3)	5,500	0			Breastfeeding & Healthy Eating Educ
(8) Harrisburg Area Community CollOne HACC Drive Harrisburg, PA 17110	23-1639151	501(c)(3)	20,000	0			Health Care Scholarships
(9) Crispus Attucks605 S Duke St York, PA 17403	23-1365320	501(c)(3)	63,000	0			Rent subsidy/80th Anniversary
(10) City of York50 W King St City Hall York, PA 17405	23-6001908	501(c)(3)	15,000	0			Park improvements
(11) Adams Cty Library Syst 140 Baltimore St Gettysburg, PA 17325	23-1352002	501(c)(3)	11,500	0			Education
(12) Adams Cty Childrens A 450 W Middle Street Gettysburg, PA 17325	20-3372800	501(c)(3)	8,842	0			Exam Table & Colposcope

2 Enter total number of section 501(c)(3) and government organizations . . . . . ▶ 12

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

Additional Data

Software ID: 10000105
Software Version: 2010v3.2
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	
(A) WellSpan Medical Group	232730785	9		No					1099262
(B) Healthy Community Pharmacy Inc	200519121	9		No					370000
(C) VNA Home Health Services	231352573	9		No					223227
(D) Gettysburg Hospital	231352220	3		No					12943282
(E) York Hospital	231352222	3		No					67299661

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

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

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

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

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
WELLSPAN HEALTH

Employer identification number
22-2517863

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☑ Tax idemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)			
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement orprovision 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 from the organization or a related organization?	**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 accured pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	**8**		No
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 duplicate copies if additional space is 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				
(1) William Gillespie	(i) (ii)	260,012	86,800		22,393	32,944	402,149	86,800
(2) Robert Batory	(i) (ii)	244,421	80,850	5,154	214,453	31,143	576,021	80,850
(3) Richard Harley	(i) (ii)	178,985	28,725	3,608	19,314	30,806	261,438	
(4) Richard Baker	(i) (ii)	258,496	85,050	5,298	223,713	35,505	608,062	85,050
(5) Michael F O'Connor	(i) (ii)	372,511	129,850	7,923	315,293	36,413	861,990	129,850
(6) Maria Royce	(i) (ii)	150,930	54,600		141,475	30,380	377,385	54,600
(7) Keith Noll	(i) (ii)	219,828	74,200	4,604	241,733	34,613	574,978	74,200
(8) Keith Gee	(i) (ii)	207,413	71,050		188,223	34,261	500,947	71,050
(9) Glen Moffett	(i) (ii)	265,739	88,550		240,643	33,096	628,028	88,550
(10) Douglas Heishman	(i) (ii)	189,489	30,322	3,809	20,439	29,452	273,511	
(11) Debra Bradley	(i) (ii)	160,707	25,682		17,036	30,030	233,455	
(12) David Eitel	(i) (ii)	246,493			22,393	36,714	305,600	
(13) Charles Chodroff	(i) (ii)	354,870	120,400	7,162	294,363	35,695	812,490	
(14) Bruce M Bartels	(i) (ii)	683,242	227,181	22,608	551,693	40,944	1,525,668	222,075
(15) Barbara Yarrish	(i) (ii)	163,151	26,054		17,293	30,123	236,621	
(16)								

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

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Schedule K (Form 990)

Department of the Treasury
Internal Revenue Service

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

2010

Open to Public Inspection

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		(i) Pool financing	
							Yes	No	Yes	No	Yes	No
A	Adams County Industrial D	23-2988777		06-24-2011	1,645,915	Tax-exempt Lease Hosp Equip		X		X		X
B	Adams County Industrial D	23-2988777		03-23-2011	4,418,794	Tax-exempt Lease Hosp Equip		X		X		X

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired	163,596	163,596		
2	Amount of bonds legally defeased				
3	Total proceeds of issue	1,645,915	4,418,794		
4	Gross proceeds in reserve funds				
5	Capitalized interest from proceeds				
6	Proceeds in refunding escrow				
7	Issuance costs from proceeds				
8	Credit enhancement from proceeds				
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds	1,645,915	4,418,794		
11	Other spent proceeds				
12	Other unspent proceeds				
13	Year of substantial completion	2011	2011		

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?		X		X				
15	Were the bonds issued as part of an advance refunding issue?		X		X				
16	Has the final allocation of proceeds been made?	X		X					
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X					

Part III Private Business Use

		A		B		C		D	
		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		X				
2	Are there any lease arrangements that may result in private business use of bond-financed property?		X		X				

Part III Private Business Use *(Continued)*

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use?		X		X				
b	Are there any research agreements that may result in private business use of bond-financed property?		X		X				
c	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		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		X					

Part IV Arbitrage

		A		B		C		D	
		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		X				
2	Is the bond issue a variable rate issue?		X		X				
3a	Has the organization or the governmental issuer entered into a hedge with respect to the bond issue?		X		X				
b	Name of provider	NA		NA					
c	Term of hedge								
d	Was the hedge superintegrated?								
e	Was a hedge terminated?								
4a	Were gross proceeds invested in a GIC?		X		X				
b	Name of provider	NA		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		X				
6	Did the bond issue qualify for an exception to rebate?	X		X					

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule K (see instructions)

Identifier	Return Reference	Explanation

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Schedule K (Form 990)

Department of the Treasury
Internal Revenue Service

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

2010

Open to Public Inspection

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		(i) Pool financing	
							Yes	No	Yes	No	Yes	No
A	Adams County Industrial D	23-2988777		12-10-2010	4,162,692	Tax-exempt Lease Hosp Equip		X		X		X
B	Adams County Industrial D	23-2988777		08-31-2010	6,672,598	Tax-exempt Lease Hosp Equip		X		X		X
C	General Authority of Sout	23-2982233		02-02-2011	211,700,000	Refund Bonds issued 11/12/2008		X		X	X	
D	General Authority of Southcentral Pennsylvania	23-2982233	84129NGC7	11-12-2008	406,699,143	Refund Bonds Issued		X		X	X	

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired	309,134	853,171		230,655,000
2	Amount of bonds legally defeased				
3	Total proceeds of issue	4,162,692	6,672,598	211,700,000	414,106,224
4	Gross proceeds in reserve funds				
5	Capitalized interest from proceeds	5,113,796			5,113,796
6	Proceeds in refunding escrow				
7	Issuance costs from proceeds	3,023,004			3,023,004
8	Credit enhancement from proceeds	327,031			327,031
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds	4,162,692	6,672,598		44,529,473
11	Other spent proceeds	211,700,000		211,700,000	363,123,108
12	Other unspent proceeds				
13	Year of substantial completion	2010	2010		

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?		X		X	X		X	
15	Were the bonds issued as part of an advance refunding issue?		X		X		X		X
16	Has the final allocation of proceeds been made?	X		X		X		X	
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X		X		X	

Part III Private Business Use

		A		B		C		D	
		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		X		X		X
2	Are there any lease arrangements that may result in private business use of bond-financed property?		X		X		X		X

Part III Private Business Use *(Continued)*

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use?		X		X		X		X
b	Are there any research agreements that may result in private business use of bond-financed property?		X		X		X		X
c	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		X		X		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		X		X		X	

Part IV Arbitrage

		A		B		C		D	
		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		X		X		X
2	Is the bond issue a variable rate issue?		X		X	X		X	
3a	Has the organization or the governmental issuer entered into a hedge with respect to the bond issue?		X		X		X		X
b	Name of provider	NA		NA		NA			
c	Term of hedge								
d	Was the hedge superintegrated?								
e	Was a hedge terminated?								
4a	Were gross proceeds invested in a GIC?		X		X		X		X
b	Name of provider	NA		NA		NA		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		X	X		X	
6	Did the bond issue qualify for an exception to rebate?	X		X		X			X

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule K (see instructions)

Identifier	Return Reference	Explanation
		$412,230,0000 of Revenue Bonds for WellSpan Health Obligated Group, Series 2008A, 2008B, 2008C and 2008D were issued 11/12/2008 by General Authority of Southcentral Pennsylvania The purpose of this bond issue was to refund bonds issued 5/13/2002, 5/17/2005, 6/16/2005, and 6/5/2007 WellSpan Health, the parent organization, allocated portions of the proceeds of this tax-exempt bond issue to York Hospital (22-2517863), Gettysburg Hospital (23-1352220), WellSpan Properties (22-2842252), and WellSpan Specialty Services (23-2899911) In order to remain consistent with the reporting on Form 8038, all outstanding liabilities associated with this tax-exempt bond issue is reported on the WellSpan Health (22-2517863) Schedule K As of 6/30/11, the allocation of the Debt Capital program was as follows York Hospital $248,049,159 (63 07%), WellSpan Properties $61,817,674 (15 72%), WellSpan Health $2,532,948 (64%), WellSpan Specialty Services $50,940,064 (12 95%) and Gettysburg Hospital $29,935,155 (7 61%) These amounts are reported on the respective balance sheets (Part X Line 20)for each of these entities The 11/12/2008 issue included reissuance of all unspent proceeds from the refunded 2007 bond issue Total proceeds of issue includes the original 11/12/2008 issue plus investment earnings on transferred proceeds and the short investment of proceeds between date of issue and payoff on 12/1/2008

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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

2010

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	(c) Corrected? 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? To	(b) Loan to or from the organization? From	(c) Original principal amount	(d) Balance due	(e) In default? Yes	(e) In default? No	(f) Approved by board or committee? Yes	(f) Approved by board or committee? No	(g) Written agreement? Yes	(g) Written agreement? 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
(1) The Stewart Companies	Officer Dale Voorheis	202,051	YHP employee health admin		No
(2) Apple Automotive Group	Officer Dale Voorheis	477,028	Car Sales and Maintenance		No
(3) Talpier Inc	Officer Dale Voorheis	287,286	Rental of property		No
(4) White Rose Surgical Associates Ltd	Pres -Samuel S Laucks,II	248,000	YH Resident Ed & Coverage		No
(5) Adams County National Bank	Chairman Ronald Hankey	113,886	Checking & Trust Mgmt		No
(6) Barley Snyder LLC	Partner Jeffrey Lobach	235,827	Legal Service WSH & Affil		No

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions)

Identifier	Return Reference	Explanation

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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
WELLSPAN HEALTH

Employer identification number
22-2517863

Identifier	Return Reference	Explanation
	Schedule K - Tax-Exempt Bonds	$412,230,0000 of Revenue Bonds for WellSpan Health Obligated Group, Series 2008A, 2008B, 2008C and 2008D were issued 11/12/2008 by General Authority of Southcentral Pennsylvania WellSpan Health, the parent organization, allocated portions of the proceeds of this tax-exempt bond issue to York Hospital (22-2517863), Gettysburg Hospital (23-1352220), WellSpan Properties (22-2842252), and WellSpan Specialty Services (23-2899911) In order to remain consistent with the reporting on Form 8038, all outstanding liabilities associated with this tax-exempt bond issue is reported on the WellSpan Health (22-2517863) Schedule K As of 6/30/11, the allocation of the Debt Capital program was as follows York Hospital $248,049,159 (63 07%), WellSpan Properties $61,817,674 (15 72%), WellSpan Health $2,532,948 (64%), WellSpan Specialty Services $50,940,064 (12 95%) and Gettysburg Hospital $29,935,155 (7 61%) These amounts are reported on the respective balance sheets (Part X Line 20)for each of these entities The 11/12/2008 issue included reissuance of all unspent proceeds from the refunded 2007 bond issue

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

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

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

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 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 - 2011 Community Benefit ReportCare for AllWellSpan Health includes Gettysburg Hospital o York Hospital o Apple Hill Surgical Center o VNA Home Hea lth o WellSpan Medical Group o SOUTH CENTRAL Preferred o WellSpan Pharmacy o Gettysburg Ho spital Foundation o York Health Foundation o York Provider Network Our Charitable Community MissionWorking as one to improve health through exceptional care for all, lifelong w ellne ss and healthy communities How We Help -- Every member of our community deserves the care they need At WellSpan, it is our core belief that accessible health care is one of the key s to a healthy community Yet, in York and Adams counties, there are 78,000 individuals w h o live w ithout health insurance This community health problem cannot be ignored and requi res careful planning and forethought Fortunately, WellSpan has done both We take measures to care for those w ho have no insurance and are unable to pay We offer discounted care t o individuals w hose income falls w ithin 300 percent of federal poverty guidelines Additio nally, all uninsured patients, regardless of w hether they qualify for charity care, receiv e discounts similar to those offered to private insurance companies We offer free care to patients w ho participate in our charity care program Together w ith our community partners , w e support programs to take basic primary care and other services into urban and rural c ommunities, improve access to oral health care and help people establish a "medical home" w ith a primary care physician 10 Initiatives w e support that help care for the uninsured"H ealthConnect, a mobile health care program that provides basic primary care services and h elps individuals find a medical home This program benefits those individuals w ho lack suf ficient health insurance Our progress o1,330 visitso937 new patientso219 referrals to a m edical home"Healthy York Netw ork and Healthy Community Pharmacy, a collaborative effort th at facilitates access to discounted health care services and prescription medication This program benefits individuals w ho lack sufficient health insurance Our progress o$30 mill ion of care provided to more than 8,309 memberso8,309 members enrolledo52,730 prescription s filled"Community Health Workers, w ho help people navigate the health care system, enroll in public assistance programs and implement health outreach programs This program benefi ts individuals w ho lack sufficient health insurance and people of disparate populations O ur progress o179 adults and 250 children completed applications for public insurance progr ams"Family First Health's Hannah Penn Health Center, a partnership of York Hospital, Famil y First Health and the City of York School District This program benefits underserved adu lts and children, including those w ho lack sufficient health insurance and those w ith Medi caid Our progress o4,813 acute and preventive medical visitso1,775 dental visits in calen dar year 2010"Family First Health's Gettysburg Center, a federally qualified community hea lth center that WellSpan supports to provide medical and dental services in Adams County This program benefits Underserved adults and children of Adams County, including those w ho lack sufficient health insurance and those w ith Medicaid Our progress oActively supporte d the start-up of the center and its ability to attract 5,908 patients during the past yea r "York Hospital Community Health Center, w hich provides primary care services, w omen's he alth care, HIV care and pediatric care for medically complex conditions This program bene fits the adults and children w ho lack sufficient health insurance Our progress o27,056 pr imary care visitso21,778 obstetrics & gynecology visits"Thomas Hart Family Practice Center , w hich is staffed by resident and faculty physicians at York Hospital and provides acute, chronic, preventive and obstetric care This program benefits the adults and children, ma ny of w hom lack sufficient health insurance Our progress o27,900 visits"The George W T Bentzel, DDS Dental Center, w hich is staffed by licensed dentists and residents from the Y ork Hospital Dental Residency Program This program benefits adults and children, many of w hom lack sufficient dental insurance Our progress o13,930 outpatient visits"Hoodner Dent al Center benefits individuals w ho lack sufficient dental insurance and w ho qualify for Me dical Assistance or the Healthy York Netw ork Our progress o6,252 visits"Adams County Dent al Health Services, sponsored by the Oral Health Task Force of Healthy Adams County, Harri sburg Area Community College and Head Start Children w ho lack dental insurance benefit fr om this program Our progress o670 visitsThe net cost of care provided in 2011 "Charity Ca re $18 4 million in free care to patients w ho participated in our charity care program"Me dicare $61 5 million in cost greater than w hat w as paid by Medicare"Medicaid $61 1 milli on in cost greater than w hat w as paid by Medicaid"

Identifier	Return Reference	Explanation
		Uncompensated Care $23 4 million in services to patients w ho received care for w hich they did not pay and w ho did not participate in the charity care program''Community Education a nd Outreach $5 7 million in free community education and outreach to children and at-risk groups "Medical, Dental and Pharmaceutical Care $12 1 million to support services that p rovided discounted medical, dental and pharmaceutical care to people in needAt WellSpan w e w holeheartedly agree w ith the World Health Organization's assessment that health is "a st ate of complete physical, mental and social w ell-being, not merely the absence of disease or infirmity " And w e recognize the dangers and issues facing a community that cannot achi eve this level of health To help our communities become healthy places to live, w ork and p lay, w e are constantly planning for the future, developing partnerships, building communit y assets, engaging citizens and sponsoring initiatives Our efforts are broad-based and w i de-reaching, but so is the need We believe that our progress, on all fronts, continues to make a difference 9 Community Health Initiatives WellSpan Supports "Healthy Adams County, a collaborative partnership of community members dedicated to continuing assessment, deve lopment and promotion of efforts tow ard improving physical, mental and social w ell-being Issues addressed by this partnership include medical and dental access, affordable housing , Latino outreach, teen pregnancy, healthy food, child abuse, behavioral health, domestic violence, physical fitness, tobacco prevention, health literacy, child safety, breast canc er aw areness, AIDS aw areness Our progress in 2010-11 oThe fifth annual Adams County Healt h Summit, w hich included nearly 113 health and human services professionals and community residents oHealthy Adams County continued to w ork w ith Family First Health's Gettysburg Ce nter by helping to create an advisory board to assist in further defining service needs in the surrounding community as w ell as developing new w ays to promote the center oThe Adams Coalition to Prevent Teen Pregnancy held several educational programs for teens, parents and other community members They also provided support for the annual 7th grade Young Wom en's and Men's conference and organized several fundraisers throughout the year oThe Adams County Breast Cancer Coalition held an educational dinner regarding breast health, w omen of color program as w ell as various other educational events They also educated the commu nity about free mammogram funds that are available in Adams County Each year, the Coaliti on raises funds to donate to several initiatives regarding breast cancer aw areness and res earch oThe Adams County Food Policy Council printed and distributed the 2011 Local Foods Guide Members of the Institution Buying Local Committee visited a local distributor to be gin research on developing a plan to create easier access to local foods for local institu tions The Access Committee w ith the help of a local grow er developed the Fair Share Proje ct, w hich provides vouchers for families w ho can not afford fresh fruits and vegetablesoTh e AIDS Service Providers Netw ork held their Annual Conference Responding to AIDS on March 4, and had approximately 35 attendees oThe Breastfeeding Task Force received a WellSpan Community Partnership Grant to host a lunch for successful breastfeeding WIC mothers held on Mother's Day 2011 Other grant activities w ill be conducted in the summer of 2011 oThe Domestic Violence Task Force held domestic violence training facilitated by nationally kno w n speaker Lt Mark Wynn They also assisted Gettysburg High School in hosting the Yellow Dress play for 11th and 12th grade classes on April 7 The task force obtained a grant fro m the Adams County Community Foundation to conduct a Digital Stalking Training The task f orce began w ork on revising the domestic violence and sexual assault protocols for the Cou nty oThe Adams County Health Literacy T

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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

2010

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	(g) Section 512(b)(13) controlled organization	
						Yes	No
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) Disproportionate allocations? Yes	(h) No	(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
(1) Community Healthcare Imaging Partners PO Box 2767 York, PA174052767 23-2444154	MRI Center	PA	Q-WH-LLC	Related	-161,525	-161,525		No		Yes		50 %
(2) Cherry Tree Cancer Center LLP PO Box 2767 York, PA174052767 23-2915628	Radiation	PA	WHCS	Related	46,949	2,816,105		No			No	50 %
(3) Littlestown Health Care Partners 300 West King Street Littlestown, PA17340 23-2880464	Lease facil	PA	WHCS	Related	50,603	1,616,958		No			No	50 %
(4) Q-WH LLC PO Box 2767 York, PA174052767 20-8226561	GP of CHIP	PA	WHCS	Related	49,256	18,103		No			No	50 %
(5) Central PA Alliance Laboratories LLC PO Box 2767 York, PA174052767 23-2910950	Ref Lab	PA	NA	Related	2,680	616,074		No		Yes		20 %
(6) Apple Hill Surgical Center Partners PO Box 2767 York, PA174052767 23-2489452	Surgical Cn	PA	NA	Related	1,825,485	5,725,154		No			No	63 31 %

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
(1) York Provider Network PO Box 2767 York, PA174052767 23-2907828	Coordinate managed care risk contract	PA	NA	C Corp			100 000 %
(2) York Health Plan PO Box 2767 York, PA174052767 23-2664989	Preferred Provider Organization	PA	NA	C corp	7,259,344	933,430	100 000 %
(3) Wellspan Reciprocal Risk Retention Group PO Box 2767 York, PA174052767 20-0048457	Risk Retention Group	PA	NA	C corp	99,166	332,070	1 490 %
(4) Wellspan Pharmacy Inc PO Box 2767 York, PA174052767 23-2374072	Dispenses Pharmaceuticals & IV Therapy	PA	WellSpan Health Care Services	C corp	3,096,192	6,757,438	100 000 %

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

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

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

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

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

Part VI **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Disproprtionate allocations?		(g) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
			Yes	No		Yes	No		Yes	No

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation

Additional Data Return to Form

Software ID: 10000105
Software Version: 2010v3.2
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 section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
Wellspan Properties PO Box 2767 York, PA174052767 22-2842252	Leases facilities to affiliates	PA	501(c)(3)	11 Type 1	WellSpan Health Care Services		No
WellSpan Specialty Services PO Box 2767 York, PA174052767 23-2899911	Mgmt hospice/home health care services	PA	501(c)(3)	11 Type 1	NA		No
York Hospital PO Box 2767 York, PA174052767 23-1352222	Community teaching hospital	PA	501(c)(3)	3	NA		No
York Health Foundation PO Box 2767 York, PA174052767 23-3050192	Charitable contributions for Wellspan entities	PA	501(c)(3)	11 Type 3	NA		No
Wellspan Medical Group PO Box 2767 York, PA174052767 23-2730785	Medical and surgical care	PA	501(c)(3)	9	NA		No
Wellspan Health Care Services PO Box 2767 York, PA174052767 23-2400237	Health-related activities in the service area	PA	501(c)(3)	11 Type 1	NA		No
VNA Home Health Services PO Box 2767 York, PA174052767 23-1352573	Home health and hospice care services	PA	501(c)(3)	9	York VNA Home Care Inc		No
VNA Community Services PO Box 2767 York, PA174052767 23-2338591	Home personal care services for elderly and disabled	PA	501(c)(3)	9	York VNA Home Care Inc		No
Healthy Community Pharmacy Inc PO Box 2767 York, PA174052767 20-0519121	Reduced rate prescription drugs to uninsured	PA	501(c)(3)	11 Type 1	WellSpan Health Care Services		No
Gettysburg Hospital Foundation PO Box 2767 York, PA174052767 23-2251358	Fundraising to support Gettysburg Hospital	PA	501(c)(3)	11 Type 1	Gettysburg Hospital		No
Gettysburg Hospital PO Box 2767 York, PA174052767 23-1352220	Health Care Services	PA	501(c)(3)	3	NA		No
Apple Hill Surgical Center Inc PO Box 2767 York, PA174052767 22-2842253	Sole GP in limited ptnrshp operating surgical center	PA	501(c)(3)	9	WellSpan Health Care Services		No

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

	(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount Involved ($)	(d) Method of determining amount involved
(1)	York Health Plan	p	986,788	General ledger
(2)	York Health Plan	o	1,020,291	General ledger
(3)	York Health Plan	k	629,206	General ledger
(4)	Wellspan Reciprocal Risk Retention Group	o	6,146,502	General ledger
(5)	Wellspan Pharmacy Inc	p	959,434	General ledger
(6)	Wellspan Pharmacy Inc	k	288,070	General ledger
(7)	Community Healthcare Imaging Partners	p	203,812	General ledger
(8)	Q-WH LLC	k	86,710	General ledger
(9)	Apple Hill Surgical Center Partners	p	798,905	General ledger
(10)	Apple Hill Surgical Center Partners	k	89,888	General ledger
(11)	Wellspan Properties	p	64,735	General ledger
(12)	Wellspan Properties	k	155,159	General ledger
(13)	Wellspan Properties	j	2,100,549	General ledger
(14)	WellSpan Specialty Services	k	305,071	General ledger
(15)	York Hospital	q	885,289	General ledger
(16)	York Hospital	p	59,427,875	General ledger
(17)	York Hospital	k	68,016,662	General ledger
(18)	York Health Foundation	p	89,645	General ledger
(19)	Wellspan Medical Group	p	21,758,956	General ledger
(20)	Wellspan Medical Group	k	1,766,917	General ledger
(21)	Wellspan Health Care Services	c	174,714	General ledger
(22)	VNA Home Health Services	p	1,635,166	General ledger
(23)	VNA Community Services	p	98,165	General ledger
(24)	Healthy Community Pharmacy Inc	p	147,032	General ledger
(25)	Gettysburg Hospital Foundation	k	29,262	General ledger
(26)	Gettysburg Hospital	o	9,597,244	General ledger
(27)	Gettysburg Hospital	k	12,943,282	General ledger
(28)	Apple Hill Surgical Center Inc	k	287,584	General ledger