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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 01-01-2011 and ending 12-31-2011

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

C Name of organization
SENTARA HEALTHCARE

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
6015 POPLAR HALL DRIVE

City or town, state or country, and ZIP + 4
NORFOLK, VA 23502

D Employer identification number
52-1271901

E Telephone number
(757)455-7020

G Gross receipts $ 520,337,711

F Name and address of principal officer
DAVID L BERND
6015 POPLAR HALL DRIVE
NORFOLK,VA 23502

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

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

H(c) Group exemption number ▶

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

J Website: ▶ WWW SENTARA COM

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

L Year of formation 1982

M State of legal domicile VA

Part I Summary

1 Briefly describe the organization's mission or most significant activities
AT SENTARA, WE IMPROVE HEALTH EVERY DAY

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

3	Number of voting members of the governing body (Part VI, line 1a)	**3**	20
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	16
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	**5**	542
6	Total number of volunteers (estimate if necessary)	**6**	56
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	3,378,704
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	1,313,065

		Prior Year	Current Year
Revenue	**8** Contributions and grants (Part VIII, line 1h)	13,489,023	66,189,186
	9 Program service revenue (Part VIII, line 2g)	57,371,284	64,492,834
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	10,442,469	60,144,524
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	784,146	-1,743,504
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	82,086,922	189,083,040
Expenses	**13** Grants and similar amounts paid (Part IX, column (A), lines 1–3)	1,181,501	19,603,445
	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)	53,138,165	60,057,370
	16a Professional fundraising fees (Part IX, column (A), line 11e)	66,225	89,686
	b Total fundraising expenses (Part IX, column (D), line 25) ▶699,059		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	30,742,822	40,135,754
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	85,128,713	119,886,255
	19 Revenue less expenses Subtract line 18 from line 12	-3,041,791	69,196,785

		Beginning of Current Year	End of Year
Net Assets or Fund Balances	**20** Total assets (Part X, line 16)	1,742,443,036	2,082,820,453
	21 Total liabilities (Part X, line 26)	1,235,963,289	1,380,432,581
	22 Net assets or fund balances Subtract line 21 from line 20	506,479,747	702,387,872

Part II Signature Block

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

Sign Here

▶ Signature of officer — 2012-11-14 Date

▶ ROBERT BROERMANN SR VP/CFO/TREASURER
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶	Date	Check if self-employed ▶☐	Preparer's taxpayer identification number (see instructions)
Firm's name (or yours if self-employed), address, and ZIP + 4 ▶			EIN ▶
			Phone no ▶

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

Part III **Statement of Program Service Accomplishments**

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

1 Briefly describe the organization's mission

WE IMPROVE HEALTH EVERY DAY THROUGH COORDINATING, PROMOTING AND PLANNING FOR THE PROVISION OF HEALTH SERVICES AND THE PROMOTION OF HEALTH, MEDICAL EDUCATION, AND THE SOCIAL, CULTURAL, EDUCATIONAL, AND ECONOMIC DEVELOPMENT OF THE COMMUNITY

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

4a (Code) (Expenses $ 98,975,263 including grants of $ 19,603,445) (Revenue $ 54,441,142)

SEE SCHEDULE O

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

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

4d Other program services (Describe in Schedule O)

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

4e **Total program service expenses** ▶ $ 98,975,263

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4	Yes	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	Yes	
11	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line10? *If "Yes," complete Schedule D, Part VI.*	11a	Yes	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII.*	11b	Yes	
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII.*	11c		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX.*	11d	Yes	
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.*	11e	Yes	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X.*	11f		No
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a		No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Part I*	14b	Yes	
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the U S ? *If "Yes," complete Schedule F, Part II and IV*	15		No
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the U S ? *If "Yes," complete Schedule F, Part III and IV*	16		No
17	Did the organization report a total of more than $15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17	Yes	
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		No
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20a	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? **Note.** All Form 990 filers that operated one or more hospitals must attach audited financial statements	20b		

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	**21**	Yes	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	**22**	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	**23**	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer questions 24b–24d and complete Schedule K. If "No," go to line 25*	**24a**	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	**24b**		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	**24c**		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	**24d**		No
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	**25a**		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	**25b**		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	**26**		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	**27**		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**	Yes	
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? *If "Yes," complete Schedule L, Part IV*	**28c**	Yes	
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**		No
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	**34**	Yes	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	**35a**	Yes	
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	**35b**	Yes	
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**	Yes	
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	**37**		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**	Yes	

Part V **Statements Regarding Other IRS Filings and Tax Compliance**

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

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	**1a**	161		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	**1b**	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			**1c**	Yes	
2a	Enter the number of employees reported on Form W-3, *Transmittal of Wage and Tax Statements* filed for the calendar year ending with or within the year covered by this return	**2a**	542			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			**2b**	Yes	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)					
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?			**3a**	Yes	
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*			**3b**	Yes	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account or securities account)?			**4a**	Yes	
b	If "Yes," enter the name of the foreign country ▶ CJ See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . .			**5a**		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			**5b**		No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?			**5c**		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?			**6a**		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			**6b**		
7	**Organizations that may receive deductible contributions under section 170(c).**					
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			**7a**		No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			**7b**		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			**7c**		No
d	If "Yes," indicate the number of Forms 8282 filed during the year	**7d**				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			**7e**		No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .			**7f**		No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			**7g**		
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.** All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state			**13a**		
b	Enter the aggregate 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 aggregate amount of reserves on hand	**13c**				
14a	Did the organization receive any payments for indoor tanning services during the tax year?			**14a**		No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .			**14b**		

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

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

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	20		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	16		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		Yes	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? .	3			No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4			No
5	Did the organization become aware during the year of a significant diversion of the organization's assets? .	5			No
6	Did the organization have members or stockholders?	6		Yes	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a		Yes	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?	8a		Yes	
b	Each committee with authority to act on behalf of the governing body?	8b		Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9			No

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

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		No
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a		Yes	
b	Describe in Schedule O the process, if any, used by the organization to review the Form 990				
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a		Yes	
b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b		Yes	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c		Yes	
13	Did the organization have a written whistleblower policy?	13		Yes	
14	Did the organization have a written document retention and destruction policy?	14			No
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?				
a	The organization's CEO, Executive Director, or top management official	15a		Yes	
b	Other officers or key employees of the organization	15b		Yes	
	If "Yes," to line 15a or 15b, describe the process in Schedule O (see instructions)				
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		Yes	
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b			No

Section C. Disclosure

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

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you made 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 made its governing documents, conflict of interest policy, and financial statements available to the public See Additional Data Table

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶

CORPORATE OFFICERS
6015 POPLAR HALL DR
NORFOLK, VA 23502
(757) 455-7020

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
See Additional Data Table										

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
See Additional Data Table										
1b **Sub-Total**										
c **Total from continuation sheets to Part VII, Section A**										
d **Total (add lines 1b and 1c)**								15,600,057	4,773,559	5,942,698

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 95

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
KPMG LLP PO BOX 120001 DEPT 0566 DALLAS, TX 75312	PROFESSIONAL SVCS	1,725,135
VIRGINIAN PILOT PO BOX 79917 BALTIMORE, MD 212790917	MEDIA ADVERTISING	1,067,973
MCMAHON CREATIVE INC 117 PINEWOOD RD VIRGINIA BEACH, VA 23451	MEDIA ADVERTISING	842,341
USI INSURANCE SERVICES PO BOX 3716 NORFOLK, VA 23514	INSURANCE SERVICES	832,672
IPROSPECTCOM INC 200 CLARENDON ST 23RD FLOOR BOSTON, MA 02116	MARKETING SERVICES	741,516

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ 46

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d	65,693,763			
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	495,423			
	g	Noncash contributions included in lines 1a-1f $					
	h	**Total.** Add lines 1a-1f		66,189,186			
Program Service Revenue			Business Code				
	2a	SUPPORT SERVICES	900099	64,492,834	62,574,091	1,918,743	
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	**Total.** Add lines 2a–2f		64,492,834			
	3	Investment income (including dividends, interest and other similar amounts)		37,328,821			37,328,821
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
			(i) Real	(ii) Personal			
	6a	Gross rents					
	b	Less rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss)					
			(i) Securities	(ii) Other			
	7a	Gross amount from sales of assets other than inventory	354,070,374				
	b	Less cost or other basis and sales expenses	331,254,671				
	c	Gain or (loss)	22,815,703				
	d	Net gain or (loss)		22,815,703			22,815,703
Other Revenue	8a	Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18	a				
	b	Less direct expenses	b				
	c	Net income or (loss) from fundraising events					
	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	CFC RETURN OF CAPITAL	524298	2,164,552			2,164,552
	b	SUBPART F INCOME	524298	2,128,053		1,491,174	636,879
	c	DEEMED DISTR FROM CFC	524298	2,128,053			2,128,053
	d	All other revenue		-8,164,162	-8,132,949	-31,213	
	e	**Total.** Add lines 11a–11d		-1,743,504			
	12	**Total revenue.** See Instructions		189,083,040	54,441,142	3,378,704	65,074,008

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

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 United States See Part IV, line 21	19,428,392	19,428,392		
2	Grants and other assistance to individuals in the United States See Part IV, line 22	175,053	175,053		
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	17,426,910	13,767,259	3,659,651	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	80,883	63,898	16,985	
7	Other salaries and wages	33,051,015	25,899,410	6,884,653	266,952
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	2,758,396	2,163,616	575,139	19,641
9	Other employee benefits	4,037,579	3,172,461	843,313	21,805
10	Payroll taxes	2,702,587	2,120,753	563,744	18,090
11	Fees for services (non-employees)				
a	Management	3,205,961	2,532,709	673,252	
b	Legal	1,942,069	1,534,235	407,834	
c	Accounting	678,469	535,991	142,478	
d	Lobbying	28,290	22,349	5,941	
e	Professional fundraising *See Part IV, line 17* . .	89,686			89,686
f	Investment management fees	3,531,810	2,790,130	741,680	
g	Other	5,931,522	5,253,311	622,500	55,711
12	Advertising and promotion	4,681,268	3,663,932	973,956	43,380
13	Office expenses	3,100,585	2,378,916	632,370	89,299
14	Information technology	713,320	563,523	149,797	
15	Royalties . .				
16	Occupancy	973,053	768,712	204,341	
17	Travel	408,221	322,495	85,726	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	158,874	125,510	33,364	
20	Interest	6,889,134	5,442,416	1,446,718	
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	557,155	440,152	117,003	
23	Insurance	1,137,678	898,766	238,912	
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	UNRELATED BUSINESS TAX	297,419	234,961	62,458	
b	RECRUITING EXPENSES	2,409,552	1,903,546	506,006	
c	PURCHASED & CONTRACTED	2,217,261	1,686,446	448,296	82,519
d	ORGANIZATIONAL DUES	1,101,297	870,025	231,272	
e					
f	All other expenses	172,816	216,296	-55,456	11,976
25	**Total functional expenses.** Add lines 1 through 24f	119,886,255	98,975,263	20,211,933	699,059
26	**Joint costs.** Check here ▶ ☐ if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

				(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing			1	
	2	Savings and temporary cash investments		476,687,965	2	522,842,888
	3	Pledges and grants receivable, net		924,298	3	
	4	Accounts receivable, net		0	4	
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L			6	
	7	Notes and loans receivable, net			7	159,232,795
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		4,951,743	9	5,186,587
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D*	10a 19,261,120			
	b	Less accumulated depreciation	10b 14,503,740	5,890,039	10c	4,757,380
	11	Investments—publicly traded securities		1,068,063,283	11	1,046,702,125
	12	Investments—other securities See Part IV, line 11		116,837,387	12	169,081,674
	13	Investments—program-related See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		69,088,321	15	175,017,004
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		1,742,443,036	16	2,082,820,453
Liabilities	17	Accounts payable and accrued expenses		120,111,785	17	150,451,641
	18	Grants payable		90,000	18	2,720,000
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities		769,214,033	20	844,055,175
	21	Escrow or custodial account liability *Complete Part IV of Schedule D*			21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons *Complete Part II of Schedule L*			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		346,547,471	25	383,205,765
	26	**Total liabilities.** Add lines 17 through 25		1,235,963,289	26	1,380,432,581
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		505,103,016	27	700,814,777
	28	Temporarily restricted net assets		1,376,731	28	1,573,095
	29	Permanently restricted net assets			29	
		Organizations that do not follow SFAS 117, check here ▶ ☐ and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		506,479,747	33	702,387,872
	34	Total liabilities and net assets/fund balances		1,742,443,036	34	2,082,820,453

Part XI Reconcilliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12) . . .	1	189,083,040
2	Total expenses (must equal Part IX, column (A), line 25)	2	119,886,255
3	Revenue less expenses Subtract line 2 from line 1	3	69,196,785
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . .	4	506,479,747
5	Other changes in net assets or fund balances (explain in Schedule O)	5	126,711,340
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	702,387,872

Part XII Financial Statements and Reporting

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

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☑ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? . .	2a		No
b	Were the organization's financial statements audited by an independent accountant?	2b	Yes	
c	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	Yes	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both ☐ Separate basis ☑ Consolidated basis ☐ Both consolidated and separated basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits . .	3b		

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SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
SENTARA HEALTHCARE

Employer identification number
52-1271901

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 **section 170(b)(1)(A)(i).**

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

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

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

_____

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II **Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	27,010,949	34,121,648	35,320,786	13,489,023	66,189,186	176,131,592
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	27,010,949	34,121,648	35,320,786	13,489,023	66,189,186	176,131,592
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)						2,555,583
6 **Public Support.** Subtract line 5 from line 4						173,576,009

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	27,010,949	34,121,648	35,320,786	13,489,023	66,189,186	176,131,592
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	23,007,467	60,262,969	29,713,824	36,386,851	40,093,753	189,464,864
9 Net income from unrelated business activities, whether or not the business is regularly carried on	1,148,721	1,379,382	391,523	29,377	866,623	3,815,626
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
11 **Total support** (Add lines 7 through 10)						369,412,082

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

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

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	**14**	46 990 %
15 Public Support Percentage for 2010 Schedule A, Part II, line 14	**15**	33 510 %

16a **33 1/3% support test—2011.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ☑

b **33 1/3% support test—2010.** If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ☐

17a **10%-facts-and-circumstances test—2011.** If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization ☐

b **10%-facts-and-circumstances test—2010.** If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization ☐

18 **Private Foundation** If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions ☐

Part III **Support Schedule for Organizations Described in IRC 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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 501(c)(3) organization, check this box and **stop here** ▶☐

Section C. Computation of Public Support Percentage

15 Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15	
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2011** (line 10c column (f) divided by line 13 column (f))	17	
18 Investment income percentage from **2010** Schedule A, Part III, line 17	18	

19a **33 1/3% support tests—2011.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

b **33 1/3% support tests—2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

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

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

Facts And Circumstances Test

Explanation

Additional Data

Software ID:
Software Version:
EIN: 52-1271901
Name: SENTARA HEALTHCARE

Form 990, Special Condition Description:

Special Condition Description

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
WILLIAM L ACHENBACH DIRECTOR/TRUSTEE (AS OF 10/11)	2 00	X						0	0	0
DAVID L BERND CEO/DIRECTOR/TRUSTEE	40 00	X		X				3,838,264	0	743,146
JERRY A BRIDGES DIRECTOR/TRUSTEE	2 00	X						0	0	0
JOAN P BROCK DIRECTOR/TRUSTEE	2 00	X						0	0	0
DONALD H CLARK DIRECTOR (THRU 9/11)/TRUSTEE	2 00	X						0	0	0
FREDERICK C COBLE DIRECTOR (AS OF 10/11)/TRUSTEE	2 00	X						0	0	0
LAWRENCE G CUMMING DIRECTOR/TRUSTEE	2 00	X						0	0	0
W ANDREW DICKINSON MD DIRECTOR/TRUSTEE	2 00	X						0	0	0
DEBORAH M DICROCE DIRECTOR/TRUSTEE	2 00	X						0	0	0
ALLAN G DONN DIRECTOR/TRUSTEE	2 00	X						0	0	0
JACK L EZZELL JR DIRECTOR/TRUSTEE	2 00	X						0	0	0
ROBERT C FORT DIRECTOR/TRUSTEE/VICE CHAIRMAN	3 00	X		X				0	0	0
L ALVIN GARRISON JR DIRECTOR/TRUSTEE	2 00	X						0	0	0
HENRY U HARRIS III DIRECTOR/TRUSTEE	2 00	X						0	0	0
ANN E C HOMAN DIRECTOR/TRUSTEE	2 00	X						0	0	0
CHARLES F LOVELL JR MD DIRECTOR/TRUSTEE	2 00	X						0	76,400	0
AUBREY E LOVING JR DIRECTOR (THRU 9/11)/TRUSTEE	2 00	X						0	0	0
JOHN F MALBON DIRECTOR/TRUSTEE	2 00	X						0	0	0
PETER D PRUDEN III DIRECTOR/TRUSTEE	2 00	X						0	0	0
MARC B SHARP DIRECTOR/TRUSTEE/CHAIRMAN	3 00	X		X				0	0	0
MARION WALL DIRECTOR/TRUSTEE	2 00	X						0	0	0
THOMAS L WOODWARD DIRECTOR/TRUSTEE	2 00	X						0	0	0
NANCY A BAGRANOFF TRUSTEE	1 00	X						0	0	0
WILLIAM K BARLOW TRUSTEE	1 00	X						0	0	0
LILLIAN R BEVIER TRUSTEE (AS OF 10/11)	1 00	X						0	0	0

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
CHARLES R BIRDSONG TRUSTEE	1 00	X						0	0	0
WILLIAM K BUTLER II TRUSTEE	1 00	X						0	0	0
DIAN T CALDERONE TRUSTEE	1 00	X						0	0	0
RICHARD F CLARK MD TRUSTEE	1 00	X						0	0	0
JAMES CROCKER TRUSTEE	1 00	X						0	0	0
PAUL DRESSER TRUSTEE	1 00	X						0	0	0
F DUDLEY FULTON TRUSTEE	1 00	X						0	0	0
DENNIS F GARDNER TRUSTEE	1 00	X						0	0	0
VERNON M GEDDY II TRUSTEE	1 00	X						0	0	0
EDWARD L HAMM JR TRUSTEE	1 00	X						0	0	0
NORMAN HOFFMAN TRUSTEE	1 00	X						0	0	0
DONALD S HOWELL MD TRUSTEE	1 00	X						0	0	0
MICHAEL S IVES TRUSTEE	1 00	X						0	0	0
JAMES R JOSEPH TRUSTEE	1 00	X						0	0	0
AUBREY L LAYNE JR TRUSTEE	1 00	X						0	0	0
MICHAEL D LUBELEY TRUSTEE	1 00	X						0	0	0
GARY T MCCOLLUM TRUSTEE	1 00	X						0	0	0
JAMES R MESSNER TRUSTEE	1 00	X						0	0	0
PAUL V MICHELS TRUSTEE	1 00	X						0	0	0
ROBERT S MILLER III TRUSTEE	1 00	X						0	0	0
R SCOTT MORGAN TRUSTEE	1 00	X						0	0	0
E RAY MURPHY TRUSTEE (AS OF 10/11)	1 00	X						0	0	0
VINCENT A NAPOLITANO TRUSTEE	1 00	X						0	0	0
ROBIN D RAY TRUSTEE	1 00	X						0	0	0
THOMAS L ROSS TRUSTEE	1 00	X						0	0	0

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
C EDWARD RUSSELL JR TRUSTEE	1 00	X						0	0	0
R MICHAEL SORENSON TRUSTEE	1 00	X						0	0	0
JAMES A SQUIRES TRUSTEE (THRU 9/11)	1 00	X						0	0	0
BARBARA B STOLTZFUS TRUSTEE	1 00	X						0	0	0
RONY THOMAS TRUSTEE	1 00	X						0	0	0
MARY L BLUNT CORP VP	5 00			X				0	743,707	238,081
ROBERT A BROERMANN CFO/TREASURER	40 00			X				1,162,266	0	315,625
MICHAEL M DUDLEY SR VP	10 00			X				850,351	0	728,392
MICHAEL V GENTRY CORP VP	5 00			X				0	719,280	168,581
ROBERT L GRAVES CORP VP	5 00			X				0	605,920	129,606
VICKY G GRAY SR VP	40 00			X				717,370	0	166,384
HOWARD P KERN COO/PRESIDENT	40 00			X				1,612,156	0	910,858
JEFFREY P KING VP/SECRETARY/GEN COUNSEL	40 00			X				647,981	0	111,067
KENNETH M KRAKAUR SR VP	40 00			X				1,003,009	0	184,819
DAVID R MAIZEL MD CORP VP	5 00			X				0	709,537	183,286
GENEMARIE W MCGEE SYS CHIEF NURSE EXECUTIVE	5 00			X				0	272,592	151,899
MEGAN R PERRY CORP VP	5 00			X				646,498	0	241,846
BERTRAM S REESE CIO/SR VP	10 00			X				0	795,925	205,508
MARK A SZALWINSKI CORP VP	5 00			X				0	729,367	141,597
MICHAEL V TAYLOR SR VP	40 00			X				721,242	0	198,282
DOUGLAS M THOMPSON CORP VP	40 00			X				552,928	0	126,703
ASHLEY K WILLIAMS ASSIST SECRETARY (AS OF 10/11)	40 00			X				60,617	0	5,450
GARY R YATES MD SR VP/CMO	40 00			X				1,600,029	0	281,627
GRACE R HINES DIV VP, STRAT SUPPORT/PROG DEV	40 00					X		380,192	0	198,169
VIKKI LORENZ VP, CORP FINANCE	40 00					X		375,561	0	120,851

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
EDWARD L TORCOM VP, MANAGED CARE CONTR	40 00					X		306,786	0	62,556
JAMES B REGAN MD PHYSICIAN	40 00					X		220,852	120,831	12,165
BRUCE S ROBERTSON PRESIDENT, SLCC	5 00					X		296,028	0	160,969
GAIL HEAGEN FORMER OFFICER	0 00						X	107,927	0	99,259
DOUGLAS L JOHNSON MD FORMER KEY EMPLOYEE	0 00						X	500,000	0	55,972

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SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ **Complete if the organization is described below.**

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

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2011

Open to Public Inspection

If the organization answered "Yes," to Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered "Yes," to Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered "Yes," to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of the organization	Employer identification number
SENTARA HEALTHCARE	52-1271901

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1 Provide a description of the organization's direct and indirect political campaign activities on behalf of or in opposition to candidates for public office in Part IV

2 Political expenditures ▶ $ _____

3 Volunteer hours _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ $ _____

2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ $ _____

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No

4a Was a correction made? ☐ Yes ☐ No

b If "Yes," describe in Part IV

Part I-C Complete if the organization is exempt under section 501(c) except section 501(c)(3).

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ $ _____

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt funtion activities ▶ $ _____

3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ▶ $ _____

4 Did the filing organization file **Form 1120-POL** for this year? ☐ Yes ☐ No

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

(a) Name	**(b)** Address	**(c)** EIN	**(d)** Amount paid from filing organization's funds If none, enter -0-	**(e)** Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-

Part II-A **Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).**

A Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)

B Check ☐ if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing Organization's Totals	(b) Affiliated Group Totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)		
b Total lobbying expenditures to influence a legislative body (direct lobbying)		
c Total lobbying expenditures (add lines 1a and 1b)		
d Other exempt purpose expenditures		
e Total exempt purpose expenditures (add lines 1c and 1d)		
f Lobbying nontaxable amount Enter the amount from the following table in both columns		
g Grassroots nontaxable amount (enter 25% of line 1f)		
h Subtract line 1g from line 1a If zero or less, enter -0-		
i Subtract line 1f from line 1c If zero or less, enter -0-		

If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:
Not over $500,000	20% of the amount on line 1e
Over $500,000 but not over $1,000,000	$100,000 plus 15% of the excess over $500,000
Over $1,000,000 but not over $1,500,000	$175,000 plus 10% of the excess over $1,000,000
Over $1,500,000 but not over $17,000,000	$225,000 plus 5% of the excess over $1,500,000
Over $17,000,000	$1,000,000

j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? ☐ **Yes** ☐ **No**

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2a Lobbying non-taxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots non-taxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

		(a) Yes	(a) No	(b) Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a	Volunteers?		No	
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	Yes		
c	Media advertisements?		No	
d	Mailings to members, legislators, or the public?	Yes		
e	Publications, or published or broadcast statements?		No	
f	Grants to other organizations for lobbying purposes?		No	
g	Direct contact with legislators, their staffs, government officials, or a legislative body?	Yes		101,448
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?	Yes		
i	Other activities? If "Yes," describe in Part IV	Yes		134,546
j	Total lines 1c through 1i			235,994
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

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

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes".

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

Part IV Supplemental Information

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

Identifier	Return Reference	Explanation
EXPLANATION OF OTHER LOBBYING ACTIVITIES	PART II-B, LINE 1I	THE ORGANIZATION ENGAGED IN THE DISSEMINATION OF INFORMATION CONCERNING HEALTH CARE LEGISLATION TO EMPLOYEES VIA EMAIL THE ORGANIZATION IS INVOLVED IN INDIRECT LOBBYING ACTIVITIES THROUGH PAYMENT OF MEMBERSHIP DUES TO VHHA AND AHA FURTHERMORE, THE ORGANIZATION ENGAGED VECTRE CORPORATION TO MONITOR AND PROVIDE CONSULTATION ON FEDERAL, STATE, AND LOCAL HEALTH CARE LEGISLATION

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
SENTARA HEALTHCARE

Employer identification number
52-1271901

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

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

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

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit ☐ Yes ☐ No

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

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

2 Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

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

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

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

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

(ii) Assets included in Form 990, Part X ▶ $ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

b Assets included in Form 990, Part X ▶ $ _____

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

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

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

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

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

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

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

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

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

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

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

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

		(a)Current Year	(b)Prior Year	(c)Two Years Back	(d)Three Years Back	(e)Four Years Back
1a	Beginning of year balance	73,911,554	77,901,428	70,232,826	70,961,613	
b	Contributions	492,273	324,828	1,592,765	4,830,492	
c	Investment earnings or losses	-12,427,191	-3,720,513	6,496,683	-5,043,974	
d	Grants or scholarships	187,348	157,906	202,741	200,000	
e	Other expenditures for facilities and programs	201,134	436,283	218,105	315,305	
f	Administrative expenses					
g	End of year balance	61,588,154	73,911,554	77,901,428	70,232,826	

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

- a Board designated or quasi-endowment ▶ 97 450 %
- b Permanent endowment ▶
- c Term endowment ▶ 2 550 %

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

		Yes	No
(i) unrelated organizations	3a(i)		No
(ii) related organizations	3a(ii)		No

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

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 property	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		2,493,820		2,493,820
b Buildings		3,852,108	3,524,651	327,457
c Leasehold improvements		228,337	217,146	11,191
d Equipment		11,685,619	10,413,193	1,272,426
e Other		1,001,236	348,750	652,486
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				4,757,380

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
Other See Additional Data Table		
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶	169,081,674	

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

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

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

(a) Description	(b) Book value
(1) BOND ISSUANCE COSTS, NET	4,096,559
(2) OTHER ASSETS	3,287,554
(3) INVESTMENTS IN AFFILIATES	75,000
(4) OTHER LONG TERM ASSETS	22,354,351
(5) DUE FROM AFFILIATES	145,203,540
Total. *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	175,017,004

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

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	475,419
DUE TO AFFILIATES	13,310,035
OTHER LT LIABILITIES	334,055,449
OTHER CURRENT LIABILITIES	35,364,862
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	383,205,765

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

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

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

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	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total Revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12)			5	

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

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

Part XIV Supplemental Information

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

Identifier	Return Reference	Explanation
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	INTENDED USES OF ENDOWMENT FUND THE BOARD DESIGNATED ENDOWMENT FUND IS SET ASIDE FOR THE SENTARA FOUNDATION'S USE THE FOUNDATION ASSISTS THE COMMUNITY WITH FILLING THE HEALTH CARE GAPS, DEVELOPING NEW PROGRAMS, AND BUILDING CONSENSUS AROUND CURRENT HEALTH ISSUES IN 2011, THE FOUNDATION AWARDED $709,200 IN GRANTS TO 501 (C)(3) ORGANIZATIONS WITHIN THE COMMUNITY THE TEMPORARILY RESTRICTED ENDOWMENT FUNDS ARE USED PREDOMINANTLY FOR EDUCATION & RESEARCH, HEART FUNDS AND SENTARA'S HOPE FUND, WHICH IS AN EMERGENCY FINANCIAL RESOURCE FOR SENTARA EMPLOYEES THAT ARE EXPERIENCING CATASTROPHIC HARDSHIP OR LOSS THROUGH NO FAULT OF THEIR OWN

Additional Data

Software ID:
Software Version:
EIN: 52-1271901
Name: SENTARA HEALTHCARE

Form 990, Schedule D, Part VII - Investments— Other Securities

(a) Description of security or cateory (including name of security)	**(b)**Book value	**(c)** Method of valuation Cost or end-of-year market value
OAKTREE PRINCIPAL OPPORT FD	6,564,992	F
CHASE MULTI STRATEGY	21,697,399	F
AUSTIN CAPITAL	322,984	F
OCM FUND II	2,966,256	F
GOLDMAN SACHS ALT	353,386	F
UBS TRUMBULL	38,857,376	F
OACKTREE REAL ESTATE FD IV	11,131,429	F
OCM REAL ESTATE FD V	8,978,161	F
HEALTH ENTERPRISES	922,538	F
SANTE HEALTH VENTURES	1,973,904	F
SANTE HEALTH VENTURES II	83,963	F
POINTER OFFSHORE	18,891,840	F
CADOGAN	769,544	F
WELLINGTON DIVERSIFIED INV	55,567,902	F

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SCHEDULE F (Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
SENTARA HEALTHCARE

Employer identification number
52-1271901

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

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

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

3 Activites per Region (Use Part V if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region or independent contractors	(d) Activities conducted in region (by type) (e g , fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for region/investments in region
CENTRAL AMERICA AND THE CARIBBEAN			UNRELATED TRADE OR BUSINESS		
CENTRAL AMERICA AND THE CARIBBEAN			INVESTMENTS		59,378,188
EUROPE			INVESTMENTS		353,386
3a Sub-total	0	0			59,731,574
b Total from continuation sheets to Part I	0	0			0
c **Totals** (add lines 3a and 3b)	0	0			59,731,574

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

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

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter . . . . . ▶ _____

3 Enter total number of other organizations or entities . . . . . ▶

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16. Use Part V if additional space is needed.

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

Part IV Foreign Forms

1	Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926 (see instructions for Form 926)*	☑ Yes	☐ No
2	Did the organization have an interest in a foreign trust during the tax year? *If " Yes," the organization may be required to file Form 3520 and/or Form 3520-A. (see instructions for Forms 3520 and 3520-A)*	☐ Yes	☑ No
3	Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with respect to Certain Foreign Corporations. (see instructions for Form 5471)*	☑ Yes	☐ No
4	Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see instructions for Form 8621)*	☐ Yes	☑ No
5	Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with respect to Certain Foreign Partnerships. (see instructions for Form 8865)*	☑ Yes	☐ No
6	Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see instructions for Form 5713).*	☐ Yes	☑ No

Part V Supplemental Information

Complete this part to provide the information (see instructions) required in Part I, line 2, and any additional information.

Identifier	ReturnReference	Explanation
CENTRAL AMERICA AND THE CARIBBEAN, UNRELATED TRADE OR BUSINESS	PART I, LINE 3	THE ORGANIZATION OWNS BAY PRIMEX INSURANCE COMPANY, LTD , A CAPTIVE INSURANCE COMPANY WHOSE SOLE ACTIVITY IS THE REINSURANCE, ON A FACULTATIVE BASIS, OF THE CLAIMS-MADE PROFESSIONAL AND MANAGED CARE LIABILITY INSURANCE POLICIES, AND THE OCCURRENCE-BASED GENERAL LIABILITY POLICY ISSUED BY LEXINGTON INSURANCE COMPANY TO THE ORGANIZATION AND ITS RELATED ENTITIES COVERAGE INCLUDES THE EMPLOYEES OF THE ORGANIZATION, ITS CONTROLLED SUBSIDIARIES, ITS AFFILIATED JOINT VENTURES, CERTAIN PHYSICIANS ON THE MEDICAL STAFF OF ITS RELATED FACILITIES, AND SOME NON-EMPLOYED PHYSICIANS PROVISION OF INSURANCE TO NON-EMPLOYED PHYSICIANS IS CONSIDERED AN UNRELATED TRADE OR BUSINESS AND IS REPORTED AS SUCH ON FORM 990 PART VIII LINE 11

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SCHEDULE G (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than $15,000 on Form 990-EZ, line 6a.
Attach to Form 990 or Form 990-EZ. See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
SENTARA HEALTHCARE

Employer identification number
52-1271901

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

1 Indicate whether the organization raised funds through any of the following activities Check all that apply

- **a** ☑ Mail solicitations
- **b** ☐ Internet and e-mail solicitations
- **c** ☑ Phone solicitations
- **d** ☑ In-person solicitations
- **e** ☑ Solicitation of non-government grants
- **f** ☑ Solicitation of government grants
- **g** ☐ Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ **Yes** ☑ **No**

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization Form 990-EZ filers are not required to complete this table

(i) Name and address of individual or entity (fundraiser)	**(ii)** Activity	**(iii)** Did fundraiser have custody or control of contributions? Yes	**(iii)** No	**(iv)** Gross receipts from activity	**(v)** Amount paid to (or retained by) fundraiser listed in col **(i)**	**(vi)** Amount paid to (or retained by) organization
CORPORATE DEVELOPMINT 4000 FABER PLACE DR CHARLESTON, SC 294058585	CONSULTING		No	1,490,413	89,686	1,400,727
Total . . . . . ▶				1,490,413	89,686	1,400,727

3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing

VA

Part II **Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than $15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than $5,000.

		(a) Event #1 (event type)	(b) Event #2 (event type)	(c) Other Events (total number)	(d) Total Events (Add col (a) through col (c))
Revenue	1 Gross receipts				
	2 Less Charitable contributions				
	3 Gross income (line 1 minus line 2)				
Direct Expenses	4 Cash prizes				
	5 Non-cash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses				
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				( )
	11 Net income summary Combine lines 3 and 10 in column (d) ▶				

Part III **Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than $15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col (a) through col (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes ☐ No	☐ Yes ☐ No	☐ Yes ☐ No	
	7 Direct expense summary Add lines 2 through 5 in column (d) ▶				( )
	8 Net gaming income summary Combine lines 1 and 7 in column (d) ▶				

9 Enter the state(s) in which the organization operates gaming activities _____

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," Explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," Explain _____

11 Does the organization operate gaming activities with nonmembers? . . . . . ☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? . . . . . ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in

a	The organization's facility	13a	
b	An outside facility	13b	

14 Provide the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶ .....

Address ▶ .....

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? . . . . . ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ $ _____ and the amount of gaming revenue retained by the third party ▶ $ _____

c If "Yes," enter name and address

Name ▶ .....

Address ▶ .....

16 Gaming manager information

Name ▶ .....

Gaming manager compensation ▶ $ .....

Description of services provided ▶ .....

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? . . . . . ☐ Yes ☐ No

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $

Part IV Complete this part to provide additional information for responses to question on Schedule G (see instructions.)

Identifier	ReturnReference	Explanation
FUNDRAISING ADDITIONAL INFORMATION	PART I, LINE 2B	AS THE PARENT ORGANIZATION, SENTARA HEALTHCARE PERFORMS FUNDRAISING ACTIVITIES FOR ALL OF ITS 501(C)(3) SUBSIDIARIES CONTRIBUTIONS RAISED ARE REPORTED ON THE APPLICABLE FORM 990, DEPENDING ON DONOR SPECIFICATIONS

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Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
SENTARA HEALTHCARE

Employer identification number
52-1271901

Part I General Information on Grants and Assistance

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

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

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed . . . . . ▶ ☐

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

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . . . ▶ 45

3 Enter total number of other organizations listed in the line 1 table . . . . . ▶ 0

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
(1) MORTGAGE PAYMENTS	18	16,262			
(2) RENT	125	105,536			
(3) UTILITIES	134	46,001			
(4) FOOD	30	3,900			
(5) HOUSEHOLD ITEMS	6	1,750			
(6) TEMPORARY LODGING	2	1,604			

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

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 PROCEDURES FOR MONITORING USE OF GRANTS FUNDS IN U S THE SENTARA HEALTH FOUNDATION, A DIVISION OF THE ORGANIZATION, IS RESPONSIBLE FOR AWARDING AND MONITORING THE USE OF GRANT AND SPONSORSHIP FUNDS DONATED TO OTHER ORGANIZATIONS IN THE COMMUNITY WHO SHARE THE SAME MISSION AS THE ORGANIZATION IMPROVING HEALTH EVERYDAY THROUGH THE PROVISION OF HEALTH SERVICES, AND THE PROMOTION OF HEALTH, MEDICAL EDUCATION, AND THE SOCIAL, CULTURAL, EDUCATIONAL, AND ECONOMIC DEVELOPMENT OF THE COMMUNITY COMMUNITY RECOGNITION GRANTS ARE AWARDED ANNUALLY BY THE FOUNDATION'S GRANT COMMITTEE TO OTHER 501(C)(3) ORGANIZATIONS WITHIN THE COMMUNITY AFTER A RIGOROUS APPLICATION AND REVIEW PROCESS ONCE AWARDED, THE GRANTS ARE DISTRIBUTED THE FOLLOWING YEAR IN TWO PAYMENTS - AT THE BEGINNING OF THE YEAR, THEN AFTER AN INTERIM REPORT HAS BEEN FILED WITH THE FOUNDATION THE INTERIM REPORT MUST INCLUDE THE GRANT OBJECTIVES, ANY CHANGES IN STATUS OF THE ORGANIZATION'S 501(C)(3) STATUS, DETAILS OF THE GRANT OUTCOMES TO DATE AND COMPLIANCE WITH SUBMITTED FINANCIAL BUDGET GRANTEES ARE REQUIRED TO SUBMIT WITH THE REPORT A DETAILED LISTING OF MEASUREMENTS INCLUDING THE NUMBER OF PEOPLE SERVED, GENDERS, AGE RANGES, AND INCOME LEVELS FURTHER, A PLAN OF PROGRAM SUSTAINABILITY MUST BE COMPLETED TO PROMOTE THE INITIATIVE'S GOALS FOR THE FUTURE COMMUNITY BENEFIT SPONSORSHIPS ARE AWARDED QUARTERLY BASED ON THE RECOMMENDATION OF THE FOUNDATION'S SPONSORSHIP REVIEW COMMITTEE APPLICANTS MUST SUBMIT A PROPOSAL IN WRITING DEMONSTRATING HOW FUNDS WILL BE USED TO IMPROVE THE HEALTH STATUS OF THE COMMUNITY SPONSORSHIPS ARE GENERALLY AWARDED TO OTHER 501(C)(3) ORGANIZATIONS WITH ACTIVE COMMUNITY BOARDS WHO OVERSEE THE EXPENDITURE OF SUCH FUNDS THE SENTARA HEALTH FOUNDATION ALSO ADMINISTERS THE H O P E (HELPING OVERCOME PERSONAL EMERGENCY) FUND, A PROGRAM FOR EMPLOYEES OF THE SENTARA HEALTHCARE SYSTEM WHO ARE IN NEED OF EMERGENCY ASSISTANCE THIS PROGRAM IS FUNDED BY DONATIONS FROM EMPLOYEES AND MANAGED BY THE PLANNING COUNCIL, A HUMAN SERVICES AGENCY USED TO PROCESS ALL H O P E FUND APPLICATIONS TO MAINTAIN CONFIDENTIALITY EMPLOYEES WHO EXPERIENCE CATASTROPHIC EVENTS THROUGH NO FAULT OF THEIR OWN SUCH AS FIRE, DEATH IN THE FAMILY, FLOODING, HURRICANE, TORNADO, CURRENT PERSONAL ILLNESS OR SERIOUS PERSONAL FAMILY ILLNESS THAT RESULT IN HARDSHIP MAY APPLY FOR ASSISTANCE APPLICANTS MUST COMPLETE AN EMPLOYEE ASSISTANCE PROGRAM CONSENT FORM AND A 3-PAGE APPLICATION FORM APPLICANTS SUBMIT THESE FORMS ALONG WITH THEIR LATEST PAY STUB, COPIES OF THE BILLS BEING SUBMITTED FOR PAYMENT, AND OFFICIAL DOCUMENTATION OF THE CATASTROPHIC EVENT THE PLANNING COUNCIL THEN INTERVIEWS THE APPLICANT AND DETERMINES IF THE GUIDELINES ARE MET FOR ASSISTANCE IN THE EVENT OF A NATURAL DISASTER, APPLICANTS MUST FIRST APPLY TO OTHER EMERGENCY ASSISTANCE PROGRAMS, SUCH AS THE AMERICAN RED CROSS, SALVATION ARMY, OR F E M A , BEFORE BECOMING ELIGIBLE FOR ASSISTANCE FROM THE H O P E FUND A REVIEW COMMITTEE EVALUATES EACH APPLICATION AND DETERMINES ASSISTANCE LEVELS BASED ON DOCUMENTED,APPROPRIATE NEED FUNDS MAY ONLY BE USED TO PAY EXISTING BILLS OR ANTICIPATED EXTRAORDINARY EXPENSES RELATED TO A CATASTROPHIC EVENT BILLS THAT ARE NOT NECESSARY FOR THE PRESERVATION OF DAILY LIVING, INCLUDING NON-ESSENTIAL UTILITIES (I E , WIRELESS PHONES, CABLE TV, ETC), ARE NOT COVERED PAYMENTS ARE MADE DIRECTLY TO SERVICE PROVIDERS RATHER THAN TO INDIVIDUAL RECIPIENTS FUNDS ARE ONLY DISTRIBUTED PROVIDED ADEQUATE EMPLOYEE DONATIONS HAVE BEEN MADE BY EMPLOYEES FOR EMPLOYEES ASSISTANCE IS PROVIDED AS THE AVAILABILITY OF FUNDS PERMIT, DECISIONS ARE MADE IN THE ORDER IN WHICH COMPLETED APPLICATIONS REQUESTS ARE RECEIVED ASSISTANCE FOR AN INDIVIDUAL EMPLOYEE IS LIMITED TO ONCE PER 12-MONTH PERIOD AND MAY NOT EXCEED $1,000 DURING 2011, 191 INDIVIDUAL EMPLOYEES WERE ASSISTED BY THE HOPE FUND

Additional Data

Return to Form

Software ID:
Software Version:
EIN: 52-1271901
Name: SENTARA HEALTHCARE

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
ACCESS PARTNERSHIPP O BOX 41093 NORFOLK,VA 23541	20-1830252	501(C)(3)	25,000				HEALTHCARE ACCESS TO UNDERINSURED
AMERICAN RED CROSS606 W 29TH ST NORFOLK,VA 23510	54-0505864	501(C)(3)	20,000				DENTAL CARE

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
PARK PLACE HEALTH AND DENTAL CLINIC 606 W 29TH ST NORFOLK,VA 23503	54-1626757	501(C)(3)	12,500				HEALTHCARE
BEACH HEALTH CLINIC3396 HOLLAND RD STE 102 VIRGINIA BEACH,VA 23452	54-1366960	501(C)(3)	32,500				PHARMACY SERVICES FOR INDIGENT

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
CATHOLIC CHARITIES OF EASTERN VA5361 A VIRGINIA BEACH BLVD VIRGINIA BEACH, VA 23462	54-0505879	501(C)(3)	23,000				MENTAL HEALTH SERVICES
CHESAPEAKE CARE INC2145 S MILITARY HWY CHESAPEAKE,VA 23320	54-1642754	501(C)(3)	25,500				HEALTHCARE FOR UNINSURED

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
CHESP HEALTH INVESTMENT PROGRAM1302 JEFFERSON ST CHESAPEAKE,VA 23324	54-1893166	501(C)(3)	20,000				CASE MANAGEMENT TO PRENATAL HISPANICS
COMMUNITY FREE CLINIC OF NEWPORT NEWS 727 25TH STREET NEWPORT NEWS, VA 23607	27-3510814	501(C)(3)	194,200				NEW CLINIC CONTRIBUTION

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
FORKIDS INCP O BOX 6044 NORFOLK,VA 23508	54-1477799	501(C)(3)	12,500				HEALTHCARE FOR HOMELESS SHELTER
FOUNDATION FOR REHABILITATION EQUIPMENT AND ENDOWMENTP O BOX 8873 ROANOKE,VA 24014	54-1934695	501(C)(3)	10,000				DME REHAB

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
GLOUCESTER-MATHEWS FREE CLINIC2276 GEORGE WASHINGTON MEM HWY HAYES,VA 23072	54-1875619	501(C)(3)	25,000				HEALTHCARE FOR INDIGENTS
H E L P INCP O BOX 190 HAMPTON,VA 23669	54-1209213	501(C)(3)	20,000				DENTAL CARE FOR INDIGENTS

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
LACKEY FREE CLINIC1620 OLD WILLIAMSBURG RD YORKTOWN,VA 23690	54-1850915	501(C)(3)	32,500				HEALTHCARE FOR INDIGENTS
SETON YOUTH SHELTERS3333 VIRGINIA BEACH BLVD STE 28 VIRGINIA BEACH, VA 23452	54-1250483	501(C)(3)	12,500				HIGH-RISK TEEN MENTAL HEALTHCARE

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
OFFICE OF HUMAN AFFAIRS - CITY OF NEWPORT NEWS 2410 WICKHAM AVENUE NEWPORT NEWS,VA 23607	23-7014485	501(C)(3)	15,000				PREGNANCY OUTCOMES
OLDE TOWN MEDICAL CTR5249 OLDE TOWNE RD STE D WILLIAMSBURG,VA 23188	54-1663905	501(C)(3)	41,500				PEDIATRIC DENTAL SERVICES

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
PENINSULA INST FR COMMUNITY HLTH 4714 MARSHALL AVE NEWPORT NEWS,VA 23607	54-1083954	501(C)(3)	43,000				PEDIATRIC HEALTHCARE FOR INDIGENTS
PORTSMOUTH COMMUNITY HEALTH CENTER INC664 LINCOLN ST PORTSMOUTH,VA 23704	54-1626757	501(C)(3)	60,000				HEALTHCARE ACCESS FOR INDIGENTS

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
RX PARTNERSHIP 2924 EMERYWOOD PKWY STE 300 RICHMOND,VA 23294	57-1186937	501(C)(3)	15,000				ACCESS TO FREE MEDICATION
SICKLE CELL ASSOCIATIONP O BOX 12227 NORFOLK,VA 23541	54-0947046	501(C)(3)	15,025				SICKLE CELL EDUCATION

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
SOUTHSIDE GEROPSYCHIATRIC SERVICES3160 MAGIC HOLLOW BLVD VIRGINIA BEACH,VA 23453	54-0722061	501(C)(3)	6,475				ALZHEIMER'S EDUCATION
ST COLUMBA ECUMENICAL MINISTRIES2414 LAFAYETTE BLVD NORFOLK,VA 23509	54-1394797	501(C)(3)	15,000				PRESCRIPTIONS

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
SUFFOLK SALVATION ARMY P O BOX 1000 SUFFOLK,VA 23439	58-0660607	501(C)(3)	10,000				TRANSPORTATION OF ELDERLY
UNION MISSION MINISTRIESP O BOX 3203 NORFOLK,VA 23514	54-0506427	501(C)(3)	35,000				HEALTHCARE FOR HOMELESS

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
UNITED WAY GREATER WILLIAMSBURG312 WALLER MILL ROAD SUITE 100 WILLIAMSBURG,VA 23185	54-0844073	501(C)(3)	7,750				SPONSORSHIP
UNITED WAY OF SOUTH HAMPTON ROADS2515 WALMER ROAD PO BOX 41069 NORFOLK,VA 23513	54-0506322	501(C)(3)	17,250				SPONSORSHIP

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
UNITED WAY OF THE VA PENINSULA739 THIMBLE SHOALS BLVD SUITE 400 NEWPORT NEWS, VA 23606	54-0535602	501(C)(3)	9,000				SPONSORSHIP
UP CENTER222 W 19TH ST NORFOLK,VA 23517	54-0674774	501(C)(3)	10,000				MENTORING PROGRAM FOR AT RISK YOUTH

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
VA SUPPORTIVE HOUSINGP O BOX 8585 RICHMOND,VA 23226	54-1444564	501(C)(3)	10,000				CASE MANAGEMENT FOR HOMELESS
WESTERN TIDEWATER FREE CLINIC2019 MEADE PKWY SUFFOLK,VA 23434	26-3302837	501(C)(3)	37,500				PROVIDE DENTAL PROGRAM ACCESS

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
WILLIAMSBURG AREA FAITH IN ACTION354 MCCLAWS CIRCLE SUITE 2 WILLIAMSBURG,VA 23185	31-1812124	501(C)(3)	13,000				TRANSPORTATION OF ELDERLY
ACCESS COLLEGE FOUNDATION7300 NEWPORT AVE STE 500 NORFOLK,VA 23505	54-1440734	501(C)(3)	8,000				HEALTH CAREERS PROJECT

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
ALZHEIMER'S ASSOCIATION6350 CENTER DR STE 102 NORFOLK,VA 23502	54-1204329	501(C)(3)	8,500				ALZHEIMER'S EDUCATION & HEALTHCARE
AMERICAN CANCER SOCIETY4416 EXPRESSWAY DR VIRGINIA BEACH, VA 23452	58-0659875	501(C)(3)	7,000				MEN'S HEALTH & RELAYS FOR LIFE

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
MARCH OF DIMES 860 GREENBRIER CIRCLE STE 502 CHEASPEAKE,VA 23320	13-1846366	501(C)(3)	20,000				MARCH FOR BABIES
AN ACHIEVABLE DREAM10858 WARWICK BLVD STE A NEWPORT NEWS, VA 23601	54-1621932	501(C)(3)	27,500				SPONSORSHIP

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
FOODBANK OF THE VA PENINSULA2401 ALUMINUM AVE HAMPTON,VA 23661	54-1422298	501(C)(3)	26,000				SPONSORSHIP
EVMS FOUNDATIONP O BOX 5 NORFOLK,VA 23501	23-7053028	501(C)(3)	10,000,000				EDUCATION

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
SLOVER LIBRARY FOUNDATION500 E MAIN STREET NORFOLK,VA 23510	26-3772819	501(C)(3)	250,000				NEW LIBRARY CONTRIBUTION
CIVIC LEADERSHIP INSTITUTE5200 HAMPTON BLVD NORFOLK,VA 23508	54-1725580	501(C)(3)	11,500				SPONSORSHIP

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
VA BEACH EVENTS UNLIMITED265 KINGS GRANT RD STE 102 VIRGINIA BEACH, VA 23452	52-1372330	501(C)(3)	26,750				NEPTUNE FESTIVAL
VA BUSINESS HIGHER EDUCATION COUNCIL1108 E MAIN STREET STE 1100 RICHMOND,VA 23219	54-1827038	501(C)(3)	50,000				GROW BY DEGREES SPONSORSHIP

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
VA HEALTH CARE FOUNDATION707 E MAIN ST STE 1350 RICHMOND,VA 23219	54-1639924	501(C)(3)	50,000				SPONSORSHIP
OLD DOMINION RESEARCH FOUNDATION4111 MONARCH WAY NO 204 NORFOLK,VA 23508	54-6068198	501(C)(3)	2,000,000				SPONSORSHIP

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
ROCKINGHAM MEMORIAL HOSPITAL2010 HEALTH CAMPUS DRIVE HARRISONBURG,VA 22801	54-0506331	501(C)(3)	6,000,000				ENDOWMENT FUNDING

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
SENTARA HEALTHCARE

Employer identification number
52-1271901

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items ☑ First-class or charter travel ☑ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☑ Tax idemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)			
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement orprovision of all the expenses described above? If "No," complete Part III to explain	**1b**	Yes	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	**2**	Yes	
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply ☑ Compensation committee ☐ Written employment contract ☑ Independent compensation consultant ☑ Compensation survey or study ☐ Form 990 of other organizations ☑ Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization			
a	Receive a severance payment or change-of-control payment?	**4a**	Yes	
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**	Yes	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	**4c**		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	**5a**		No
b	Any related organization?	**5b**		No
	If "Yes," to line 5a or 5b, describe in Part III			
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	**6a**		No
b	Any related organization?	**6b**		No
	If "Yes," to line 6a or 6b, describe in Part III			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	**7**	Yes	
8	Were any amounts reported in Form 990, Part VII, paid or accured pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	**8**		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	**9**		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space needed.

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

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, columns (D) and (E) for that individual

(A) Name		**(B)** Breakdown of W-2 and/or 1099-MISC compensation			**(C)** Retirement and other deferred compensation	**(D)** Nontaxable benefits	**(E)** Total of columns (B)(i)-(D)	**(F)** Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	**(ii)** Bonus & incentive compensation	**(iii)** Other reportable compensation				
See Additional Data Table								

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
	PART I, LINE 1A	RELEVANT INFORMATION REGARDING COMPENSATION BENEFITS CHARTER TRAVEL WAS PROVIDED TO CERTAIN BOARD MEMBERS AND OFFICERS OF THE ORGANIZATION IN CONNECTION WITH BUSINESS PURPOSES ONLY AND WAS NOT INCLUDED IN TAXABLE INCOME IN LIMITED CIRCUMSTANCES, HOUSING ALLOWANCES ARE PROVIDED FOR TEMPORARY HOUSING IN CONNECTION WITH RECRUITMENT OR RETENTION OF EXECUTIVES OR KEY EMPLOYEES AND ARE TREATED AS ADDITIONAL TAXABLE COMPENSATION AND REPORTED ON FORM W-2 AS TAXABLE WAGES THE ORGANIZATION ALSO PROVIDES GROSS-UP PAYMENTS ON HOUSING ALLOWANCES (DESCRIBED ABOVE), THEREBY CREATING ADDITIONAL COMPENSATION WHICH IS REPORTED ON FORM W-2 AS TAXABLE WAGES
	PART I, LINES 4A-B	RECEIVED SEVERANCE, SUPPLEMENTAL NQ RETIREMENT, EQUITY GAIL HEAGEN, FORMER OFFICER, RECEIVED $107,927 IN COMPENSATION RELATED TO HER SEPARATION FROM SERVICE THIS AMOUNT HAS BEEN INCLUDED IN COLUMN (B)(III) OF SCHEDULE J, PART II JAMES B REGAN, CURRENT HIGHEST COMPENSATED EMPLOYEE, RECEIVED $220,852 IN COMPENSATION RELATED TO HIS SEPARATION FROM SERVICE FROM SENTARA MEDICAL GROUP, A 501(C)(3) WHOLLY-OWNED SUBSIDIARY OF THE ORGANIZATION THIS AMOUNT HAS BEEN INCLUDED IN COLUMN (B)(III) OF SCHEDULE J, PART II HOWARD KERN AND MICHAEL DUDLEY PARTICIPATE IN THE SENTARA SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN PARTICIPATION IN THE PLAN IS LIMITED TO SELECT INDIVIDUALS AS APPROVED BY SENTARA HEALTHCARE'S BOARD OF DIRECTOR'S COMPENSATION COMMITTEE THE PLAN IS CURRENTLY CLOSED TO ADDITIONAL MEMBERS VESTING OCCURS UPON THE COMPLETION OF A TWO YEAR NON-COMPETE PERIOD FOLLOWING TERMINATION AFTER EARLY RETIREMENT DATE OR UPON DEATH EARLY RETIREMENT DATE IS WHEN THE EXECUTIVE OBTAINS AT LEAST AGE 55 AND HAS 10 YEARS OF SERVICE AND BENEFITS ARE FORFEITED IF PARTICIPANT LEAVES PRIOR TO AGE 55 WITH 10 YEARS OF SERVICE DAVID BERND PARTICIPATES IN AN INDIVIDUAL SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN VESTING OCCURS EACH DECEMBER 31 AND THE PRESENT VALUE OF THE ADDITIONAL ACCRUAL IS DISTRIBUTED IN A TAXABLE LUMP SUM FOR 2011, MR BERND RECEIVED A TOTAL LUMP SUM DISTRIBUTION OF $1,192,399 DAVID BERND, HOWARD KERN, MICHAEL DUDLEY, AND DOUGLAS JOHNSON PARTICIPATE IN THE SENTARA OPTION PLAN FOR EXECUTIVES THIS PLAN IS UNRELATED TO "EQUITY" OF THE EMPLOYER PARTICIPATION IS LIMITED TO SELECT INDIVIDUALS AS APPROVED BY THE ORGANIZATION'S BOARD OF DIRECTOR'S COMPENSATION COMMITTEE VESTING IS DETERMINED BY THE GOVERNING BOARD OF THE ORGANIZATION AND IS SEPARATELY STATED IN EACH PARTICIPANT'S OPTION AGREEMENT THERE WERE NO OPTIONS GRANTED AFTER 2002 DURING 2011, DOUGLAS JOHNSON RECEIVED $500,000 UPON EXERCISE OF OPTIONS GRANTED UNDER THE PLAN THIS AMOUNT HAS BEEN REPORTED IN COLUMN(B)(III) OF SCHEDULE J, PART II DAVID BERND, HOWARD KERN, MICHAEL DUDLEY, MARY BLUNT, ROBERT BROERMANN, MICHAEL GENTRY, ROBERT GRAVES, VICKY GRAY, KENNETH KRAKAUR, BERT REESE, MARK SZALWINSKI, MICHAEL TAYLOR, DOUGLAS THOMPSON, GARY YATES, M D , GRACE HINES, DAVID MAIZEL, M D , MEGAN PERRY, BRUCE ROBERTSON, AND JEFFREY KING PARTICIPATE IN THE SENTARA CAPITAL ACCUMULATION ACCOUNT PLAN PARTICIPATION IS LIMITED TO A SELECT GROUP OF CORPORATE EXECUTIVES AS APPROVED BY THE ORGANIZATION'S BOARD OF DIRECTOR'S COMPENSATION COMMITTEE TERMS OF THE PLAN CHANGED EFFECTIVE JANUARY 1, 2009, WHEREBY VESTING OF CONTRIBUTIONS MADE ON OR AFTER THAT DATE NOW OCCURS ON THE EARLIER OF FIVE YEARS FOR EACH YEARS' CONTRIBUTIONS OR AGE 55 WITH 10 YEARS OF SERVICE UNDER THE OLD TERMS, VESTING OF CONTRIBUTIONS MADE PRIOR TO JANUARY 1, 2009 OCCURS ON THE EARLIEST OF ASSIGNED DISTRIBUTION DATE, DEATH, INVOLUNTARY TERMINATION WITHOUT CAUSE OR COMPLETION OF TWO-YEAR NON-COMPETE AFTER VOLUNTARY TERMINATION (REGARDLESS OF ORIGINAL ASSIGNED DISTRIBUTION DATE) DURING 2011, THE FOLLOWING CORPORATE EXECUTIVES RECEIVED VESTED DISTRIBUTIONS UNDER THE PLAN MARY BLUNT ($53,145), MICHAEL DUDLEY ($7,069), ROBERT GRAVES ($43,723), VICKY GRAY ($47,235), GRACE HINES ($14,160), KENNETH KRAKAUR ($71,345), DAVID MAIZEL, M D ($54,345), BERTRAM REESE ($52,620), DOUGLAS THOMPSON ($33,755), GARY YATES, M D ($407,910) AND MARK SZALWINSKI ($149,588) THESE AMOUNTS HAVE BEEN REPORTED IN COLUMN(B)(III) OF SCHEDULE J, PART II THE ORGANIZATION OWNS A SUPPLEMENTAL SURVIVOR SPLIT-DOLLAR LIFE INSURANCE POLICY FOR DOUGLAS JOHNSON THE ORGANIZATION ALSO OWNED SPOUSAL SURVIVOR SPLIT-DOLLAR LIFE INSURANCE POLICIES FOR MARY BLUNT, KENNETH KRAKAUR, AND DOUGLAS THOMPSON THE SPLIT DOLLAR PLANS PROVIDE FOR TRANSFER OF THE POLICIES TO THE PARTICIPANT UPON CERTAIN EVENTS AT TRANSFER (OR THE PARTICIPANT'S DEATH), THE ORGANIZATION RECOVERS THE PREMIUMS THAT IT HAS PAID DURING 2011, THE SPOUSAL SURVIVOR SPLIT-DOLLAR LIFE INSURANCE POLICIES FOR MARY BLUNT, KENNETH KRAKAUR, AND DOUGLAS THOMPSON WERE SURRENDERED THE POLICY VALUES REMAINING AFTER REDUCTION FOR CORPORATE RECOVERY OF PREMIUMS AND AFTER TAX ART AMOUNTS WERE $9,076, $10,147, AND $10,122, RESPECTIVELY THESE AMOUNT WERE TREATED AS ADDITIONAL TAXABLE COMPENSATION AND HAVE BEEN REPORTED IN COLUMN(B)(III) OF SCHEDULE J PART II DOUGLAS JOHNSON ALSO OWNS WHOLE LIFE AND SPLIT DOLLAR INSURANCE POLICIES WHICH ARE COLLATERALLY ASSIGNED TO THE ORGANIZATION AND ARE SUBJECT TO THE TERMS OF THE ORGANIZATION'S SUPPLEMENTAL SURVIVOR SPLIT-DOLLAR LIFE INSURANCE POLICIES
	PART I, LINE 7	NON-FIXED PAYMENTS NOT LISTED DURING 2011, THE ORGANIZATION MADE NON-FIXED PAYMENTS OF COMPENSATION UNDER THE FOLLOWING INCENTIVE PROGRAMS ANNUAL INCENTIVE PROGRAM - EXECUTIVES AND SENIOR LEADERS ARE ELIGIBLE FOR ANNUAL AWARDS BASED ON SYSTEM AND INDIVIDUAL PERFORMANCE BOTH SYSTEM AND INDIVIDUAL SCORES ARE DETERMINED AFTER YEAR-END, AT WHICH POINT AWARDS MAY BE PAID AND REPORTED AS COMPENSATION TARGET AND MAXIMUM OPPORTUNITIES VARY BY LEVEL TOP HAT- WITHIN THE ANNUAL INCENTIVE PROGRAM, EXECUTIVES AND SENIOR LEADERS MAY RECEIVE ADDITIONAL INCENTIVE PAY TO REWARD EXCEPTIONAL INDIVIDUAL PERFORMANCE LONG TERM INCENTIVE PROGRAM - EXECUTIVES AND SENIOR LEADERS ARE ELIGIBLE FOR LONG-TERM INCENTIVE AWARDS BASED ON ACHIEVING SYSTEM MISSION AND STRATEGIC IMPERATIVES AND VALUES IN THE AREAS OF FINANCIAL PERFORMANCE, PATIENT SAFETY, CLINICAL QUALITY, AND OTHER KEY METRICS OVER 3-YEAR PERIODS AWARD OPPORTUNITIES VARY BY LEVEL A NEW 3-YEAR CYCLE BEGINS EACH YEAR FOR FORM 990 PURPOSES, ESTIMATED ANNUAL EARNINGS UNDER EACH ACTIVE CYCLE ARE REPORTED AS DEFERRED COMPENSATION IN THE YEAR EARNED, AND ACTUAL EARNINGS FOR EACH 3-YEAR CYCLE ARE REPORTED AS INCENTIVE COMPENSATION IN THE YEAR PAID ECARE INCENTIVE - AN INCENTIVE TO THE SELECT INDIVIDUALS FOR THEIR ROLES IN THE SUCCESSFUL IMPLEMENTATION AND OPERATION OF SENTARA'S ELECTRONIC MEDICAL CARE SYSTEM INDIVIDUAL INCENTIVE LEVELS VARY BY POSITION

Additional Data

Return to Form

Software ID:
Software Version:
EIN: 52-1271901
Name: SENTARA HEALTHCARE

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
DAVID L BERND	(I)	1,060,556	1,541,673	1,236,035	718,589	24,557	4,581,410	0
	(II)	0	0	0	0	0	0	0
MARY L BLUNT	(I)	0	0	0	0	0	0	0
	(II)	370,092	303,688	69,927	215,142	22,939	981,788	7,014
ROBERT A BROERMANN	(I)	576,543	577,997	7,726	289,150	26,475	1,477,891	0
	(II)	0	0	0	0	0	0	0
MICHAEL M DUDLEY	(I)	421,833	392,073	36,445	706,325	22,067	1,578,743	0
	(II)	0	0	0	0	0	0	0
MICHAEL V GENTRY	(I)	0	0	0	0	0	0	0
	(II)	388,241	323,342	7,697	153,046	15,535	887,861	0
ROBERT L GRAVES	(I)	0	0	0	0	0	0	0
	(II)	311,915	238,407	55,598	109,347	20,259	735,526	0
VICKY G GRAY	(I)	332,409	330,645	54,316	136,833	29,551	883,754	0
	(II)	0	0	0	0	0	0	0
HOWARD P KERN	(I)	726,289	868,885	16,982	888,823	22,035	2,523,014	0
	(II)	0	0	0	0	0	0	0
JEFFREY P KING	(I)	368,985	169,528	109,468	92,493	18,574	759,048	0
	(II)	0	0	0	0	0	0	0
KENNETH M KRAKAUR	(I)	453,890	457,834	91,285	159,233	25,586	1,187,828	7,755
	(II)	0	0	0	0	0	0	0
DAVID R MAIZEL MD	(I)	0	0	0	0	0	0	0
	(II)	382,973	260,068	66,496	157,532	25,754	892,823	0
GENEMARIE W MCGEE	(I)	0	0	0	0	0	0	0
	(II)	184,781	87,438	373	130,634	21,265	424,491	0
MEGAN R PERRY	(I)	356,358	213,035	77,105	217,434	24,412	888,344	0
	(II)	0	0	0	0	0	0	0
BERTRAM S REESE	(I)	0	0	0	0	0	0	0
	(II)	370,572	353,607	71,746	179,778	25,730	1,001,433	0
MARK A SZALWINSKI	(I)	0	0	0	0	0	0	0
	(II)	338,498	233,037	157,832	112,893	28,704	870,964	88,695
MICHAEL V TAYLOR	(I)	360,270	356,267	4,705	174,667	23,615	919,524	0
	(II)	0	0	0	0	0	0	0
DOUGLAS M THOMPSON	(I)	242,304	244,316	66,308	102,105	24,598	679,631	7,312
	(II)	0	0	0	0	0	0	0
GARY R YATES MD	(I)	578,815	579,588	441,626	252,105	29,522	1,881,656	240,187
	(II)	0	0	0	0	0	0	0

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
GRACE R HINES	(I)	233,015	122,400	24,777	181,497	16,672	578,361	0
	(II)	0	0	0	0	0	0	0
VIKKI LORENZ	(I)	242,686	122,634	10,241	118,244	2,607	496,412	0
	(II)	0	0	0	0	0	0	0
EDWARD L TORCOM	(I)	209,715	96,903	168	44,936	17,620	369,342	0
	(II)	0	0	0	0	0	0	0
JAMES B REGAN MD	(I)	0	0	220,852	0	0	220,852	0
	(II)	120,214	0	617	2,637	9,528	132,996	0
BRUCE S ROBERTSON	(I)	202,293	93,324	411	152,651	8,318	456,997	0
	(II)	0	0	0	0	0	0	0
GAIL HEAGEN	(I)	0	0	107,927	99,259	0	207,186	0
	(II)	0	0	0	0	0	0	0
DOUGLAS L JOHNSON MD	(I)	0	0	500,000	55,972	0	555,972	99,984
	(II)	0	0	0	0	0	0	0

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Schedule K (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax Exempt Bonds

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Schedule O (Form 990).
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
SENTARA HEALTHCARE

Employer identification number
52-1271901

Part I Bond Issues

	(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased		(h) On Behalf of Issuer		(i) Pool financing	
							Yes	No	Yes	No	Yes	No
A	EDA THE CITY OF SUFFOLK	54-1131047	86481QAA7	06-25-2008	156,615,000	REFUNDED BONDS ISSUED OCTOBER 2006		X		X		X
B	EDA THE CITY OF NORFOLK	23-7253445	65588TAH2	03-18-2009	68,890,000	REFUNDED BONDS ISSUED MAY 2004		X		X		X
C	EDA THE CITY OF NORFOLK	23-7253445	65588TAL3	03-03-2010	132,480,000	REFUNDED BONDS ISSUED MAY 2004		X		X		X
D	EDA THE CITY OF NORFOLK	23-7253445		07-16-2003	53,100,000	FINANCING FOR CAPITAL AND FIXED ASSETS		X		X		X

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired				
2	Amount of bonds defeased				
3	Total proceeds of issue	156,615,000	68,890,000	132,480,000	53,100,000
4	Gross proceeds in reserve funds				
5	Capitalized interest from proceeds				
6	Proceeds in refunding escrow				
7	Issuance costs from proceeds		434,772		
8	Credit enhancement from proceeds				
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds				53,100,000
11	Other spent proceeds				
12	Other unspent proceeds				
13	Year of substantial completion	2008	2009	2010	2003

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

Part III Private Business Use

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

Part III Private Business Use *(Continued)*

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use?	X		X		X		X	
b	If 'Yes' to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?	X		X		X		X	
c	Are there any research agreements that may result in private business use of bond-financed property?		X	X		X			X
d	If 'Yes' to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?			X		X			
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶	0 %		0 %		0 %		0 %	
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶	0 %		0 %		0 %		0 %	
6	Total of lines 4 and 5	0 %		0 %		0 %		0 %	
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X		X		X		X	

Part IV Arbitrage

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?		X		X		X	X	
2	Is the bond issue a variable rate issue?		X	X		X		X	
3a	Has the organization or the governmental issuer entered into a hedge with respect to the bond issue?	X		X		X			X
b	Name of provider	CITIGROUP		WELLS FARGO		WELLS FARGOGOLDMAN			
c	Term of hedge	10 000000000000		29 800000000000		29 800000000000			
d	Was the hedge superintegrated?		X	X		X			X
e	Was a hedge terminated?		X		X		X		X
4a	Were gross proceeds invested in a GIC?		X		X		X		X
b	Name of provider	NA		NA		NA		NA	
c	Term of GIC								
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?		X		X		X		X
5	Were any gross proceeds invested beyond an available temporary period?		X		X		X		X
6	Did the bond issue qualify for an exception to rebate?		X		X		X		X

Part V Procedures To Undertake Corrective Action

Check the box if the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations . . . . . ☑ Yes ☐ No

Part VI Supplemental Information

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

Identifier	Return Reference	Explanation
SCHEDULE K	ENTITY 1	THE ORIGINAL 2009 REFUNDING ISSUE CONSISTED OF THREE SERIES, A (CUSIP # 86481QAA7), B (CUSIP # 65588TAH2) AND C (CUSIP # 65588TAL3), FOR A TOTAL ISSUE PRICE OF $201,370,000 IN 2010 SERIES B AND C WERE REFUNDED LEAVING SERIES A WITH AN ISSUE PRICE OF $68,890,000 DUE TO THIS REFUNDING, THE 8038 FOR SERIES 2009A DOES NOT AGREE TO SCHEDULE K
PART II, LINE 11	ENTITY 2	OTHER SPENT PROCEEDS INCLUDE $6 7M AND $57 3M FOR REFUNDING ISSUES DATED PRIOR TO 2003 AND $455K OF INCOME EARNED ON THE PROJECT FUND
PART II, LINE 13	ENTITY 2	$230M IN PROJECT FUNDS WERE ISSUED TO COVER THREE SEPARATE PROJECTS, THE FINAL PROJECT WAS SUBSTANTIALLY COMPLETE JULY 2011

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Schedule K (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax Exempt Bonds

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Schedule O (Form 990).
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
SENTARA HEALTHCARE

Employer identification number
52-1271901

Part I Bond Issues

	(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased		(h) On Behalf of Issuer		(i) Pool financing	
							Yes	No	Yes	No	Yes	No
A	VA SMALL BUSINESS FINANCING AUTHORITY	54-1300845	928105AV7	01-28-2010	296,243,684	FINANCING OF ACUTE CARE FACILITY, REFUNDING ISSUES PRIOR TO 2003		X		X		X
B	IDA OF THE CITY OF HARRISONBURG	54-2000436		11-28-2011	75,000,000	REFUNDED BANK QUALIFIED BONDS ORIGINALLY ISSUED IN 2010		X		X		X
C	IDA OF THE CITY OF HARRISONBURG	54-2000436		12-14-2011	10,000,000	REFUNDED PRIVATE BANK DEBT ORIGINALLY ISSUED IN 2009		X		X		X

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired	18,390,000			
2	Amount of bonds defeased				
3	Total proceeds of issue	296,243,684	75,000,000	10,000,000	
4	Gross proceeds in reserve funds				
5	Capitalized interest from proceeds				
6	Proceeds in refunding escrow				
7	Issuance costs from proceeds	2,747,496			
8	Credit enhancement from proceeds				
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds	230,000,000			
11	Other spent proceeds	63,952,063			
12	Other unspent proceeds				
13	Year of substantial completion	2011	2011	2011	

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

Part III Private Business Use

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

Part III Private Business Use *(Continued)*

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use?	X		X		X			
b	If 'Yes' to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?	X		X		X			
c	Are there any research agreements that may result in private business use of bond-financed property?		X		X		X		
d	If 'Yes' to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶	0 %		0 %		0 %			
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶	0 %		0 %		0 %			
6	Total of lines 4 and 5	0 %		0 %		0 %			
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X		X		X			

Part IV Arbitrage

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?		X		X		X		
2	Is the bond issue a variable rate issue?		X	X		X			
3a	Has the organization or the governmental issuer entered into a hedge with respect to the bond issue?		X		X	X			
b	Name of provider	NA		NA		SUNTRUST BANK			
c	Term of hedge					5 000000000000			
d	Was the hedge superintegrated?		X		X	X			
e	Was a hedge terminated?		X		X		X		
4a	Were gross proceeds invested in a GIC?		X		X		X		
b	Name of provider	NA		NA		NA			
c	Term of GIC								
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?		X		X		X		
5	Were any gross proceeds invested beyond an available temporary period?		X		X		X		
6	Did the bond issue qualify for an exception to rebate?	X		X		X			

Part V Procedures To Undertake Corrective Action

Check the box if the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations . . . . . ☐ Yes ☑ No

Part VI Supplemental Information

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

Identifier	Return Reference	Explanation

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Schedule L (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
SENTARA HEALTHCARE

Employer identification number
52-1271901

Part I Excess Benefit Transactions (section 501(c)(3) and section 501 (c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

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

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

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

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

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

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

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

Part IV Business Transactions Involving Interested Persons.

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

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

Part V Supplemental Information

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

Identifier	Return Reference	Explanation
		OPACC I, LLC-CONTINUED(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION OFFICER KENNETH KRAKAUR IS A BOARD MEMBER OF OPACC I, LLC, A JOINT VENTURE OF SENTARA VENTURES, INC , A TAXABLE SUBSIDIARY OF SENTARA HOLDINGS, INC , WHICH IS A TAXABLE SUBSIDIARY OF THE ORGANIZATION
		DIRECTORS/TRUSTEES/OFFICERS/KEY EMPLOYEES OF THE ORGANIZATION MAY ALSO SERVE AS DIRECTORS/TRUSTEES/OFFICERS OF RELATED TAXABLE ENTITIES WITHIN THE SENTARA HEALTHCARE SYSTEM SEE SCHEDULE R FOR A LISTING OF TRANSACTIONS THE ORGANIZATION HAD WITH THESE RELATED TAXABLE ENTITIES
		THE ORGANIZATION PAYS VARIOUS EXPENSES ON BEHALF OF AFFILIATED JOINT VENTURES, FOR WHICH IT IS LATER REIMBURSED FOR SCHEDULE L PURPOSES, EXPENSE REIMBURSEMENTS WERE NOT CONSIDERED "BUSINESS TRANSACTIONS" AND ACCORDINGLY, HAVE NOT BEEN REPORTED

Additional Data

Software ID:
Software Version:
EIN: 52-1271901
Name: SENTARA HEALTHCARE

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction $	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
ALLISON K KRAKAUR	FAMILY MEMBER OF KEN KRAKAUR, SENIOR VICE PRESIDENT	80,883	EMPLOYMENT		No
DIANA ROSS	FAMILY MEMBER OF THOMAS ROSS, TRUSTEE	82,771	EMPLOYMENT		No
COX COMMUNICATIONS	ENTITY OF WHICH TRUSTEE GARY MCCOLLUM IS SVP & GENERAL MANAGER	161,926	COMMUNICATION SERVICES		No
KAUFMAN AND CANOLES	ENTITY OF WHICH DIR/TRUST L CUMMING & TRUST C E RUSSELL ARE PARTNERS	314,112	LEGAL SERVICES		No
USI INSURANCE SERVICES	ENTITY OF WHICH TRUSTEE F DUDLEY FULTON IS OFFICER & KEY EMPLOYEE (RETIRED)	832,672	INSURANCE SERVICES		No
WILLCOX & SAVAGE	ENTITY OF WHICH DIRECTOR AND TRUSTEE ALLAN G DONN IS A > 5% MEMBER	433,354	LEGAL SERVICES		No
VHHA	ENTITY OF WHICH PRESIDENT/COO HOWARD KERN IS A BOARD MEMBER	447,240	MEMBERSHIP DUES		No
OPACC I LLC	SEE BELOW	182,650	RENT EXPENSE		No

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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
SENTARA HEALTHCARE

Employer identification number
52-1271901

Identifier	Return Reference	Explanation
		SENTARA HEALTHCARE I YOUR NOT-FOR-PROFIT HEALTH PARTNER FOR MORE THAN 120 YEARS, SENTARA H EALTHCARE HAS BEEN COMMITTED TO HELPING PEOPLE WITH THEIR HEALTHCARE NEEDS, AND FOR THE SE COND YEAR IN A ROW, MODERN HEALTHCARE MAGAZINE HAS RECOGNIZED US AS THE NATION'S NUMBER-ON E MOST INTEGRATED HEALTHCARE SYSTEM U S NEWS & WORLD REPORT NAMED US THE MOST RECOGNIZED PROVIDER IN HAMPTON ROADS, A COMMUNITY OF CITIES AND COUNTIES IN SOUTHEAST VIRGINIA PROV IDERS INCLUDED ON THE LIST MAY BE CONSIDERED AMONG THE NATION'S BEST, OR THEY ARE HIGH PER FORMING IN THE REGION THEY SERVE FOUNDED IN 1888 AS THE RETREAT FOR THE SICK IN NORFOLK, VIRGINIA, WE HAVE GROWN THROUGHOUT VIRGINIA AND NORTH CAROLINA AND NOW OPERATE MORE THAN 1 00 SITES OF CARE, INCLUDING 10 ACUTE CARE HOSPITALS, SEVEN IN HAMPTON ROADS, ONE IN NORTHE RN VIRGINIA, AND TWO IN THE BLUE RIDGE REGION OF VIRGINIA OUR NOT-FOR-PROFIT SYSTEM PROUD LY INCLUDES ADVANCED IMAGING CENTERS, NURSING AND ASSISTED-LIVING CENTERS, OUTPATIENT CAMP USES, PHYSICAL THERAPY AND REHABILITATION SERVICES, A HOME HEALTH AND HOSPICE AGENCY, A 3, 680-PROVIDER MEDICAL STAFF, AND THREE MEDICAL GROUPS WITH 618 PROVIDERS IN ADDITION, WE P ROVIDE MEDICAL TRANSPORT AMBULANCES AND THE NIGHTINGALE AIR AMBULANCE, AND EXTEND HEALTH I NSURANCE TO MORE THAN 440,000 PEOPLE THROUGH OPTIMA HEALTH, OUR AWARD-WINNING HEALTH PLAN AMONG OUR MANY STRENGTHS, WE ARE A NATIONAL LEADER IN HEART AND KIDNEY CARE, STROKE CARE, AND INFECTION PREVENTION, AND WE WERE THE FIRST IN THE NATION TO DEVELOP THE EICU, A REMO TE MONITORING SYSTEM FOR INTENSIVE CARE OUR DEDICATION TO IMPROVING AND INCREASING MEDICA L OPTIONS FOR OUR NEIGHBORS IS REINFORCED BY OUR COMMUNITY OUTREACH PROGRAMS, OUR INTRODUC TION OF NEW MEDICAL PROCEDURES, AND OUR PARTICIPATION IN MEDICAL TRIALS THROUGH ALL OF TH IS WORK, WE ADVANCE OUR MISSION OF IMPROVING HEALTH EVERY DAY II GROWING THE SENTARA FAMI LY SINCE THE BEGINNING, SENTARA HAS REACHED OUT TO NEARBY INDUSTRY LEADERS AND JOINED FORC ES TO EXTEND HEALTHCARE TO MORE PEOPLE IN RECENT YEARS, WE HAVE GROWN THROUGHOUT VIRGINIA BY SEEKING PARTNERSHIPS WITH LONG-ESTABLISHED AND SUCCESSFUL HOSPITALS AND HEALTHCARE SYS TEMS WHO SHARE OUR DEDICATION TO EXCELLENCE AND VALUE OUR INTEGRATED HEALTHCARE SYSTEM NO W INCLUDES A MARTHA JEFFERSON HOSPITAL MARTHA JEFFERSON HOSPITAL (MJH), A 176-BED, NOT-F OR-PROFIT COMMUNITY HOSPITAL LOCATED IN CHARLOTTESVILLE, VIRGINIA, OFFICIALLY BECAME PART OF SENTARA HEALTHCARE IN JUNE 2011, MAKING IT OUR 10TH HOSPITAL THE HOSPITAL ADMITS MORE THAN 11,000 INPATIENTS, TREATS MORE THAN 214,000 OUTPATIENTS, AND DELIVERS NEARLY 1,800 BA BIES EACH YEAR MJH PERFORMS MORE THAN 2,700 INPATIENT AND MORE THAN 3,600 OUTPATIENT SURG ICAL PROCEDURES ANNUALLY, AND THE EMERGENCY DEPARTMENT TREATS MORE THAN 48,700 PATIENTS M AJOR SERVICES INCLUDE A CANCER CARE CENTER, DIGESTIVE CARE CENTER, CARDIOLOGY CARE CENTER, ORTHOPEDICS, INCLUDING SPINE SURGERY AND JOINT REPLACEMENT SURGERY, WEIGHT LOSS SURGERY, STROKE CENTER SURGERY, THORACIC SURGERY, VASCULAR MEDICINE AND SURGERY, AND A WOMEN'S HEAL TH CENTER MJH EMPLOYS 1,600 STAFF MEMBERS, WITH 470 PHYSICIANS REPRESENTING MORE THAN 40 SPECIALTIES B RMH HEALTHCARE/ROCKINGHAM MEMORIAL HOSPITAL SENTARA HEALTHCARE FINALIZED I TS AFFILIATION WITH RMH HEALTHCARE (LEGALLY KNOWN AS ROCKINGHAM MEMORIAL HOSPITAL WITH A F ICTITIOUS/PUBLIC NAME OF RMH HEALTHCARE) IN MAY 2011 RMH IS A 238-BED, NOT-FOR-PROFIT COM MUNITY HOSPITAL IN HARRISONBURG, VIRGINIA THAT FIRST OPENED ITS DOORS IN 1912 SERVING A P OPULATION OF OVER 200,000, THE HOSPITAL ADMITS MORE THAN 15,500 INPATIENTS AND DELIVERS CL OSE TO 1,750 BABIES ANNUALLY THE STAFF AVERAGES MORE THAN 18,000 SURGICAL PROCEDURES ANNU ALLY THE RMH HAHN CENTER PROVIDES MORE THAN 16,000 CANCER TREATMENTS, AND THE RMH EMERGEN CY DEPARTMENT TREATS MORE THAN 70,000 PATIENTS SIGNATURE SERVICES INCLUDE A COMPREHENSIVE HEART AND VASCULAR CENTER, A FAMILY BIRTHPLACE, A SLEEP MEDICINE CENTER, IMAGING SERVICES , BEHAVIORAL HEALTH SERVICES, A WOMEN'S CENTER, AND A WELLNESS CENTER THE RMH MEDICAL STA FF HAS 289 PHYSICIANS IN 40 SPECIALTIES, AND THE RMH MEDICAL GROUP EMPLOYS 77 PHYSICIANS I N 13 SPECIALTIES C SENTARA POTOMAC HOSPITAL/SENTARA NORTHERN VIRGINIA MEDICAL CENTER IN DECEMBER 2009, SENTARA HEALTHCARE FINALIZED ITS AFFILIATION WITH POTOMAC HOSPITAL IN NORTH ERN VIRGINIA THE HOSPITAL FORMALLY ADOPTED THE SENTARA NAME IN 2011 SENTARA POTOMAC HOSP ITAL (SPH) IS A 183-BED, NOT-FOR-PROFIT COMMUNITY HOSPITAL LOCATED IN WOODBRIDGE, VIRGINIA ITS 1,000-PLUS EMPLOYEES INCLUDE MORE THAN 250 MEDICAL STAFF MEMBERS THE HOSPITAL OFFER S A WIDE RANGE OF MEDICAL SPECIALTIES, A HIGHLY QUALIFIED MEDICAL AND CLINICAL STAFF, AND STATE-OF-THE-ART TECHNOLOGY TO UPHOLD ITS MISSION OF CARING FOR EVERY ONE IN PRINCE WILLIAM COUNTY AND THE SURROUNDING COMMUNITIES RESIDENTS IN NORTHERN VIRGINIA NOW HAVE THE OPTIO N OF RECEIVING CARDIOVASCULAR CARE CLOSE TO HOME, THANKS TO THE NEW SERVICES TO BE OFFERED IN THE SENTARA HEART AND VASCULAR CENTER AT POTOM

Identifier	Return Reference	Explanation
		AC HOSPITAL THE 12,000 SQUARE FOOT CENTER WITHIN THE HOSPITAL INCLUDES INTERVENTIONAL CAR DIAC CATHETERIZATION (PREVIOUSLY UNAVAILABLE IN THE COUNTY,) EMERGENT CARE OF STEMI PATIEN TS AND OTHER PROCEDURES FOR CARDIAC DISEASE. RESIDENTS CAN ALSO BENEFIT FROM THE CONVENIEN T, HIGH-QUALITY CARE OFFERED BY SENTARA MEDICAL GROUP, A PATIENT-FOCUSED PRACTICE WITH MUL TI-SPECIALTY PHYSICIANS WITH OFFICES IN NORTHERN VIRGINIA (THE HOSPITAL'S NAME WAS LATER CHANGED TO SENTARA NORTHERN VIRGINIA MEDICAL CENTER) III CONSTANTLY LOOKING AHEAD TO BEST SERVE OUR COMMUNITIES AND PROVIDE THE MOST PATIENT-FOCUSED, COST-EFFECTIVE HEALTHCARE POS SIBLE, WE SEEK TO EXPAND AND ENHANCE OUR SERVICES IN A VARIETY OF WAYS WE STRIVE TO BE TH E FIRST IN OUR COMMUNITIES TO OFFER NEW, YET PROVEN, MEDICAL PROCEDURES, AND WE REACH OUT TO NEW COMMUNITIES TO OFFER SERVICES WE HAVE PROUDLY AND SUCCESSFULLY OFFERED IN OTHER REG IONS SOME OF THE WAYS WE HAVE DONE THIS RECENTLY INCLUDE A OFFERING AND STUDYING NEW PRO CEDURES AND TECHNOLOGY IN 2011, SENTARA PHYSICIANS LED THE WAY IN HAMPTON ROADS BY OFFERIN G LIFE-SAVING PROCEDURES PREVIOUSLY NOT AVAILABLE IN THE REGION OR NOT READILY AVAILABLE BY DOING SO, THEY GAVE RESIDENTS THE COMFORT AND COST-SAVINGS OF BEING CLOSE TO HOME WHILE IMPROVING THEIR HEALTH IMPORTANT OPTIONS OUR PHYSICIANS INTRODUCED INCLUDED THE REGION'S FIRST AORTIC VALVE REPLACEMENT VIA CATHETER, THE FIRST O-ARM IMAGING SYSTEM TO ENHANCE SP INAL SURGERY, THE FIRST PAIRED KIDNEY EXCHANGE, AND A NEW ELECTROMAGNETIC NAVIGATIONAL BRO NCHOSCOPY PROCEDURE ALSO IN 2011, SENTARA WAS RECOGNIZED BY THE VIRGINIA HEART ATTACK COA LITION FOR OUR EFFORTS IN WORKING WITH AREA EMS UNITS TO LAUNCH LIFENET, WHICH TRANSMITS V ITAL, POTENTIALLY LIFESAVING PATIENT INFORMATION WHEN A HEART ATTACK IS SUSPECTED BY AN EM S TECHNICIAN WE EXPLORED NEW TREATMENTS AS WELL IN NUMEROUS STUDIES ONE OF THE MOST SIGN IFICANT RESEARCH PROJECTS WAS A STROKE STUDY OUR DOCTORS AND PATIENTS JOINED THE STUDY RE SULTS LED TO AN EARLY DECISION TO END ENROLLMENT, AFTER FINDING THAT PATIENTS AT HIGH RISK OF A SECOND STROKE WHO WERE TREATED WITH STENTS-THOUGHT TO BE MORE HELPFUL THAN AGGRESSIV E MEDICAL MANAGEMENT-WERE ACTUALLY FARING WORSE THIS IS JUST ONE EXAMPLE OF OUR COMMITMEN T TO EXPLORING NEW OPTIONS AND QUICKLY APPLYING ACQUIRED KNOWLEDGE TO BETTER SERVE OUR PAT IENTS GAINING SUCH KNOWLEDGE IN REGARDS TO THE BRAIN WAS PART OF OUR MOTIVATION LAST YEAR WHEN WE CREATED THE SENTARA NEUROSCIENCES INSTITUTE, A NETWORK OF NEUROSCIENCE EXPERTS DE DICATED TO EDUCATION, PREVENTION, RESEARCH AND THE TREATMENT OF NEUROLOGIC DISORDERS SENT ARA NEUROSCIENCES INSTITUTE PHYSICIANS ARE INVOLVED IN NATIONAL RESEARCH STUDIES OFFERING LOCAL PATIENTS NEW TREATMENT OPTIONS NOT OTHERWISE AVAILABLE IN THE AREA NEARLY TWO DOZEN STUDIES ARE CURRENTLY UNDERWAY IN STROKE CARE, EPILEPSY, AND PARKINSON'S DISEASE WITH PAT IENTS IN THE REGION IN COLLABORATION WITH EASTERN VIRGINIA MEDICAL SCHOOL AND OTHER NEURO SCIENCE EXPERTS, THE SENTARA NEUROSCIENCES INSTITUTE OFFERS SOME OF THE MOST COMPREHENSIVE AND ADVANCED CARE TREATING DISEASES OF THE BRAIN, SPINAL CORD, NERVES AND MUSCLES IN VIRG INIA THE INSTITUTE STRENGTHENS THE NEUROSCIENCE PROGRAM THAT HAS BEEN IN PLACE AT SENTARA FOR YEARS B EXPANDING SERVICE AREAS AND PARTNERSHIPS OPTIMA HEALTH, SENTARA HEALTHCARE' S AWARD-WINNING HEALTH PLAN, EXPANDED ITS POPULAR OFFERINGS TO SOUTHWEST VIRGINIA, ROANOKE , AND SURROUNDING COMMUNITIES IN 2011 WITH A STRONG NETWORK OF PHYSICIANS AND HOSPITALS I N THE AREA THANKS TO OUR RECENT EXPANSIONS, IT MADE SENSE TO START OFFERING OUR HEALTHCARE COVERAGE SO THAT WE CAN BETTER SERVE THE PEOPLE OF THESE REGIONS

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		WE HAVE TAKEN SIMILAR STEPS IN THE RECENT PAST MEDICAL TRANSPORT, OUR PREMIER COMMERCIAL EMS AGENCY AND AMBULANCE TRANSPORT SERVICE IN SOUTHEASTERN VIRGINIA, WITH ITS HOME OFFICE IN VIRGINIA BEACH, EXPANDED TO CHARLOTTESVILLE AND PETERSBURG, VIRGINIA IN 2008, TO CHRIST IANBURG AND ROANOKE, VIRGINIA IN 2009 AND TO THE PRINCE WILLIAM AREA IN 2010 MEDICAL TRAN SPORT IS DEDICATED TO SERVING ITS PATIENTS WITH OUTSTANDING CUSTOMER SERVICE WITH THE LARG EST FLEET OF AMBULANCES IN VIRGINIA SENTARA HOME CARE ALSO EXPANDED IN A SIMILAR WAY TO S ERVE MORE VIRGINIANS WE HAVE BEEN BRINGING HIGH-QUALITY HEALTHCARE HOME TO OUR PATIENTS S INCE 1982 TODAY, SENTARA HOME CARE SERVES PATIENTS THROUGHOUT MOST OF VIRGINIA AND BEYOND , INCLUDING HAMPTON ROADS, RICHMOND, AND NORTHEASTERN NORTH CAROLINA IN 2008, HOME CARE'S SERVICE AREA GREW TO CHARLOTTESVILLE AND COVINGTON, VIRGINIA, AND IN 2009, IT EXPANDED TO BATH COUNTY IN WESTERN VIRGINIA IN ADDITION TO EXPANDING SERVICES, SENTARA FORMED PARTNE RSHIPS IN 2011 TO STREAMLINE PROCEDURES AND REDUCE COSTS WE JOINED FORCES WITH MEDSTAR HE ALTH AND NOVANT HEALTH WITH THE INTENTION OF SIMPLIFY ING THE PURCHASING OF SUPPLIES AND SE CURING QUANTITY DISCOUNTS WORKING TOGETHER TO PURCHASE SUPPLIES AS ONE ENTITY, WE WILL PR ODUCE SAVINGS THAT CAN SUPPORT LOWER HEALTHCARE COSTS C EXPANDING EDUCATIONAL SERVICES S ENTARA ANNOUNCED A SIGNIFICANT GIFT TO EASTERN VIRGINIA MEDICAL SCHOOL (EVMS) IN 2011, IN THE FORM OF TWO SEPARATE ENDOWMENTS OF $5 MILLION EACH TOGETHER THESE GIFTS REPRESENT THE LARGEST DONATION IN THE MEDICAL SCHOOL'S HISTORY THEY WILL PROVIDE ONGOING SUPPORT TO TH E SENTARA SIMULATION CENTER FOR IMMERSIVE LEARNING AT EVMS AND THE GLENNAN CENTER FOR GERI ATRICS AND GERONTOLOGY SINCE 2006, SENTARA HAS COMMITTED TO PROVIDE EVMS WITH $52 MILLION IN PROGRAM DEVELOPMENT FUNDING IN ADDITION TO SUPPORTING EVMS, SENTARA HAS ALSO EXPANDED ITS OWN EDUCATIONAL SERVICES THE SENTARA SCHOOL OF HEALTH PROFESSIONALS CHANGED ITS NAME IN 2009 TO THE SENTARA COLLEGE OF HEALTH SCIENCES (SCHS) AFTER RECEIVING APPROVAL TO OFFE R A BACCALAUREATE DEGREE IN NURSING OUR NEW BACHELOR OF SCIENCE IN NURSING PROGRAM BEGAN AUGUST 2010 WITH FOUR WAYS TO RECEIVE A BACHELOR OF SCIENCE IN NURSING DEGREE TRADITIONAL BSN, LPN TO BSN, RN TO BSN AND EARLY ADMISSION FOR HIGH SCHOOL SENIORS OUR CARDIOVASCULA R PROGRAMS ADDED A NEW SPECIALTY IN 2011 -- CARDIAC ELECTROPHY SIOLOGY, AND ALL FOUR SPECIA LTIES (INVASIVE CARDIOVASCULAR TECHNOLOGIST, NON-INVASIVE VASCULAR STUDY, ADULT ECHOCARDIO GRAPHY, AND SURGICAL TECHNOLOGY) BECAME ASSOCIATES OF OCCUPATIONAL SCIENCE DEGREES IN 2010 THE SURGICAL TECHNOLOGY PROGRAM WILL LAUNCH THE FIRST ASSOCIATE OF OCCUPATIONAL SCIENCE DEGREE WITH THE JAN 2013 CLASS IV BUILDING FOR THE FUTURE ALONG WITH REACHING OUT TO NE W COMMUNITIES, SENTARA HEALTHCARE STRIVES TO BUILD ON OUR EXISTING SERVICES AND IN OUR EST ABLISHED AREAS SO THAT WE EXCEED OUR PATIENTS' EXPECTATIONS AND MEET GROWING HEALTHCARE DE MANDS SOME OF THE CHANGES WE HAVE INVESTED IN IN OUR ESTABLISHED COMMUNITIES RECENTLY INC LUDE A SENTARA LAKE RIDGE CONSTRUCTION BEGAN IN 2011 ON SENTARA LAKE RIDGE, AN INNOVATIV E AND MODERN OUTPATIENT CAMPUS OFFERING CONVENIENT, HIGH-QUALITY MEDICAL SERVICES AND A PA TIENT-FOCUSED EXPERIENCE THE 43,500 SQUARE-FOOT FACILITY OPENED IN APRIL 2012 AS SENTARA' S FIRST OUTPATIENT FACILITY IN NORTHERN VIRGINIA TO PROVIDE 24-HOUR EMERGENCY CARE, ADVANC ED IMAGING BY BOARD-CERTIFIED PHY SICIANS, AND LABORATORY SERVICES B SENTARA PRINCESS ANN E HOSPITAL THIS NEW, FIVE-STORY ACUTE CARE HOSPITAL OPENED IN AUGUST 2011 IN PARTNERSHIP W ITH BON SECOURS VIRGINIA THE 330,400-SQUARE-FOOT HOSPITAL COMPLEMENTS THE CONVENIENT OUTP ATIENT SERVICES ALREADY PROVIDED AT SENTARA PRINCESS ANNE HEALTH CAMPUS AND OFFERS COMPREH ENSIVE SURGICAL PROCEDURES, INTENSIVE CARE, ADVANCED CARDIAC CARE, AND A DEDICATED FAMILY MATERNITY CENTER FOR SOUTHERN VIRGINIA BEACH RESIDENTS C SENTARA LEIGH TOWER WORK BEGAN IN DECEMBER 2011 ON A MULTI-PHASE, THREE-YEAR PROJECT TO BUILD A NEW SENTARA LEIGH HOSPITA L ON THE SITE OF THE CURRENT ONE TWO FIVE-STORY PATIENT TOWERS WILL EVENTUALLY REPLACE TH REE 1970S-ERA WINGS AT THE NORFOLK, VIRGINIA HOSPITAL THE NEW TOWERS WILL FEATURE STATE-O F-THE-ART PATIENT ROOMS WITH PRIVATE BATHROOMS, NO-STEP SHOWERS AND OVERNIGHT ACCOMMODATIO NS FOR FAMILIES THE PROJECT ALSO INCLUDES A 48-BED ORTHOPEDIC AND REHABILITATION CENTER O N THE FIRST FLOOR THAT WILL EMPLOY PART OF THE OUTSIDE GARDEN SPACE FOR WALKING EXERCISES ON DIFFERENT GRADES AND SURFACES, MAKING IT A TRUE HEALING GARDEN THE PROJECT WILL CONTIN UE AS OUR STAFF MAINTAINS EXCELLENT, UNINTERRUPTED PATIENT CARE DURING THE PHASED CONSTRUC TION D SENTARA SENIOR DAY SERVICES SENTARA LIFE CARE, THE SENIOR SERVICES DIVISION OF SE NTARA HEALTHCARE, INTRODUCED SENIOR DAY SERVICES AT SENTARA VILLAGE IN CHESAPEAKE IN NOVEM BER 2011 A SIMILAR PROGRAM HAS BEEN IN OPERATION FOR 19 YEARS AT SENTARA VILLAGE IN VIRGI NIA BEACH IT OFFERS A CHOICE OF FULL- AND HALF-DA

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		Y PROGRAMS AND HOURLY RESPITE SERVICES FOR SENIORS WHO LIVE AT HOME WITH THEIR FAMILIES T HE PROGRAM INCLUDES MEALS, ACTIVITIES AND SOCIALIZATION IN A SAFE ENVIRONMENT MONDAY THROU GH SATURDAY WHEELCHAIR-ACCESSIBLE VAN TRANSPORTATION TO THE PROGRAM AND BACK HOME IS AVAI LABLE THE PROGRAM IS DESIGNED TO MEET SENIORS' SOCIALIZATION NEEDS AND FEATURES CRAFTS, C LASSES AND OUTINGS AS PARTICIPANTS ARE ABLE AND INTERESTED E NEW NIGHTINGALE REGIONAL AIR AMBULANCE IN JUNE 2011, SENTARA HEALTH FOUNDATION HELPED COMPLETE THE PURCHASE OF A NEW H ELICOPTER TO REPLACE OUR NIGHTINGALE REGIONAL AIR AMBULANCE HELICOPTER THE TOTAL COST OF THE NEW STATE-OF-THE-ART EUROCOPTER EC-145 WAS $7 2 MILLION NIGHTINGALE OPERATES AT A DEF ICIT OF AS MUCH AS $650,000 PER YEAR BECAUSE SENTARA TAKES CARE OF EVERY NIGHTINGALE PATIE NT, 24 HOURS PER DAY, REGARDLESS OF ABILITY TO PAY EVERY YEAR, NIGHTINGALE TOUCHES THE LI VES OF ALMOST 700 CRITICALLY ILL AND INJURED PATIENTS F NEW PATIENT WING AT SENTARA OBIC I THE ADDITION OF A NEW WING TO SENTARA OBICI HOSPITAL WAS COMPLETED IN JUNE 2010 THE NEW THREE-STORY, 63,480 SQUARE-FOOT WING OF THE SUFFOLK, VIRGINIA HOSPITAL INCLUDES ALL PRIVA TE BEDS SERVING ORTHOPEDIC, MEDICAL, AND SURGICAL PATIENTS IT INCREASED THE HOSPITAL'S BE D CAPACITY TO 168 BEDS AND WILL HELP US MEET OUR GOAL OF IMPROVING CARE AND ACCESS FOR SEN TARA OBICI HOSPITAL PATIENTS AND THE SURROUNDING WESTERN HAMPTON ROADS COMMUNITY, WHICH IS EXPECTED TO GROW 10 PERCENT BY 2014 G ORTHOPEDIC HOSPITAL AT SENTARA CAREPLEX THE ORTHO PEDIC HOSPITAL AT SENTARA CAREPLEX IN HAMPTON, VIRGINIA OPENED IN JULY 2010 AS THE AREA'S FIRST DEDICATED ORTHOPEDIC HOSPITAL, TAKING SPECIALIZED ORTHOPEDIC CARE TO A NEW LEVEL TH E 55,000 SQUARE-FOOT, TWO-STORY FACILITY PROVIDES PATIENTS ACCESS TO THE FULL CONTINUUM OF ORTHOPEDIC SERVICES, FROM THE PRE-OPERATIVE PHASE AND SURGERY TO REHABILITATION AND HOME CARE SERVICES H SENTARA ST LUKE'S THIS TWO-STORY, 52,000 SQUARE-FOOT MEDICAL OFFICE BUI LDING OPENED IN ISLE OF WIGHT, VIRGINIA IN 2010 IT FEATURES AN URGENT CARE CENTER, AN ADV ANCED IMAGING CENTER, LABORATORY SERVICES, AND PHYSICAL THERAPY SERVICES IT ALSO HOUSES S EVERAL PRIMARY CARE AND SPECIALTY PHYSICIANS I SECOND PACE LOCATION A SECOND LOCATION FO R THE PACE PROGRAM OPERATED BY SENTARA LIFE CARE CORPORATION, SENTARA'S LONG-TERM CARE DIV ISION, OPENED IN PORTSMOUTH, VIRGINIA IN MARCH 2010 PACE, OR PROGRAM OF ALL-INCLUSIVE CAR E FOR THE ELDERLY, IS AN ADULT DAY CARE PROGRAM THAT IS A NURSING HOME ALTERNATIVE THE FI RST OF ITS KIND IN VIRGINIA, THE PROGRAM IS A PREPAID HEALTH PLAN THAT PROVIDES TOTAL CARE FOR PARTICIPANTS, INCLUDING COMPREHENSIVE MEDICAL AND REHABILITATIVE SERVICES, IN-HOME SE RVICES AND TRANSPORTATION V SENTARA QUALITY & PATIENT SAFETY DISTINCTIONS A MEASURING Q UALITY HEALTHCARE SINCE OUR HEALTH SYSTEM'S EARLIEST YEARS, WE HAVE BELIEVED THE COMMUNITY DESERVES HEALTHCARE THAT IS MEASURABLY BETTER SENTARA'S GOAL IS TO BE ACCREDITED BY RESP ECTED NATIONAL ORGANIZATIONS AND TO ACHIEVE TOP 10 PERCENT PERFORMANCE WHEREVER BENCHMARKS EXIST WE ARE PROUD OF THE WORK WE HAVE DONE SO FAR TOWARD THIS GOAL, AS IT HAS BEEN RECO GNIZED IN MANY WAYS 1 TOP 100 INTEGRATED HEALTHCARE NETWORK SENTARA HAS CONSISTENTLY RAN KED AMONG THE NATION'S TOP INTEGRATED HEALTHCARE NETWORKS AS PUBLISHED IN MODERN HEALTHCAR E'S FACT-BASED RANKING THE ONLY HEALTHCARE SYSTEM IN THE COUNTRY TO BE AMONG THE NATION'S TOP 10 FOR ALL 15 YEARS OF THE SURVEY, SENTARA LANDED AT NUMBER ONE IN 2001, 2010 AND 201 1 THE STUDY, PUBLISHED ANNUALLY, HIGHLIGHTS THE TOP 100 INTEGRATED HEALTH CARE NETWORKS A CROSS THE NATION AS SELECTED BY SDI, A HEALTH INFORMATION COMPANY

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		2 USING TECHNOLOGY TO IMPROVE CARE SENTARA NORFOLK GENERAL HOSPITAL WAS NAMED AS ONE OF T HE NATION'S MOST WIRED HOSPITALS DURING 2010, ACCORDING TO THE RESULTS OF THE 2010 MOST WI RED SURVEY AND BENCHMARKING STUDY THE "MOST WIRED" HOSPITALS USE COMPUTERS TO ENABLE PHYS ICIANS TO CHECK OR ORDER PATIENT TESTS AND ENTER MEDICATION ORDERS ELECTRONICALLY, AND TO ENABLE PATIENTS TO PAY BILLS VIA COMPUTER AMONG THE REASONS SENTARA NORFOLK GENERAL HOSPI TAL WAS INCLUDED ON THE LIST WAS ITS INVESTMENT IN THE ELECTRONIC MEDICAL RECORD SYSTEM, S ENTARA ECARE IN 2010, SENTARA HEALTHCARE WAS ALSO HONORED AS A RECIPIENT OF THE 2010 HIMM S (HEALTHCARE INFORMATION AND MANAGEMENT SYSTEMS SOCIETY) DAVIES AWARD HIMMS ANALYTICS, A COMPANY THAT COLLECTS AND ANALYZES HEALTHCARE DATA, RECOGNIZES HEALTHCARE ORGANIZATIONS F OR SUCCESSFUL IMPLEMENTATION OF HEALTH INFORMATION TECHNOLOGY SYSTEMS SENTARA HEALTHCARE WAS HONORED WITH ITS STAGE 7 AWARD, A NATIONAL RECOGNITION WHICH REPRESENTS ATTAINMENT OF THE HIGHEST LEVEL OF ELECTRONIC MEDICAL RECORD ADOPTION MODEL-SM (EMRAM) WITH THIS AWARD, SENTARA JOINED A SELECT GROUP OF HEALTH SYSTEMS ACROSS THE COUNTRY TO HAVE ATTAINED THIS LEVEL OF ELECTRONIC MEDICAL RECORD IMPLEMENTATION 3 AWARD-WINING CARDIAC AND UROLOGY CAR E SENTARA HEART HOSPITAL/SENTARA NORFOLK GENERAL HOSPITAL IS A COMPREHENSIVE NETWORK OF PR OVIDERS, FACILITIES AND SERVICES WORKING TOGETHER TO ENSURE THE HIGHEST LEVEL OF CARE. FOR THE 13TH YEAR, THE HOSPITAL RANKED AMONG THE NATION'S BEST HEART PROGRAMS IN U S NEWS & WORLD REPORT'S 2012-2013 BEST HOSPITALS ISSUE. LISTED 49TH IN THE HEART CARE RANKINGS, SEN TARA POSTS A MORTALITY SCORE THAT IS BETTER THAN FIVE OF THE TOP 10 PROGRAMS ON THE LIST SENTARA REMAINS THE ONLY HEART PROGRAM IN THE REGION AND ONLY ONE OF THREE HOSPITALS IN VI RGINIA TO BE RANKED BY U S NEWS & WORLD REPORT OUR UROLOGY PROGRAM WAS ALSO RECOGNIZED I N THE 2012-2013 LISTINGS IN THE 47TH RANKING 4 OUTSTANDING CANCER CARE THE SENTARA CANCE R NETWORK WAS AWARDED AN OUTSTANDING ACHIEVEMENT AWARD AND ACCREDITATION FOR 2009 FROM THE AMERICAN COLLEGE OF SURGEONS COMMISSION ON CANCER ONLY 18 PERCENT OF 432 PROGRAMS SURVEY ED DURING THE YEAR RECEIVED OUTSTANDING ACHIEVEMENT AWARDS-BASED ON FACTORS SUCH AS LEADER SHIP, RESEARCH AND QUALITY IMPROVEMENT THE ACCREDITED PORTION INCLUDED SENTARA NORFOLK GE NERAL HOSPITAL, SENTARA VIRGINIA BEACH GENERAL HOSPITAL, SENTARA CAREPLEX HOSPITAL AND SEN TARA WILLIAMSBURG REGIONAL MEDICAL CENTER SENTARA LEIGH HOSPITAL WAS ADDED IN 2010 SENTA RA POTOMAC HOSPITAL EARNED AN OUTSTANDING ACHIEVEMENT AWARD UNDER THE CATEGORY OF COMMUNIT Y HOSPITAL CANCER PROGRAMS THE SENTARA CANCER NETWORK AND SENTARA POTOMAC HOSPITAL WERE T HE ONLY CANCER PROGRAMS IN VIRGINIA TO EARN OUTSTANDING ACHIEVEMENT AWARDS FOR 2009 5 CO MPREHENSIVE BREAST HEALTH SERVICES SENTARA IS HOME TO SIX BREAST CENTERS ACCREDITED BY THE NATIONAL ACCREDITATION PROGRAM FOR BREAST CENTERS, FOLLOWING THE ACCREDITATION OF THREE I N 2011 TO GAIN ACCREDITATION, THE CENTERS MUST FOLLOW A MULTIDISCIPLINARY TEAM APPROACH, PROVIDE ACCESS TO CLINICAL TRIAL INFORMATION, AND OFFER NEW TREATMENT OPTIONS, ALONG WITH OTHER REQUIREMENTS THE BREAST CENTERS ARE ALSO AMONG THE ELITE GROUP DESIGNATED AS AN AME RICAN COLLEGE OF RADIOLOGY BREAST IMAGING CENTER OF EXCELLENCE. AFTER RIGOROUS EVALUATION OF STAFF, EQUIPMENT, PHYSICIAN CREDENTIALS, TECHNIQUE AND IMAGE QUALITY, THE CENTERS ARE N OW FULLY ACCREDITED IN THE THREE MAJOR AREAS OF BREAST IMAGING AND CANCER DETECTION, MAMMO GRAPHY, STEREOTACTIC BREAST BIOPSY AND ULTRASOUND-GUIDED BIOPSY 6 WEIGHT LOSS SURGERY EX CELLENCE AFTER A DETAILED REVIEW OF CLINICAL QUALITY AND SAFETY, SURGICAL OUTCOMES, AND OV ERALL PERFORMANCE, WEIGHT LOSS SURGERY PROGRAMS AT SENTARA CAREPLEX HOSPITAL, SENTARA NORF OLK GENERAL HOSPITAL AND SENTARA POTOMAC HOSPITAL HAVE RECEIVED DESIGNATION AS A WEIGHT LO SS SURGERY CENTER OF EXCELLENCE BY THE AMERICAN SOCIETY OF METABOLIC AND BARIATRIC SURGERY 7 CLINICAL EXCELLENCE SENTARA BAYSIDE HOSPITAL WAS AWARDED A VOLUNTARY HOSPITALS OF AME RICA 2009 LEADERSHIP AWARD FOR CLINICAL EXCELLENCE FOR ACHIEVING A HIGH LEVEL OF PERFORMAN CE IN ACUTE MYOCARDIAL INFARCTION, HEART FAILURE, PNEUMONIA AND SURGICAL CARE IMPROVEMENT PROGRAM CLINICAL QUALITY INDICATORS AS MEASURED BY THE CENTERS FOR MEDICARE AND MEDICAID S ERVICES AND THE JOINT COMMISSION 8 GOLD SEALS OF APPROVAL AND DNVHC ACCREDITATION THE JO INT COMMISSION ON ACCREDITATION OF HEALTHCARE ORGANIZATIONS HAS GIVEN SEVERAL OF OUR HOSPI TALS ITS GOLD SEAL OF APPROVAL AND DISEASE SPECIFIC CARE CERTIFICATION SENTARA NORFOLK GE NERAL HOSPITAL EARNED VASCULAR CERTIFICATION SENTARA NORFOLK GENERAL HOSPITAL, SENTARA LE IGH HOSPITAL, SENTARA VIRGINIA BEACH GENERAL HOSPITAL, SENTARA CAREPLEX HOSPITAL, SENTARA OBICI HOSPITAL AND SENTARA PRINCESS ANNE HOSPITAL ALL EARNED PRIMARY STROKE CERTIFICATION WILLIAMSBURG REGIONAL MEDICAL CENTER WAS ALSO ACCREDITED BY THE DNVHC (DET NORSKE VERITAS HEALTHCARE, INC) IN 2011 AS A CERTIFIED PRIMARY

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		STROKE CENTER BASED ON ITS CONTINUAL INTEGRATION OF QUALITY STANDARDS FOR MANAGEMENT OF ST ROKE PATIENTS THE JOINT COMMISSION RECOGNIZED SENTARA VIRGINIA BEACH GENERAL HOSPITAL FOR HEART FAILURE AND ACUTE MY OCARDIAL INFARCTION CARE IN 2011, THE HOSPITAL ALSO RECEIVED F ULL ACCREDITATION FROM THE SOCIETY OF CHEST PAIN CENTERS AS AN ACCREDITED CHEST PAIN CENTE R WITH PCI, (PERCUTANEOUS CORONARY INTERVENTION, ALSO KNOWN AS ANGIOPLASTY) 9 HMC TOP QU ALITY AWARD THE HEALTHCARE MANAGEMENT COUNCIL (HMC) ISSUED ITS FIRST TOP QUALITY AWARDS AM ONG ITS MEMBER HOSPITALS IN 2010 HMC CLIENT HOSPITALS WORK AGAINST A COMPLEX MATRIX OF PE RFORMANCE BENCHMARKS TO IMPROVE CLINICAL OUTCOMES, SAFETY, QUALITY, AND FINANCIALS ONLY S EVEN HOSPITALS RECEIVED PERFORMANCE AWARDS IN 2010 SENTARA LEIGH HOSPITAL WAS AMONG THE H ONORABLE MENTIONS AND SENTARA WILLIAMSBURG REGIONAL MEDICAL CENTER WAS LISTED IN THE "MOST IMPROVED" CATEGORY 10 QUALITY SENIOR CARE SENTARA LIFE CARE WAS AWARDED A BRONZE 2010 N ATIONAL QUALITY AWARD FROM THE AMERICAN HEALTH CARE ASSOCIATION AND THE NATIONAL CENTER FO R ASSISTED LIVING A BRONZE AWARD RECOGNIZES LONG TERM CARE PROGRAMS THAT HAVE MADE A SYST EMATIC COMMITMENT TO QUALITY IMPROVEMENT AND DESIGNED WAYS TO MEASURE PROGRESS 11 QUALIT Y ASSURANCE AWARD VIRGINIA BEACH FAMILY PRACTICE PREVIOUSLY EARNED RECOGNITION BY THE NATI ONAL COMMITTEE ON QUALITY ASSURANCE (NCQA) AS A PATIENT-CENTERED MEDICAL HOME-LEVEL III, U NDER NCQA'S PHY SICIAN PRACTICE CONNECTIONS PROGRAM A SECOND PRACTICE, SENTARA INTERNAL ME DICINE PHY SICIANS, EARNED THE ACCREDITATION AS WELL IN 2011 12 HOME HEALTH QUALITY IMPRO VEMENT/CENTERS FOR MEDICARE AND MEDICAID GOLD AWARD SENTARA HOME CARE WAS ONE OF THE FIRST PARTICIPANTS IN THE HOME HEALTH QUALITY IMPROVEMENT (HHQI) NATIONAL CAMPAIGN, CREATED BY THE CENTERS FOR MEDICARE AND MEDICAID (CMS) TO INSPIRE AND PROMOTE QUALITY OUTCOMES FOR HO ME HEALTH PATIENTS UTILIZING BEST PRACTICE PROTOCOLS IN REDUCING USE OF EMERGENCY ROOM CA RE AND EARLY IDENTIFICATION AND INTERVENTION TO SUPPORT PATIENT AMBULATORY NEEDS HAS NOW G ARNERED SENTARA HOME CARE SERVICES THE CMS TOP 10% RATING IN THIS NATIONAL CAMPAIGN AND RE CEIPT OF THE GOLD AWARD DESIGNATION 13 COMMUNITY HEALTH ACCREDITATION SENTARA HOME CARE RECEIVED NATIONAL ACCREDITATION THROUGH THE COMMUNITY HEALTH ACCREDITATION PROGRAM (CHAP) IN JULY 2011 CHAP IS AN INDEPENDENT ACCREDITING BODY DESIGNED TO INSPIRE COMMUNITY HEALTH CARE ORGANIZATIONS TO ACHIEVE ORGANIZATIONAL EXCELLENCE AND COMPLIANCE WITH STATE AND FEDE RAL REGULATIONS THE RIGOROUS PROCESS INCLUDED A WEEK-LONG SURVEY OF HOME HEALTH, HOSPICE, HOME INFUSION, HOME MEDICAL EQUIPMENT AND HOME RESPIRATORY CARE SERVICES IN ADDITION TO M EETING WITH PATIENTS AND STAFF TO ASSESS QUALITY OF CARE 14 SLEEP CENTER ACCREDITATION T HE SLEEP CENTER AT SENTARA BELLEHARBOUR GAINED NATIONAL ACCREDITATION THROUGH THE AMERICAN ACADEMY OF SLEEP MEDICINE (AASM) IN JUNE 2011 ONLY SLEEP CENTERS MEETING STRINGENT PERFO RMANCE AND QUALITY STANDARDS ARE HONORED WITH ACCREDITATION THE COMPREHENSIVE, YEAR-LONG REVIEW PROCESS INCLUDES EVALUATION OF CLINICAL QUALITY, PROCEDURE STANDARDS AND STAFFING R EQUIREMENTS THE ACCREDITATION PROCESS INCLUDES AN ON-SITE INSPECTION BY AN AASM REPRESENT ATIVE AND EVALUATES ALL ASPECTS OF THE SLEEP DISORDER DIAGNOSIS AND TREATMENT, AND THE CEN TER'S STAFF AND PHY SICIANS' QUALIFICATIONS 15 DISABILITY EMPLOY MENT CHAMPION THE VIRGINI A DEPARTMENT OF REHABILITATIVE SERVICES AWARDED SENTARA CAREPLEX HOSPITAL WITH A 2010 "DIS ABILITY EMPLOY MENT CHAMPION" AWARD FOR OUR PARTICIPATION IN VIRGINIA'S FIRST "PROJECT SEAR CH" THE PROGRAM PUTS RECENT HIGH SCHOOL GRADUATES WITH DISABILITIES INTO TRAINING AND MEN TORING PROGRAMS THAT CAN LEAD TO FULL-TIME EMPLOY MENT

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		16 SUPPORTING CAREER AND TECHNICAL EDUCATION THE VIRGINIA DEPARTMENT OF EDUCATION CHOSE S ENTARA OBICI HOSPITAL AS A REGIONAL WINNER OF ITS 2009 "CREATING EXCELLENCE" AWARD FOR OUR SUPPORT OF CAREER AND TECHNICAL EDUCATION OBICI HAS WORKED WITH THE SUFFOLK SCHOOLS FOR FOUR YEARS, PROVIDING STUDENTS IN THE "INTRODUCTION TO HEALTH OCCUPATIONS" CURRICULUM WITH REAL-WORLD EXPOSURE TO HEALTH CAREERS, INCLUDING A MEDICAL CAMP FOR MORE THAN 100 STUDENT S 17 AWARD FOR EMPLOYEE WELLNESS PROGRAM OPTIMA HEALTH AND SENTARA HEALTHCARE WON THE CA SE IN POINT PLATINUM AWARD IN THE WELLNESS/PREVENTION CATEGORY IN 2011 FOR OUR PARTNERSHIP IN DEVELOPING SENTARA'S INCENTIVE-BASED EMPLOYEE WELLNESS PROGRAM, MISSION HEALTH, WHICH THAT SAVED THE ORGANIZATION $3 4 MILLION DOLLARS IN ITS FIRST THREE YEARS THE CASE IN PO INT PLATINUM AWARDS RECOGNIZE THE MOST SUCCESSFUL AND INNOVATIVE CASE MANAGEMENT PROGRAMS WORKING TO IMPROVE HEALTHCARE WINNERS WERE RECOGNIZED FOR THEIR INNOVATIVE WORK IN ENSURI NG THAT INDIVIDUALS RECEIVE SAFE, QUALITY, AND EFFECTIVE HEALTHCARE IN THE LEAST RESTRICTI VE SETTING AND IN A COST-EFFECTIVE MANNER MISSION HEALTH ALSO RECEIVED A 2011 C EVERETT KOOP NATIONAL HEALTH AWARD HONORABLE MENTION 18 CIO AWARD FOR EXCELLENCE IN IT SENTARA RECEIVED A PRESTIGIOUS CIO 100 AWARD IN 2009 FROM CIO MAGAZINE THE ANNUAL AWARD PROGRAM R ECOGNIZES ORGANIZATIONS AROUND THE WORLD THAT EXEMPLIFY THE HIGHEST LEVEL OF OPERATIONAL A ND STRATEGIC EXCELLENCE IN INFORMATION TECHNOLOGY SENTARA BEGAN ITS HOSPITAL IMPLEMENTATI ON OF SENTARA ECARE IN 2008 SENTARA POTOMAC HOSPITAL IMPLEMENTED ECARE IN THE FALL OF 201 1 IN OUR HOSPITAL SETTINGS, WE ARE EXPERIENCING PHYSICIAN ORDER ENTRY RATES THAT EXCEED T HE NATIONAL AVERAGE ADDITIONALLY, THE LENGTH OF TIME FROM DRUGS BEING ORDERED BY A PHYSIC IAN TO ADMINISTRATION TO THE PATIENT HAS BEEN REDUCED DRAMATICALLY SENTARA ECARE IS ALSO THE REASON WE WERE RANKED 21ST ON THE 2009 INFORMATIONWEEK 500 BY INFORMATIONWEEK, A BUSIN ESS PUBLICATION THAT IDENTIFIES AND HONORS THE NATION'S MOST INNOVATIVE USERS OF INFORMATI ON TECHNOLOGY 19 EXCELLENCE IN ACTION AWARDS MY INNERVIEW, A DIVISION OF NATIONAL RESEARC H CORPORATION, RECOGNIZED TWO SENTARA NURSING CENTERS WITH EXCELLENCE IN ACTION AWARDS FOR 2010-2011 FOR THEIR SUCCESS IN CUSTOMER AND WORKFORCE SATISFACTION SENTARA WINDERMERE IN VIRGINIA BEACH RECEIVED ONE AWARD FOR CUSTOMER SATISFACTION SENTARA NURSING CENTER PORTS MOUTH RECEIVED TWO AWARDS FOR CUSTOMER AND WORKFORCE SATISFACTION IN SURVEYS CONDUCTED DUR ING 2010 OF 5,500 QUALIFYING NURSING HOMES, 593 AROUND THE COUNTRY AND ONLY FIVE IN VIRGI NIA RECEIVED EXCELLENCE IN ACTION AWARDS B PATIENT SAFETY OUR FOCUS GOES BEY OND THE BASI CS OF MAKING HEALTHCARE SAFE FOR OUR PATIENTS SENTARA HAS BUILT A STRONG "CULTURE OF SAFE TY" TO REDUCE MEDICAL ERRORS BY MODELING SUCCESSFUL PROGRAMS FROM THE NUCLEAR POWER AND AV IATION INDUSTRIES THIS CULTURE OF SAFETY PROMOTES BEHAVIORS THAT RESULT IN SAFE, RELIABLE AND EFFECTIVE CARE THE FOUNDATION OF THIS CULTURE IS A STRONG ACCOUNTABILITY TO PERFORM REGIMENTED BEHAVIORS THAT REDUCE MEDICAL ERRORS OUR STAFF USES GUIDELINES KNOWN AS "BEHAV IOR BASED EXPECTATIONS" OR BBE'S TO ENSURE THE HIGHEST STANDARD OF CARE THE GOAL IS TO MA KE THESE TOOLS AND TECHNIQUES A HABIT FOR OUR DEDICATION, WE HAVE RECEIVED NUMEROUS AWARD S FOR PATIENT SAFETY AND QUALITY OF CARE STANDARDS 1 THE LEAPFROG HOSPITAL SURVEY THE LE APFROG HOSPITAL RECOGNITION PROGRAM (LHRP) HONORS HOSPITALS THAT DEMONSTRATE EXCELLENCE OR IMPROVEMENT IN PATIENT SAFETY, QUALITY, AND RESOURCE UTILIZATION THE LHRP RECOGNIZED SEN TARA CAREPLEX HOSPITAL, SENTARA LEIGH HOSPITAL, SENTARA BAYSIDE HOSPITAL, AND SENTARA WILL IAMSBURG REGIONAL MEDICAL CENTER FOR TOP-LEVEL PERFORMANCE DURING 2010 2 INFECTION PREVE NTION PREVENTION OF HEALTH CARE-ASSOCIATED INFECTIONS IS A NATIONAL CONCERN, AND SENTARA C ONTINUALLY STRIVES TO REDUCE THESE CASES ALL OF OUR HOSPITALS HAVE BEEN WORKING DILIGENTL Y TO REDUCE THE OCCURRENCE OF VENTILATOR-ASSOCIATED PNEUMONIA (VAP), WHICH CAN DEVELOP IN PATIENTS WHO HAVE BEEN ON MECHANICAL VENTILATION FOR 48 HOURS OR MORE IN 2011, SENTARA WI LLIAMSBURG REGIONAL MEDICAL CENTER MARKED SEVEN CONSECUTIVE YEARS WITH ZERO CASES OF VAP VOLUNTARY HOSPITALS OF AMERICA (VHA), A VOLUNTARY NATIONAL ORGANIZATION FOCUSED ON HEALTH CARE FINANCIAL PERFORMANCE THROUGH CLINICAL EXCELLENCE AND SUPPLY CHAIN MANAGEMENT, "BLUEP RINTED" THE PRACTICES AT SENTARA WILLIAMSBURG REGIONAL MEDICAL CENTER AS A MODEL FOR HOSPI TALS ACROSS THE COUNTRY ADDITIONALLY, CENTRAL LINE BLOODSTREAM INFECTIONS HAVE BEEN SHARP LY REDUCED SENTARA BAYSIDE HOSPITAL IS ONE OF ONLY FIVE HOSPITALS IN VIRGINIA AND MENTION ED IN CONSUMER REPORTS MAGAZINE FOR BEING AMONG THE BEST IN THE COUNTRY FOR PROTECTING PAT IENTS IN THE INTENSIVE CARE UNIT AGAINST LIFE-THREATENING CENTRAL LINE BLOODSTREAM INFECTI ONS 3 IMPROVING PATIENT SAFETY THROUGH TECHNOLOGY SENTARA HEALTHCARE PROVIDES THE SENTARA ECARE HEALTH NETWORK THE CLINICAL SYSTEM USES IN

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		NOVATIVE TECHNOLOGY TO LINK PATIENT MEDICAL INFORMATION BETWEEN OUR HOSPITALS, PHYSICIAN P RACTICES AND OTHER HEALTH CARE SITES OVER A PROTECTED NETWORK, ENABLING THE SECURE SHARING OF PATIENT INFORMATION, INCREASING PATIENT SAFETY AND REDUCING PREVENTABLE MEDICAL ERRORS MYCARE, THE COMPONENT OF ECARE THAT ALLOWS PATIENTS TO ACCESS PART OF THEIR MEDICAL RECO RDS, WAS PROMOTED TO PATIENTS IN 2011 A PHONE APP WAS CREATED TO PROVIDE EASY ACCESS AS W ELL 2011 MARKED THE 11TH YEAR THAT WE EMPLOYED OUR EICU REMOTE MONITORING SYSTEM FOR OUR SICKEST HOSPITAL PATIENTS SENTARA WAS THE FIRST HOSPITAL SYSTEM IN THE COUNTRY TO IMPLEME NT THE EICU SYSTEM, WHICH USES A NETWORK OF CAMERAS, MONITORS, ALERTS, AND TWO-WAY COMMUNI CATION LINKS DOCTORS AND CRITICAL CARE NURSES AT THE EICU COMMAND CENTER MAKE VIRTUAL ROU NDS ON ICU PATIENTS THIS SENTARA-PIONEERED TECHNOLOGY IS NOW USED TO HELP CARE FOR PATIEN TS IN NEARLY 5,000 ICU BEDS NATIONALLY ANOTHER SAFETY INITIATIVE ADOPTED BY SENTARA IS BE DSIDE MEDICATION VERIFICATION, INCLUDING BAR-CODING TECHNOLOGY NATIONAL STUDIES HAVE FOUN D THAT BEDSIDE VERIFICATION CAN REDUCE HOSPITAL MEDICATION ERRORS BY NEARLY 70 PERCENT AL SO IN 2011, SENTARA WAS RECOGNIZED BY THE VIRGINIA HEART ATTACK COALITION FOR OUR EFFORTS IN WORKING WITH AREA EMS UNITS TO LAUNCH LIFENET, WHICH TRANSMITS VITAL, POTENTIALLY LIFES AVING PATIENT INFORMATION WHEN A HEART ATTACK IS SUSPECTED BY AN EMS TECHNICIAN VI COMMI TMENT TO THE COMMUNITY AS A NOT-FOR-PROFIT HEALTHCARE ORGANIZATION, WE CONTINUOUSLY REINVE ST IN THE COMMUNITY-BY PURCHASING THE MOST MEDICALLY ADVANCED TECHNOLOGY, BUILDING NEW, ST ATE-OF-THE-ART HEALTHCARE FACILITIES, TRAINING MEDICAL PROFESSIONALS, AND PROVIDING THE HI GHEST QUALITY HEALTHCARE TO ALL PATIENTS, REGARDLESS OF THEIR ABILITY TO PAY IT'S NOT JUS T OUR MISSION, IT'S OUR COMMITMENT TO THE COMMUNITY SENTARA OBICI HOSPITAL WAS AWARDED A NATIONAL JACKSON HEALTHCARE CHARITABLE SERVICE AWARD IN 2011 FOR ITS COMMUNITY OUTREACH PR OGRAM THAT OFFERS CHRONIC DISEASE MANAGEMENT FOR PEOPLE LIVING AT 200 PERCENT OF THE POVER TY LEVEL WHO HAVE CONGESTIVE HEART FAILURE, DIABETES OR BOTH DISEASES THE SENTARA OBICI H OSPITAL COMMUNITY HEALTH OUTREACH PROGRAM WAS ONE OF 10 HOSPITAL PROGRAMS THAT RECEIVED A $10,000 CHECK IN SUPPORT OF THE PROGRAM'S ONGOING SERVICE HERE ARE SOME OF THE OTHER WAYS WE'VE INVESTED IN THE PEOPLE WE SERVE A THE SENTARA HEALTH FOUNDATION WE ESTABLISHED TH E SENTARA HEALTH FOUNDATION IN 1998 TO IMPROVE HEALTH AND QUALITY OF LIFE THROUGHOUT SOUTH EASTERN VIRGINIA AND NORTH CAROLINA, AND TO DEMONSTRATE OUR NOT-FOR-PROFIT MISSION THE FO UNDATION HAS TOUCHED THE LIVES OF MANY VIRGINIA RESIDENTS FROM THE EASTERN SHORE TO GREATE R HAMPTON ROADS THROUGH GRANTS SUPPORTING COMMUNITY HEALTH PROGRAMS SPECIFICALLY, IT HAS AWARDED NEARLY $9 MILLION IN GRANTS ($709,200 IN 2011) PROGRAMS INCLUDE MOBILE DENTAL CAR E, PRENATAL SUPPORT, MEDICATION ASSISTANCE AND REDUCED-COST PRIMARY CARE THE FOUNDATION A LSO SPONSORS COMMUNITY EVENTS, SUCH AS THE SUSAN G KOMEN TIDEWATER RACE FOR THE CURE, THE AMERICAN HEART ASSOCIATION HEART GALA AND HEART WALK AND THE AMERICAN CANCER SOCIETY RELA Y FOR LIFE B IN SUPPORT OF THE COMMUNITY LED BY A VOLUNTEER COMMUNITY BOARD OF DIRECTORS , SENTARA PROUDLY PROVIDES CARE TO ALL, AND REINVESTS IN THE COMMUNITY IN NUMEROUS WAYS 1 CONTRIBUTIONS EACH YEAR, WE PROVIDE MILLIONS OF DOLLARS IN BENEFITS TO THE COMMUNITY IN 2011, SENTARA REINVESTED $214,486,000 INTO COMMUNITIES, NOT INCLUDING COMMUNITY BENEFITS PROVIDED IN THE BLUE RIDGE REGION BY OUR HOSPITALS MARTHA JEFFERSON HOSPITAL AND RMH HEALT HCARE THAT EQUALS MORE THAN $587,500 EACH DAY

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		SENTARA INVESTED $15,360,000 IN HEALTH CARE TEACHING PROGRAMS TO ENSURE A QUALIFIED POOL O F PHYSICIANS AND NURSES WE ALSO SPENT $15,892,000 TO SUPPORT LOCAL COMMUNITY PROGRAMS THA T PROVIDED HEALTH EVENTS AND HEALTH SCREENINGS TO MORE THAN 39,000 INDIVIDUALS IN ADDITIO N, SENTARA EMPLOYEES DONATED TO THE UNITED WAY TO THE TUNE OF OVER $1 MILLION IN 2011 NUM EROUS EMPLOYEES ALSO VOLUNTEER AT UNITED WAY AGENCIES FOR THE ANNUAL DAY OF CARING OUR SE NTARA POTOMAC HOSPITAL PROVIDED $22,502,000 IN COMMUNITY BENEFITS IN NORTHERN VIRGINIA IN 2011 OF THAT TOTAL, $22,444,000 COVERED UNCOMPENSATED PATIENT CARE COSTS RMH HEALTHCARE INVESTED OVER $32 MILLION IN 2011, $30 MILLION OF WHICH COVERED UNCOMPENSATED CARE TO THOS E IN NEED IN 2011, MARTHA JEFFERSON HOSPITAL PROVIDED COMMUNITY BENEFITS TOTALING OVER $1 3 MILLION, THE MAJORITY OF WHICH WAS IN THE FORM OF UNCOMPENSATED CARE TO THOSE IN NEED 2 MEDICALLY UNDERSERVED SENTARA MEDICAL GROUP'S PHYSICIANS AND MEDICAL STAFF VOLUNTEER THO USANDS OF HOURS TO EASTERN VIRGINIA MEDICAL SCHOOL (EVMS), FREE CLINICS, COMMUNITY EDUCATI ON AND CIVIC AND CHARITABLE PROGRAMS WE SUPPORT AND OPERATE UNCOMPENSATED CARE CLINICS TH ROUGHOUT THE REGION, INCLUDING THE SENTARA AMBULATORY CARE CENTER (ACC) THE ACC IS A COLL ABORATIVE EFFORT WITH EVMS AND IS LOCATED NEAR SENTARA NORFOLK GENERAL HOSPITAL IT FEATUR ES AN APPOINTED SIDE, WHICH FUNCTIONS LIKE A DOCTOR'S OFFICE AND A SAME-DAY "WALK-IN" SERV ICE SIDE FOR MORE PRESSING AND IMMEDIATE HEALTH CONCERNS C IN SUPPORT OF EDUCATION AS PA RT OF OUR COMMITMENT TO PROVIDE THE LATEST IN HEALTH INFORMATION, SENTARA PRODUCES EXPLORE HEALTH WITH SENTARA, AN EDUCATIONAL PROGRAM THAT PRESENTS MEDICAL BREAKTHROUGHS, INNOVATIV E TREATMENT OPTIONS, AND CONTEMPORARY HEALTH ISSUES D IN SUPPORT OF COMMUNITY HEALTH INI TIATIVES 1 SENTARA COMMUNITY HEALTH AND PREVENTION AS PART OF SENTARA'S COMMITMENT TO PRE VENTIVE HEALTH MEASURES, WE SPONSOR AND HOST SPECIAL COMMUNITY INITIATIVES THAT ARE DESIGN ED TO EDUCATE THE COMMUNITY ABOUT HEALTH OUR CAMPAIGNS INCLUDE -NATIONAL DRUG TAKE BACK DAY -DRIVE-THRU FLU SHOTS - WOMEN'S DAY HEALTH FAIR -WEBINARS FOR WEIGHT LOSS SURGERY -PAIN T FACEBOOK PINK TO RAISE AWARENESS FOR BREAST HEALTH -TEXT OUTREACH TO PREGNANT WOMEN -EAT ING FOR LIFE, AN AWARD-WINNING NUTRITION AND HEALTHY EATING PROGRAM -KNOW YOUR NUMBERS, A CARDIOVASCULAR RISK REDUCTION AND HEALTH IMPROVEMENT PROGRAM -WALK-ABOUT WITH HEALTHY EDGE , A WALKING PROGRAM THAT ENCOURAGES WALKING FOR CARDIOVASCULAR HEALTH -GET OFF YOUR BUTT STAY SMOKELESS FOR LIFE, A SMOKING CESSATION PROGRAM -HEALTHY HEART PROGRAM, A CARDIOVASCU LAR DISEASE REDUCTION PROGRAM -SENTARA LIVING, A COMPREHENSIVE WELLNESS PROGRAM FOR SENIOR S -SENTARA'S MOBILE MAMMOGRAPHY UNIT VISITS NUMEROUS WORK SITES EVERY YEAR TO ENCOURAGE WE LLNESS -CAMP LIGHTHOUSE, A GRIEF CAMP FOR KIDS AGES 5-16 WHO HAVE EXPERIENCED THE DEATH OF A LOVED ONE 2 TOBACCO-FREE ENVIRONMENTS HOSPITALS SEE THE EFFECTS OF TOBACCO EVERY DAY I N HEART DISEASE, RESPIRATORY AILMENTS AND CANCERS IN RESPONSE, SENTARA HAS IMPLEMENTED OU R TOBACCO-FREE ENVIRONMENT (TFE) CAMPAIGN NO ONE IS ALLOWED TO SMOKE, CHEW OR DIP ANYWHER E ON CAMPUS, NOT EVEN IN CARS THE GOAL IS NOT JUST TO AVOID THE AESTHETIC AND HEALTH ISSU ES OF SECOND-HAND SMOKE, BUT TO PUT SENTARA'S MISSION INTO PRACTICE BY HELPING STAFF, PATI ENTS AND VISITORS QUIT THIS HABIT AS OF 2011, ALL OF OUR FACILITIES HAVE ADOPTED THE TOBA CCO FREE ENVIRONMENT INITIATIVES WE HAVE EARNED THE AMERICAN CANCER SOCIETY "EXCELLENCE I N THE WORKPLACE TOBACCO CONTROL" AWARD FOR OUR EFFORTS VII OPTIMA HEALTH PLAN A IMPROVI NG HEALTH OPERATING WITH THE SAME MISSION IN MIND -- TO IMPROVE HEALTH EVERY DAY --IS OUR HEALTH PLAN, OPTIMA HEALTH WITH MORE THAN 25 YEARS OF HEALTH INSURANCE EXPERIENCE, OPTIMA HEALTH PROVIDES HEALTH PLAN COVERAGE TO MORE THAN 440,000 MEMBERS THROUGHOUT THE STATE, H AVING EXTENDED COVERAGE TO SOUTHWEST VIRGINIA IN 2011 OUR QUALITY PROVIDER NETWORK FEATUR ES MORE THAN 15,000 PROVIDERS INCLUDING SPECIALISTS, PRIMARY CARE PHYSICIANS AND HOSPITALS B SUPPORTING THE COMMUNITY OPTIMA HEALTH PROVIDES MORE THAN INSURANCE FOR OUR COMMUNITI ES, WE REACH OUT THROUGH HEALTH SCREENINGS, EVENTS, EDUCATION MATERIALS AND IMMUNIZATIONS OUR HIGHLIGHTS INCLUDED -HEALTH IMPROVEMENT EVENTS TOTALED 1,866 EVENTS WITH 39,049 PART ICIPANTS IN 2011 THESE EVENTS WERE OFFERED TO CHURCHES, EMPLOYER GROUPS INCLUDING SENTARA HEALTHCARE EMPLOYEES, COMMUNITY HEALTH CENTERS AND OTHER COMMUNITY LOCATIONS -POCKET EKG SCREENED 621 PARTICIPANTS IN 2011 565 (90%) OF THOSE PARTICIPANTS WERE IDENTIFIED WITH C ARDIOVASCULAR HEALTH RISKS -EATING FOR LIFE, WALKABOUT WITH HEALTHY EDGE, HEALTHY HEART, GUIDED IMAGERY AND YOGA, OUR CARDIOVASCULAR DISEASE RISK REDUCTION PROGRAMS, INCREASED PAR TICIPATION BY 12 PERCENT OVER 2010 -SELF CARE MANUALS WERE DISTRIBUTED TO HEALTH PLAN MEM BERS AND COMMUNITY ORGANIZATIONS 14,399 WENT OUT IN 2011 - PREVENTIVE BIRTHDAY CARD REMIN DERS FOR PREVENTIVE HEALTH SCREENINGS DELIVERED ME

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		SSAGES TO 267,692 ADULT HEALTH PLAN MEMBERS PREVENTIVE BIRTHDAY CARD REMINDERS FOR CHILDR EN DELIVERED ANNUAL PHYSICAL EXAM MESSAGES TO 141,017 HEALTH PLAN MEMBERS -HEALTHY EDGE/M ISSION HEALTH DURING THE MONTH OF NOVEMBER, 13,643 EMPLOYEES COMPLETED A HEALTH RISK ASS ESSMENT IN CONJUNCTION WITH THE MISSION HEALTH PROGRAM OF THOSE, 8,795 EMPLOYEES ATTENDE D 138 ON-SITE HEALTH SCREENINGS WITHIN SIX MONTHS IN 2011, 4,879 EMPLOYEES WERE IDENTIFIE D WITH TWO OR MORE HEALTH RISKS AND 4,313 AGREED TO ENGAGE WITH A HEALTH COACH 2,199 EMPL OYEES AGREED TO CONTINUE ENGAGING WITH THEIR HEALTH COACH 1,248 EMPLOYEES FROM 2011 WILL NO LONGER NEED TO ENGAGE WITH A HEALTH COACH OUR EMPLOYEE MAMMOGRAPHY PROGRAM OFFERED ALL FEMALE SENTARA EMPLOYEES AGE 40 AND OVER THE OPPORTUNITY FOR A MAMMOGRAM SCREENING 1,207 EMPLOYEES SUBMITTED MAMMOGRAPHY, COLORECTAL CANCER SCREENING AND/OR PROSTATE CANCER SCREE NING PROGRAM COUPONS IN 2011 -OUR TOBACCO CESSATION PROGRAM HAD 11,103 INTERVENTIONS IN 2 011 21,856 CAMPUS-WIDE ELECTRONIC INTERVENTIONS WERE SENT OUT TO PROMOTE THE GREAT AMERIC AN SMOKE OUT, AND 6,155 GREAT AMERICAN SMOKE OUT QUIT KITS WERE DISTRIBUTED FOURTEEN NURS ING STUDENTS FROM ITT RECEIVED ORIENTATION TO THE TOBACCO CESSATION COMMUNITY PROGRAM GOAL S AND OBJECTIVES FROM OUR CERTIFIED TOBACCO TREATMENT SPECIALIST THE SPECIALIST FACILITAT ED 22 TOBACCO CESSATION AWARENESS GROUP PROGRAMS FOR 132 PARTICIPANTS OVER 300 INPATIENTS FROM SENTARA VIRGINIA BEACH GENERAL HOSPITAL WERE CONTACTED FOUR WEEKS AFTER THEIR HOSPIT AL DISCHARGE FOR TOBACCO CESSATION FOLLOW-UP -SENTARA LIVING HELD TWO MAJOR EVENTS FOR SE NIORS THE SENIOR HEALTH FAIR HAD 450 PARTICIPANTS THERE WAS PARTICIPATION FROM 11 INTERN AL VENDORS AND 20 EXTERNAL VENDORS MEMBERSHIP IN THIS COMMUNITY-BASED PROGRAM IS 22,017 478 MEMBERS PARTICIPATED IN 10 HEALTH PRESENTATIONS, 395 MEMBERS ATTENDED 27 SENIOR SEMINA RS, AND OVER 8,981 CAR AND HOME "FILE OF LIFE" PACKETS WERE DISTRIBUTED TO NEW MEMBERS -F LU PATROL ADMINISTERED A TOTAL OF 8,348 IMMUNIZATIONS -THE ENTIRE DEPARTMENT SUPPORTED CO MMUNITY PARTNERS, INCLUDING VIRGINIA DEPARTMENT OF HEALTH, VIRGINIA DIABETES COUNCIL, PENI NSULA AGENCY ON AGING, COMMUNITY HEALTH CENTERS, AND VARIOUS CHURCHES WITH RESOURCES FOR C ARDIOVASCULAR HEALTH RISK REDUCTION, CANCER RISK REDUCTION PROGRAMS AND CLINICAL EXPERTISE FOR PROGRAM DEVELOPMENT C ACCREDITATION AND AWARDS THE NATIONAL COMMITTEE FOR QUALITY A SSURANCE (NCQA) HAS RECOGNIZED OUR QUEST FOR EXCELLENCE BY AWARDING OUR COMMERCIAL HMO AND MEDICAID HMO PRODUCTS WITH AN "EXCELLENT" ACCREDITATION STATUS WE HAVE MAINTAINED THIS R ATING SINCE 1998, A CLAIM NO OTHER HEALTH PLAN IN THE REGION CAN MAKE OPTIMA HEALTH RECEI VED AN A+ RATING FROM THESTREET COM (WEISS RATINGS, INC) FOR FINANCIAL SOUNDNESS, RECOGNI ZING OUR ABILITY TO WITHSTAND SEVERE ECONOMIC ADVERSITY AND SHOWING EXCEPTIONAL FINANCIAL STRENGTH THESTREET COM IS THE NATION'S LEADING INDEPENDENT PROVIDER OF RATINGS AND ANALYS ES OF FINANCIAL SERVICE COMPANIES, MUTUAL FUNDS, AND STOCKS THE RATING RECOGNIZES OPTIMA HEALTH AS AN OUTSTANDING INSURER OFFERING EXCELLENT FINANCIAL STABILITY FOR ITS CUSTOMERS FEWER THAN FIVE PERCENT OF THE NATION'S HMO'S AND HEALTH INSURERS MEET THESTREET COM RATI NG'S CRITERIA FOR EXCEPTIONAL FINANCIAL STRENGTH

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		VIII CONCLUSION THROUGH ALL THAT WE DO AT SENTARA HEALTH, WE STRIVE TO IMPROVE HEALTH EVERY DAY, WHETHER IT IS BY USING THE MOST ADVANCED MEDICAL EQUIPMENT POSSIBLE, CARING FOR A NEW PATIENT WHO MIGHT NOT OTHERWISE BE HELPED, OR RESEARCHING NEW WAYS TO PREVENT OR CURE CHALLENGING HEALTH CONDITIONS WHILE OUR OFFICIAL PATIENT COUNT COULD BE FIGURED HOSPITAL BY HOSPITAL AND PHYSICIAN'S OFFICE BY PHYSICIAN'S OFFICE, WE BELIEVE WE MAY HELP NEARLY THREE MILLION PEOPLE -- WHETHER ENROLLED "PATIENTS" OR COMMUNITY MEMBERS -- ACROSS VIRGINIA AND NORTH CAROLINA, THANKS TO ALL OF OUR VITAL HEALTH SERVICES AND PROGRAMS OFFERED EACH YEAR

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PROGRAM SERVICE ACCOMPLISHMENTS	FORM 990, PART III, LINE 4A	SENTARA HEALTHCARE IS THE PARENT CORPORATION OF AN INTEGRATED HEALTH CARE DELIVERY SYSTEM WHICH PROVIDES SERVICES TO NEARLY THREE MILLION PEOPLE -- WHETHER ENROLLED "PATIENTS" OR COMMUNITY MEMBERS -- ACROSS VIRGINIA AND NORTH CAROLINA SENTARA'S MISSION IS TO PROVIDE PATIENTS WITH INNOVATIVE SERVICES TO TREAT ILLNESS AND DISEASE AND TO PROMOTE THE IMPROVEMENT OF THEIR PERSONAL HEALTH "MODERN HEALTHCARE" MAGAZINE HAS CONSISTENTLY RANKED SENTARA HEALTHCARE AS ONE OF THE NATION'S TOP TEN INTEGRATED HEALTHCARE ORGANIZATIONS THE FOLLOWING IS A DESCRIPTION OF PROGRAMS AND ACCOMPLISHMENTS OF THE SENTARA HEALTHCARE SYSTEM FOR 2011

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	FORM 990, PART V, LINE 1A FORM 1096	THE ORGANIZATION IS THE 501(C)(3) SOLE MEMBER OR SHAREHOLDER OF SEVERAL OTHER ORGANIZATIONS FOR WHICH IT MAINTAINS AGENCY RELATIONSHIPS AND ISSUES 1099S THE NUMBER REPORTED IS A BEST ESTIMATE OF THE 1099S ATTRIBUTABLE TO THE ORGANIZATION THE EXACT NUMBER CANNOT BE DETERMINED, AS SOME OF THE 1099S ISSUED BY THE ORGANIZATION ARE ATTRIBUTABLE TO MORE THAN ONE ENTITY, AND THERE IS NO REPORTING MECHANISM TO DETERMINE 1099S ATTRIBUTABLE SOLELY TO THE ORGANIZATION

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 2	BUSINESS OR FAMILY RELATIONSHIP OF OFFICERS, DIRECTORS DAVID BERND, HOWARD KERN, AND BERTRAM REESE HAVE A BUSINESS RELATIONSHIP THROUGH COMMON OWNERSHIP OF AN ENTITY UNRELATED TO THE ORGANIZATION MICHAEL S IVES AND F DUDLEY FULTON HAVE A BUSINESS RELATIONSHIP THROUGH COMMON BOARD MEMBERSHIP OF AN ENTITY UNRELATED TO THE ORGANIZATION C EDWARD RUSSELL, JR AND LAWRENCE CUMMING HAVE A BUSINESS RELATIONSHIP BOTH ARE PARTNERS IN A LAW FIRM UNRELATED TO THE ORGANIZATION R SCOTT MORGAN, LAWRENCE A CUMMING, AUBREY L LAYNE JR , W ANDREW DICKINSON, ROBERT S MILLER AND JOHN F MALBON HAVE A BUSINESS RELATIONSHIP THROUGH COMMON BOARD MEMBERSHIP OF AN ENTITY UNRELATED TO THE ORGANIZATION HOWARD KERN AND GARY YATES HAVE A BUSINESS RELATIONSHIP THROUGH COMMON BOARD MEMBERSHIP OF AN ENTITY UNRELATED TO THE ORGANIZATION HOWARD KERN AND DOUGLAS THOMPSON HAVE A BUSINESS RELATIONSHIP THROUGH COMMON BOARD MEMBERSHIP OF AN ENTITY UNRELATED TO THE ORGANIZATION THE ORGANIZATION'S OFFICERS AND DIRECTORS SERVED TOGETHER ON THE BOARDS OF OTHER TAXABLE ORGANIZATIONS WITHIN THE SENTARA HEALTHCARE SYSTEM ("THE SYSTEM"), AS WELL AS JOINT VENTURES IN WHICH THE SYSTEM HAD AN OWNERSHIP INTEREST SEE SCHEDULE R FOR A LISTING OF SUCH ENTITIES

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 6	EXPLANATION OF CLASSES OF MEMBERS OR SHAREHOLDERS THE ORGANIZATION HAD MEMBERS WHO WERE INDIVIDUALS DESIGNATED INDIVIDUALLY AS TRUSTEES AND COLLECTIVELY AS THE BOARD OF TRUSTEES THE BOARD OF TRUSTEES, EXCEPT EX-OFFICIO TRUSTEES, ARE DIVIDED INTO THREE (3) CLASSES OF APPROXIMATELY EQUAL NUMBER AND ARE ELECTED FOR TERMS OF THREE (3) YEARS DIRECTORS OF THE ORGANIZATION SERVE AS EX OFFICIO TRUSTEES WITH THE SAME VOTE AS OTHER TRUSTEES

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7A	HOW MEMBERS OR SHAREHOLDERS ELECT GOVERNING BODY THE BOARD OF TRUSTEES, INCLUDING EX OFFICIO TRUSTEES, ELECT/RATIFY THE BOARD OF DIRECTORS, WHICH SERVES AS THE ORGANIZATION'S GOVERNING BODY

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7B	DECISIONS OF GOVERNING BODY APPROVAL BY MEMBERS OR SHAREHOLDERS THE GOVERNANCE AUTHORITY OF TRUSTEES IS LIMITED TO THE ANNUAL ELECTION/RATIFICATION OF THE ORGANIZATION'S TRUSTEES AND DIRECTORS, AND THE APPROVAL OF THE SALE OF ALL OR SUBSTANTIALLY ALL OF THE ORGANIZATION'S ASSETS TRUSTEES HAVE NO OTHER VOTING OR ANY PROPERTY RIGHTS WITH RESPECT TO THE ORGANIZATION

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	FORM 990 REVIEW PROCESS THE ORGANIZATION USED ITS OWN IN-HOUSE TAX DEPARTMENT, HEADED BY A LICENSED CERTIFIED PUBLIC ACCOUNTANT, TO BOTH PREPARE AND REVIEW ITS FORM 990 DURING THE PREPARATION AND REVIEW PROCESS, THE TAX DEPARTMENT WORKED CLOSELY WITH OTHER DEPARTMENTS, SUCH AS LEGAL, COMPENSATION AND BENEFITS, COMPLIANCE, FINANCE, AND MARKETING, TO ENSURE THAT A COMPLETE AND ACCURATE RETURN WAS FILED

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	EXPLANATION OF MONITORING AND ENFORCEMENT OF CONFLICTS TRUSTEES, DIRECTORS, BOARD-NOMINATED OFFICERS, AND KEY EMPLOYEES SUBMIT AN ANNUAL CONFLICT OF INTEREST QUESTIONNAIRE AND CERTIFY TO THE COMPLETION AND ACCURACY OF THE INFORMATION DISCLOSED THE ORGANIZATION'S LEGAL DEPARTMENT MONITORS TRANSACTIONS INVOLVING POTENTIAL CONFLICTS OF INTEREST, TO ENSURE THAT THEY ARE REASONABLE AND AT ARM'S LENGTH REPORTS ON SUCH TRANSACTIONS ARE MADE TO THE AUDIT AND COMPLIANCE COMMITTEE OF THE BOARD AS NECESSARY

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	COMPENSATION REVIEW & APPROVAL PROCESS FOR OFFICERS & KEY EMPLOYEES THE ORGANIZATION FOLLOWED PROCESSES AND PROCEDURES SET FORTH IN ITS GOVERNING DOCUMENTS TO ENSURE COMPLIANCE WITH ITS OBLIGATIONS AS A 501(C)(3) HEALTHCARE ORGANIZATION TO PAY DISQUALIFIED PERSONS REASONABLE COMPENSATION SUCH PROCESSES AND PROCEDURES ARE INTENDED TO ESTABLISH THE REBUTTABLE PRESUMPTION OF REASONABLENESS UNDER THE INTERNAL REVENUE CODE SECTION 4958 REGULATIONS THE COMPENSATION PHILOSOPHY OF THE ORGANIZATION IS TO BASE OVERALL COMPENSATION AND BENEFITS FOR EXECUTIVES ON MARKET COMPARABLES, ADJUSTED AS APPLIED TO EACH EXECUTIVE, TAKING INTO CONSIDERATION THE INDIVIDUAL SKILLS, EXPERIENCE, TENURE AND PERFORMANCE OF THE EXECUTIVE BEING COMPENSATED AND OVERALL PERFORMANCE OF THE ORGANIZATION IN LINE WITH THIS PHILOSOPHY, THE ORGANIZATION PERFORMED SUBSTANTIAL DUE DILIGENCE AS TO MARKET COMPARABLES THE COMPENSATION COMMITTEE, WHICH CONSISTS OF BOARD MEMBERS WITHOUT CONFLICTS OF INTERESTS, ENGAGED AN OUTSIDE CONSULTANT, WHO REPORTS TO THE COMPENSATION COMMITTEE, TO CONDUCT A STUDY ASSESSING THE COMPETITIVENESS OF TOTAL COMPENSATION (INCLUDING CASH COMPENSATION, BENEFITS AND PERQUISITES) OF ITS SENIOR EXECUTIVES PRIOR TO MAKING DECISIONS REGARDING ANNUAL BASE SALARY ADJUSTMENTS, APPROVING INCENTIVE AWARDS, OR CONSIDERING PROGRAMMATIC CHANGES THE STUDY COMPARED THE COMPENSATION OF THE ORGANIZATION'S SENIOR EXECUTIVES TO COMPENSATION DATA FROM MULTIPLE PUBLISHED SURVEY SOURCES BASED ON THE SENIOR EXECUTIVE'S FUNCTIONAL RESPONSIBILITY IN CONDUCTING THE STUDY, THE CONSULTANT TARGETED OTHER HEALTH SYSTEMS OF SIMILAR SIZE BASED ON NET REVENUE AND COMPLEXITY FOR HEALTH PLAN POSITIONS, HEALTH PLANS WITH SIMILAR PREMIUMS, OR MEMBERS, WERE TARGETED THE CONSULTANT ALSO CONDUCTS A REVIEW OF THE ORGANIZATION'S PERFORMANCE RELATIVE TO A GROUP OF NOT-FOR-PROFIT HEALTH SYSTEMS OF COMPARABLE SIZE AND SCOPE OF OPERATIONS EVERY TWO TO THREE YEARS THE MOST RECENT STUDY COMPARED SENTARA'S PERFORMANCE TO 19 HEALTHCARE SYSTEMS BASED ON NET REVENUE GROWTH, OPERATING MARGIN, BOND RATING, AND QUALITATIVE PERFORMANCE MEASURES BASED ON RANKINGS FROM SDI'S NATIONAL TOP INTEGRATED HEALTH NETWORKS OVERALL, THE CONSULTANT DETERMINED THAT SENTARA'S PAY WAS ALIGNED WITH ITS RELATIVE PERFORMANCE. THE COMPENSATION STUDY WAS PRESENTED TO THE ORGANIZATION'S COMPENSATION COMMITTEE, WHICH MADE ITS COMPENSATION DECISIONS BASED ON A)ITS REVIEW AND ANALYSIS OF THE PERFORMANCE OF BOTH THE ORGANIZATION AND ITS SENIOR EXECUTIVES AND, B) A REASONABLENESS OF COMPENSATION ANALYSIS AND OPINION FROM AN EXTERNAL EXPERT IN THE COMPENSATION OF EXECUTIVES IN THE TAX-EXEMPT HEALTH CARE FIELD THE COMMITTEE'S BASES FOR ITS DECISIONS WERE DOCUMENTED IN COMMITTEE MINUTES TAKEN DURING THE MEETING AND THEN CIRCULATED FOR REVIEW AND APPROVAL ALL DECISIONS REGARDING COMPENSATION WERE MADE BY THE COMMITTEE, WHICH CONSISTS OF BOARD MEMBERS WITHOUT CONFLICT OF INTERESTS THIS PROCESS WAS USED TO ESTABLISH COMPENSATION FOR THE ORGANIZATION'S CEO, COO/PRESIDENT, CFO/TREASURER, CIO, CMO AND SENIOR VICE PRESIDENTS THE PROCESS WAS LAST UNDERTAKEN DURING 2011 FOR ALL POSITIONS LISTED

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	PROVISION OF GOVERNING DOCS, COI POLICY AND FINANCIALS TO PUBLIC THE CONSOLIDATED FINANCIAL STATEMENTS FOR SENTARA HEALTHCARE AND SUBSIDIARIES WERE MADE PUBLICLY AVAILABLE THROUGH THE USE OF DAC BOND (DISCLOSURE DISSEMINATION AGENT) AND CAN BE FOUND ON THE INTERNET AT WWW DACBOND COM THE ORGANIZATION'S GOVERNING DOCUMENTS AND CONFLICTS OF INTEREST POLICY ARE GENERALLY NOT MADE AVAILABLE TO THE PUBLIC

Identifier	Return Reference	Explanation
VOTING MEMBERS OF THE GOVERNING BODY	FORM 990, PT VI, LINES 1A AND B	THE ORGANIZATION HAD INDIVIDUAL MEMBERS, KNOWN AS TRUSTEES, WHOSE GOVERNANCE AUTHORITY WAS LIMITED TO THE ANNUAL ELECTION/RATIFICATION OF THE ORGANIZATION'S TRUSTEES AND DIRECTORS, AND THE APPROVAL OF THE SALE OF ALL OR SUBSTANTIALLY ALL OF THE ORGANIZATION'S ASSETS DUE TO THEIR LIMITED AUTHORITY, THE ORGANIZATION'S TRUSTEES HAVE NOT BEEN COUNTED AS VOTING MEMBERS OF THE GOVERNING BODY IN RESPONSE TO PART VI, LINES 1A AND 1B

Identifier	Return Reference	Explanation
DOCUMENT RETENTION POLICY	FORM 990, PART VI, LINE 14	THE ORGANIZATION HAD A WRITTEN POLICY FOR DOCUMENT RETENTION AND DESTRUCTION WHICH WAS APPROVED BY MANAGEMENT

Identifier	Return Reference	Explanation
JOINT VENTURE POLICY	FORM 990, PART VI, LINE 16B	THE ORGANIZATION HAD A WRITTEN POLICY REQUIRING EVALUATION OF ITS PARTICIPATION IN JOINT VENTURE ARRANGEMENTS UNDER APPLICABLE FEDERAL TAX LAW THIS POLICY WAS APPROVED BY MANAGEMENT THE ORGANIZATION ALSO TOOK STEPS TO SAFEGUARD THE ORGANIZATION'S EXEMPT STATUS WITH RESPECT TO SUCH ARRANGEMENTS

Identifier	Return Reference	Explanation
	FORM 990, PART VII	COMPENSATION OF OFFICERS, DIRECTORS, TRUSTEES, KEY EMPLOYEES, HIGHEST COMPENSATED EMPLOYEES, AND INDEPENDENT CONTRACTORS HOURS DEVOTED TO RELATED ORGANIZATIONS WILLIAM L ACHENBACH DEVOTED AN AVERAGE OF 3 HOURS PER WEEK TO RELATED ORGANIZATIONS DAVID L BERND DEVOTED AN AVERAGE OF 11 HOURS PER WEEK TO RELATED ORGANIZATIONS LILIAN R BEVIER DEVOTED AN AVERAGE OF 2 HOUR PER WEEK TO RELATED ORGANIZATIONS MARY L BLUNT DEVOTED AN AVERAGE OF 40 HOURS PER WEEK TO RELATED ORGANIZATIONS JERRY A BRIDGES DEVOTED AN AVERAGE OF 1 HOUR PER WEEK TO RELATED ORGANIZATIONS JOAN P BROCK DEVOTED AN AVERAGE OF 1 HOUR PER WEEK TO RELATED ORGANIZATIONS ROBERT A BROERMANN DEVOTED AN AVERAGE OF 10 HOURS PER WEEK TO RELATED ORGANIZATIONS WILLIAM K BUTLER, II DEVOTED AN AVERAGE OF 1 HOURS PER WEEK TO RELATED ORGANIZATIONS DIAN T CALDERONE DEVOTED AN AVERAGE OF 1 HOUR PER WEEK TO RELATED ORGANIZATIONS DONALD H CLARK DEVOTED AN AVERAGE OF 1 HOUR PER WEEK TO RELATED ORGANIZATIONS FREDERICK C COBLE DEVOTED AN AVERAGE OF 1 HOUR PER WEEK TO RELATED ORGANIZATIONS LAWRENCE G CUMMING DEVOTED AN AVERAGE OF 1 HOUR PER WEEK TO RELATED ORGANIZATIONS W ANDREW DICKINSON, M D DEVOTED AN AVERAGE OF 1 HOUR PER WEEK TO RELATED ORGANIZATIONS DEBORAH M DICROCE DEVOTED AN AVERAGE OF 1 HOUR PER WEEK TO RELATED ORGANIZATIONS ALLAN G DONN DEVOTED AN AVERAGE OF 1 HOUR PER WEEK TO RELATED ORGANIZATIONS MICHAEL M DUDLEY DEVOTED AN AVERAGE OF 40 HOURS PER WEEK TO RELATED ORGANIZATIONS JACK L EZZELL, JR DEVOTED AN AVERAGE OF 1 HOUR PER WEEK TO RELATED ORGANIZATIONS ROBERT C FORT DEVOTED AN AVERAGE OF 1 HOUR PER WEEK TO RELATED ORGANIZATIONS L ALVIN GARRISON, JR DEVOTED AN AVERAGE OF 1 HOUR PER WEEK TO RELATED ORGANIZATIONS MICHAEL V GENTRY DEVOTED AN AVERAGE OF 41 HOURS PER WEEK TO RELATED ORGANIZATIONS ROBERT L GRAVES DEVOTED AN AVERAGE OF 40 HOURS PER WEEK TO RELATED ORGANIZATIONS VICKY G GRAY DEVOTED AN AVERAGE OF 2 HOURS PER WEEK TO RELATED ORGANIZATIONS HENRY U HARRIS III DEVOTED AN AVERAGE OF 1 HOUR PER WEEK TO RELATED ORGANIZATIONS GRACE R HINES DEVOTED AN AVERAGE OF 9 HOURS PER WEEK TO RELATED ORGANIZATIONS ANN E C HOMAN DEVOTED AN AVERAGE OF 3 HOURS PER WEEK TO RELATED ORGANIZATIONS HOWARD P KERN DEVOTED AN AVERAGE OF 12 HOURS PER WEEK TO RELATED ORGANIZATIONS JEFFREY P KING DEVOTED AN AVERAGE OF 5 HOURS PER WEEK TO RELATED ORGANIZATIONS KENNETH M KRAKAUR DEVOTED AN AVERAGE OF 10 HOURS PER WEEK TO RELATED ORGANIZATIONS CHARLES F LOVELL, JR , M D DEVOTED AN AVERAGE OF 2 HOURS PER WEEK TO RELATED ORGANIZATIONS AUBREY E LOVING, JR DEVOTED AN AVERAGE OF 1 HOUR PER WEEK TO RELATED ORGANIZATIONS DAVID R MAIZEL, M D DEVOTED AN AVERAGE OF 40 HOURS PER WEEK TO RELATED ORGANIZATIONS JOHN F MALBON DEVOTED AN AVERAGE OF 1 HOUR PER WEEK TO RELATED ORGANIZATIONS GENEMARIE W MCGEE DEVOTED AN AVERAGE OF 40 HOURS PER WEEK TO RELATED ORGANIZATIONS E RAY MURPHY DEVOTED AN AVERAGE OF 2 HOUR PER WEEK TO RELATED ORGANIZATIONS MEGAN R PERRY DEVOTED AN AVERAGE OF 40 HOURS PER WEEK TO RELATED ORGANIZATIONS PETER D PRUDEN III DEVOTED AN AVERAGE OF 1 HOUR PER WEEK TO RELATED ORGANIZATIONS BERTRAM S REESE DEVOTED AN AVERAGE OF 40 HOURS PER WEEK TO RELATED ORGANIZATIONS BRUCE S ROBERTSON DEVOTED AN AVERAGE OF 40 HOURS PER WEEK TO RELATED ORGANIZATIONS MARC B SHARP DEVOTED AN AVERAGE OF 1 HOUR PER WEEK TO RELATED ORGANIZATIONS R MICHAEL SORENSON DEVOTED AN AVERAGE OF 2 HOURS PER WEEK TO RELATED ORGANIZATIONS BARBARA B STOLTZFUS DEVOTED AN AVERAGE OF 2 HOURS PER WEEK TO RELATED ORGANIZATIONS MARK A SZALWINSKI DEVOTED AN AVERAGE OF 40 HOURS PER WEEK TO RELATED ORGANIZATIONS DOUGLAS M THOMPSON DEVOTED AN AVERAGE OF 1 HOUR PER WEEK TO RELATED ORGANIZATIONS MARION WALL DEVOTED AN AVERAGE OF 1 HOUR PER WEEK TO RELATED ORGANIZATIONS THOMAS L WOODWARD JR DEVOTED AN AVERAGE OF 1 HOUR PER WEEK TO RELATED ORGANIZATIONS GARY R YATES, M D DEVOTED AN AVERAGE OF 10 HOURS PER WEEK TO RELATED ORGANIZATIONS

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	CAPITAL CONTRIBUTION TO SUBS -218,200,000 CAPITAL DISTRIBUTION FROM SUBS 76,655,794 DEEMED DISTRIBUTION FROM CFC NOT ON BOOKS -4,292,605 NET UNREALIZED GAINS OR LOSSES ON INVESTMENTS -76,159,334 PARTNERSHIP INCOME TAX < BOOK 31,213 RECLASS OF INTERCOMPANY BALANCES TO EQUITY 328,894,021 SUBPART F INCOME NOT ON BOOKS -2,128,053 UNFUNDED PENSION LIABILITY -172,633,902 EXCESS FAIR VALUE ON SUBSIDIARY ACQUISITIONS - ASC 958-805 202,200,000 NET SEC 351 TRANSFER TO SUB -7,655,794 TOTAL TO FORM 990, PART XI, LINE 5 126,711,340

Identifier	Return Reference	Explanation
	SECTION 1 351-3(A) TRANSFEROR STATEMENT	STATEMENT PURSUANT TO IRC REGULATION SECTION 1 351-3(A) BY SENTARA HEALTHCARE 52-1271901, A SIGNIFICANT TRANSFEROR THE TRANSFER TOOK PLACE ON AUGUST 4, 2011 PROPERTY PROVIDED TO THE TRANSFEREE TRANSFEREE NAME - SENTARA ENTERPRISES TRANSFEREE ID # - 54-1917649 DESCRIPTION OF PROPERTY - SENTARA INDEPENDENCE PROPERTY 800 INDEPENDENCE BLVD VIRGINIA BEACH, VA 23455 COST OR ADJUSTED BASIS - $7,655,794 FAIR MARKET VALUE - $7,655,794

Identifier	Return Reference	Explanation
NUMBER OF EMPLOYEES REPORTED ON FORM W-3	FORM 990, PART I LINE 5 AND PART V LINE 2A	THE ORGANIZATION IS THE 501(C)(3) SOLE MEMBER OR SHAREHOLDER OF SEVERAL OTHER ORGANIZATIONS FOR WHICH IT ACTS AS COMMON PAY AGENT AND ISSUES ALL FORM W-2S SINCE THE ORGANIZATION HAS NO REPORTING MECHANISM TO DETERMINE W-2S ATTRIBUTABLE SOLELY TO THE ORGANIZATION, THE NUMBER REPORTED REPRESENTS THE AVERAGE NUMBER OF THE ORGANIZATION'S EMPLOYEES PAID DURING EACH PAYROLL CYCLE IN 2011, WHICH APPROXIMATES THE NUMBER OF W-2S ISSUED BY THE ORGANIZATION ON ITS OWN BEHALF

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SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
SENTARA HEALTHCARE

Employer identification number
52-1271901

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
See Additional Data Table							

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
See Additional Data Table												

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
See Additional Data Table							

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

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

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

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

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate 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		Yes	No	

Schedule R (Form 990) 2011

Part VII Supplemental Information

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

Identifier	Return Reference	Explanation	

Additional Data

Return to Form

Software ID:
Software Version:
EIN: 52-1271901
Name: SENTARA HEALTHCARE

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

(a) Name, address, and EIN of related organization	(b) Primary Activity	(c) Legal Domicile (State or Foreign Country)	(d) Exempt Code section	(e) Public charity status (if 501(c)(3))	(f) Direct Controlling Entity	g Section 512 (b)(13) controlled organization	
SENTARA PRINCESS ANNE HOSPITAL 6015 POPLAR HALL DRIVE NORFOLK, VA 23502 52-1277419	HEALTH CARE	VA	501 (C)(3)	LN3_HOSPITALCOOPINSE	SENTARA HOSPITALS	Yes	
SENTARA HOSPITALS 6015 POPLAR HALL DRIVE NORFOLK, VA 23502 54-1547408	HEALTH CARE	VA	501 (C)(3)	LN3_HOSPITALCOOPINSE	SENTARA HEALTHCARE	Yes	
SENTARA MEDICAL GROUP 6015 POPLAR HALL DRIVE NORFOLK, VA 23502 54-1217184	HEALTH CARE	VA	501 (C)(3)	LN9_MORETHAN30PCTCON	SENTARA HEALTHCARE	Yes	
SENTARA ENTERPRISES 6015 POPLAR HALL DRIVE NORFOLK, VA 23502 54-1917649	HEALTH CARE	VA	501 (C)(3)	LN9_MORETHAN30PCTCON	SENTARA HEALTHCARE	Yes	
SENTARA LIFE CARE CORP 6015 POPLAR HALL DRIVE NORFOLK, VA 23502 54-1217183	HEALTH CARE	VA	501 (C)(3)	LN9_MORETHAN30PCTCON	SENTARA HEALTHCARE	Yes	
MPB INC 6015 POPLAR HALL DRIVE NORFOLK, VA 23502 54-1346393	TITLE HOLDING COMPANY	VA	501 (C)(2)		SENTARA ENTERPRISES	Yes	
OPTIMA HEALTH PLAN 6015 POPLAR HALL DRIVE NORFOLK, VA 23502 54-1283337	HMO	VA	501 (C)(3)	11A - I	SENTARA HEALTHCARE	Yes	
POTOMAC HOSPITAL CORP OF PRINCE WILLIAM 6015 POPLAR HALL DRIVE NORFOLK, VA 23502 54-0853898	HEALTH CARE	VA	501 (C)(3)	LN3_HOSPITALCOOPINSE	SENTARA HEALTHCARE	Yes	
ROCKINGHAM MEMORIAL HOSPITAL 2010 HEALTH CAMPUS DRIVE HARRISONBURG, VA 22801 54-0506331	HEALTH CARE	VA	501 (C)(3)	LN3_HOSPITALCOOPINSE	SENTARA HEALTHCARE	Yes	
VALLEY WELLNESS CENTER 501 STONE SPRING ROAD HARRISONBURG, VA 22801 52-1309257	PREVENTATIVE HEALTH/REHAB	VA	501 (C)(3)	LN9_MORETHAN30PCTCON	ROCKINGHAM MEMORIAL HOSPITAL	Yes	
MJH FOUNDATION 500 MARTHA JEFFERSON DRIVE CHARLOTTESVILLE, VA 22911 54-1401357	INVEST/MGT SVCS FOR MARTHA JEFFERSON HOSPITAL	VA	501 (C)(3)	11A - I	MARTHA JEFFERSON HOSPITAL	Yes	
MARTHA JEFFERSON HOSPITAL FOUNDATION 500 MARTHA JEFFERSON DRIVE CHARLOTTESVILLE, VA 22911 30-0041113	FUNDRAISING	VA	501 (C)(3)	11A - I	MARTHA JEFFERSON HOSPITAL	Yes	
MARTHA JEFFERSON HOSPITAL 500 MARTHA JEFFERSON DRIVE CHARLOTTESVILLE, VA 22911 54-0261840	HEALTH CARE	VA	501 (C)(3)	LN3_HOSPITALCOOPINSE	SENTARA HEALTHCARE	Yes	

Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership

(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) Disproprtionate allocations?		(i) Code V-UBI amount on Box 20 of K-1 ($)	(j) General or Managing Partner?		(k) Percentage ownership
							Yes	No		Yes	No	
MANAGEMENT SERVICES LLC 814 GREENBRIER CIRCLE CHESAPEAKE, VA 23320 54-1365012	HLTH MGT SV	VA	SVI	EXCLUDED	7,879	237,107		No			No	40 000 %
MANAGEMENT SERVICES LLC 814 GREENBRIER CIRCLE CHESAPEAKE, VA 23320 54-1365012	HLTH MGT SV	VA	SH	EXCLUDED	3,940	118,557		No			No	20 000 %
OBICI REAL ESTATE HOLDINGS LLC 6015 POPLAR HALL DRIVE NORFOLK, VA 23502 26-1749881	RE RENTAL	VA	SH	RELATED	78,688	3,512,356		No			No	58 320 %
PRINCESS ANNE AMB SURG MGT LLC 1975 GLENN MITCHELL STE 300 VA BEACH, VA 23456 20-4920880	HEALTH CARE	VA	SH	RELATED	950,234	2,477,698		No			No	53 320 %
VA BEACH AMBULATORY SURGERY CENTER 1700 WILL O WISP DRIVE VA BEACH, VA 23454 54-1448218	HEALTH CARE	VA	SH	RELATED	1,021,699	2,928,885		No			No	45 000 %
VA BEACH AMBULATORY SERVICE CENTER 1700 WILL O WISP DRIVE VA BEACH, VA 23454 54-1448218	HEALTH CARE	VA	CHS	RELATED	113,522	325,647		No			No	5 000 %
AMER HEALTH EVAL CTR-WMSBG LLC 739 THIMBLE SHOALS STE 105 NEWPORT NEWS, VA 23606 26-3761741	HEALTH CARE	VA	SVI	UNRELATED	-386,425	117,801		No			No	35 000 %
CANCER CENTERS OF VA LLC 5900 LAKE WRIGHT DRIVE NORFOLK, VA 23502 20-1338518	HEALTH CARE	VA	SH	RELATED	-374,979	7,503,986		No			No	50 000 %
HAMPTON ROADS LITHOTRIPSY LLC 225 CLEARFIELD AVE VIRGINIA BEACH, VA 23462 20-0942600	HEALTH CARE	VA	SVI	UNRELATED	466,975	164,568		No			No	33 330 %
HEALTHCARE PERFORMANCE IMPROVEMENT LLC 5041 CORPORATE WOODS DR STE 180 VIRGINIA BEACH, VA 23462 20-4024074	CONSULTING	VA	SVI	UNRELATED	373,059	822,176		No			No	39 600 %
RADIOLOGY SERVICES OF HAMPTON ROADS LC 814 GREENBRIER CIRCLE STE L CHESAPEAKE, VA 23320 54-1774472	HEALTH CARE	VA	SH	UNRELATED	414,405	1,296,384		No			No	25 000 %
RADIOLOGY SERVICES OF HAMPTON ROADS LC 814 GREENBRIER CIRCLE STE L CHESAPEAKE, VA 23320 54-1774472	HEALTH CARE	VA	SE	UNRELATED	414,405	1,296,384		No			No	25 000 %
SENTARA OBICI AMBULATORY SURGERY LLC 2750 GODWIN BLVD SUFFOLK, VA 23434 26-0144898	HEALTH CARE	VA	SH	RELATED	259,646	1,037,149		No			No	56 470 %
ST LUKES PROPERTIES LLC 6015 POPLAR HALL DRIVE NORFOLK, VA 23502 27-2774684	MOB RENTAL	VA	SE	RELATED	-127,597	692,459		No			No	70 000 %
POTOMAC INOVA HEALTHCARE ALLIANCE LLC 8110 GATEHOUSE RD STE 400W FALLS CHURCH, VA 22042 54-1802733	HEALTHCARE	VA	PHC	RELATED	834,001	2,691,593		No			No	50 000 %

Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership

(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) Disproprtionate allocations?		(i) Code V-UBI amount on Box 20 of K-1 ($)	(j) General or Managing Partner?		(k) Percentage ownership
							Yes	No		Yes	No	
CAREPLEX WEST LLC 18000 W SARAH LANE STE 250 BROOKFIELD, WI 53045 20-2738977	RENTAL RE	WI	SVI	UNRELATED	-104,896	6,068,279	Yes				No	57 980 %
PORT WARWICK II LLC 18000 WEST SARAH LANE STE 250 BROOKFIELD, WI 53045 20-2739075	RENTAL RE	WI	SVI	UNRELATED	66,276	4,975,000	Yes				No	100 000 %
ORTHOPAEDIC HOSPITAL MANAGEMENT LLC 3000 COLISEUM DRIVE HAMPTON, VA 23666 27-4185117	MGT SVCS	VA	SH	RELATED	103,247	47,562		No			No	40 000 %
CAREPLEX ORTHOPAEDIC ASC LLC 3000 COLISEUM DRIVE HAMPTON, VA 23666 27-1867311	HEALTH CARE	VA	SH	RELATED	-345,479	2,251,281		No			No	50 000 %
PORT WARWICK III LLC 18000 WEST SARAH LANE STE 250 BROOKFIELD, WI 53045 61-1499371	RENTAL RE	WI	SVI	UNRELATED	28,337	3,264,617	Yes				No	100 000 %
MARTHA JEFFERSON OSC LLC 595 MARTHA JEFFERSON DR CHARLOTTESVILLE, VA 22911 11-3656095	HEALTH CARE	VA	MJH	RELATED	992,153	1,511,085		No			No	51 840 %
VALIANCE HEALTH LLC 3190 PEOPLES DRIVE HARRISONBURG, VA 22801 54-1866081	HEALTH CARE	VA	RMH	RELATED	1,368,105	2,054,532		No			No	33 340 %
PHYSICAL THERAPY ACACLLC 501 ALBEMARLE SQUARE CHARLOTTESVILLE, VA 22901 26-0080717	HEALTH CARE	VA	MJME	UNRELATED	122,296	293,303		No			No	50 000 %

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income ($)	(g) Share of end-of-year assets ($)	(h) Percentage ownership
SENTARA HOLDINGS INC 6015 POPLAR HALL DRIVE NORFOLK, VA 23502 54-1555638	HOLDING COMPANY	VA	SENTARA HEALTHCARE	C		4,440,710	100 000 %
SENTARA HEALTH PLANS INC 6015 POPLAR HALL DRIVE NORFOLK, VA 23502 52-2368125	TPA	VA	SENTARA HOLDINGS INC	C	7,332,758	64,863,428	100 000 %
OPTIMA HEALTH GROUP 6015 POPLAR HALL DRIVE NORFOLK, VA 23502 54-1473382	HMO	VA	SENTARA HEALTH PLANS INC	C	-11,644	2,518,056	100 000 %
OPTIMA HEALTH INSURANCE COMPANY 6015 POPLAR HALL DRIVE NORFOLK, VA 23502 54-1642752	HEALTH INSURANCE	VA	SENTARA HEALTH PLANS INC	C	216,914,226	65,352,341	100 000 %
OPTIMA BEHAVIORAL HEALTH SERVICES 6015 POPLAR HALL DRIVE NORFOLK, VA 23502 62-1382666	MENTAL HEALTH SVCS	VA	SENTARA HEALTH PLANS INC	C	32,884,897	3,746,471	100 000 %
SENTARA VENTURES INC 6015 POPLAR HALL DRIVE NORFOLK, VA 23502 54-1688615	HOLDING COMPANY	VA	SENTARA HOLDINGS INC	C	13,036,472	19,378,557	100 000 %
SMG INNOVATIONS INC 6015 POPLAR HALL DRIVE NORFOLK, VA 23502 20-3730331	HEALTH CARE	VA	SENTARA MEDICAL GROUP	C	5,754,435	1,195,516	100 000 %
SENTARA OBICI PROFESSIONAL CENTER 6015 POPLAR HALL DRIVE NORFOLK, VA 23502 54-1445865	RE RENTAL	VA	SENTARA HOLDINGS INC	C		2,032,244	100 000 %
SENTARA OBICI MED MGT SERVICES 6015 POPLAR HALL DRIVE NORFOLK, VA 23502 54-1020941	HEALTH CARE	VA	SEN OBICI PROF CTR	C		48,825	100 000 %
POTOMAC VENTURES CORP 6015 POPLAR HALL DRIVE NORFOLK, VA 23502 54-1441420	PHARMACY	VA	POTOMAC HOSPITAL CORP	C	243,315	1,977,912	100 000 %
ROCKINGHAM HEALTH SERVICES INC 2010 HEALTH CAMPUS DRIVE HARRISONBURG, VA 22801 54-1721387	CONTRACTING SVCS	VA	ROCKINGHAM MEMORIAL HOSPITAL	C			100 000 %
MARTHA JEFFERSON MEDICAL ENTERPRISES INC 630 PETER JEFFERSON PARKWAY CHARLOTTESVILLE, VA 22911 54-1841528	MEDICAL BILLING SVCS	VA	MARTHA JEFFERSON HOSPITAL	C	903,729	391,694	100 000 %

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

	(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount Involved ($)	(d) Method of determining amount involved
(1)	PRINCESS ANNE ASC	P	153,656	CORP BOOKS/REC
(2)	OBICI ASC	P	207,365	CORP BOOKS/REC
(3)	ROCKINGHAM MEMORIAL HOSPITAL	B	6,000,000	CORP BOOKS/REC
(4)	ROCKINGHAM MEMORIAL HOSPITAL	D	85,000,000	CORP BOOKS/REC
(5)	ROCKINGHAM MEMORIAL HOSPITAL	A	41,103	CORP BOOKS/REC
(6)	MARTHA JEFFERSON HOSPITAL	Q	16,100,000	CORP BOOKS/REC
(7)	MJH FOUNDATION	B	1,000,000	CORP BOOKS/REC
(8)	SENTARA PRINCESS ANNE HOSPITAL	A	3,492,213	CORP BOOKS/REC
(9)	SENTARA PRINCESS ANNE HOSPITAL	P	34,727,524	CORP BOOKS/REC
(10)	SENTARA PRINCESS ANNE HOSPITAL	D	159,232,795	CORP BOOKS/REC
(11)	SENTARA PRINCESS ANNE HOSPITAL	K	6,861,917	CORP BOOKS/REC
(12)	SENTARA HOSPITALS	C	449,078,390	CORP BOOKS/REC
(13)	SENTARA HOSPITALS	K	29,730,123	CORP BOOKS/REC
(14)	SENTARA HOSPITALS	L	1,212,206	CORP BOOKS/REC
(15)	SENTARA HOSPITALS	M	469,621	CORP BOOKS/REC
(16)	SENTARA HOSPITALS	O	202,805	CORP BOOKS/REC
(17)	SENTARA HOSPITALS	P	70,485	CORP BOOKS/REC
(18)	SENTARA HEALTH PLANS INC	Q	664,423	CORP BOOKS/REC
(19)	SENTARA HOSPITALS	R	1,640,137,847	CORP BOOKS/REC
(20)	POTOMAC HOSPITAL CORP OF PRINCE WILLIAM	K	188,621	CORP BOOKS/REC

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

	(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount Involved ($)	(d) Method of determining amount involved
(21)	POTOMAC HOSPITAL CORP OF PRINCE WILLIAM	N	654,847	CORP BOOKS/REC
(22)	POTOMAC HOSPITAL CORP OF PRINCE WILLIAM	P	267,956	CORP BOOKS/REC
(23)	POTOMAC HOSPITAL CORP OF PRINCE WILLIAM	Q	6,056,450	CORP BOOKS/REC
(24)	POTOMAC HOSPITAL CORP OF PRINCE WILLIAM	R	126,185,030	CORP BOOKS/REC
(25)	SMG INNOVATIONS INC	P	817,756	CORP BOOKS/REC
(26)	SENTARA MEDICAL GROUP	B	87,686,967	CORP BOOKS/REC
(27)	SENTARA MEDICAL GROUP	C	2,470,471	CORP BOOKS/REC
(28)	SENTARA MEDICAL GROUP	K	6,988,094	CORP BOOKS/REC
(29)	SENTARA MEDICAL GROUP	L	145,196	CORP BOOKS/REC
(30)	SENTARA MEDICAL GROUP	N	93,930	CORP BOOKS/REC
(31)	SENTARA MEDICAL GROUP	R	218,892,152	CORP BOOKS/REC
(32)	SENTARA ENTERPRISES	B	8,678,320	CORP BOOKS/REC
(33)	SENTARA ENTERPRISES	C	29,436,257	CORP BOOKS/REC
(34)	SENTARA ENTERPRISES	K	8,523,608	CORP BOOKS/REC
(35)	SENTARA ENTERPRISES	O	548,097	CORP BOOKS/REC
(36)	SENTARA ENTERPRISES	P	751,614	CORP BOOKS/REC
(37)	SENTARA ENTERPRISES	Q	7,719,908	CORP BOOKS/REC
(38)	SENTARA ENTERPRISES	R	104,477,610	CORP BOOKS/REC
(39)	MPB INC	B	7,912,432	CORP BOOKS/REC
(40)	MPB INC	J	94,148	CORP BOOKS/REC

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

	(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount Involved ($)	(d) Method of determining amount involved
(41)	SENTARA LIFE CARE CORP	C	17,928,256	CORP BOOKS/REC
(42)	SENTARA LIFE CARE CORP	K	4,796,806	CORP BOOKS/REC
(43)	SENTARA LIFE CARE CORP	R	78,201,045	CORP BOOKS/REC
(44)	OPTIMA HEALTH PLAN	R	69,000,000	CORP BOOKS/REC
(45)	SENTARA HOLDINGS INC	B	15,000,000	CORP BOOKS/REC
(46)	SENTARA HEALTH PLANS INC	K	13,056,753	CORP BOOKS/REC
(47)	SENTARA HEALTH PLANS INC	L	4,492,528	CORP BOOKS/REC
(48)	SENTARA HEALTH PLANS INC	M	110,341	CORP BOOKS/REC
(49)	SENTARA HEALTH PLANS INC	N	873,619	CORP BOOKS/REC
(50)	SENTARA HEALTH PLANS INC	O	67,707	CORP BOOKS/REC
(51)	SENTARA HEALTH PLANS INC	P	18,982,985	CORP BOOKS/REC

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TY 2011 Earnings and Profits Other Adjustments Statement

Name: SENTARA HEALTHCARE

EIN: 52-1271901

Description	Amount
DEFERRED ACQUISITION COSTS	-1,111
RELATED PARTY PREMIUMS	-6,059,549
UNEARNED PREMIUMS ADJUSTMENT	-174,142
MVMNT IN RETRO PREM ADJ	-1,249,442
RLTED PTY CLMS PD/MVMNT LOSS RSRV	8,066,608

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TY 2011 Itemized Other Current Assets Schedule

Name: SENTARA HEALTHCARE

EIN: 52-1271901

Corporation Name	Corporation EIN	Other Current Assets Description	Beginning Amount	Ending Amount
BAY PRIMEX INSURANCE COMPANY LTD	98-0704114	INTEREST RECEIVABLE	430,596	218,576
		INSURANCE BALANCES RECEIVABLE	4,061,161	4,047,563
		FUNDS HELD IN ESCROW	91,466	541,350
		DEFERRED ACQUISITION COSTS	76,989	78,100
		PREPAID EXPENSES	11,845	10,366

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TY 2011 Other Deductions Schedule

Name: SENTARA HEALTHCARE

EIN: 52-1271901

Description	Foreign Amount (should only be used when attached to 5471 Schedule C Line 16)	Amount
ACTUARIAL FEES		105,500
INVESTMENT MANAGEMENT FEES		74,873
MANAGEMENT FEES		61,750
LEGAL FEES		45,058
PROFESSIONAL FEES		39,350
MEETING EXPENSES		30,371
LICENSE FEES		13,858
MISCELLANEOUS		1,844
BANK CHARGES		491
UNDERWRITING EXPENSES		7,300,693

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TY 2011 Itemized Other Investments Schedule

Name: SENTARA HEALTHCARE

EIN: 52-1271901

Corporation Name	Corporation EIN	Other Investments Description	Beginning Amount	Ending Amount
BAY PRIMEX INSURANCE COMPANY LTD	98-0704114	INVESTMENTS - TRADING	44,266,284	46,884,140

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TY 2011 Itemized Other Liabilities Schedule

Name: SENTARA HEALTHCARE

EIN: 52-1271901

TY 2011 Itemized Other Liabilities Schedule

Corporation Name	Corporation EIN	Other Liabilities Description	Beginning Amount	Ending Amount
BAY PRIMEX INSURANCE COMPANY LTD	98-0704114	UNEARNED PREMIUMS	3,948,288	3,787,768
		PROVIS FOR OUTSTANDING LOSSES & RETRO ADJ	54,022,160	56,373,053

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TY 2011 Paid-In or Capital Surplus Reconciliation Statement

Name: SENTARA HEALTHCARE

EIN: 52-1271901

Description	Beginning Amount	Ending Amount
ADDITIONAL PAID-IN CAPITAL	5,000,000	5,000,000