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Form 990  Department of the Treasury Internal Revenue Service	Return of Organization Exempt From Income Tax Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)	OMB No 1545-0047 2010
	The organization may have to use a copy of this return to satisfy state reporting requirements	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 <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization WELLSPAN MEDICAL GROUP		D Employer identification number 23-2730785
	Doing Business As		E Telephone number (717) 851-3055
	Number and street (or P O box if mail is not delivered to street address) PO BOX 2767	Room/suite	G Gross receipts \$ 212,866,179
	City or town, state or country, and ZIP + 4 YORK, PA 17405		
	F Name and address of principal officer Bruce M Bartels PO Box 2767 York, PA 174052767		
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () <input type="checkbox"/> (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number <input type="checkbox"/>	
J Website: <input checked="" type="checkbox"/> WWW.WELLSPAN.ORG			

K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other <input type="checkbox"/>	L Year of formation 1993	M State of legal domicile PA
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Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities WellSpan Medical Group, in coordination with York Hospital and Gettysburg Hospital, provides medical and surgical care to patients in and around York and Adams County, Pennsylvania without regard to the ability to pay		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	10
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	0
	5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	1,631
	6 Total number of volunteers (estimate if necessary)	6	31
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	1,490,075
	7b Net unrelated business taxable income from Form 990-T, line 34	7b	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	15,963,807	19,981,014
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	171,590,493	191,282,689
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	170,140	86,513
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	982,125	1,490,075
		188,706,565	212,840,291
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	2,300	5,255
	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)	155,787,118	170,728,567
	16a Professional fundraising fees (Part IX, column (A), line 11e)		0
	b Total fundraising expenses (Part IX, column (D), line 25) <input type="checkbox"/> 0		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	36,345,855	41,937,595
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	192,135,273	212,671,417
	19 Revenue less expenses Subtract line 18 from line 12	-3,428,708	168,874
Net Assets or Fund Balances		Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)	31,119,410	31,673,702
	21 Total liabilities (Part X, line 26)	17,104,318	17,318,837
	22 Net assets or fund balances Subtract line 21 from line 20	14,015,092	14,354,865

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	***** Signature of officer			2012-05-10 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 <input checked="" type="checkbox"/>				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 ☐ Yes ☒ No

1	Briefly describe the organization's mission			
WellSpan Medical Group, in coordination with York Hospital and Gettysburg Hospital, provides medical and surgical care to patients in and around York and Adams County, Pennsylvania without regard to the ability to pay The organization also provides teaching and clinical supervision to York Hospital and Gettysburg Hospital				
2	Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 \$ 199,410,994	including grants of \$ 5,255	(Revenue \$ 191,282,689)
WellSpan Medical Group, which does not contemplate pecuniary gain or profit, incidental or otherwise, was formed for the purposes of furthering the charitable purposes of WellSpan Health and promoting the provision of health care services in South Central Pennsylvania, including York and Adams Counties, by providing clinically effective health care services, including professional health care services, in a cost effective manner in settings appropriate to patient and payor needs under a variety of health care financing arrangements, enhancing the continuity and quality of health care services provided to patients, ensuring the continued local patient access to health care services, enhancing the health status of the communities served by WellSpan Health, effectively responding to changing payor requirements, achieving excellence in clinical innovations, service, quality, cost and outcomes, and achieving operating efficiencies, such as containing and reducing costs and avoiding unnecessary duplication of services and equipment, thereby utilizing resources more effectively See Attached Federal Supplemental Information 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 \$ 199,410,994			

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)? <i>If "Yes," complete Schedule A.</i> 	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? <i>If "Yes," complete Schedule C, Part I.</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? <i>If "Yes," complete Schedule C, Part II.</i>	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? <i>If "Yes," complete Schedule C, Part III.</i>	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? <i>If "Yes," complete Schedule D, Part I.</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? <i>If "Yes," complete Schedule D, Part II.</i> 	7	No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III.</i> 	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? <i>If "Yes," complete Schedule D, Part IV.</i> 	9	No
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i> 	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, line 10? <i>If "Yes," complete Schedule D, Part VI.</i> 	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? <i>If "Yes," complete Schedule D, Part VII.</i> 	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? <i>If "Yes," complete Schedule D, Part VIII.</i> 	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? <i>If "Yes," complete Schedule D, Part IX.</i> 	11d	No
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i> 	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)? <i>If "Yes," complete Schedule D, Part X.</i> 	11f	Yes
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i> 	12a	No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.</i> 	12b	Yes
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>	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? <i>If "Yes," complete Schedule F, Parts I and IV.</i>	14b	No
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S? <i>If "Yes," complete Schedule F, Parts II and IV.</i>	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? <i>If "Yes," complete Schedule F, Parts III and IV.</i>	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? <i>If "Yes," complete Schedule G, Part I (see instructions).</i>	17	No
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II.</i>	18	No
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III.</i>	19	No
20a	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H.</i>	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? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b-24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26	Yes	
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27	Yes	
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	Yes	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)?	35		No
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)? <i>If "Yes," complete Schedule R, Part V, line 2</i> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance						
Check if Schedule O contains a response to any question in this Part V <input type="checkbox"/>						
			Yes	No		
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a	0			
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		No	
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return.	2a	1,631	2b	Yes	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?						
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (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	1a10		
b	Enter the number of voting members included in line 1a, above, who are independent	1b0		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		No
4	Did the organization make any significant changes to its 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	Yes	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	Yes	
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	Yes	
b	Each committee with authority to act on behalf of the governing body?	8b	Yes	
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		No
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		No

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. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> 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			
(1) Thomas R McGann MD Secretary,ExDir	40.00	X		X				452,134	0	327,327
(2) Thomas DiPasquale MD Surgeon	40.00					X		924,652	0	54,040
(3) Sukumar Puvvala Radiologist	40.00					X		865,846	0	44,653
(4) Ridge Salter MD Chairman	40.00	X		X				194,110	0	48,091
(5) Rajesh Singal MD Director	40.00	X						267,486	0	54,016
(6) Neal Friedman MD Director	1.00	X						0	291,891	53,764
(7) Michael F O'Connor CFO-WellSpan H	1.00			X				0	510,284	351,706
(8) Michael A Wilson MD Former Chairman	0.00						X	189,615	0	49,311
(9) Lee Maddox Director	40.00	X						476,788	0	72,504
(10) Larry L Shears II MD Surgeon	40.00					X		797,167	0	61,781
(11) Jan Herrold Director	1.00	X						0	0	0
(12) Jack Jensen VP & COO - WellSpan Medical Group	40.00				X			187,548	0	46,374
(13) Howard Goldberg MD Radiologist	40.00					X		833,996	0	52,552
(14) Dale Voorheis Director	1.00	X						0	0	0
(15) Cindy Shi MD Radiologist	40.00					X		850,859	0	73,681
(16) Charles H Chodroff MD Director	1.00	X						0	482,432	330,058

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			
(17) Catherine M Heilman MD Director	40 00	X						169,356	0	45,226
(18) Bruce M Bartels CEO-WellSpan H	1 00	X		X				0	933,031	592,637
(19) Brad J Cooper MD Chairman	40 00	X		X				164,863	0	44,959
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								6,374,420	2,217,638	2,302,680

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▶334

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3 Yes	
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	4 Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	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
Star Building Services Inc 106 Quigley Boulevard PO Box 11410 Wilmington, DE 19850		Janitorial Services	266,785
Nighthawk Radiology Services PO Box 673398 Detroit, MI 482673398		MRI Reading	1,039,884
Medical Dental Bureau of York & Adams 263 East Market Street York, PA 17403		Telephone Answering	198,179
Emdeon Business Services 12016 Collections Center Drive Chicago, IL 60693		Collection Services	278,448
American Healthcare Services Association PO Box 945 Traverse City, MI 49685		Medical Services	179,739
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 ▶10		

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		19,981,014					
	b	Membership dues	1b							
	c	Fundraising events	1c							
	d	Related organizations	1d	19,975,000						
	e	Government grants (contributions)	1e							
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	6,014						
	g	Noncash contributions included in lines 1a-1f \$								
	h	Total. Add lines 1a-1f								
	Program Service Revenue			Business Code						
2a		Teaching Services	611600	2,885,893	2,885,893					
b		Health Care Services	621110	188,396,796	188,396,796					
c										
d										
e										
f		All other program service revenue								
g		Total. Add lines 2a-2f			191,282,689					
Other Revenue		3	Investment income (including dividends, interest and other similar amounts)			112,401		112,401		
	4	Income from investment of tax-exempt bond proceeds . . .			0					
	5	Royalties			0					
	6a	Gross Rents		(i) Real	(ii) Personal	0				
		b	Less rental expenses							
			Rental income or (loss)							
			Net rental income or (loss)							
	7a	Gross amount from sales of assets other than inventory		(i) Securities	(ii) Other	-25,888		-25,888		
		b	Less cost or other basis and sales expenses						25,888	
			Gain or (loss)						-25,888	
			Net gain or (loss)							
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18				0				
		b	Less direct expenses							
			Net income or (loss) from fundraising events . . .							
	9a	Gross income from gaming activities See Part IV, line 19 . . .		a		0				
		b	Less direct expenses		b					
			Net income or (loss) from gaming activities . . .							
	10a	Gross sales of inventory, less returns and allowances				0				
		b	Less cost of goods sold							
			Net income or (loss) from sales of inventory . . .							
	Miscellaneous Revenue			Business Code						
11a	NICU Coverage Memorial		900004		350,995		350,995			
	b	Billing Services		900004		607,259		607,259		
		BHS Outside Revenue		900004		254,465		254,465		
	d	All other revenue				277,356		277,356		
		e Total. Add lines 11a-11d				1,490,075				
12 Total revenue. See Instructions					212,840,291	191,282,689	1,490,075	86,513		

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	5,255	5,255		
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	2,444,032	1,771,321	672,711	
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	130,861,734	125,353,892	5,507,842	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	12,061,070	11,581,479	479,591	
9	Other employee benefits	18,603,019	16,880,935	1,722,084	
10	Payroll taxes	6,758,712	6,151,953	606,759	
a	Fees for services (non-employees)				
	Management	846,432		846,432	
b	Legal	1,837	1,212	625	
c	Accounting	709,671	698,659	11,012	
d	Lobbying	0			
e	Professional fundraising services See Part IV, line 17	0			
f	Investment management fees	0			
g	Other	5,762,256	5,154,094	608,162	
12	Advertising and promotion	105,558	103,239	2,319	
13	Office expenses	1,127,552	1,001,625	125,927	
14	Information technology	1,721,329	778,381	942,948	
15	Royalties	0			
16	Occupancy	7,788,832	7,436,084	352,748	
17	Travel	633,932	526,581	107,351	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	411,338	334,328	77,010	
20	Interest	0			
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	3,999,111	3,709,034	290,077	
23	Insurance	3,863,746	3,785,380	78,366	
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	1,172,802	1,123,309	49,493	
b	Taxes & Licenses	690,754	509,512	181,242	
c	Dues and Subscriptions	765,475	474,112	291,363	
d	Direct Supplies	5,851,809	5,851,809		
e	Bad Debts	5,335,526	5,335,526		
f	All other expenses	1,149,635	843,274	306,361	
25	Total functional expenses. Add lines 1 through 24f	212,671,417	199,410,994	13,260,423	0
26	Joint costs. Check here <input checked="" type="checkbox"/> 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)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing				1	11,256
	2	Savings and temporary cash investments				2	441,822
	3	Pledges and grants receivable, net				3	0
	4	Accounts receivable, net			15,082,871	4	15,865,333
	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				7	0
	8	Inventories for sale or use			363,345	8	389,314
	9	Prepaid expenses and deferred charges			195,555	9	684,035
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D.	10a	30,844,795			
	b	Less: accumulated depreciation	10b	16,562,853	13,467,742	10c	14,281,942
	11	Investments—publicly traded securities				11	0
	12	Investments—other securities. See Part IV, line 11				12	0
	13	Investments—program-related. See Part IV, line 11				13	0
	14	Intangible assets				14	0
	15	Other assets. See Part IV, line 11			2,009,897	15	0
16	Total assets. Add lines 1 through 15 (must equal line 34)			31,119,410	16	31,673,702	
Liabilities	17	Accounts payable and accrued expenses			4,010,759	17	16,961,987
	18	Grants payable				18	
	19	Deferred revenue				19	
	20	Tax-exempt bond liabilities				20	
	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	140,388
	24	Unsecured notes and loans payable to unrelated third parties				24	
	25	Other liabilities. Complete Part X of Schedule D			13,093,559	25	216,462
	26	Total liabilities. Add lines 17 through 25			17,104,318	26	17,318,837
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets			14,003,815	27	14,337,739
	28	Temporarily restricted net assets			11,277	28	17,126
	29	Permanently restricted net assets				29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.						
	30	Capital stock or trust principal, or current funds				30	
	31	Paid-in or capital surplus, or land, building or equipment fund				31	
	32	Retained earnings, endowment, accumulated income, or other funds				32	
	33	Total net assets or fund balances			14,015,092	33	14,354,865
34	Total liabilities and net assets/fund balances			31,119,410	34	31,673,702	

Part XI Reconciliation 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	212,840,291
2	Total expenses (must equal Part IX, column (A), line 25)	2	212,671,417
3	Revenue less expenses Subtract line 2 from line 1	3	168,874
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	14,015,092
5	Other changes in net assets or fund balances (explain in Schedule O)	5	170,899
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	14,354,865

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 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		No
b	Were the organization's financial statements audited by an independent accountant?	Yes	
c	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	Yes	
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	Yes	

SCHEDULE A
(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
WELLSPAN MEDICAL GROUP

Employer identification number
23-2730785

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?

(i)

a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?

(ii)

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

(iii)

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

h

Provide the following information about the supported organization(s)

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

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

Part II

Support Schedule for Organizations Described in 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 IIIPart 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.")	20,020,802	20,103,257	24,012,385	15,963,807	19,981,014	100,081,265
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	92,185,189	116,976,840	143,725,089	171,590,493	191,282,689	715,760,300
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 Total. Add lines 1 through 5	112,205,991	137,080,097	167,737,474	187,554,300	211,263,703	815,841,565
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
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						0
c Add lines 7a and 7b						
8 Public Support (Subtract line 7c from line 6)						815,841,565

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	112,205,991	137,080,097	167,737,474	187,554,300	211,263,703	815,841,565
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	920,550	130,773	193,829	148,609	112,401	1,506,162
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	920,550	130,773	193,829	148,609	112,401	1,506,162
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						0
13 Total support (Add lines 9, 10c, 11 and 12)	113,126,541	137,210,870	167,931,303	187,702,909	211,376,104	817,347,727
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	99 820 %
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	99 660 %

Section D. Computation of Investment Income Percentage		
17 Investment income percentage for 2010 (line 10c column (f) divided by line 13 column (f))	17	0 180 %
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	0 340 %
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

SCHEDULE D
(Form 990)

Supplemental Financial Statements

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

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
WELLSPAN MEDICAL GROUP

Employer identification number
23-2730785

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? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	
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 <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	

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
2a	
2b	
2c	
2d	

3

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

4

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

5

Does the organization have a written policy regarding the periodic monitoring, inspection, 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 ▶ \$ _____

For Privacy Act and Paperwork Reduction Act Notice, see the Intructions for Form 990

Cat No 52283D

Schedule D (Form 990) 2010

Part III

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

3

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

a

☐

Public exhibition

b

☐

Scholarly research

c

☐

Preservation for future generations

d

☐

Loan or exchange programs

e

☐

Other

4

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

5

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

☐ Yes

☐ No

Part IV

Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b

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

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV

Part V

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

	(a)Current Year	(b)Prior Year	(c)Two Years Back	(d)Three Years Back	(e)Four Years Back
1a Beginning of year balance	11,277	10,958	26,945		
b Contributions	6,014	3,807	12,385		
c Investment earnings or losses					
d Grants or scholarships					
e Other expenditures for facilities and programs	165	3,488	28,372		
f Administrative expenses					
g End of year balance	17,126	11,277	10,958		

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶

b

Permanent endowment ▶

c

Term endowment ▶ 100 000 %

3a

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

(i) unrelated organizations

3a(i)

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				
c Leasehold improvements		9,029,729	3,768,854	5,260,875
d Equipment		21,815,066	12,793,999	9,021,067
e Other				
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				14,281,942

Schedule D (Form 990) 2010

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	212,840,291
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	212,671,417
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	168,874
4	Net unrealized gains (losses) on investments	4	170,899
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 - 8	9	170,899
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	339,773

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	193,030,176
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	170,899
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	170,899
3	Subtract line 2e from line 1	3	192,859,277
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	19,981,014
c	Add lines 4a and 4b	4c	19,981,014
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	212,840,291

Part XIII

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	212,671,252
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	212,671,252
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	165
c	Add lines 4a and 4b	4c	165
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	212,671,417

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 XIII, Line 4b	Part XIII, Line 4b Other revenue amounts included on 990 but not included in F/S	Restricted Assets Expenditures \$165
Part XII, Line 4b	Part XII, Line 4b Other revenue amounts included on 990 but not included in F/S	Grant-York Hospital \$15479000 Grant-Gettyburg Hospital \$4496000 Restricted Contributions \$6014
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.

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
WELLSPAN MEDICAL GROUP

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

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Inspection

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23-2730785

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

2

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

0

3

Enter total number of other organizations

0

Part III

Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" 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)

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2010

Open to Public Inspection

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

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

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization
WELLSPAN MEDICAL GROUP

Employer identification number
23-2730785

Part I

Questions Regarding Compensation

		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input checked="" type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Discretionary spending account</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div>		
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain	1b	Yes
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	Yes
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply. <div><div><input checked="" type="checkbox"/> Compensation committee</div><div><input checked="" type="checkbox"/> Written employment contract</div><div><input checked="" type="checkbox"/> Independent compensation consultant</div><div><input checked="" type="checkbox"/> Compensation survey or study</div><div><input type="checkbox"/> Form 990 of other organizations</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div>		
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? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III	4c	No
	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? If "Yes," to line 5a or 5b, describe in Part III	5b	No
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? If "Yes," to line 6a or 6b, describe in Part III	6b	No
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	No
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53.4958-4(a)(3)? If "Yes," describe in Part III	8	No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	No

Part II **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use 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				
See Additional Data Table								
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								
(13)								
(14)								
(15)								
(16)								

Part IIISupplemental 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.

Software ID: 10000105
Software Version: 2010v3.2
EIN: 23-2730785
Name: WELLSPAN MEDICAL GROUP

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
Thomas R McGann MD	(i) (ii)	338,461	106,750	6,923	292,663	34,664	779,461	106,750
Thomas DiPasquale MD	(i) (ii)	821,485	103,167		12,804	41,236	978,692	
Sukumar Puvvala	(i) (ii)	638,760	227,086		13,014	31,639	910,499	
Ridge Salter MD	(i) (ii)	175,884	18,226		17,742	30,349	242,201	
Rajesh Singal MD	(i) (ii)	211,476	56,010		22,393	31,623	321,502	
Neal Friedman MD	(i) (ii)	252,272	39,619		22,393	31,371	345,655	
Michael F O'Connor	(i) (ii)	372,511	129,850	7,923	315,293	36,413	861,990	129,850
Michael A Wilson MD	(i) (ii)	158,006	31,609		17,331	31,980	238,926	
Lee Maddox	(i) (ii)	476,788			22,393	50,111	549,292	
Larry L Shears II MD	(i) (ii)	608,000	189,167		22,393	39,388	858,948	
Jack Jensen	(i) (ii)	161,541	26,007		17,142	29,232	233,922	
Howard Goldberg MD	(i) (ii)	699,927	134,069		12,631	39,921	886,548	
Cindy Shi MD	(i) (ii)	617,220	233,639		22,393	51,288	924,540	
Charles H Chodroff MD	(i) (ii)	354,870	120,400	7,162	294,363	35,695	812,490	120,400
Catherine M Heilman MD	(i) (ii)	147,544	21,812		15,479	29,747	214,582	
Bruce M Bartels	(i) (ii)	683,242	227,181	22,608	551,693	40,944	1,525,668	222,075
Brad J Cooper MD	(i) (ii)	140,352	24,511		15,068	29,891	209,822	

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.

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Open to Public Inspection

Name of the organization
WELLSPAN MEDICAL GROUP

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23-2730785

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

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

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

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

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

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c)Original principal amount	(d)Balance due	(e) In default?		(f) Approved by board or committee?		(g)Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
(1) Thomas DiPasquale MD Recruit /Retention		X	215,128	66,432		No	Yes		Yes	
(2) Joel W Winer MD Recruit /Retention		X	296,206	126,945		No	Yes		Yes	
Total ▶	\$ 193,377									

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
(1) York College	Director Jan Herrold	424,146

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) Apple Automotive Group	Officer Voorheis	477,028	Car Sales and Maintenance		No
(2) The Stewart Companies	Officer Voorheis	202,051	YHP employee health admin		No
(3) Talpier Inc	Officer Voorheis	287,286	Rental of Property		No
(4) Brenda Singal	Family Mem Singal	143,894	Employee of WMG		No
(5) David Zelis	Family Mem Salter	222,323	Employee of WMG		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.

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2010

Open to Public
Inspection

Name of the organization WELLSPAN MEDICAL GROUP	Employer identification number 23-2730785
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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	<p>The Compensation Committee of WellSpan Health is responsible for rewarding and reinforcing key executives for the achievement of annual and long-term performance objectives. The Compensation Committee shall consist of not more than six (6) persons, of whom two (2) shall be the Chairman and Vice Chairman of the Board of the Corporation, and the remaining members shall be such other persons as may be appointed by the Chairman of the Board of the Corporation, with the approval of the Board of Directors, provided, however, that the Compensation Committee shall not include any persons who are employed by the System. The Chairman of the Board of Gettysburg Hospital shall participate. The role of the Compensation Committee is to set the Executive Compensation Philosophy for the system and ensure adherence, evaluate performance and establish compensation for the WellSpan President, evaluate team performance of the executive team and establish awards, review and approve senior executive base salary ranges, and oversee employed physician compensation programs. The Committee will approve salary ranges for each executive position and review incumbent salaries annually. The Committee will be responsible for reviewing the President's salary each year, and if warranted, authorizing an adjustment to maintain competitiveness. The President will have the authority to make salary adjustments for subordinate positions. The Committee is responsible for approving and authorizing payment of the performance awards. The Committee will approve and authorize payment of the President's performance awards. Integrated Healthcare Strategies, Inc., based in Minneapolis Minnesota is the external consultant to the committee. This consultant focuses exclusively on executive and physician compensation in the health care industry. In summary, the executive and physician compensation review process consists of the following:</p> <ol style="list-style-type: none"> 1) Cash compensation reviewed annually 2) Cash compensation reviewed by external consultant biennially 3) external total compensation (cash, incentives, benefits, perquisites) reviewed by external consultant periodically 4) Process is integrated with compensation analysis for other WellSpan positions 5) Committee decisions are documented in minutes maintained in Human Resources

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

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

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 7a	Form 990, Part VI, Line 7a How Members or Shareholders Elect Governing Body	The Board of Directors shall consist of ten persons, not counting the Executive Director (w ho shall serve ex officio w ithout the right to vote) Five Directors shall be physicians employed by the Corporation, at least three of w hom shall be engaged in primary care practice Primary care practice for purposes of this Section shall include family practice, general practice, general internal medicine and general pediatrics Five Directors shall be persons nominated by the Board of Directors of the Member The person serving from time to time as the Chief Executive Officer of the Member shall be one of the five System Directors

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 6	Form 990, Part VI, Line 6 Explanation of Classes of Members or Shareholder	WellSpan Health, a not for profit corporation, is the sole member

Identifier	Return Reference	Explanation
		<p>Client Note 1 - WellSpan Health - 2011 Community Benefit Report</p> <p>Care for All WellSpan Health includes Gettysburg Hospital o York Hospital o Apple Hill Surgical Center o VNA Home Health o WellSpan Medical Group o SOUTH CENTRAL Preferred o WellSpan Pharmacy o Gettysburg Hospital Foundation o York Health Foundation o York Provider Network Our Charitable Community Mission Working as one to improve health through exceptional care for all, lifelong wellness and healthy communities</p> <p>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 keys to a healthy community Yet, in York and Adams counties, there are 78,000 individuals who live without health insurance This community health problem cannot be ignored and requires careful planning and forethought Fortunately, WellSpan has done both We take measures to care for those who have no insurance and are unable to pay We offer discounted care to individuals whose income falls within 300 percent of federal poverty guidelines Additionally, all uninsured patients, regardless of whether they qualify for charity care, receive discounts similar to those offered to private insurance companies We offer free care to patients who participate in our charity care program Together with our community partners, we support programs to take basic primary care and other services into urban and rural communities, improve access to oral health care and help people establish a "medical home" with a primary care physician</p> <p>10 Initiatives we support that help care for the uninsured</p> <p>"HealthConnect, a mobile health care program that provides basic primary care services and helps individuals find a medical home This program benefits those individuals who lack sufficient health insurance Our progress o1,330 visits o937 new patients o219 referrals to a medical home"</p> <p>"Healthy York Network and Healthy Community Pharmacy, a collaborative effort that facilitates access to discounted health care services and prescription medication This program benefits individuals who lack sufficient health insurance Our progress o\$30 million of care provided to more than 8,309 members o8,309 members enrolled o52,730 prescriptions filled"</p> <p>"Community Health Workers, who help people navigate the health care system, enroll in public assistance programs and implement health outreach programs This program benefits individuals who lack sufficient health insurance and people of disparate populations Our progress o179 adults and 250 children completed applications for public insurance programs"</p> <p>"Family First Health's Hannah Penn Health Center, a partnership of York Hospital, Family First Health and the City of York School District This program benefits underserved adults and children, including those who lack sufficient health insurance and those with Medicaid Our progress o4,813 acute and preventive medical visits o1,775 dental visits in calendar year 2010"</p> <p>"Family First Health's Gettysburg Center, a federally qualified community health 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 who lack sufficient health insurance and those with Medicaid Our progress oActively supported the start-up of the center and its ability to attract 5,908 patients during the past year"</p> <p>"York Hospital Community Health Center, which provides primary care services, women's health care, HIV care and pediatric care for medically complex conditions This program benefits the adults and children who lack sufficient health insurance Our progress o27,056 primary care visits o21,778 obstetrics & gynecology visits"</p> <p>"Thomas Hart Family Practice Center, which 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, many of whom lack sufficient health insurance Our progress o27,900 visits"</p> <p>"The George W T. Bentzel, DDS Dental Center, which is staffed by licensed dentists and residents from the York Hospital Dental Residency Program This program benefits adults and children, many of whom lack sufficient dental insurance Our progress o13,930 outpatient visits"</p> <p>"Hoodner Dental Center benefits individuals who lack sufficient dental insurance and who qualify for Medical Assistance or the Healthy York Network Our progress o6,252 visits"</p> <p>"Adams County Dental Health Services, sponsored by the Oral Health Task Force of Healthy Adams County, Harrisburg Area Community College and Head Start Children who lack dental insurance benefit from this program Our progress o670 visits</p> <p>The net cost of care provided in 2011 "Charity Care \$18.4 million in free care to patients who participated in our charity care program" Medicaid \$61.5 million in cost greater than what was paid by Medicare "Medicaid \$61.1 million in cost greater than what was paid by Medicaid"</p>

Identifier	Return Reference	Explanation
		<p>Uncompensated Care \$23.4 million in services to patients who received care for which they did not pay and who did not participate in the charity care program'Community Education and 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 provided discounted medical, dental and pharmaceutical care to people in needAt WellSpan we wholeheartedly agree with the World Health Organization's assessment that health is "a state of complete physical, mental and social well-being, not merely the absence of disease or infirmity " And we recognize the dangers and issues facing a community that cannot achieve this level of health To help our communities become healthy places to live, work and play, we are constantly planning for the future, developing partnerships, building community assets, engaging citizens and sponsoring initiatives Our efforts are broad-based and wide-reaching, but so is the need We believe that our progress, on all fronts, continues to make a difference</p> <p>9 Community Health Initiatives WellSpan Supports "Healthy Adams County, a collaborative partnership of community members dedicated to continuing assessment, development and promotion of efforts toward improving physical, mental and social well-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 cancer awareness, AIDS awareness Our progress in 2010-11</p> <p>oThe fifth annual Adams County Health Summit, which included nearly 113 health and human services professionals and community residents oHealthy Adams County continued to work with Family First Health's Gettysburg Center by helping to create an advisory board to assist in further defining service needs in the surrounding community as well as developing new ways 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 Women'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, women of color program as well as various other educational events They also educated the community about free mammogram funds that are available in Adams County Each year, the Coalition raises funds to donate to several initiatives regarding breast cancer awareness and research 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 begin research on developing a plan to create easier access to local foods for local institutions The Access Committee with the help of a local grower developed the Fair Share Project, which provides vouchers for families who can not afford fresh fruits and vegetablesoThe AIDS Service Providers Network 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 will be conducted in the summer of 2011 oThe Domestic Violence Task Force held domestic violence training facilitated by nationally known 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 from the Adams County Community Foundation to conduct a Digital Stalking Training The task force began work on revising the domestic violence and sexual assault protocols for the County oThe Adams County Health Literacy T</p>

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 MEDICAL GROUP

Employer identification number
23-2730785

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) Dispropportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) Community Healthcare Imaging Partners PO Box 2767 York, PA174052767 23-2444154	MRI Center	PA	NA					No			No	
(2) Cherry Tree Cancer Center LLP PO Box 2767 York, PA174052767 23-2915628	Radiation	PA	NA					No			No	
(3) Littlestown Health Care Partners 300 West King Street Littlestown, PA17340 23-2880464	Lease facil	PA	NA					No			No	
(4) Q-WH LLC PO Box 2767 York, PA174052767 20-8226561	GP of CHIP	PA	NA					No			No	
(5) Central PA Alliance Laboratories LLC PO Box 2767 York, PA174052767 23-2910950	Ref Lab	PA	NA					No			No	
(6) Apple Hill Surgical Center Partners PO Box 2767 York, PA174052767 23-2489452	Surgical Cn	PA	NA					No			No	

Part IV

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) York Provider Network PO Box 2767 York, PA174052767 23-2907828	Coord managed care risk contract	PA	NA	C Corp			
(2) York Health Plan PO Box 2767 York, PA174052767 23-2664989	Preferred Provider Organization	PA	NA	C Corp			
(3) Wellspan Reciprocal Risk Retention Group PO Box 2767 York, PA174052767 20-0048457	Risk Retention Group	PA	NA	C Corp	1,015,618	3,400,931	15 260 %
(4) Wellspan Pharmacy Inc PO Box 2767 York, PA174052767 23-2374072	Dispenses Rx & provides IV therapy	PA	C Corp				

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

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

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

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

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

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

e Loans or loan guarantees by other organization(s)

f Sale of assets to other organization(s)

g Purchase of assets from other organization(s)

h Exchange of assets

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

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

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

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

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

n Sharing of paid employees

o Reimbursement paid to other organization for expenses

p Reimbursement paid by other organization for expenses

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

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

Yes

No

1a

1b

1c

1d

1e

1f

1g

1h

1i

1j

1k

1l

1m

1n

1o

1p

1q

1r

No

No

No

No

No

Yes

No

No

Yes

Yes

Yes

No

No

Yes

No

No

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)			
(2)			
(3)			
(4)			
(5)			
(6)			

Schedule R (Form 990) 2010

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

[illegible]

Part VII **Supplemental Information**

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

Identifier	Return Reference	Explanation
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Software ID: 10000105

Software Version: 2010v3.2

EIN: 23-2730785

Name: WELLSPAN MEDICAL GROUP

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 Inc PO Box 2767 York, PA 174052767 22-2842252	Leases facilities to affiliates	PA	501(c)(3)	11 Type 1	NA		No
WellSpan Specialty Services PO Box 2767 York, PA 174052767 23-2899911	Mgmt hospice/home health	PA	501(c)(3)	11 Type 1	NA		No
York Hospital PO Box 2767 York, PA 174052767 23-1352222	Community teaching hospital	PA	501(c)(3)	3	NA		No
York Health Foundation PO Box 2767 York, PA 174052767 23-3050192	Charitable contributions for Wellspan entities	PA	501(c)(3)	11 Type 3	NA		No
Wellspan Health Care Services PO Box 2767 York, PA 174052767 23-2400237	Health-related activitiesin the service area	PA	501(c)(3)	11 Type 1	NA		No
Wellspan Health PO Box 2767 York, PA 174052767 22-2517863	Integrated Health System	PA	501(c)(3)	11 Type 1	NA		No
VNA Home Health Services PO Box 2767 York, PA 174052767 23-1352573	Home health and hospice care services	PA	501(c)(3)	9	NA		No
VNA Community Services PO Box 2767 York, PA 174052767 23-2338591	Home personal care services for elderly and disabled	PA	501(c)(3)	9	NA		No
Healthy Community Pharmacy Inc PO Box 2767 York, PA 174052767 20-0519121	Reduced rate prescription drugs	PA	501(c)(3)	11 Type 1	NA		No
Gettysburg Hospital Foundation PO Box 2767 York, PA 174052767 23-2251358	Fundraising for Gettysburg Hospital	PA	501(c)(3)	11 Type 1	NA		No
Gettysburg Hospital PO Box 2767 York, PA 174052767 23-1352220	Health Care Services	PA	501(c)(3)	3	NA		No
Apple Hill Surgical Center Inc PO Box 2767 York, PA 174052767 22-2842253	Sole GP in limited pntrshp operating surgical center	PA	501(c)(3)	9	NA		No