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Form **990****Return of Organization Exempt From Income Tax**

OMB No 1545-0047

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

2010**Open to Public Inspection**Department of the Treasury
Internal Revenue Service

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

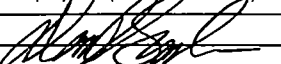
A For the 2010 calendar year, or tax year beginning 07/01, 2010, and ending 06/30, 20 11	
B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization DOCTORS COMMUNITY HOSPITAL FOUNDATION INC
	Doing Business As
	Number and street (or P O box if mail is not delivered to street address) Room/suite 8118 Good Luck Road
	City or town, state or country, and ZIP + 4 Lanham, MD 20706-2418
	F Name and address of principal officer Dennis Scanlon 8118 Good Luck Road, Lanham, MD 20706
D Employer identification number 52-1712338	
E Telephone number 301-552-8028	
G Gross receipts \$ 497,067	
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 ▶	
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	
J Website: ▶ dchweb.org	
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶	L Year of formation 1991 M State of legal domicile MD

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <u>Support Doctors Hospital, Inc. Capital Needs</u>		
	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	15
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	15
	5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	0
	6 Total number of volunteers (estimate if necessary)	6	20
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b Net unrelated business taxable income from Form 990-T, line 34	7b	0	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	207,351	495,657
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0	0
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	915	738
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	0	672
	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	208,266	497,067
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	0	0
	16a Professional fundraising fees (Part IX, column (A), line 11e)	108,924	65,646
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 280,997	0	0
Expenses	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	355,160	324,675
	18 Total expenses—add lines 13–17 (must equal Part IX, column (A), line 25)	464,084	390,321
	19 Revenue less expenses. Subtract line 18 from line 12	-255,818	106,746
	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
Net Assets or Fund Balances	21 Total liabilities (Part X, line 26)	544,795	875,252
	22 Net assets or fund balances. Subtract line 21 from line 20	514,033	695,158
		30,762	180,094

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 	Date 2/11/2012			
	Dennis Scanlon, Treasurer Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶	Phone no			

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

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form **990** (2010)

SCANNED APR 03 2012

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X

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☐

- 1**
- Briefly describe the organization's mission:

Support Doctors Hospital, Inc. Capital Needs

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

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

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

If "Yes," describe these changes on Schedule O.

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

- 4a**
- (Code:) (Expenses \$
- 109,324
- including grants of \$
- 0
-) (Revenue \$
- 497,067
-)
-
- Support Doctors Hospital, Inc Capital Needs

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

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

- 4d**
- Other program services. (Describe in Schedule O.)

(Expenses \$ 0 including grants of \$ 0) (Revenue \$ 0)

- 4e**
- Total program service expenses
- ▶**
- 109,324

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1 ✓	
2 Is the organization required to complete Schedule B, Schedule of Contributors? (see instructions)	2 ✓	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	✓
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	✓
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	✓
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6	✓
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7	✓
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8	✓
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9	✓
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V	10	✓
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? If "Yes," complete Schedule D, Part VI	11a	✓
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b ✓	
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c	✓
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	11d	✓
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e ✓	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f ✓	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	12a ✓	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional	12b ✓	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	✓
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	✓
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Parts I and IV	14b	✓
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	15	✓
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV	16	✓
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17	✓
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18	✓
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	✓
20a Did the organization operate one or more hospitals? If "Yes," complete Schedule H	20a	✓
b If "Yes" to line 20a, did the organization attach its audited financial statements 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)

	Yes	No
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>		✓
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>		✓
23 Did the organization answer "Yes" to Part VII, Section A, line 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>	✓	
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 through 24d and complete Schedule K. If "No," go to line 25</i>		✓
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		✓
25b 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>		✓
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>		✓
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>		✓
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):		
28a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		✓
28b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		✓
28c 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>		✓
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		✓
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>		✓
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		✓
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>		✓
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>		✓
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>	✓	
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)?		✓
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>		✓
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>		✓
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	✓	

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V ☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a 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 ✓	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 0	
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)	2b	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	✓
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	
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	✓
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	✓
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	✓
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
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	✓
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
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	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
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	
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?	9a	
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b	
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	
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	
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	✓
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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

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

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year 1a 15		
b Enter the number of voting members included in line 1a, above, who are independent 1b 15		
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?		<input checked="" type="checkbox"/>
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?		<input checked="" type="checkbox"/>
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		<input checked="" type="checkbox"/>
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		<input checked="" type="checkbox"/>
6 Does the organization have members or stockholders?		<input checked="" type="checkbox"/>
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		<input checked="" type="checkbox"/>
b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		<input checked="" type="checkbox"/>
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	<input checked="" type="checkbox"/>	
b Each committee with authority to act on behalf of the governing body?	<input checked="" type="checkbox"/>	
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		<input checked="" type="checkbox"/>

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?		<input checked="" type="checkbox"/>
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?		
11a Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?		<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>	
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	<input checked="" type="checkbox"/>	
c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	<input checked="" type="checkbox"/>	
13 Does the organization have a written whistleblower policy?	<input checked="" type="checkbox"/>	
14 Does the organization have a written document retention and destruction policy?	<input checked="" type="checkbox"/>	
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	<input checked="" type="checkbox"/>	
b Other officers or key employees of the organization		<input checked="" type="checkbox"/>
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?		<input checked="" type="checkbox"/>
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?		

Section C. Disclosure

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

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► Dennis P Scanlon, (301)552-8087
8118 Good Luck Road, Lanham, MD 20706-2418

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck 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. 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			
Robert L Bonaventure Board Member	1	✓						0	0	0
M H Jim Estepp Board Member	1	✓						0	0	0
William R Hite EdD Board Member	1	✓						0	0	0
Raymond G LaPlaca Esq Board Member	1	✓						0	0	0
Ata O Moshedy M D Board Member	1	✓						0	0	0
Jacqueline Sales Board Member	1	✓						0	0	0
Elmer H Tippet Board Member	1	✓						0	0	0
William A Youngblood Board Member	0	✓						0	0	0
Philip B Down Board Member	1	✓						0	0	0
Maurice I Klein Board Member	1	✓						0	0	0
Timothy Adams Board Member	1	✓						0	0	0
P Michael Errico Board Member	1	✓						0	0	0
Robert W Ryan Board Member	1	✓						0	0	0
Charles A Dukes Jr Chairman	0			✓				0	0	0
Dennis P Scanlon Treasurer	0			✓				0	0	0
Leletha Marshall Executive Director	40					✓	✓	49,861	0	0

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

[illegible]

1b Sub-total			
c Total from continuation sheets to Part VII, Section A			
d Total (add lines 1b and 1c)	49.861	0	0

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 ► 0

3 Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual.

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

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

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	0
---	--	---

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 0				
	b	Membership dues	1b 0				
	c	Fundraising events	1c 0				
	d	Related organizations	1d 0				
	e	Government grants (contributions)	1e 0				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f 495,657				
	g	Noncash contributions included in lines 1a-1f: \$	0				
	h	Total. Add lines 1a-1f	495,657				
Program Service Revenue	2a Business Code						
	b						
	c						
	d						
	e						
	f	All other program service revenue .					
	g	Total. Add lines 2a-2f			0		
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		738	738	0	0
	4	Income from investment of tax-exempt bond proceeds		0	0	0	0
	5	Royalties		672	672	0	0
		(i) Real	(ii) Personal				
	6a	Gross Rents					
	b	Less: rental expenses					
	c	Rental income or (loss)		0	0		
	d	Net rental income or (loss)					
	7a	(i) Securities	(ii) Other				
	b	Less: cost or other basis and sales expenses					
	c	Gain or (loss)		0	0		
	d	Net gain or (loss)					
	8a	Gross income from fundraising events (not including \$ 0 of contributions reported on line 1c) See Part IV, line 18		a			
	b	Less: direct expenses		b			
	c	Net income or (loss) from fundraising events					
	9a	Gross income from gaming activities. See Part IV, line 19		a			
	b	Less: direct expenses		b			
	c	Net income or (loss) from gaming activities					
	10a	Gross sales of inventory, less returns and allowances		a			
	b	Less: cost of goods sold		b			
c	Net income or (loss) from sales of inventory						
Miscellaneous Revenue			Business Code				
11a							
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d			0			
12	Total revenue. See instructions.			497,067	1,410	0	0

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	0	0		
2	Grants and other assistance to individuals in the U.S. See Part IV, line 22	0	0		
3	Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	0	0		
4	Benefits paid to or for members	0	0		
5	Compensation of current officers, directors, trustees, and key employees	49,861	49,861	0	0
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0	0	0	0
7	Other salaries and wages	15,785	15,785	0	0
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9	Other employee benefits				
10	Payroll taxes				
11	Fees for services (non-employees).				
a	Management				
b	Legal				
c	Accounting				
d	Lobbying				
e	Professional fundraising services See Part IV, line 17				
f	Investment management fees				
g	Other	42,784	42,784	0	0
12	Advertising and promotion				
13	Office expenses	894	894	0	0
14	Information technology				
15	Royalties				
16	Occupancy				
17	Travel				
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings				
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization				
23	Insurance				
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	Fund Raising Expenses	280,997	0	0	280,997
b	-----				
c	-----				
d	-----				
e	-----				
f	All other expenses				
25	Total functional expenses. Add lines 1 through 24f	390,321	109,324	0	280,997
26	Joint costs. Check here <input 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) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing	0	1	0
	2 Savings and temporary cash investments	166,633	2	338,879
	3 Pledges and grants receivable, net	209,807	3	371,814
	4 Accounts receivable, net	0	4	0
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	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)	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	4,866	9	1,477
	10a Land, buildings, and equipment, cost or other basis. Complete Part VI of Schedule D	10a 0		
	b Less: accumulated depreciation	10b 0	10c	0
	11 Investments—publicly traded securities		11	0
	12 Investments—other securities. See Part IV, line 11	163,489	12	163,082
	13 Investments—program-related. See Part IV, line 11		13	0
	14 Intangible assets		14	0
	15 Other assets. See Part IV, line 11		15	0
16 Total assets. Add lines 1 through 15 (must equal line 34)	544,795	16	875,252	
Liabilities	17 Accounts payable and accrued expenses	610	17	0
	18 Grants payable		18	0
	19 Deferred revenue		19	0
	20 Tax-exempt bond liabilities		20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	0
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	0
	23 Secured mortgages and notes payable to unrelated third parties		23	0
	24 Unsecured notes and loans payable to unrelated third parties		24	0
	25 Other liabilities. Complete Part X of Schedule D	513,423	25	695,158
	26 Total liabilities. Add lines 17 through 25	514,033	26	695,158
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	0	27	0
	28 Temporarily restricted net assets	30,762	28	180,094
	29 Permanently restricted net assets	0	29	0
	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	30,762	33	180,094
	34 Total liabilities and net assets/fund balances	544,795	34	875,252

Part XI Reconciliation of Net AssetsCheck 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	497,067
2	Total expenses (must equal Part IX, column (A), line 25)	2	390,321
3	Revenue less expenses. Subtract line 2 from line 1	3	106,746
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	30,762
5	Other changes in net assets or fund balances (explain in Schedule O)	5	42,586
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	180,094

Part XII Financial Statements and ReportingCheck 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?	✓	
2b Were the organization's financial statements audited by an independent accountant?	✓	
2c If "Yes" to line 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.	✓	
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 type="checkbox"/> Consolidated basis <input checked="" type="checkbox"/> Both consolidated and separate 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?		✓
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		

SCHEDULE A
(Form 990 or 990-EZ)

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

DOCTORS COMMUNITY HOSPITAL FOUNDATION INC

Employer identification number

52-1712338

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

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

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 11 ☒ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a ☐ Type I b ☐ Type II c ☐ Type III—Functionally integrated d ☒ Type III—Other
 - e ☒ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
 - f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐
 - g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the 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).

(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	
Doctors Hospital Inc (A)	52-1638026	Hospital	✓				✓		106,746
(B)									
(C)									
(D)									
(E)									
Total									106,746

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Cat No 11285F

Schedule A (Form 990 or 990-EZ) 2010

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 section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

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 from 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		<input type="checkbox"/>
b 33 1/3% support test—2009. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10%-facts-and-circumstances test—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		<input type="checkbox"/>
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		<input type="checkbox"/>
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		<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

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

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	%
19a 33 1/3% support tests—2010. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
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 ▶ <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ <input type="checkbox"/>		

Part IV **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).

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization

Employer identification number

DOCTORS COMMUNITY HOSPITAL FOUNDATION INC

52-1712338

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can 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?		<input type="checkbox"/> Yes <input type="checkbox"/> No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).
☐ Preservation of land for public use (e g , recreation or education) ☐ Preservation of an historically important land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ Preservation of open space

2 Complete lines 2a through 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 Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax 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 section 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 (ASC 958), 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 (ASC 958), 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 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ► \$

b Assets included in Form 990, Part X ► \$

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

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

- a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other _____

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

- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

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

- 1a** Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

- b** If “Yes,” explain the arrangement in Part XIV and complete the following table:

	Amount
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					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

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

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

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

- | | |
|---------------------------------------|--|
| (i) unrelated organizations | |
| (ii) related organizations | |

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

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

Part VI **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				
d Equipment				
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives	0	Cost
(2) Closely-held equity interests	0	Cost
(3) Other <u>Mutual Funds</u>	163,082	End-of-Year Market Value
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶	163,082	

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

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

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

1. (a) Description of liability	(b) Amount	
(1) Federal income taxes	0	
(2) <u>Due to Doctors Community Hospital</u>	695,158	
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
(11)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	695,158	

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

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	497,067
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	390,321
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	106,746
4	Net unrealized gains (losses) on investments	4	0
5	Donated services and use of facilities	5	0
6	Investment expenses	6	0
7	Prior period adjustments	7	0
8	Other (Describe in Part XIV.)	8	0
9	Total adjustments (net). Add lines 4 through 8	9	0
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	106,746

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	497,067
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	0
b	Donated services and use of facilities	2b	0
c	Recoveries of prior year grants	2c	0
d	Other (Describe in Part XIV.)	2d	0
e	Add lines 2a through 2d	2e	0
3	Subtract line 2e from line 1	3	497,067
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	0
b	Other (Describe in Part XIV.)	4b	0
c	Add lines 4a and 4b	4c	0
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	497,067

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

1	Total expenses and losses per audited financial statements	1	390,321
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	0
b	Prior year adjustments	2b	0
c	Other losses	2c	0
d	Other (Describe in Part XIV.)	2d	0
e	Add lines 2a through 2d	2e	0
3	Subtract line 2e from line 1	3	390,321
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	0
b	Other (Describe in Part XIV.)	4b	0
c	Add lines 4a and 4b	4c	0
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	390,321

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, line 2; 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.

Schedule D, Part X, Line 2 - Schedule D Part X N A

SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service
Name of the organization

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

OMB No 1545-0047

2010

Open to Public
Inspection

DOCTORS COMMUNITY HOSPITAL FOUNDATION INC

Employer identification number

52-1712338

Part I Questions Regarding Compensation

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

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

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

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

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

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

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, 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?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a–c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations 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?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.

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

- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.

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

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

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Yes No

1b		
2		
4a		✓
4b		✓
4c		✓
5a		✓
5b		✓
6a		✓
6b		✓
7		✓
8		✓
9		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 Leletha Marshall	(i) 49,861	0	0	0	0	49,861	67,289
	(ii) 0	0	0	0	0	0	0
2 Charles A Dukes Jr	(i) 0	0	0	0	0	0	0
	(ii) 0	0	0	0	0	0	0
3 Dennis P Scanlon	(i) 0	0	0	0	0	0	0
	(ii) 0	0	0	0	0	0	0
4	(i)						
	(ii)						
5	(i)						
	(ii)						
6	(i)						
	(ii)						
7	(i)						
	(ii)						
8	(i)						
	(ii)						
9	(i)						
	(ii)						
10	(i)						
	(ii)						
11	(i)						
	(ii)						
12	(i)						
	(ii)						
13	(i)						
	(ii)						
14	(i)						
	(ii)						
15	(i)						
	(ii)						
16	(i)						
	(ii)						

Part III **Supplemental Information**

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

Area with horizontal dashed lines for supplemental information.

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 990-EZ or to provide any additional information.

► Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2010

**Open to Public
Inspection**

Name of the organization

DOCTORS COMMUNITY HOSPITAL FOUNDATION INC

Employer identification number

52-1712338

Form 990, Part VI, Section B, Line 11a - New Vice President hired, have not had a Board meeting to discuss the 990. It will be discussed at the next Board meeting.

Form 990, Part VI, Section B, Line 12c - Each Board member and Officer of the Organization is required to complete a written conflict of interest statement annually.

Form 990, Part VI, Section B, Line 15 - The Human Resources Department did a survey of similar positions in the area to assure we are paying a market rate for this position.

Form 990, Part VI, Section C, Line 19 - All Documents are available upon request.

Form 990, Part XI, Line 5 - Net Asset transfer (\$106,746) Contributions \$150,000 Released from restriction (672) Net Change \$42,582

**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

DOCTORS COMMUNITY HOSPITAL FOUNDATION INC

Employer identification number

52-1712338

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to 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
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to 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 entity?	
						Yes	No
(1) Doctors Hospital Inc (52-1638026) 8118 Good Luck Road, Lanham, MD 20706	Hospital	MD	501 (C) (3)	3	N/A		
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat No 50135Y

Schedule R (Form 990) 2010

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(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)												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to 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)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to 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 of this schedule.

		Yes	No
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 or (iv) rent from a controlled entity	1a	<input checked="" type="checkbox"/>
b	Gift, grant, or capital contribution to other organization(s)	1b	<input checked="" type="checkbox"/>
c	Gift, grant, or capital contribution from other organization(s)	1c	<input checked="" type="checkbox"/>
d	Loans or loan guarantees to or for other organization(s)	1d	<input checked="" type="checkbox"/>
e	Loans or loan guarantees by other organization(s)	1e	<input checked="" type="checkbox"/>
f	Sale of assets to other organization(s)	1f	<input checked="" type="checkbox"/>
g	Purchase of assets from other organization(s)	1g	<input checked="" type="checkbox"/>
h	Exchange of assets	1h	<input checked="" type="checkbox"/>
i	Lease of facilities, equipment, or other assets to other organization(s)	1i	<input checked="" type="checkbox"/>
j	Lease of facilities, equipment, or other assets from other organization(s)	1j	<input checked="" type="checkbox"/>
k	Performance of services or membership or fundraising solicitations for other organization(s)	1k	<input checked="" type="checkbox"/>
l	Performance of services or membership or fundraising solicitations by other organization(s)	1l	<input checked="" type="checkbox"/>
m	Sharing of facilities, equipment, mailing lists, or other assets	1m	<input checked="" type="checkbox"/>
n	Sharing of paid employees	1n	<input checked="" type="checkbox"/>
o	Reimbursement paid to other organization for expenses	1o	<input checked="" type="checkbox"/>
p	Reimbursement paid by other organization for expenses	1p	<input checked="" type="checkbox"/>
q	Other transfer of cash or property to other organization(s)	1q	<input checked="" type="checkbox"/>
r	Other transfer of cash or property from other organization(s)	1r	<input checked="" type="checkbox"/>

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

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

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

	(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Disproportionate allocations?		(g) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
				Yes	No		Yes	No		Yes	No
(1)											
(2)											
(3)											
(4)											
(5)											
(6)											
(7)											
(8)											
(9)											
(10)											
(11)											
(12)											
(13)											
(14)											
(15)											
(16)											

Part VII Supplemental Information

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

**COHEN
RUTHERFORD
+ KNIGHT_{PC}**
Certified Public Accountants



Audited Consolidated Financial
Statements and Other Financial
Information

**Doctors Community Hospital
and Subsidiaries**

June 30, 2011 and 2010

Audited Consolidated Financial Statements
Doctors Community Hospital and Subsidiaries
June 30, 2011 and 2010

– Contents –

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Report of Independent Auditors

Board of Directors
Doctors Community Hospital and Subsidiaries
Lanham, Maryland

We have audited the accompanying consolidated balance sheets of Doctors Community Hospital and Subsidiaries, (the Hospital) as of June 30, 2011 and 2010, and the related consolidated statements of operations and other changes in unrestricted net assets, changes in net assets, and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Hospital's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform our audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. We were not engaged to perform an audit of the Hospital's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Hospital's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall consolidated financial statements presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Doctors Community Hospital and Subsidiaries as of June 30, 2011 and 2010, and the results of their operations, the changes in their net assets and cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Cohen, Rutherford + Knight, P.C.

September 29, 2011

Consolidated Balance Sheets

Doctors Community Hospital and Subsidiaries

<i>ASSETS</i>	June 30	
	2011	2010
CURRENT ASSETS		
Cash and cash equivalents	\$ 27,349,012	\$ 14,521,680
Assets limited to use for debt service - <i>Note B</i>	6,522,989	4,682,633
Patient accounts receivable, less uncollectible accounts of \$9,463,864 and \$10,959,328	23,294,028	20,757,705
Accounts receivable - other	2,539,842	2,175,209
Inventories	3,498,391	2,772,283
Prepaid expenses	1,393,567	1,265,039
TOTAL CURRENT ASSETS	64,597,829	46,174,549
INVESTMENTS		
Marketable securities -- <i>Note B</i>	13,432,375	26,739,456
Joint ventures and equity investments -- <i>Note C</i>	2,359,764	2,182,857
	15,792,139	28,922,313
ASSETS WHOSE USE IS LIMITED -- <i>Note B</i>		
Investments held by trustee or authority, less current portion	28,101,884	32,790,163
LAND, BUILDINGS, AND EQUIPMENT -- <i>Note E</i>	126,965,136	138,555,389
DEFERRED FINANCING COSTS	2,477,547	3,542,287
GOODWILL	2,475,791	2,475,791
OTHER ASSETS	16,029,396	15,746,543
TOTAL ASSETS	\$ 256,439,722	\$ 268,207,035

See the accompanying notes to the consolidated financial statements.

Consolidated Balance Sheets – Continued

Doctors Community Hospital and Subsidiaries

<i>LIABILITIES</i>	June 30	
	2011	2010
CURRENT LIABILITIES		
Accounts payable and accrued expenses	\$ 13,057,358	\$ 18,239,568
Salaries, wages, and related items	10,936,073	10,211,101
Advances from third party payers	7,620,548	5,998,161
Interest rate swap -- <i>Note F</i>	0	24,135,956
Interest payable to bondholders	4,200,882	4,294,765
Current portion of long-term obligations - <i>Note F</i>	3,621,623	3,300,844
TOTAL CURRENT LIABILITIES	39,436,484	66,180,395
NONCURRENT LIABILITIES		
Other noncurrent liabilities - <i>Note I</i>	4,358,593	3,602,329
Pension obligation - <i>Note I</i>	5,013,496	7,166,902
Long-term obligations, net of current portion - <i>Note F</i>	156,583,346	157,276,508
TOTAL LIABILITIES	205,391,919	234,226,134
NET ASSETS		
Unrestricted	49,313,787	31,835,431
Noncontrolling interest	1,551,726	2,021,778
TOTAL UNRESTRICTED NET ASSETS	50,865,513	33,857,209
Temporarily restricted	182,290	123,692
TOTAL NET ASSETS	51,047,803	33,980,901
COMMITMENTS AND CONTINGENCIES - NOTES F, G, H, I & K		
TOTAL LIABILITIES AND NET ASSETS	\$ 256,439,722	\$ 268,207,035

See the accompanying notes to the consolidated financial statements.

Consolidated Statements of Operations and Other Changes in
Unrestricted Net Assets
Doctors Community Hospital and Subsidiaries

	June 30	
	2011	2010
OPERATING REVENUE		
Patient revenue	\$ 206,706,873	\$ 191,744,078
Other operating revenue -- <i>Note B</i>	5,202,493	5,798,407
Pledges and contributions	616,392	207,351
Net assets released from restrictions used for operations	91,425	335,301
TOTAL OPERATING REVENUE	212,617,183	198,085,137
EXPENSES		
Salaries and wages	78,008,234	75,956,168
Employee benefits	16,154,539	15,012,104
Purchased services	30,304,704	29,144,131
Supplies	34,353,154	32,926,696
Other expenses	13,892,078	9,792,130
Provision for bad debts	14,467,766	16,070,689
Depreciation	9,691,089	9,260,387
Amortization	1,064,740	138,278
Fundraising	280,997	293,467
Interest	10,348,832	6,390,913
TOTAL EXPENSES	208,566,133	194,984,963
INCOME FROM OPERATIONS	4,051,050	3,100,174
NONOPERATING INCOME		
Gain from sale of professional office building -- <i>Note E</i>	8,390,497	0
Unrealized gain/(loss) on trading securities -- <i>Note B</i>	(575,127)	542,496
Equity in joint ventures -- <i>Note C</i>	(664,740)	357,865
Interest rate swap termination	(18,137,789)	0
Change in fair value of interest rate swap -- <i>Note F</i>	24,135,957	(5,638,447)
EXCESS OF REVENUE OVER EXPENSES (EXPENSES OVER REVENUE)	17,199,848	(1,637,912)
Subsidiary distributions to noncontrolling interest-holders	(1,909,796)	(2,172,170)
Net assets released from restrictions for capital acquisitions	(0)	255,883
Pension - related changes other than net periodic pension cost - <i>Note I</i>	1,718,275	(951,159)
INCREASE (DECREASE) IN UNRESTRICTED NET ASSETS	\$ 17,008,327	\$ (4,505,358)

See the accompanying notes to the consolidated financial statements.

Consolidated Statements of Changes in Net Assets Doctors Community Hospital and Subsidiaries

	Year Ended June 30, 2011			Year Ended June 30, 2010		
	Total	Controlling Interests	Noncontrolling Interests	Total	Controlling Interests	Noncontrolling Interests
UNRESTRICTED NET ASSETS						
Excess of revenue over expenses (expenses over revenue)	\$ 17,199,848	\$ 15,760,104	\$ 1,439,744	\$ (1,637,913)	\$ (3,510,407)	\$ 1,872,494
Net assets released from restrictions for capital expenditures	0	0	0	255,883	255,883	0
Dividends paid to noncontrolling interest-holders	(1,909,796)	0	(1,909,796)	0	0	0
Pension - related changes other than net periodic pension cost -- <i>Note 1</i>	1,718,275	1,718,275	0	(3,123,329)	(951,159)	(2,172,170)
INCREASE (DECREASE) IN UNRESTRICTED NET ASSETS AND NONCONTROLLING INTERESTS	17,008,327	17,478,379	(470,052)	(4,505,359)	(4,205,683)	(299,676)
TEMPORARILY RESTRICTED NET ASSETS						
Restricted contributions	150,000	150,000	0	687,458	687,458	0
Net assets released from restrictions for operations	(91,425)	(91,425)	0	(335,301)	(335,301)	0
Net assets released from restrictions for capital expenditures	0	0	0	(255,883)	(255,883)	0
INCREASE IN TEMPORARILY RESTRICTED NET ASSETS	58,575	58,575	0	96,274	96,274	0
INCREASE (DECREASE) IN NET ASSETS	17,066,902	17,536,954	(470,052)	(4,409,085)	(4,109,409)	(299,676)
NET ASSETS, BEGINNING OF YEAR	33,980,901	31,959,123	2,021,778	38,389,986	36,068,532	2,321,454
NET ASSETS, END OF YEAR	<u>\$ 51,047,803</u>	<u>\$ 49,496,077</u>	<u>\$ 1,551,726</u>	<u>\$ 33,980,901</u>	<u>\$ 31,959,123</u>	<u>\$ 2,021,778</u>

See the accompanying notes to the consolidated financial statements.

Consolidated Statements of Cash Flows – Continued

Doctors Community Hospital and Subsidiaries

	Year Ended June 30	
	2011	2010
OPERATING ACTIVITIES AND OTHER GAINS		
Increase (decrease) in net assets	\$ 17,066,902	\$ (4,409,085)
Adjustments to reconcile increase (decrease) in net assets to net cash and cash equivalents provided by operating activities		
Restricted contributions received	(150,000)	(687,458)
Depreciation	9,691,089	9,260,387
Provision for bad debts	14,467,766	16,070,689
Unrealized loss (gain) on investments	575,127	(542,496)
(Gain) loss on disposal of building and other property	(8,390,497)	59,905
Decrease (increase) in joint ventures and equity investments	(176,907)	21,394
Realized loss (gain) on sale of investments	(687,498)	(8,188)
Amortization on bond issue	(158,433)	(138,278)
Change in fair value of interest swap rate	(24,135,957)	5,638,447
Increase (decrease) in		
Accounts payable and accrued expenses, exclusive of accrual for equipment costs	(5,182,208)	(2,793,383)
Accrued salaries, wages, and related items	724,972	1,160,058
Advances from third party payers	1,622,387	1,063,993
Pension obligation	(2,153,406)	(152,237)
Interest payable	(93,883)	2,465,665
Other liabilities	756,264	679,977
Decrease (increase) in		
Net patient accounts receivable	(17,004,089)	(20,063,617)
Other receivables	(364,633)	(2,418,722)
Inventories	(726,108)	(175,379)
Prepaid expenses and other assets	(411,381)	(954,035)
NET CASH AND CASH EQUIVALENTS PROVIDED BY (USED IN) OPERATING ACTIVITIES AND OTHER GAINS	(14,730,492)	4,077,637
INVESTING ACTIVITIES		
Net sales of trading investments, including assets whose use is limited	16,267,375	5,592,581
Proceeds from sale of property	21,999,194	0
Purchase of property, plant and equipment	(8,144,060)	(31,154,040)
NET CASH AND CASH EQUIVALENTS PROVIDED BY (USED IN) INVESTING ACTIVITIES	30,122,509	(25,561,459)

(Continued)

Consolidated Statements of Cash Flows – Continued

Doctors Community Hospital and Subsidiaries

	Year Ended June 30	
	2011	2010
FINANCING ACTIVITIES		
Principal payments on debt	(3,779,424)	(3,245,494)
Proceeds from issue of debt	0	80,798,114
Bond retirement	0	(59,160,000)
Deferred financing costs	1,064,740	(1,380,919)
Restricted contributions received	150,000	687,458
NET CASH AND CASH EQUIVALENTS PROVIDED BY (USED IN) FINANCING ACTIVITIES	(2,564,684)	17,699,159
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVILENTS	12,827,333	(3,784,663)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	14,521,680	18,306,343
CASH AND CASH EQUIVALENTS AT END OF YEAR	\$ 27,349,013	\$ 14,521,680
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Taxes paid for Health Ventures	\$ 70,000	\$ 350,000
SUPPLEMENTAL DISCLOSURE OF NON CASH INFORMATION:		
Acquisition of equipment under capital lease	\$ 3,565,475	\$ 0

See the accompanying notes to the consolidated financial statements.

Notes to the Consolidated Financial Statements

Doctors Community Hospital and Subsidiaries

Note A – Organization and Summary of Significant Accounting Principles

Organization

Doctors Community Hospital (the Hospital) is a not-for-profit, non-stock corporation that operates an acute care general hospital facility licensed for 195 beds. The Hospital serves the health care needs of the residents of Prince George's County, the District of Columbia, and the greater Washington, D.C. metropolitan area. The Hospital has three wholly owned/controlled subsidiaries: Doctors Community Health Ventures, Inc. (Health Ventures), Doctors Community Hospital Foundation, Inc. (the Foundation), and Spine Team Maryland, LLC (STM).

Health Ventures is a for-profit corporation that invests in corporations and other businesses consistent with the Hospital's mission and strategic plan.

The Foundation is a not-for-profit, non-stock corporation established to raise and invest funds to support or benefit the operations of the Hospital. The Foundation's bylaws provide that all funds raised, except those required for the operation of the Foundation, be distributed to or be held for the benefit of the Hospital. The Foundation's bylaws also provide the Hospital with the authority to direct its activities, management, and policies.

STM is a limited liability company formed in Maryland for the purpose of providing medical and surgical services for the residents of Prince Georges County and surrounding areas.

The Hospital owns a 60% interest in Doctors Regional Cancer Center, LLC (DRCC) and Doctors Community Hospital Sleep Center, LLC (the Sleep Center). DRCC is a limited liability company formed in Maryland for the purpose of providing outpatient cancer treatment services to the residents of central Maryland. The Sleep Center is a limited liability company formed in Maryland for the purpose of providing diagnostic sleep services for residents of Prince Georges County and surrounding areas.

Principles of Consolidation

The consolidated financial statements include the accounts of the Hospital, Health Ventures, the Foundation, DRCC, the Sleep Center, and STM (collectively, the Company). All intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

Notes to the Consolidated Financial Statements – Continued

Doctors Community Hospital and Subsidiaries

Note A – Organization and Summary of Significant Accounting Principles – Continued

Cash and Cash Equivalents

The Company has cash holdings in commercial banks routinely exceeding the Federal Deposit Insurance Corporation maximum insurance limit of \$250,000. Cash and cash equivalents are reported at cost which approximates market value.

Investments

Marketable securities, including assets whose use is limited, are carried at fair value. All such investments are classified as trading. Assets whose use is limited that are required to meet current liabilities of the Hospital have been classified as current assets.

Unrestricted investment income, including realized gains and losses on the sale of trading securities, is reported as other operating revenue. The cost of securities sold is based on the specific-identification method. Unrealized gains and losses on trading securities are included in non-operating gains (losses) in the accompanying consolidated statements of operations and other changes in unrestricted net assets.

Patient Revenue and Accounts Receivable

Net patient service revenue and net patient accounts receivable are reported at estimated net realizable amounts from patients, third party payers, and others for services rendered. Discounts ranging from 2.25% to 6% of Hospital charges are given to Medicare, Medicaid, and certain approved commercial health insurance and health maintenance organizations. In addition, these payers routinely review patient billings and deny payments for certain charges that they deem medically unnecessary or performed without appropriate pre-authorization. Discounts and denials are recorded as reductions of net patient service revenue. Accounts receivable from these third-party payers have been adjusted to reflect the difference between charges and the estimated reimbursable amounts.

Notes to the Consolidated Financial Statements – Continued

Doctors Community Hospital and Subsidiaries

Note A – Organization and Summary of Significant Accounting Principles – Continued

Patient Revenue and Accounts Receivable - Continued

Gross patient revenue was comprised of the following for the years ended June 30:

	2011	2010
Medicare	43%	40%
Medicaid	13%	12%
Blue Cross Blue Shield	20%	20%
Other third-party payers	19%	22%
Self-pay patients	5%	6%
	100%	100%

The Company bills third party payers directly for services provided. Insurance coverage and credit information are obtained from patients upon admission when available. No collateral is obtained for patient accounts receivable. Patient accounts receivable deemed to be uncollectible by management have been written off. An allowance for doubtful accounts is recorded based on historical trends for patient accounts receivable that are anticipated to become uncollectible in future periods.

Gross patient accounts receivable were comprised of the following for the years ended June 30:

	2011	2010
Medicare	29%	29%
Medicaid	22%	14%
Blue Cross Blue Shield	15%	18%
Other third-party payers	20%	20%
Self-pay patients	14%	19%
	100%	100%

Laws and regulations governing the Medicare and Medicaid programs are complex and subject to interpretation. The Company believes that it is in compliance with all applicable laws and regulations and is not aware of any pending or threatened investigations involving allegations of potential wrongdoing that would have a material effect on the consolidated financial statements. Compliance with such laws and regulations can be subject to future government review and interpretation as well as significant regulatory action including fines, penalties, and exclusion from the Medicare and Medicaid programs.

Notes to the Consolidated Financial Statements – Continued

Doctors Community Hospital and Subsidiaries

Note A – Organization and Summary of Significant Accounting Principles – Continued

Inventories

Inventories consist of supplies and drugs and are carried at the lower of cost or market using the average-cost method.

Land, Buildings, and Equipment

Land, buildings, and equipment are recorded at cost. Depreciation is recorded over the estimated useful lives of the assets using the straight-line method. Maintenance and repairs are charged to expense as incurred. The straight-line method is used to amortize the cost of equipment under capital leases over the estimated useful lives of the equipment or the term of the lease, whichever is appropriate.

Restricted Net Assets

Temporarily restricted net assets are those whose use by the Hospital and the Foundation has been limited by donors to a specific time period or purpose. As of June 30, 2011 and 2010, the Company had no permanently restricted net assets. Temporarily restricted net assets are available to fund various health care services and other community benefits provided by the Hospital. The Company's policy is to treat restricted contributions recorded and released in the same fiscal year as unrestricted contributions.

Excess of Expenses over Revenue

The consolidated statements of operations and other changes in unrestricted net assets include the excess of revenue over expenses (expenses over revenue) (the "performance indicator"). Changes in unrestricted net assets, which are excluded from the excess of revenue over expenses (expenses over revenue), consistent with industry practice, include contributions received and used for additions of long-lived assets, distributions to noncontrolling interest-holders, and changes in the pension obligation other than net periodic pension cost.

Charity Care

A patient is classified as a charity patient by reference to certain established policies of the Hospital. These policies define charity services as those services for which no payment is anticipated. In assessing a patient's ability to pay, the Hospital utilizes the generally recognized poverty income levels in the local community, but also includes certain cases where incurred charges are significant when compared to income. Charity care provided in 2011 and 2010, measured at established rates, was \$2,128,738 and \$923,563 respectively. These charges are excluded from consolidated net patient service revenue. The cost of providing this care is included in consolidated operating expenses.

Notes to the Consolidated Financial Statements – Continued

Doctors Community Hospital and Subsidiaries

Note A – Organization and Summary of Significant Accounting Principles – Continued

Contributions and Pledges

Unconditional promises to give cash and other assets to the Hospital and the Foundation are reported at fair value at the date the promise is received. Conditional promises to give and indications of intentions to give are reported at fair value at the date the gift is received or when the conditions for receiving the donation have been satisfied. The gifts are reported as either temporarily or permanently restricted support if they are received with donor stipulations that limit the use of the donated assets. Contributions restricted by donors for additions to the Hospital's operating property are transferred from temporarily restricted net assets to unrestricted net assets when the expenditure is made. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified as unrestricted net assets and reported in the consolidated statements of changes in net assets as net assets released from restriction.

The Hospital and Foundation write off any grants and pledges receivable that are considered uncollectible; accordingly, there is no allowance for doubtful accounts recorded for these grants and pledges. Grants and pledges receivable have not been discounted because management considers the effect to be immaterial. The balance of pledges receivable was \$274,805 and \$162,459 at June 30, 2011 and 2010, respectively, and is included in other amounts receivable in the accompanying consolidated balance sheets.

Advertising Costs

The Hospital expenses advertising costs as they are incurred. Advertising expense was approximately \$1,348,387 and \$954,569 for the fiscal years June 30, 2011 and 2010, respectively, and is reported as other expense in the accompanying consolidated statements of operations and other changes in unrestricted net assets.

Functional Expenses

The Company's consolidated operating expenses by functional classification are as follows:

	Year Ended June 30	
	2011	2010
Health care services	\$ 149,886,585	\$ 139,933,762
Management and general	58,289,227	54,587,118
Fundraising	390,321	464,084
	<u>\$ 208,566,133</u>	<u>\$ 194,984,964</u>

Notes to the Consolidated Financial Statements – Continued

Doctors Community Hospital and Subsidiaries

Note A – Organization and Summary of Significant Accounting Principles – Continued

Deferred Financing Costs

Financing costs incurred in issuing the Maryland Health and Higher Educational Facilities Authority (the Authority or MHHEFA) Revenue Bonds have been capitalized by the Hospital. These costs are being amortized over the life of the related bond issue using the bonds-outstanding method, which approximates the interest method. Deferred financing costs and accumulated amortization, which are included in other assets in the accompanying consolidated balance sheets, are as follows:

	June 30	
	2011	2010
Deferred financing costs	\$ 3,008,043	\$ 3,984,004
Accumulated amortization	(530,496)	(441,717)
	<u>\$ 2,477,547</u>	<u>\$ 3,542,287</u>

The estimated aggregate amortization expense anticipated for the next five years is as follows:

2012	\$ 160,334
2013	156,899
2014	153,096
2015	149,133
2016	144,974
	<u>\$ 764,436</u>

Fair Value of Financial Instruments

The following methods and assumptions were used by the Company to estimate the fair value of financial instruments.

- **Cash and cash equivalents, patient accounts receivable, other receivables, notes receivable, accounts payable and accrued expenses, employee compensation and related payroll taxes, and advances from third-party payers:** The carrying amount reported in the balance sheets for each of these assets and liabilities approximates their fair value.
- **Marketable securities and assets limited as to use:** Fair values are based on quoted market prices of individual securities or investments if available, or are estimated using quoted market prices for similar securities.

Notes to the Consolidated Financial Statements – Continued

Doctors Community Hospital and Subsidiaries

Note A – Organization and Summary of Significant Accounting Principles – Continued

Fair Value of Financial Instruments – Continued

- **Long-term debt:** Fair values of the Hospital's fixed-rate debt are based on current traded values. The fair value of variable rate debt approximates carrying value (see *Note F*).
- **Interest rate swap:** The fair value of the Hospital's interest rate swap was based on the proprietary model of a third party valuation specialist (see *Note F*).

Income Taxes

The Hospital and the Foundation are exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code as public charities. Both entities are entitled to rely on this determination as long as there are no substantial changes in their character, purposes, or methods of operation. Management has concluded that there have been no such changes, and therefore the Hospital and Foundation's status as public charities exempt from federal income taxation remain in effect.

The state in which the Hospital and the Foundation operate also provides a general exemption from state income taxation for organizations that are exempt from federal income taxation. However, both entities are subject to federal and state income taxation at corporate tax rates on unrelated business income. Exemption from other state and local taxes, such as real and personal property taxes, is separately determined.

The Hospital and the Foundation had no unrecognized tax benefits or such amounts were immaterial during the periods presented. For tax periods with respect to which no unrelated business income was recognized, no tax return was required. Tax periods for which no return is filed remain open for examination indefinitely. Although informational returns were filed for the Hospital and the Foundation, no tax returns were filed during 2011 and 2010.

Health Ventures is subject to corporate income tax, and incurred an income tax liability of \$70,000 and \$350,000 for the years ended June 30, 2011 and 2010, respectively.

DRCC and Sleep Center are Maryland limited liability companies that have not elected to be taxed as a corporation under current Treasury regulations. DRCC and Sleep Center are owned by more than

Notes to the Consolidated Financial Statements – Continued

Doctors Community Hospital and Subsidiaries

Note A – Organization and Summary of Significant Accounting Principles – Continued

Income Taxes – Continued

one member. As such, DRCC and Sleep Center are subject to the partnership tax rules under Subchapter K of the Internal Revenue Code of 1986, as amended. Under these rules DRCC and Sleep Center are not subject to federal or state income tax, but must file annual information returns indicating their gross and taxable income to determine the tax results to their members.

STM is a Maryland limited liability company that has not elected to be taxed as a corporation under current treasury regulations. STM is wholly owned by the Hospital. As such, STM is a “disregarded entity” under current regulations.

Goodwill

Goodwill represents the excess of cost over the fair value of assets acquired. Management evaluates goodwill for impairment on an annual basis. Management reviewed the carrying value reported for goodwill in the accompanying consolidated balance sheets for impairment and believes there is none as of June 30, 2011.

Recent Changes in Accounting Standards

In August 2010, the Financial Accounting Standards Board (FASB) amended the Accounting Standards Codification (ASC) for Health Care Entities to require that cost be used as the measurement basis for charity care disclosures, and that cost be identified as the direct and indirect costs of providing the charity care. This amendment is effective for fiscal years beginning after December 15, 2010. Also, in August 2010, the FASB amended the ASC for Health Care Entities to clarify that a health care entity should not net insurance recoveries against a related claim liability. Additionally, the amount of the claim liability should be determined without consideration of insurance recoveries. This amendment is effective for fiscal years and interim periods within those years, beginning after December 15, 2010. In January 2010, the FASB issued Accounting Standards Update (ASU) No. 2010-06, *Improving Disclosures about Fair Value Measurements*. ASU 2010-06 amends FASB Topic 820, *Fair Value Measurements and Disclosures*, to require additional disclosures regarding fair value measurements. In addition to amendments already effective, entities will also be required to report purchases, sales, issuances, and settlement of Level 3 assets and liabilities on a gross basis, rather than net. This is effective for fiscal years beginning after December 15, 2010. In July 2011, FASB issued ASU No. 2011-7, *Presentation and Disclosure of Patient Service Revenue, Provision for Bad Debts, and the Allowance for Doubtful Accounts for Certain Health Care Entities*. ASU 2011-7 affects entities within the scope of Topic 954, Health Care Entities that recognize significant amounts of patient service revenue at the time services are rendered even though the entities do not assess a patient’s ability to pay. ASU 2011-7 requires certain health care entities to change the presentation of their statement of operations by reclassifying the provision for bad debts associated with patient service revenue from

Notes to the Consolidated Financial Statements – Continued

Doctors Community Hospital and Subsidiaries

Note A – Organization and Summary of Significant Accounting Principles – Continued

Recent Changes in Accounting Standards – Continued

an operating expense to a deduction from patient service revenue (net of contractual allowances and discounts). Additionally, those health care entities are required to provide enhanced disclosure about their policies for recognizing revenue and assessing bad debts. ASU 2011-7 also requires disclosure of patient service revenue (net of contractual allowances and discounts) as well as qualitative and quantitative information about changes in the allowances for doubtful accounts. This is effective for fiscal years beginning after December 15, 2011 for public entities and for the first annual period ending after December 15, 2012 for non-public entities (early adoption permitted). Application for periods presented in the statement of operations would be retrospective; however, the disclosures required by the amendments would be prospective. Management is currently evaluating the impact on the Company's future financial statements of adoption of these changes in accounting.

Reclassification

Certain prior year amounts have been reclassified to conform to the current year's presentation.

Subsequent Events

Subsequent events have been evaluated by management through September 29, 2011, which is the date the financial statements were available to be issued.

Notes to the Consolidated Financial Statements – Continued

Doctors Community Hospital and Subsidiaries

Note B – Investments

The following is a summary of investment securities:

	For the Year Ended	
	2011	2010
Marketable securities:		
Corporate debt securities	\$ 0	\$ 3,061,161
Mutual funds	13,432,375	23,678,295
	<u>\$ 13,432,375</u>	<u>\$ 26,739,456</u>
Assets whose use is limited:		
Mutual funds	\$ 6,148,427	\$ 1,200,476
Government obligations	28,476,447	36,272,320
	<u>\$ 34,624,874</u>	<u>\$ 37,472,796</u>

Assets whose use is limited are held in the following funds:

	2011	2010
Funds held by Trustee or Authority:		
Debt service reserve fund	\$ 34,624,874	\$ 37,472,796
Less assets required for current obligations	(6,522,990)	(4,682,633)
	<u>\$ 28,101,885</u>	<u>\$ 32,790,163</u>

Notes to the Consolidated Financial Statements – Continued

Doctors Community Hospital and Subsidiaries

Note B – Investments – Continued

Investment return is summarized as follows:

	Other Operating Revenue	Non Operating Gains (Losses)	Total
2011			
Interest and dividend income	\$ 582,467	\$ 0	\$ 582,467
Net realized gains	687,498	0	687,498
Net unrealized loss	0	(575,127)	(575,127)
Investment fees	(48,363)	0	(48,363)
	<u>\$ 1,221,602</u>	<u>\$ (575,127)</u>	<u>\$ 646,475</u>
2010			
Interest and dividend income	\$ 775,525	\$ 0	\$ 775,525
Net realized gains	8,188	0	8,188
Net unrealized gains	0	542,496	542,496
Investment fees	(81,282)	0	(81,282)
	<u>\$ 702,431</u>	<u>\$ 542,496</u>	<u>\$ 1,244,927</u>

Current accounting standards define fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, and establish a three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels of inputs that may be used to measure fair value are as follows:

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

Notes to the Consolidated Financial Statements – Continued

Doctors Community Hospital and Subsidiaries

Note B – Investments – Continued

The following discussion describes the valuation methodologies used for the Company's financial assets and liabilities measured at fair value. The techniques utilized in estimating the fair values are affected by the assumptions used, including discount rates, and estimates of the amount and timing of future cash flows. Care should be exercised in deriving conclusions about the Company's business, its value, or financial position based on the fair value information of financial assets and liabilities presented below.

Fair value estimates are made at a specific point in time, based on available market information and judgments about the financial asset or liability, including estimates of the timing, amount of expected future cash flows, and the credit standing of the issuer. In some cases, the fair value estimates cannot be substantiated by comparison to independent markets. In addition, the disclosed fair value may not be realized in the immediate settlement of the financial asset or liability. Furthermore, the disclosed fair values do not reflect any premium or discount that could result from offering for sale at one time an entire holding of a particular financial asset or liability. Potential taxes and other expenses that would be incurred in an actual sale or settlement are not reflected in the amounts disclosed.

Fair values of the Company's investments in mutual funds classified at Level 1 are based on quoted market prices. The fair values of mutual funds classified at Level 2 are based on the Company's pro-rata share of the each fund's net asset value.

Fair values for the Company's fixed maturity securities (corporate debt and federal government obligations) are based on prices provided by its investment managers and its custodian bank. Both the investment managers and the custodian bank use a variety of pricing sources to determine market valuations. Each designate specific pricing services or indexes for each sector of the market based upon the provider's experience. The Company's federal government obligations and government backed securities portfolio is highly liquid, which allows for a high percentage of the portfolio to be priced through pricing services

The fair value of the Company's interest rate swap (level 3) is based on the proprietary model of a third party valuation specialist. The fair value takes into consideration the prevailing interest rate environment and the specific terms and conditions of the swap, and considers the credit risk of the Company and the counterparty. The method used to determine the fair value calculates the estimated future payments required by the swap and discounts these payments using an appropriate discount rate. The value represents the estimated exit price that the Company would pay to terminate the agreement.

Notes to the Consolidated Financial Statements – Continued

Doctors Community Hospital and Subsidiaries

Note B – Investments – Continued

The following table presents the Company's fair value hierarchy for financial instruments measured at fair value on a recurring basis as of June 30, 2011.

	Level 1	Level 2	Level 3	Total Fair Value
Cash	\$ 1,542	\$ 0	\$ 0	\$ 1,542
Fixed maturity				
U.S. government agency bonds/notes	0	28,476,446	0	28,476,446
Money markets	0	6,406,219	0	6,406,219
Equity securities				
Mutual funds				
Short government	3,288,099	0	0	3,288,100
Ultrashort bond	3,300,001	0	0	3,300,001
Short-term bond	3,292,694	0	0	3,292,694
Intermediate government	3,292,247	0	0	3,292,247
World bond	281,775	0	0	281,775
High-yield bond	205,362	0	0	205,362
Short-term bond	1,778,142	0	0	1,778,142
Intermediate-term bond	208,389	0	0	208,389
Moderate allocation	99,381	0	0	99,381
Mid-cap growth	334,754	0	0	334,754
Real estate	145,370	0	0	145,370
Foreign large blend	954,239	0	0	954,239
Large blend	193,154	0	0	193,154
Diversified emerging markets	235,754	0	0	235,754
Large growth	107,519	0	0	107,519
Small blend	338,742	0	0	338,742
Total assets	\$ 18,057,164	\$ 34,882,666	\$ 0	\$ 52,939,830

Notes to the Consolidated Financial Statements – Continued

Doctors Community Hospital and Subsidiaries

Note B – Investments – Continued

The following table presents the Company's fair value hierarchy for financial instruments measured at fair value on a recurring basis as of June 30, 2010:

	Level 1	Level 2	Level 3	Total Fair Value
Mutual funds	\$ 1,785,848	\$ 29,559,079	\$ 0	\$ 31,344,927
Fixed maturity	0	37,013,091	0	37,013,091
Total	\$ 1,785,848	\$ 66,572,170	\$ 0	\$ 68,358,018
Interest rate swap	0	0	24,135,957	24,135,957
Total	\$ 0	\$ 0	\$ 24,135,957	\$ 24,135,957

The following table summarizes the activity for fair value measurements using significant unobservable inputs (Level 3):

	Level 3	
	2011	2010
Fair value, beginning	\$ 24,135,957	\$ 18,497,509
Changes in interest rate swap	(24,135,957)	5,638,448
Fair value, ending	\$ 0	\$ 24,135,957

There were no significant transfers between fair value hierarchy levels for the year ended June 30, 2011.

Notes to the Consolidated Financial Statements – Continued

Doctors Community Hospital and Subsidiaries

Note C – Joint Ventures and Equity Investments

Health Ventures invests in corporations and other forms of business consistent with the mission and strategic plan of the Company. Health Ventures' unconsolidated investments are carried at cost or at equity depending on the percentage of ownership and control. Health Venture's investment in Magnolia Gardens L.L.C. is not consolidated with the financial statements of the Company because the Health Ventures does not control the investee. The investment income of these joint ventures and equity investments is reported in non operating revenue in the accompanying consolidated statements of operations and other changes in unrestricted net assets. These investments are summarized as follows:

Name	Percent Ownership	Accounting Method	June 30	
			2011	2010
Magnolia Gardens LLC	51.0%	Equity	\$ 2,325,301	\$ 1,834,835
Neighborcare Home Medical Equipment of Maryland LLC	5.0%	Cost	250,000	250,000
Metropolitan Ambulatory Urological Institute, LLC	31.7%	Equity	90,457	114,260
Diagnostic Imaging, LLC	50.0%	Equity	(305,995)	(16,238)
			<u>\$ 2,359,764</u>	<u>\$ 2,182,857</u>

Note D – Related Party Transactions

The Hospital has income guarantee agreements with certain physicians. These advances are held as promissory notes and are often forgiven based on the established terms of these notes, such as maintaining an active practice in the Hospital's community.

The Hospital advanced funds to Health Ventures in its establishment of Metropolitan Medical Group, LLC and Diagnostic Imaging, LLC (DI). The Medical Director of Radiology for the Hospital is an investor in DI. Since MMS is wholly owned by Health Ventures, the amounts loaned to MMS have been eliminated in consolidation, however, amounts due from DI have not been eliminated since DI are included in the accompanying consolidated financial statements and amount to \$812,072 (\$1,812,072 net of a reserve of \$1,000,000) and \$1,534,139 as of June 30, 2011 and 2010, respectively (*See Note C*).

A member of the board of directors maintains a business that had transactions with the Hospital that amounted to \$606,915 and \$650,363 for the years ended June 30, 2011 and 2010, respectively.

The Foundation transferred \$106,746 and \$4,537 for the years ended June 30, 2011 and 2010, respectively, of restricted net assets to the Hospital, which were then released from restriction by the Hospital for use in operations.

Notes to the Consolidated Financial Statements – Continued

Doctors Community Hospital and Subsidiaries

Note E – Land, Buildings, and Equipment

Land, buildings, and equipment are summarized as follows:

Name	Useful Life	June 30	
		2011	2010
Land improvements	10-40 Years	\$ 7,135,958	\$ 6,450,639
Buildings	4-40 Years	123,641,789	135,014,745
Furniture and equipment	2-20 Years	70,956,441	66,364,811
Equipment under capital lease obligations	2-20 Years	9,987,859	6,042,072
		211,722,047	213,872,267
Less accumulated depreciation		91,636,409	83,448,166
		120,085,638	130,424,101
Construction in progress		740,996	1,992,786
Land		6,138,502	6,138,502
		<u>\$ 126,965,136</u>	<u>\$ 138,555,389</u>

The Company capitalized interest of \$0 in 2011 and \$3,991,443 in 2010 related to construction activities, and total capitalized interest reported as a component of land, buildings and equipment, net of accumulated depreciation, was \$3,240,315 and \$6,506,594 as of June 30, 2011 and June 30, 2010. Capitalized interest related to construction activities includes the relevant portions of applicable interest payments to creditors on bonds and other debt obligations, net payments/receipts to counterparties on interest rate swap arrangements, letter of credit fees, and income received on trustee-held funds.

Accumulated depreciation includes accumulated amortization of capital leased equipment in the amount of \$1,509,807 and \$1,118,566 as of June 30, 2011 and 2010, respectively. Depreciation expense of capital leased equipment was \$560,291 and \$268,405 for fiscal year 2011 and 2010, respectively.

Notes to the Consolidated Financial Statements – Continued

Doctors Community Hospital and Subsidiaries

Note F – Long-Term Debt

Long-term indebtedness consisted of the following:

	June 30	
	2011	2010
Maryland Health and Higher Education Facilities Authority Revenue Bonds, Series 2007A:		
4.00% term bonds due July 1, 2013	\$ 7,450,000	\$ 9,750,000
5.00% term bonds due July 1, 2020	21,890,000	21,890,000
5.00% term bonds due July 1, 2027	30,795,000	30,795,000
5.00% term bonds due July 1, 2029	10,915,000	10,915,000
Maryland Health and Higher Education Facilities Authority Revenue Bonds, Series 2010:		
5.30% term bonds due July 1, 2025	5,330,000	5,330,000
5.625% term bonds due July 1, 2030	9,095,000	9,095,000
5.75% term bonds due July 1, 2038	68,245,000	68,245,000
Capital leases	6,273,608	3,777,401
Notes payable	19,688	429,845
	<u>160,013,296</u>	<u>160,227,246</u>
Current portion of long-term debt	(3,621,623)	(3,300,844)
Original issue premium, net of accumulated amortization	2,027,513	2,221,992
Original issue discount, net of accumulated amortization	<u>(1,835,840)</u>	<u>(1,871,886)</u>
	<u>\$ 156,583,346</u>	<u>\$ 157,276,508</u>

The fair value of the Company's long-term debt, based on quoted market prices, was \$ 140,854,447 and \$144,210,999 at June 30, 2011 and 2010, respectively.

Notes to the Consolidated Financial Statements – Continued

Doctors Community Hospital and Subsidiaries

Note F – Long-Term Debt – Continued

The aggregate maturities of long-term debt, including sinking fund principal requirements during the next five fiscal years, are as follows:

2012	\$	3,621,623
2013		4,078,970
2014		4,264,593
2015		4,480,300
2016		4,092,810
2017 and after		139,475,000
	\$	<u>160,013,296</u>

Total interest paid for the years ended June 30, 2011 and 2010 net of capitalized interest, was \$10,348,832 and \$4,084,370, respectively.

Revenue Bonds

On May 15, 2010, the Hospital issued \$82,670,000 principal amount of Revenue Bonds, Series 2010 (Series 2010 Bonds). The proceeds of this issue were used to retire the Revenue Bonds, Series 2008 and to finance the costs of renovation and equipment purchases.

On January 4, 2007, the Hospital issued \$77,685,000 principal amount of Revenue Bonds, Series 2007A (Series 2007 Bonds). The proceeds of this issue were used to retire certain existing bonds, pooled loans, and to finance the costs of renovation and equipment purchases.

The Hospital is required to maintain certain debt ratios as defined by the Agreement. In the opinion of the management, the Hospital has complied with the required covenants for 2011 and 2010.

Notes to the Consolidated Financial Statements – Continued

Doctors Community Hospital and Subsidiaries

Note F – Long-Term Debt – Continued

Other Debt

During 2008, DRCC obtained a \$4,000,000 revolving line of credit from a commercial lender to finance the acquisition of certain medical equipment. The line of credit was converted to a capital lease during 2009. The outstanding principal balance was \$3,184,329 and \$3,702,031 on June 30, 2011 and 2010, respectively. Beginning in October 2009, monthly payments of principal and interest at 6.8% per annum become due. Aggregate future principal payments as of June 30, 2011 are as follows:

2012	\$ 553,879
2013	592,585
2014	633,995
2015	678,298
2016	725,572
	<u>\$ 3,184,329</u>

Other debt includes the Hospital's obligations under various other capital leases (see *Note H*).

Derivative Instrument

Generally accepted accounting principles require that all derivative instruments be recognized in the financial statements at their fair value. The Hospital entered into an interest rate swap agreement that was considered to be a derivative financial instrument. The interest rate swap contract was not designated as an effective cash flow hedge under current accounting principles. Consequently, changes in the fair value of the interest rate swap agreement were recognized in the consolidated statement of operations as a component of excess of revenue over expenses (expenses over revenue).

Notes to the Consolidated Financial Statements – Continued

Doctors Community Hospital and Subsidiaries

Note F – Long-Term Debt – Continued

Derivative Instruments – Continued

The Hospital's interest rate swap had an initial notional amount of \$75,000,000 subject to scheduled amortization, an effective date of January 1, 2009, and a termination date of July 1, 2040. It provided for the Hospital to pay a fixed rate of approximately 4.6% and receive a variable rate based on 79% of one month London Interbank Offered Rate. Subject to the terms of the agreement, either party had the option to terminate the agreement prior to the termination date provided that no event of default or termination had occurred. Specifically, the interest rate swap provider had the optional right to terminate this transaction (provided that no event of default or termination event had occurred) on May 1, 2011 and annually thereafter until scheduled termination. Upon election to optionally terminate this transaction, a termination amount in respect of such termination would be due from one counterparty to this transaction to the other counterparty.

The Hospital entered into an agreement with the counterparty to terminate the interest rate swap agreement on April 14, 2011. The Hospital made payments to the counterparty that totaled \$18,137,789 to terminate the interest rate swap, and such payments are reported as a nonoperating loss in the associated consolidated statements of operations and changes in unrestricted net assets.

Note G – Medical Malpractice and Workers' Compensation Insurance

From October 18, 2001 to October 31, 2004, the Hospital maintained occurrence-based professional liability insurance with a per-claim limit of \$8,000,000 and aggregate annual limit of \$10,000,000 with a commercial carrier. The Hospital was liable for a deductible up to \$250,000 for each occurrence up to a maximum of \$750,000. Prior to October 18, 2001, the Hospital's policy had no deductible. Effective November 1, 2004, due to the commercial carrier discontinuing services in Maryland and rising insurance costs, the Hospital purchased coverage on a claims-made basis from Freestate Healthcare Insurance Company, Ltd., a group captive formed by several Maryland hospitals. The Hospital owns a 1/8 interest in the captive that is accounted for using the cost method. The cost of \$15,000 is recorded in other assets in the accompanying consolidated balance sheets as of June 30, 2011 and 2010. Premiums are expensed as incurred and are established based on the Hospital's historical experience supplemented as necessary with industry experience. The total premium is allocated to each of the shareholders based on their experience. Retrospective premium assessments and credits are calculated based on the aggregate experience of all named insured under the policy. Each named insured's assessment of credit is based on the percentage of their actual exposure to the actual exposure of all named insureds. In management's opinion, the assets of Freestate are sufficient to meet its obligations as of June 30, 2011. If the financial condition of Freestate were to materially deteriorate in the future, and Freestate was unable to pay its claim obligations, the responsibility to pay those claims would return to the member hospitals.

Notes to the Consolidated Financial Statements – Continued

Doctors Community Hospital and Subsidiaries

Note G – Medical Malpractice and Workers' Compensation Insurance – Continued

The captive is responsible for claims up to \$1,000,000 for each and every loss event. Excess coverage has been purchased for all claims in excess of \$1,000,000 to a limit of \$6,000,000 effective March 1, 2006. The liability for all known claims and an estimate for claims incurred but not reported were for the Hospital were \$1,176,824 and \$1,145,208 at June 30, 2011 and 2010, respectively. These amounts are included in accounts payable and accrued expenses in the accompanying consolidated balance sheets.

The Hospital is self-insured against workers' compensation claims up to a per-accident limit of \$400,000 with an annual limitation of approximately \$1,200,000. A liability has been recorded for all known claims and an estimate for claims incurred but not reported in the amount of \$888,587 and \$679,114 at June 30, 2011 and 2010, respectively. These amounts are included in accounts payable and accrued expenses in the accompanying consolidated balance sheets.

Note H – Leases

The Company has operating leases covering various medical and other equipment and facilities. Generally, the leases carry renewal provisions and require the Hospital to pay maintenance costs.

The Hospital and DRCC have entered into capital leases for certain equipment. The cost of assets under capital leases is included in land, building, and equipment (see *Note E*), and related capital lease obligations are included in long-term debt (see *Note F*) in the accompanying consolidated balance sheets. Depreciation expense on these assets is included with depreciation and amortization in the consolidated statements of operations and other changes in unrestricted net assets.

Future minimum lease payments as of June 30, 2011 are as follows:

	<u>Capital Leases</u>	<u>Operating Leases</u>
2012	\$ 1,216,935	\$ 1,851,425
2013	1,293,970	1,763,136
2014	1,374,593	1,318,700
2015	1,460,300	1,060,203
2016 and thereafter	927,810	1,002,631
Total minimum lease payments	<u>6,273,608</u>	<u>6,996,096</u>
Current portion of long-term debt	<u>(1,216,935)</u>	
Capital lease obligations, less current portion	<u>\$ 5,056,673</u>	

Total rental expense reported in the accompanying consolidated statements of operations and other changes in unrestricted net assets for the years ended June 30, 2011 and 2010 was \$3,076,681 and \$2,120,190, respectively.

Notes to the Consolidated Financial Statements – Continued

Doctors Community Hospital and Subsidiaries

Note I – Retirement Plans

The Hospital froze the defined benefit pension plan (the Plan) covering substantially all employees, as a result a Plan curtailment was recognized during fiscal year 2011. The decision to terminate in the Plan has not been made by the board of directors. The benefits are based on years of service and the employee's compensation during years of employment. The Hospital's funding policy is to make sufficient contributions to the Plan to comply with the minimum funding provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Hospital expects to contribute \$1,000,000 to the Plan during 2012 to keep the funding levels at the IRS requirements. The measurement date of the Plan is June 30.

Notes to the Consolidated Financial Statements – Continued

Doctors Community Hospital and Subsidiaries

Note I – Retirement Plans – Continued

The following table provides a reconciliation of the benefit obligation, Plan assets, and funded status of the Plan in the Company's consolidated financial statements based on actuarial valuations:

	<u>2011</u>	<u>2010</u>
Accumulated Benefit Obligation	<u>\$ 18,093,874</u>	<u>\$ 16,816,115</u>
Change in Benefit Obligation		
Benefit obligation at beginning of year	\$ 17,122,151	\$ 14,761,171
Service cost	879,214	1,197,246
Interest cost	905,352	876,049
Curtailment gain	(262,388)	0
Actuarial loss	989	592,967
Benefits paid	(551,444)	(305,282)
Benefit Obligation at End of Year	<u>18,093,874</u>	<u>17,122,151</u>
Change in Plan Assets		
Fair value of plan assets at beginning of year	\$ 9,955,249	\$ 7,442,032
Actual return on plan assets	1,545,345	(257,242)
Employer contributions	2,131,228	3,075,741
Benefits paid	(551,444)	(305,282)
Fair Value of Plan Assets at End of Year	<u>13,080,378</u>	<u>9,955,249</u>
Funded Status (Pension Obligation)	<u>\$ (5,013,496)</u>	<u>\$ (7,166,902)</u>
Components of Net Periodic Benefit Cost		
Service cost	\$ 879,214	\$ 1,197,246
Interest cost	905,352	876,049
Expected return on plan assets	(724,028)	(598,055)
Amortization of prior service cost	8,033	12,049
Curtailment loss	92,333	0
Amortization of net loss	534,262	485,036
Net Periodic Pension Cost	<u>\$ 1,695,166</u>	<u>\$ 1,972,325</u>

Notes to the Consolidated Financial Statements – Continued

Doctors Community Hospital and Subsidiaries

Note I – Retirement Plans – Continued

The total amount recognized in unrestricted net assets for 2011 and 2010 is as follows:

	<u>2011</u>	<u>2010</u>
Net loss	\$ 6,041,350	\$ 7,658,328
Prior service cost	0	100,366
	<u>\$ 6,041,350</u>	<u>\$ 7,758,694</u>

The total amount of prior service cost and net gain (loss) expected to be recognized in net periodic benefit cost during 2012 is \$453,101.

The Plan's assets are invested primarily in cash and cash equivalents and mutual funds as follows as of June 30.

	<u>2011</u>	<u>2010</u>
Equity securities	52%	24%
Debt securities	36%	20%
Other	12%	56%
	<u>100%</u>	<u>100%</u>

Plan assets are invested to ensure that the Plan has the ability to pay all benefit and expense obligations when due, to maximize return within prudent levels of risk for pension assets, and to maintain a funding cushion for unexpected developments. The target weighted-average asset allocation of pension investments was 50% equities and 50% debt securities and cash as of June 30, 2011.

The Plan's estimated future benefit payments are as follows:

2012	\$ 1,770,267
2013	789,010
2014	837,135
2015	658,420
2016	792,558
2017 - 2021	6,029,121
Total	<u><u>\$ 10,876,511</u></u>

Notes to the Consolidated Financial Statements – Continued

Doctors Community Hospital and Subsidiaries

Note I – Retirement Plans – Continued

The weighted-average assumptions used to determine net periodic benefit cost and the projected benefit obligation for the years ended June 30 were as follows:

	2011	2010
Discount rate	5.25%	6.00%
Expected return on Plan assets	6.50%	7.50%
Rate of compenstion increase	2.00%	2.00%

The following table presents the Company's fair value hierarchy for financial instruments measured at fair value on a recurring basis as of June 30, 2011.

	Level 1	Level 2	Level 3	Total Fair Value
Cash and cash equivalents				
Money market funds	\$ 226,769	\$ 0	\$ 0	\$ 226,769
Equity securities				
Mutual funds				
Diversified emerging markets	671,943	0	0	671,943
Foreign large growth	682,662	0	0	682,662
Foreign small/mid growth	1,370,670	0	0	1,370,670
Inflation-protected bond	603,099	0	0	603,099
Intermediate government	524,033	0	0	524,033
Intermediate-term bond	2,950,422	0	0	2,950,422
Large growth	669,312	0	0	669,312
Large value	1,322,320	0	0	1,322,320
Mid-cap blend	666,513	0	0	666,513
Multisector bond	609,237	0	0	609,237
Small growth	792,324	0	0	792,324
Small value	690,635	0	0	690,635
World allocation	1,300,439	0	0	1,300,439
Total assets	\$ 13,080,378	\$ 0	\$ 0	\$ 13,080,378

The Company's management considers the balance of Plan assets of \$9,955,249 as of June 30, 2010, to be based entirely on level 1 fair value measures.

There were no significant transfers between fair value hierarchy levels for the year ended June 30, 2011.

DCH established a Tax Deferred Savings Plan (the TSA) available to all eligible employees who may make elective tax deferred contributions up to the IRS threshold of pretax annual compensation, as defined in the TSA. DCH contributes a discretionary match after the TSA year end equal to the lesser of 50% of the participant's contribution or 50% of 40% of the participants' eligible wages. The participant is eligible to receive a match if they were employed at the end of the TSA year, have

Notes to the Consolidated Financial Statements – Continued

Doctors Community Hospital and Subsidiaries

Note I – Retirement Plans – Continued

completed two years of eligible service and have an eligible job status as defined by the TSA. Matching employer contributions totaled \$738,521 and \$665,751 for the years ended June 30, 2011 and 2010, respectively.

The Hospital has a deferred compensation plan that permits certain executives to defer receiving a portion of their compensation. The deferred amounts are included in other assets in the accompanying consolidated balance sheets. The associated liability of an equal amount is included in other liabilities in the accompanying consolidated balance sheets. The liability recorded regarding the deferred compensation was \$4,358,593 and \$3,602,329 as of June 30, 2011 and 2010, respectively. During 2011 and 2010, distributions of \$136,142 and \$77,677 were made to participants in the deferred compensation plan, respectively.

The Hospital is the beneficiary of life insurance policies in place for certain executives. Approximately \$9,400,000 and \$9,200,000 is included in other assets at June 30, 2011 and 2010, which is the amount that could be realized by the Hospital under the insurance contracts.

Note J – Maryland Health Services Cost Review Commission

Certain of the Hospital's charges are subject to review and approval by the Maryland Health Services Cost Review Commission (the Commission). Hospital management has filed the required forms with the Commission and believes the Hospital is in compliance with Commission requirements.

The current rate of reimbursement for principally all inpatient services and certain other services to patients under the Medicare and Medicaid programs is based on an agreement between the Centers for Medicare and Medicaid Services and the Commission. This agreement is based upon a waiver from Medicare reimbursement principles under Section 1814(b) of the Social Security Act and will continue as long as all third-party payers elect to be reimbursed under this program and the rate of increase for costs per hospital inpatient admission is below the national average. Management believes that this program will remain in effect at least through June 2012.

The Commission and the Hospital entered into an agreement that is based on a rate methodology for those Hospital service centers that provide only inpatient services. Under this methodology, a target average charge per case is established for the Hospital, based on past actual charges and case mix indices. The actual average charge per case is compared with the target average charge-per-case and to the extent that the actual average exceeds the target, the overcharge plus applicable penalties will reduce the approved target for future years. At June 30, 2011, the Hospital was in compliance with its average charge per case target.

Notes to the Consolidated Financial Statements – Continued

Doctors Community Hospital and Subsidiaries

Note J – Maryland Health Services Cost Review Commission – Continued

The Commission's rate-setting methodology for Hospital service centers that provide both inpatient and outpatient services or only outpatient services consists of establishing an acceptable unit rate for defined inpatient and outpatient service centers within the Hospital. The actual average unit charge for each service center is compared to the approved rate monthly. Overcharges and undercharges due to either patient volume or price variances, plus penalties where applicable, are applied to decrease (in the case of overcharges) or increase (in the case of undercharges) future approved rates on an annual basis.

The Commission changed the charge-per-case reimbursement methodology for all Maryland hospitals effective July 1, 2005. The Commission chose a severity-adjusted method of grouping hospital discharges to measure differences in patient acuity and to align payments appropriately to that acuity. This policy decision reflects the Commission's desire to continuously improve the rate-setting system and to remain a leader in the development of policies that ensure cost containment, access to care, equity in payment, and financial stability of the hospital industry.

The timing of the Commission's rate adjustments for the Hospital could result in an increase or reduction in rates due to the variances and penalties described above in a year subsequent to the year in which such items occur. The Hospital's policy is to accrue revenue based on actual charges for services to patients in the year in which the services to patients are performed and billed.

Note K – Commitments and Contingencies

Litigation

There are several lawsuits pending in which the Hospital has been named as defendant. In the opinion of Hospital management, after consultation with legal counsel, the potential liability, in the event of adverse settlement, will not have a material impact on the Hospital's consolidated financial position.

Notes to the Consolidated Financial Statements – Continued

Doctors Community Hospital and Subsidiaries

Note K – Commitments and Contingencies – Continued

Risk Factors

The Company's ability to maintain and/or increase future revenues could be adversely affected by:

- the growth of managed care organizations promoting alternative methods for health care delivery and payment of services such as discounted fee for service networks and capitated fee arrangements (the rate setting process in the State of Maryland prohibits hospitals from entering into discounted fee arrangements; however, managed care contracts may provide for exclusive service arrangements);
- proposed and/or future changes in the laws, rules, regulations, and policies relating to the definition, activities, and/or taxation of not-for-profit tax-exempt entities;
- the enactment into law of all or any part of the current budget resolutions under consideration by Congress related to Medicare and Medicaid reimbursement methodology and/or further reductions in payments to hospitals and other health care providers;
- the future of Maryland's certificate of need program, where future deregulation could result in the entrance of new competitors, or future additional regulation may eliminate the Company's ability to expand new services; and
- the ultimate impact of the federal Patient Protection and Affordable Care Act and the Health Care Education Affordability Reconciliation Act of 2010.

The Joint Commission, a non-governmental privately owned entity, provides accreditation status to hospitals and other health care organizations in the United States. Such accreditation is based upon a number of requirements such as undergoing periodic surveys conducted by Joint Commission personnel. Certain managed care payers require hospitals to have appropriate Joint Commission accreditation in order to participate in those programs. In addition, the Center for Medicare and Medicaid Services (CMS), the agency with oversight of the Medicare and Medicaid programs, provides "deemed status" for facilities having Joint Commission accreditation. By being Joint Commission accredited, facilities are "deemed" to be in compliance with the Medicare and Medicaid conditions of participation. Termination as a Medicare provider or exclusion from any or all of these programs/payers would have a materially negative impact on the future financial position, operating results and cash flows of the Hospital. In April 2010 the Hospital was surveyed by Joint Commission and received a full three-year Joint Commission accreditation through July 2013.

Notes to the Consolidated Financial Statements – Continued

Doctors Community Hospital and Subsidiaries

Note K – Commitments and Contingencies – Continued

During September 2008, certain large U.S. financial institutions failed, primarily as a result of holdings in troubled subprime loans or assets collateralized with such distressed loans. These institutional failures, and the negative economic conditions that contributed to these failures, generated substantial volatility in global financial markets and substantial uncertainty regarding access to capital and the continued viability of many other financial institutions. Despite the federal legislative initiatives to ameliorate these conditions, global credit markets remain volatile and the health of the global economy continues to be uncertain. These conditions create uncertainty regarding the future valuation of the Company's invested funds and the resulting impact on the future financial position, results of operations and cash flows of the Company could be material.

The Company invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in values of investment securities will occur in the near term, and such changes could materially affect the amounts reported as investments on the consolidated balance sheets.

Note L – Goodwill

During June 2007, the Hospital purchased a 60% interest in DRCC. Goodwill in the amount of \$1,062,531 resulted from the transaction and has been included in the accompanying consolidated balance sheets as of June 30, 2011 and 2010.

Upon inception of DRCC in 2007, and as part of its initial capital contribution, Maryland Regional Cancer Care, LLC, the founding member of DRCC, transferred a portion of its goodwill to DRCC. The amount of goodwill transferred to DRCC was \$646,975 and has been included in the accompanying consolidated balance sheets at June 30, 2011 and 2010.

Health Ventures has a 51% ownership interest in Magnolia Gardens, LLC. Goodwill in the amount of \$766,285 resulted from the purchase of ownership and has been included in the accompanying consolidated balance sheets as of June 30, 2011 and 2010.

Notes to the Consolidated Financial Statements – Continued

Doctors Community Hospital and Subsidiaries

Note M – Temporarily Restricted Net Assets

Temporarily restricted net assets are available for the years ended June 30 for the following programs and projects:

	<u>2011</u>	<u>2010</u>
Nancy Heilman Scholarship Fund	\$ 1,479	\$ 1,479
Brian Erfan Memorial Fund	5,850	5,850
Jane Schafer Scholarship Fund	10,785	10,785
Cardiac Rehab Scholarship	11,980	12,648
Borden Breast Center	150,000	0
UASI 2008 grant	2,177	92,930
MHA HPP Disaster Grant	19	0
	<u>\$ 182,290</u>	<u>\$ 123,692</u>

**Report of Independent Auditors on
Other Financial Information**

Board of Directors
Doctors Community Hospital and Subsidiaries
Lanham, Maryland

The 2011 and 2010 audited consolidated financial statements of Doctors Community Hospital and Subsidiaries and our report thereon are presented in the preceding section of this report. Those audits were conducted for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The supplementary information presented hereinafter as of and for the year ended June 30, 2011 is presented for purposes of additional analysis of the basic consolidated financial statements, and is not a required part of the basic consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the supplementary information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

Cohen, Rutherford + Knight, P.C.

September 29, 2011

Consolidating Balance Sheet Information

Doctors Community Hospital and Subsidiaries

June 30, 2011

ASSETS	DOCTORS COMMUNITY HOSPITAL							DOCTORS COMMUNITY HOSPITAL FOUNDATION, INC.		DOCTORS COMMUNITY HEALTH VENTURES, INC.		DOCTORS REGIONAL CANCER CENTER, LLC		DOCTORS COMMUNITY HOSPITAL SLEEP CENTER, LLC		SPINE TEAM MARYLAND, LLC		ELIMINATIONS		CONSOLIDATED
CURRENT ASSETS																				
Cash and cash equivalents	\$	24,950,706	\$	338,879	\$	724,238	\$	801,981	\$	383,982	\$	147,226	\$	0	\$	0	\$	0	\$	27,349,012
Assets limited to use for debt service		6,522,989		0		0		0		0		0		0		0		0		6,522,989
Patient accounts receivable, net		21,973,038		0		414,336		600,369		(1,348,116)		461,816		1,394,165		23,294,028		1,394,165		23,294,028
Other amounts receivable		2,131,303		371,814		43,360		194,799		67,080		2,533		(271,247)		2,539,842		(271,247)		2,539,842
Inventories		3,351,016		0		5,265		1,495		140,615		0		0		3,498,391		0		3,498,391
Prepaid expenses		1,224,155		1,477		3,649		191,555		0		0		0		1,393,587		(27,269)		1,393,587
TOTAL CURRENT ASSETS		60,153,807		712,170		1,192,848		1,790,219		(957,079)		411,635		1,294,249		64,597,829		1,294,249		64,597,829
INVESTMENTS																				
Marketable securities		13,269,293		163,082		0		0		0		0		0		13,432,375		0		13,432,375
Investment in Doctors Regional Cancer Center		2,521,489		0		0		0		0		0		(2,521,489)		0		(2,521,489)		0
Investment in Sleep Services of Annetta, Inc.		(193,894)		0		0		0		0		0		193,894		0		193,894		0
Joint ventures and equity investments		7,761,349		0		2,350,764		0		0		0		0		2,350,764		0		2,350,764
Due to DCH		23,598,237		163,082		4,359,164		0		528,873		0		(8,290,222)		15,192,139		(10,617,817)		0
ASSETS WHOSE USE IS LIMITED																				
Investments held by trustee or authority, less current portion		28,101,884		0		0		0		0		0		0		28,101,884		0		28,101,884
Land and land improvements		9,589,025		0		0		0		0		0		0		9,589,025		0		9,589,025
Building and fixed equipment		116,300,300		0		0		0		0		0		0		116,300,300		0		116,300,300
Medical office building		7,341,489		0		0		0		0		0		0		7,341,489		0		7,341,489
Major movable equipment		69,985,569		0		724,620		8,575,684		1,246,547		158,645		0		80,692,065		0		80,692,065
Construction in progress		4,671,283		0		0		0		0		0		0		4,671,283		0		4,671,283
Accumulated depreciation		(87,512,801)		0		(220,948)		(2,983,387)		(691,227)		(20,662)		(691,227)		(91,620,025)		0		(91,620,025)
LAND, BUILDINGS, AND EQUIPMENT		120,375,864		0		503,672		5,592,297		355,320		137,983		0		126,965,136		0		126,965,136
DEFERRED FINANCING COSTS		2,477,547		0		0		0		0		0		0		2,477,547		0		2,477,547
GOODWILL		1,062,531		0		766,285		646,975		0		0		0		2,475,791		0		2,475,791
OTHER ASSETS		15,212,353		0		1,917,033		0		0		0		0		16,029,396		(1,100,000)		16,029,396
TOTAL ASSETS		250,742,233		875,252		67,939,602		8,029,491		(72,306)		549,618		(10,423,568)		256,439,722		(10,423,568)		256,439,722

See the accompanying report of independent auditors on other financial information.

Consolidating Balance Sheet Information

Doctors Community Hospital and Subsidiaries

June 30, 2011

LIABILITIES AND NET ASSETS									
	DOCTORS COMMUNITY HOSPITAL	DOCTORS COMMUNITY HOSPITAL FOUNDATION, INC.	DOCTORS COMMUNITY HEALTH VENTURES, INC.	DOCTORS REGIONAL CANCER CENTER, LLC	DOCTORS COMMUNITY HOSPITAL SLEEP CENTER, LLC	SPINE TEAM MARYLAND, LLC	ELIMINATIONS	CONSOLIDATED	
CURRENT LIABILITIES									
Accounts payable and accrued expenses	\$ 13,088,579	\$ 0	\$ 50,630	\$ 295,786	\$ 207,119	\$ 224,612	\$ (893,349)	\$ 13,057,358	
Due to DCH	0	695,158	0	109,070	4,131	1,159,985	(2,007,344)	0	
Salaries, wages, and related items	10,900,125	0	142,948	0	0	0	0	10,943,073	
Advances from third party payers	7,620,548	0	0	0	0	0	0	7,620,548	
Interest rate swap	0	0	0	0	0	0	0	0	
Interest payable to bondholders	4,200,882	0	0	573,357	0	0	0	4,200,882	
Current portion of long-term obligation	3,048,056	0	0	0	0	0	0	3,021,023	
TOTAL CURRENT LIABILITIES	38,748,190	695,158	196,578	978,423	250,250	1,384,597	(2,816,712)	39,436,484	
NONCURRENT LIABILITIES									
Other noncurrent liabilities	4,358,594	0	0	218,141	0	0	(218,142)	4,358,593	
Interest rate swap	0	0	0	0	0	0	0	0	
Pension obligation, net of current portion	5,013,496	0	0	0	0	0	0	5,013,496	
Long-term obligations, net of current portion	153,952,896	0	5,597,016	2,630,450	0	0	(5,597,016)	156,983,346	
TOTAL LIABILITIES	202,073,176	695,158	5,793,594	3,827,014	250,250	1,384,597	(8,631,870)	205,391,919	
NET ASSETS AND MEMBERS' EQUITY									
Unrestricted	48,666,861	0	0	0	0	0	646,926	49,313,787	
Members' equity	0	0	946,008	4,202,477	(323,156)	(834,979)	(3,990,359)	0	
Noncontrolling interest	0	0	0	0	0	0	1,551,726	1,551,726	
Total unrestricted net assets	48,666,861	0	946,008	4,202,477	(323,156)	(834,979)	(1,791,698)	50,865,513	
Temporarily restricted	2,196	180,094	0	0	(323,156)	0	0	182,250	
TOTAL NET ASSETS	48,669,057	180,094	946,008	4,202,477	(323,156)	(834,979)	(1,791,698)	51,047,803	
TOTAL NET ASSETS AND LIABILITIES	250,742,233	875,252	6,739,602	8,029,491	(72,906)	549,618	(10,423,568)	256,439,722	

See the accompanying report of independent auditors on other financial information.

Consolidating Statement of Operations Information

Doctors Community Hospital and Subsidiaries

For the Year Ended June 30, 2011

	DOCTORS COMMUNITY HOSPITAL	DOCTORS COMMUNITY HOSPITAL FOUNDATION, INC.	DOCTORS COMMUNITY HEALTH VENTURES, INC.	DOCTORS REGIONAL CANCER CENTER, LLC	DOCTORS COMMUNITY HOSPITAL SLEEP CENTER, LLC	SPINE TEAM MARYLAND, LLC	ELIMINATIONS	CONSOLIDATED
UNRESTRICTED NET ASSETS								
OPERATING REVENUE								
Inpatient revenue	\$ 136,451,728	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 136,451,728
Outpatient revenue	68,758,306	0	2,977,920	7,633,400	5,339,321	642,358	1,633,896	86,987,201
Contractual	(16,732,056)	0	0	0	0	0	0	(16,732,056)
Other operating revenue	6,460,712	738	0	0	0	0	(1,258,957)	5,202,493
Pledges and contributions	120,735	495,637	0	0	0	0	0	616,392
Net assets released from restrictions used for operations	90,753	672	0	0	0	0	0	91,425
TOTAL OPERATING REVENUE	195,150,178	497,067	2,977,920	7,633,400	5,339,321	642,358	376,939	212,617,183
EXPENSES								
Salaries and wages	76,457,236	65,646	0	0	916,470	548,882	0	78,008,234
Employee benefits	15,931,765	0	0	0	222,774	0	0	16,154,539
Purchased services	24,231,255	32,234	211,455	5,071,895	450,424	307,441	0	30,304,704
Supplies	33,891,543	894	0	106,060	309,575	45,082	0	34,353,154
Other expenses	9,900,452	10,550	3,903,543	546,997	342,835	356,658	(1,258,957)	13,892,078
Provision for bad debts	14,467,766	0	0	0	0	0	0	14,467,766
Depreciation	8,279,132	0	125,519	1,021,638	145,506	19,294	0	9,691,089
Amortization	1,064,740	0	0	0	0	0	0	1,064,740
Fundraising	0	280,997	0	0	0	0	0	280,997
Interest	10,109,669	0	0	239,163	0	0	0	10,348,832
TOTAL EXPENSES	194,522,558	390,321	4,240,317	6,885,753	2,387,584	1,287,257	(1,258,957)	208,566,133
INCOME (LOSS) FROM OPERATIONS	626,620	106,746	(1,262,597)	647,647	2,951,737	(634,999)	1,633,896	4,051,050
NONOPERATING INCOME								
Gain from sale of professional office building -- <i>Net E</i>	8,390,497	0	0	0	0	0	0	8,390,497
Unrealized (loss) on trading securities -- <i>Net B</i>	(575,127)	0	0	0	0	0	0	(575,127)
Investment income from subsidiary	2,159,630	0	335,260	0	0	0	(3,159,630)	(664,740)
Interest rate swap termination	(18,137,789)	0	0	0	0	0	0	(18,137,789)
Change in fair value of interest rate swap -- <i>Net F</i>	24,135,957	0	0	0	0	0	0	24,135,957
EXCESS OF REVENUE OVER EXPENSES (EXPENSES OVER REVENUE)	16,599,788	106,746	(927,337)	647,647	2,951,737	(634,999)	(1,523,734)	17,199,848
Net asset transfer	106,746	(106,746)	0	0	0	0	0	0
Dividends paid	0	0	0	0	(4,774,500)	0	2,864,704	(1,909,796)
Contributions	0	150,000	0	0	0	0	0	150,000
Net assets released from restrictions for use in operations	(60,753)	(672)	0	0	0	0	0	(61,425)
Pension - related changes other than net periodic pension cost	1,718,275	0	0	0	(1,822,743)	0	0	1,718,275
Increase (decrease) in net assets	18,334,056	149,328	(927,337)	647,647	1,499,606	(634,999)	1,340,970	17,066,902
Net assets, beginning of year	30,334,999	30,765	1,873,346	3,254,830	1,499,606	(179,979)	(3,132,666)	33,980,901
Net assets, end of year	48,669,055	180,093	946,009	4,202,477	3,231,157	(834,979)	(1,791,696)	51,047,803

See the accompanying report of independent auditors on other financial information.