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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 07-01-2011 and ending 06-30-2012

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

C Name of organization
WELLSPAN HEALTH

Doing Business As

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

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

D Employer identification number
22-2517863

E Telephone number
(717)851-3055

G Gross receipts $ 143,697,382

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

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

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

H(c) Group exemption number ▶

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

J Website: ▶ WWW WELLSPAN ORG

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

L Year of formation 1983

M State of legal domicile PA

Part I Summary

1 Briefly describe the organization's mission or most significant activities
WellSpan Health's charitable, non-profit mission is "working as one to improve health through exceptional care for all, lifelong wellness and healthy communities"

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**	14
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	14
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	**5**	971
6	Total number of volunteers (estimate if necessary)	**6**	183
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	670,115
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	-145,027

		Prior Year	Current Year
Revenue			
8	Contributions and grants (Part VIII, line 1h)	33,614,729	24,446,776
9	Program service revenue (Part VIII, line 2g)	86,435,849	100,486,886
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	528,084	880,674
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	924,029	1,420,817
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	121,502,691	127,235,153
Expenses			
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	714,542	706,165
14	Benefits paid to or for members (Part IX, column (A), line 4)		0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	72,639,573	78,476,267
16a	Professional fundraising fees (Part IX, column (A), line 11e)		0
b	Total fundraising expenses (Part IX, column (D), line 25) ▶0		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	49,447,627	51,505,746
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	122,801,742	130,688,178
19	Revenue less expenses Subtract line 18 from line 12	-1,299,051	-3,453,025

		Beginning of Current Year	End of Year
Net Assets or Fund Balances			
20	Total assets (Part X, line 16)	88,627,568	106,615,513
21	Total liabilities (Part X, line 26)	251,508,256	398,125,815
22	Net assets or fund balances Subtract line 21 from line 20	-162,880,688	-291,510,302

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

****** 2013-05-13
Signature of officer Date

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

Paid Preparer's Use Only

Preparer's signature ▶ DAVID TRIMNER | Date | Check if self-employed ▶☐ | Preparer's taxpayer identification number (see instructions)

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ BDO USA LLP
8405 Greensboro Drive
McLean, VA 22102

EIN ▶

Phone no ▶ (703) 893-0600

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission

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

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

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

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

If "Yes," describe these changes on Schedule O

4 Describe the 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 $ 114,747,015 including grants of $ 706,165) (Revenue $ 100,562,480)

See Federal Supplemental Information Attachment WellSpan Health - 2012 Community Benefit Report

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

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

4d Other program services (Describe in Schedule O)

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

4e **Total program service expenses** ▶ $ 114,747,015

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		No
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		No
6	Did the organization maintain any donor advised funds or any similar funds or accounts 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		No
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII.*	11c		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX.*	11d	Yes	
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.*	11e	Yes	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X.*	11f	Yes	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a		No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, 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		No
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the U S ? *If "Yes," complete Schedule F, Part II 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		No
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		No
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20a	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? **Note.** 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**		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	**23**	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer 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**	Yes	
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	**24c**		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	**24d**		No
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	**25a**		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	**25b**		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	**26**		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	**27**		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? *If "Yes," complete Schedule L, Part IV*	**28c**		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**		No
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	**34**	Yes	
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**		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	**37**		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	**1a**	566		
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**	971		
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**	No
b	If "Yes," enter the name of the foreign country ▶ _____ See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . .			**5a**	No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			**5b**	No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?			**5c**	No
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?			**6a**	No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			**6b**	No
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			**7a**	No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			**7b**	No
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			**7c**	No
d	If "Yes," indicate the number of Forms 8282 filed during the year	**7d**	0		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			**7e**	No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .			**7f**	No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			**7g**	No
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			**7h**	No
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			**8**	No
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?			**9a**	No
b	Did the organization make a distribution to a donor, donor advisor, or related person?			**9b**	No
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12 . . .	**10a**			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	**10b**			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	**11a**			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	**11b**			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			**12a**	No
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	**12b**			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** 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**	No
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**	No

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

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

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	14		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	14		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		2		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? .		3		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		4		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets? .		5		No
6	Did the organization have members or stockholders?		6		No
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		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?		8a	Yes	
b	Each committee with authority to act on behalf of the governing body?		8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		9		No

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

			Yes	No
10a	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		No
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	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	Yes	
b	Other officers or key employees of the organization	15b	Yes	
	If "Yes," to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	Yes	
b	If "Yes," 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	Yes	

Section C. Disclosure

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

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you 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 ▶

DAVID RIZZUTO
3350 WHITEFORD ROAD
YORK, PA 174029081
(717) 851-3055

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

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

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

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, 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			
(1) William J Scott III Director	1 00	X						0	0	0
(2) Ernest Waters Director	1 00	X						0	0	0
(3) Larry Miller Vice Chair	1 00	X		X				0	0	0
(4) Richard Beamesderfer Director	1 00	X						0	0	0
(5) Wanda Major Director	1 00	X						0	0	0
(6) N Daniel Waltersdorff Director	1 00	X						0	0	0
(7) Samuel S Laucks II MD Director	1 00	X						0	0	0
(8) Jan Herrold Chairman	1 00	X		X				0	0	0
(9) Megan Shreve Director	1 00	X						0	0	0
(10) Daniel P Elby Director	1 00	X						0	0	0
(11) Steve Hovis Director	1 00	X						0	0	0
(12) Thomas P Bride DO Director	1 00	X						0	0	0
(13) Robert Brandt Director	1 00	X						0	0	0
(14) Michael Barley Secretary/Treas	1 00	X		X				0	0	0
(15) Michael F O'Connor CFO	40 00			X				545,763	0	347,807
(16) Bruce M Bartels President	40 00			X				4,307,133	0	635,755
(17) Kevin Mosser Exec VP & COO WellSpan Health	40 00				X			474,549	0	365,315

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			
(18) Maria Royce Sr VP Planning & Comm Dev	40 00				X			212,850	0	192,023
(19) Keith Gee Senior VP Organizational Developmen	40 00				X			299,895	0	132,165
(20) Richard Seim Sr VP WSH, President WSS	40 00				X			520,134	0	309,883
(21) Richard Baker VP/Chief Information Officer	40 00				X			388,816	0	257,618
(22) Robert Batory Vice President HR	40 00				X			354,458	0	249,715
(23) William Gillespie VP/ Chief Technology Officer	40 00				X			231,533	0	38,978
(24) Glen Moffett VP/General Counsel	40 00				X			392,205	0	266,168
(25) Charles Chodroff Sr VP WSH & CCO & Pres SCP	40 00				X			505,317	0	321,575
(26) Douglas Heishman VP Fin Planning	40 00					X		231,672	0	48,808
(27) Richard Harley VP Treas Mgmt Serv	40 00					X		220,121	0	49,488
(28) Debra Bradley VP Ambulatory Serv	40 00					X		197,365	0	47,038
(29) Michael Murphy Chief Technology	40 00					X		328,072	0	51,561
(30) David Eitel Physician - CCM	40 00					X		232,118	0	56,742
1b Sub-Total . . . . . ▶										
c Total from continuation sheets to Part VII, Section A . . . . ▶										
d Total (add lines 1b and 1c) . . . . . ▶								9,442,001		3,370,639

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 ▶ 119

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization 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
Owens Minor PO Box 8500-55182 Philadelphia, PA 191785182	Consulting	1,616,850
TEK Systems Inc PO Box 198568 Atlanta, GA 303848568	IT Consulting	711,161
First Consulting Group Department 200352 Dallas, TX 753200352	Consulting	433,349
Emdeon Business Services 13093 Collections Center Drive Chicago, IL 60693	Billing Services	589,976
Cardinal Valuelink PO Box 905867 Charlotte, NC 282905867	Supply Management	406,825

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 ▶ 25

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 22,544,655				
	e	Government grants (contributions) 1e				
	f	All other contributions, gifts, grants, and similar amounts not included above 1f 1,902,121				
	g	Noncash contributions included in lines 1a-1f $				
	h	**Total.** Add lines 1a-1f . . . . . ▶	24,446,776			
Program Service Revenue		Business Code				
	2a	Management Fees	561000	96,939,656	96,502,530	437,126
	b	Apple Hill Surgical Ctr	621990	1,430,104	1,430,104	
	c	Accounting Fees	541200	2,117,126	2,031,394	85,732
	d					
	e					
	f	All other program service revenue				
	g	**Total.** Add lines 2a–2f . . . . . ▶		100,486,886		
	3	Investment income (including dividends, interest and other similar amounts) . . . . . ▶		601,711		601,711
	4	Income from investment of tax-exempt bond proceeds . . ▶		0		
	5	Royalties . . . . . ▶		0		
		(i) Real / (ii) Personal				
	6a	Gross rents				
	b	Less rental expenses				
	c	Rental income or (loss)				
	d	Net rental income or (loss) . . . . . ▶		0		
		(i) Securities / (ii) Other				
	7a	Gross amount from sales of assets other than inventory	16,607,914 / 133,278			
	b	Less cost or other basis and sales expenses	16,404,545 / 57,684			
	c	Gain or (loss)	203,369 / 75,594			
	d	Net gain or (loss) . . . . . ▶		278,963	75,594	203,369
Other Revenue	8a	Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18 . . . a				
	b	Less direct expenses . . . b				
	c	Net income or (loss) from fundraising events . . ▶		0		
	9a	Gross income from gaming activities See Part IV, line 19 . . . a				
	b	Less direct expenses . . . b				
	c	Net income or (loss) from gaming activities . . ▶		0		
	10a	Gross sales of inventory, less returns and allowances . a				
	b	Less cost of goods sold . . b				
	c	Net income or (loss) from sales of inventory . . ▶		0		
		Miscellaneous Revenue	Business Code			
	11a	Print Shop Fees	561000	591,231		591,231
	b	Other Services	900099	290,705	109,295	181,410
	c	Child Care Services	812900	232,735		232,735
	d	All other revenue		306,146	37,962	268,184
	e	**Total.** Add lines 11a–11d . . . . . ▶		1,420,817		
	12	**Total revenue.** See Instructions . . . ▶		127,235,153	100,039,622	670,115	2,078,640

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	706,165	706,165		
2	Grants and other assistance to individuals in the United States See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	11,349,655	5,513,197	5,836,458	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	44,985,949	41,062,092	3,923,857	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	5,589,510	3,624,315	1,965,195	
9	Other employee benefits	12,629,929	12,334,069	295,860	
10	Payroll taxes	3,921,224	3,332,301	588,923	
11	Fees for services (non-employees)				
a	Management	14,303	14,303		
b	Legal	699,462	425,869	273,593	
c	Accounting	32,466		32,466	
d	Lobbying	0			
e	Professional fundraising *See Part IV, line 17* . .	0			
f	Investment management fees	0			
g	Other	9,272,656	9,105,754	166,902	
12	Advertising and promotion	1,438,386	1,438,086	300	
13	Office expenses	2,544,571	2,146,187	398,384	
14	Information technology	17,889,457	17,889,457		
15	Royalties . .	0			
16	Occupancy	2,905,499	2,500,297	405,202	
17	Travel	858,171	553,154	305,017	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	180,233	147,385	32,848	
20	Interest	867,896		867,896	
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	10,721,193	10,683,019	38,174	
23	Insurance	427,851	8,948	418,903	
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	Repair & Maintenence	384,894	370,278	14,616	
b	Licenses/ Fees	611,037	608,766	2,271	
c	Utilities	911,192	805,408	105,784	
d	Dues and Subscriptions	1,196,463	936,250	260,213	
e					
f	All other expenses	550,016	541,715	8,301	
25	**Total functional expenses.** Add lines 1 through 24f	130,688,178	114,747,015	15,941,163	0
26	**Joint costs.** Check here ▶ ☐ if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

				(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing		5,214,109	1	930
	2	Savings and temporary cash investments			2	709,285
	3	Pledges and grants receivable, net			3	0
	4	Accounts receivable, net		1,968,713	4	1,457,999
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	0
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L			6	0
	7	Notes and loans receivable, net		2,536,061	7	36,519,727
	8	Inventories for sale or use		174,013	8	146,171
	9	Prepaid expenses and deferred charges		10,896,932	9	10,571,660
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D*	10a 76,942,280			
	b	Less accumulated depreciation	10b 49,507,773	29,225,445	10c	27,434,507
	11	Investments—publicly traded securities		8,029,810	11	10,905,738
	12	Investments—other securities See Part IV, line 11			12	0
	13	Investments—program-related See Part IV, line 11			13	0
	14	Intangible assets		260,000	14	232,504
	15	Other assets See Part IV, line 11		30,322,485	15	18,636,992
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		88,627,568	16	106,615,513
Liabilities	17	Accounts payable and accrued expenses		13,374,320	17	16,352,042
	18	Grants payable			18	
	19	Deferred revenue		100,765	19	83,603
	20	Tax-exempt bond liabilities		2,532,948	20	2,490,198
	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		235,500,223	25	379,199,972
	26	**Total liabilities.** Add lines 17 through 25		251,508,256	26	398,125,815
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		-163,249,364	27	-291,927,011
	28	Temporarily restricted net assets		368,676	28	416,709
	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		-162,880,688	33	-291,510,302
	34	Total liabilities and net assets/fund balances		88,627,568	34	106,615,513

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	127,235,153
2	Total expenses (must equal Part IX, column (A), line 25)	2	130,688,178
3	Revenue less expenses Subtract line 2 from line 1	3	-3,453,025
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . .	4	-162,880,688
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-125,176,589
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	-291,510,302

Part XII Financial Statements and Reporting

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

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

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SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
WELLSPAN HEALTH

Employer identification number
22-2517863

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

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

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

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

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

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

_____

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

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

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

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

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

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

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

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

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

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

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

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

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document? Yes	(iv) No	(v) Did you notify the organization in col (i) of your support? Yes	(v) No	(vi) Is the organization in col (i) organized in the U S ? Yes	(vi) No	(vii) Amount of support?
See Additional Data Table									
Total									95,462,787

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 ")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public Support.** Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
11 **Total support** (Add lines 7 through 10)						

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

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

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f)) **14**

15 Public Support Percentage for 2010 Schedule A, Part II, line 14 **15**

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

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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
WELLSPAN HEALTH

Employer identification number
22-2517863

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance	368,676	256,314	237,858		
b Contributions	2,001,888	2,258,353	1,752,633		
c Investment earnings or losses	5		90		
d Grants or scholarships					
e Other expenditures for facilities and programs	1,953,860	2,145,991	1,734,267		
f Administrative expenses					
g End of year balance	416,709	368,676	256,314		

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

- a Board designated or quasi-endowment ▶
- b Permanent endowment ▶
- c Term endowment ▶ 100 000 %

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

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

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

Part VI 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				
b Buildings		7,515	7,515	
c Leasehold improvements		1,119,396	814,328	305,068
d Equipment		70,171,576	48,685,930	21,485,646
e Other		5,643,793		5,643,793
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				27,434,507

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

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

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

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

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

(a) Description	(b) Book value
(1) Prepaid Life Insurance	5,506,717
(2) Estimated Insurance Recoveries	8,530,004
(3) Advance Deposits-Blue Cross	87,733
(4) Advance Deposit-Royal/Citicorp	83,000
(5) Accounts receivable - interco	
Total. *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	18,636,992

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

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	
Vacation Accrual	4,653,302
Pension Accrual	284,763,085
Payroll Accrual	6,519,533
Note Payable - YH R &R	20,949,326
Note Payable - WRRRG	13,475
Liability Self Insurance Reserve	44,660,903
Intercompany AP	5,990,002
Capital Lease Obligation	4,209,992
Bank Payable	7,440,354
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	379,199,972

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	127,235,153
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	130,688,178
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-3,453,025
4	Net unrealized gains (losses) on investments	4	454,762
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-125,631,351
9	Total adjustments (net) Add lines 4 - 8	9	-125,176,589
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-128,629,614

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	237,948,416
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	454,757		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d	131,784,613		
e	Add lines **2a** through **2d**			2e	132,239,370
3	Subtract line **2e** from line **1**			3	105,709,046
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	21,526,107		
c	Add lines **4a** and **4b**			4c	21,526,107
5	Total Revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12)			5	127,235,153

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

1	Total expenses and losses per audited financial statements			1	261,969,712
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	131,784,613		
e	Add lines **2a** through **2d**			2e	131,784,613
3	Subtract line **2e** from line **1**			3	130,185,099
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	503,079		
c	Add lines **4a** and **4b**			4c	503,079
5	Total expenses Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18)			5	130,688,178

Part XIV Supplemental Information

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

Identifier	Return Reference	Explanation
Part X	Part X FIN48 Footnote	In June 2006, the Financial Accounting Standards Board (FASB) issued Interpretation NO 48, Accounting for Uncertainty in Income Taxes-an interpretation of FASB Statement NO 109, Accounting for Income Taxes (FIN 48), which creates a single model to address uncertainty in tax positions and clarifies the accounting for income taxes by prescribing the minimum recognition threshold a tax position is required to meet before being recognized in the financial statements Under the requirements of FIN 48, tax-exempt organizations could now be required to record an obligation as the result of a tax position they have historically taken or various tax exposure items Prior to FIN 48, the determination of when to record a liability for tax exposure was based on whether a liability was considered probable and reasonably estimable in accordance with SFAS No 5, Accounting for Contingencies On July 1, 2007, the parent company, WellSpan Health, adopted FIN 48 WellSpan Health determined that it does not have any uncertain tax positions through June 30, 2012
Part XIII, Line 4b	Part XIII, Line 4b Other revenue amounts included on 990 but not included in F/S	Grant-Health Community Pharmacy $375000 Revenue netted against expense $128079
Part XIII, Line 2d	Part XIII, Line 2d Other expenses and losses per audited F/S	WellSpan System Allocation - Health $118323914 WellsSpan System Allocation - Insurance $13460699
Part XII, Line 4b	Part XII, Line 4b Other revenue amounts included on 990 but not included in F/S	Restricted Contributions(Net) $48028 Grant-York Hospital $18910000 Grant-Gettysburg Hospital $2090000 Grant-WellSpan Health Care Services $350000 Revenue netted against expense $128079
Part XII, Line 2d	Part XII, Line 2d Other revenue amounts included in F/S but not included on form 990	WellSpan System Allocation - Health $118323914 WellSpan System Allocation - Insurance $13460699
Part XI, Line 8	Part XI, Line 8 Other Changes in Net Assets or Fund Balances	Net assets released from restriction-PPE $1308
Part V, Line 4	Part V, Line 4 Intended uses of the endowment fund	The funds were used to improve the health and welfare of the residents of York and Adams counties of Pennsylvania

Additional Data

Software ID: 11000144
Software Version: 2011v1.5
EIN: 22-2517863
Name: WELLSPAN HEALTH

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

1 **(a)** Description of Liability	**(b)** Amount
Vacation Accrual	4,653,302
Pension Accrual	284,763,085
Payroll Accrual	6,519,533
Note Payable - YH R &R	20,949,326
Note Payable - WRRRG	13,475
Liability Self Insurance Reserve	44,660,903
Intercompany AP	5,990,002
Capital Lease Obligation	4,209,992
Bank Payable	7,440,354

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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
WELLSPAN HEALTH

Employer identification number
22-2517863

Part I General Information on Grants and Assistance

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

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

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. 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
(1) York YMCA90 N Newberry St York, PA 17401	23-1352600	501(c)(3)	12,000	0			Young Men's Leadership Conference
(2) York College of Pennsylvania441 Country Club Road York, PA 17403	23-1352698	501(c)(3)	50,500	0			Policing Initiative
(3) York Co Community14 West Market St York, PA 17401	86-1081184	501(c)(3)	18,000	0			York Counts Partner Support
(4) NAMI PA140 Roosevelt Avenue York, PA 17401	23-2314602	501(c)(3)	15,000	0			Operational Support
(5) Healthy York County Coalition1101 S Edgar St Ste F York, PA 17403	22-2517863	501(c)(3)	95,000	0			General Support
(6) Healthy Community PharmacyPO Box 2767 York, PA 17405	20-0519121	501(C)(3)	375,000	0			General Support
(7) Healthy Adams County 424 S Washington St Gettysburg, PA 17325	23-1673727	501(c)(3)	32,400	0			Community Health Assess & Vista
(8) Crispus Attucks605 S Duke St York, PA 17403	23-1365320	501(c)(3)	60,000	0			Rent subsidy

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . ▶ 8

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

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

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

Additional Data Return to Form

Software ID: 11000144
Software Version: 2011v1.5
EIN: 22-2517863
Name: WELLSPAN HEALTH

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
York YMCA90 N Newberry St York, PA 17401	23-1352600	501(c)(3)	12,000	0			Young Men's Leadership Conference
York College of Pennsylvania441 Country Club Road York, PA 17403	23-1352698	501(c)(3)	50,500	0			Policing Initiative

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
York Co Community 14 West Market St York, PA 17401	86-1081184	501(c)(3)	18,000	0			York Counts Partner Support
NAMI PA140 Roosevelt Avenue York, PA 17401	23-2314602	501(c)(3)	15,000	0			Operational Support

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Healthy York County Coalition 1101 S Edgar St Ste F York, PA 17403	22-2517863	501(c)(3)	95,000	0			General Support
Healthy Community PharmacyPO Box 2767 York, PA 17405	20-0519121	501(C)(3)	375,000	0			General Support

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Healthy Adams County424 S Washington St Gettysburg, PA 17325	23-1673727	501(c)(3)	32,400	0			Community Health Assess & Vista
Crispus Attucks 605 S Duke St York, PA 17403	23-1365320	501(c)(3)	60,000	0			Rent subsidy

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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
WELLSPAN HEALTH

Employer identification number
22-2517863

Part I Questions Regarding Compensation

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

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use 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				
(1) William Gillespie	(i) (ii)	131,935	81,840	17,758	17,296	21,682	270,511	81,840
(2) Robert Batory	(i) (ii)	269,238	79,860	5,360	214,382	35,333	604,173	79,860
(3) Richard Seim	(i) (ii)	386,356	118,470	15,308	273,142	36,741	830,017	118,470
(4) Richard Harley	(i) (ii)	186,369	30,018	3,734	16,443	33,045	269,609	
(5) Richard Baker	(i) (ii)	287,303	95,700	5,813	219,662	37,956	646,434	95,700
(6) Michael Murphy	(i) (ii)	287,536	40,536		14,275	37,286	379,633	
(7) Michael F O 'Connor	(i) (ii)	415,093	122,430	8,240	306,582	41,225	893,570	122,430
(8) Maria Royce	(i) (ii)	161,370	51,480		159,260	32,763	404,873	51,480
(9) Kevin Mosser	(i) (ii)	397,329	77,220		327,702	37,613	839,864	77,220
(10) Keith Gee	(i) (ii)	228,285	71,610		95,302	36,863	432,060	71,610
(11) Glen Moffett	(i) (ii)	304,755	87,450		230,142	36,026	658,373	87,450
(12) Douglas Heishman	(i) (ii)	196,044	31,687	3,941	17,306	31,502	280,480	
(13) Debra Bradley	(i) (ii)	167,188	26,838	3,339	14,743	32,295	244,403	
(14) David Eitel	(i) (ii)	232,118			17,339	39,403	288,860	
(15) Charles Chodroff	(i) (ii)	377,017	120,780	7,520	283,362	38,213	826,892	120,780
(16) Bruce M Bartels	(i) (ii)	733,794	221,916	3,351,423	543,822	91,933	4,942,888	216,810

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
Sch J, Part I, Line 1a	Part I, Line 1a Relevant information in regards to selections on 1a	Bruce Bartels, WellSpan CEO, received additional compensation to cover the tax on personal use of his company vehicle Michael Murphy, Chief Technology Officer, received additional compensation to cover housing expenses during his transition into his new position with WellSpan

Additional Data

Return to Form

Software ID: 11000144
Software Version: 2011v1.5
EIN: 22-2517863
Name: WELLSPAN HEALTH

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				
William Gillespie	(I) (II)	131,935	81,840	17,758	17,296	21,682	270,511	81,840
Robert Batory	(I) (II)	269,238	79,860	5,360	214,382	35,333	604,173	79,860
Richard Seim	(I) (II)	386,356	118,470	15,308	273,142	36,741	830,017	118,470
Richard Harley	(I) (II)	186,369	30,018	3,734	16,443	33,045	269,609	
Richard Baker	(I) (II)	287,303	95,700	5,813	219,662	37,956	646,434	95,700
Michael Murphy	(I) (II)	287,536	40,536		14,275	37,286	379,633	
Michael F O'Connor	(I) (II)	415,093	122,430	8,240	306,582	41,225	893,570	122,430
Maria Royce	(I) (II)	161,370	51,480		159,260	32,763	404,873	51,480
Kevin Mosser	(I) (II)	397,329	77,220		327,702	37,613	839,864	77,220
Keith Gee	(I) (II)	228,285	71,610		95,302	36,863	432,060	71,610
Glen Moffett	(I) (II)	304,755	87,450		230,142	36,026	658,373	87,450
Douglas Heishman	(I) (II)	196,044	31,687	3,941	17,306	31,502	280,480	
Debra Bradley	(I) (II)	167,188	26,838	3,339	14,743	32,295	244,403	
David Eitel	(I) (II)	232,118			17,339	39,403	288,860	
Charles Chodroff	(I) (II)	377,017	120,780	7,520	283,362	38,213	826,892	120,780
Bruce M Bartels	(I) (II)	733,794	221,916	3,351,423	543,822	91,933	4,942,888	216,810

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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
WELLSPAN HEALTH

Employer identification number
22-2517863

Part I Bond Issues

	(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased		(h) On Behalf of Issuer		(i) Pool financing	
							Yes	No	Yes	No	Yes	No
A	Adams County Industrial D	23-2988777		06-24-2011	1,645,915	Tax-exempt Lease Hosp Equip		X		X		X
B	Adams County Industrial D	23-2988777		03-23-2011	4,418,794	Tax-exempt Lease Hosp Equip		X		X		X

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired	252,485	681,821		
2	Amount of bonds defeased				
3	Total proceeds of issue	1,645,915	4,418,794		
4	Gross proceeds in reserve funds				
5	Capitalized interest from proceeds				
6	Proceeds in refunding escrow				
7	Issuance costs from proceeds				
8	Credit enhancement from proceeds				
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds	1,645,915	4,418,794		
11	Other spent proceeds				
12	Other unspent proceeds				
13	Year of substantial completion	2010	2010		

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

Part III Private Business Use

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

Part III Private Business Use *(Continued)*

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

Part IV Arbitrage

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

Part V 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 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
WELLSPAN HEALTH

Employer identification number
22-2517863

Part I Bond Issues

	(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased		(h) On Behalf of Issuer		(i) Pool financing	
							Yes	No	Yes	No	Yes	No
A	Adams County Industrial D	23-2988777		12-10-2010	4,162,692	Tax-exempt Lease Hosp Equip		X		X		X
B	Adams County Industrial D	23-2988777		08-31-2010	6,672,598	Tax-exempt Lease Hosp Equip		X		X		X
C	General Authority of Sout	23-2982233		02-02-2011	211,700,000	Refund Bonds issued 11/12/2008		X		X	X	
D	General Authority of Southcentral Pennsylvania	23-2982233	84129NGC7	11-12-2008	406,699,143	Refund Bonds Issued		X		X	X	

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired	649,865	1,053,772		237,450,000
2	Amount of bonds defeased				
3	Total proceeds of issue	4,162,692	6,672,598	211,700,000	485,261,491
4	Gross proceeds in reserve funds				
5	Capitalized interest from proceeds				7,675,314
6	Proceeds in refunding escrow				
7	Issuance costs from proceeds				3,023,004
8	Credit enhancement from proceeds				327,031
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds	4,162,692	6,672,598		70,887,034
11	Other spent proceeds			211,700,000	403,349,108
12	Other unspent proceeds				
13	Year of substantial completion	2010	2010	2012	2012

		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?								
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?								
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶								
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶								
6	Total of lines 4 and 5								
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X		X		X		X	

Part IV Arbitrage

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

Part V 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
WELLSPAN HEALTH

Employer identification number
22-2517863

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

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

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

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

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

Part II Loans to and/or From Interested Persons.

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

(a) Name of interested person and purpose	(b) Loan to or from the organization? To	(b) 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
(1) White Rose Surgical Associates Ltd	Pres -Samuel S Laucks,II	300,880	YH Resident Ed & Coverage		No

Part V **Supplemental Information**

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

Identifier	Return Reference	Explanation

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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
WELLSPAN HEALTH

Employer identification number
22-2517863

Identifier	Return Reference	Explanation
	Schedule K - Tax-Exempt Bonds	$412,230,0000 of Revenue Bonds for WellSpan Health Obligated Group, Series 2008A, 2008B, 2008C and 2008D were issued 11/12/2008 by General Authority of Southcentral Pennsylvania WellSpan Health, the parent organization, allocated portions of the proceeds of this tax-exempt bond issue to York Hospital (22-2517863), Gettysburg Hospital (23-1352220), WellSpan Properties (22-2842252), and WellSpan Specialty Services (23-2899911) In order to remain consistent with the reporting on Form 8038, all outstanding liabilities associated with this tax-exempt bond issue are reported on the WellSpan Health (22-2517863) Schedule K As of 6/30/12, the allocation of the Debt Capital program was as follows York Hospital $243,740,554 (63 07%), WellSpan Properties $60,749,589 (15 72%), WellSpan Health $2,490,198 (64%), WellSpan Specialty Services $47,392,814 (12 26%) and Gettysburg Hospital $32,106,845 (8 31%) These amounts are reported on the respective balance sheets (Part X Line 20)for each of these entities The 11/12/2008 issue included reissuance of all unspent proceeds from the refunded 2007 bond issue Line 3 includes transferred proceeds & earnings on transferred proceeds

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

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

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

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

Identifier	Return Reference	Explanation
		Client Note 1 - WellSpan Health - 2012 Community Benefit ReportWellSpan Health includes WellSpan Gettysburg Hospital o WellSpan York Hospital o WellSpan Surgery and Rehabilitation Hospital o Apple Hill Surgical Center o VNA Home Health o WellSpan Medical Group o SOUTH CENTRAL Preferred o WellSpan Pharmacy o Gettysburg Hospital Foundation o York Health Found ation o York Provider NetworkWellSpan Health's Charitable, Non-Profit MissionWorking as one to improve health through exceptional care for all, lifelong wellness and healthy communities At WellSpan Health, we are proud to be part of the communities of central Pennsylvania That's why we are committed to understanding local health care needs and working with physicians, community leaders and area residents to establish services and programs where people live, work and play By offering a vast array of inpatient, outpatient, home health and physician services and by partnering with other organizations and community physicians , we make it possible for people to find and access the health services that they need, without having to travel far from home By working as one coordinated health care organizatio n, we are transforming care through sophisticated clinical information technology and creating innovative new models as a means to create a high quality, exceptional patient experience How We HelpEvery member of our community deserves the care they needAt WellSpan, it is our core belief that accessible health care is one of the keys to a healthy community Yet, in York and Adams counties, there are nearly 40,000 individuals who live without adequ ate health insurance This community health problem cannot be ignored and requires careful planning and forethought Fortunately, WellSpan has done both We take measures to care for those who have no insurance and are unable to pay We offer discounted care to individual s whose income falls within 300 percent of federal poverty guidelines Additionally, all u ninsured patients, regardless of whether they qualify for charity care, receive discounts similar to those offered by private insurance companies We offer free care to patients wh o participate in our charity care program Together with our community partners, we support programs to take basic primary care and other services into urban and rural communities, improve access to oral health care and help people establish a "medical home" with a prima ry care physician In 2012, WellSpan Health provided over $100 million in care for the unin sured and underinsured The net cost of care provided in 2012 "Charity Care $20 2 million in free care to patients who participated in our charity care program"Medicare $64 8 mill ion in cost greater than what was paid by Medicare"Medicaid $58 8 million in cost greater than what was paid by Medicaid"Uncompensated Care $26 2 million in services to patients who received care for which they did not pay and who did not participate in the charity ca re program"Community Education and Outreach $6 million in free community education and ou treach to children and at-risk groups"Medical, Dental and Pharmaceutical Care $13 2 milli on to support services that provided discounted medical, dental and pharmaceutical care to people in needPrograms for the uninsured that WellSpan supported in 2012 include oHealthC onnect, a mobile health care program that provides basic primary care services and helps individuals find a medical home This program benefits individuals who lack sufficient heal th insurance Our progress "1,312 visits"973 new patients"137 referrals to a primary care physicianoHealthy York Network and Healthy Community Pharmacy, a collaborative effort that facilitates access to discounted health care services and prescription medication This p rogram benefits individuals who lack sufficient health insurance Our progress "$33 milli on of care provided to more than 8,309 members "9,117 new members enrolled "52,234 prescri ptions filledoCommunity Health Workers, who help people navigate the health care system, e nroll in public assistance programs and implement health outreach programs This program b enefits individuals who lack sufficient health insurance and people of disparate populatio ns Our progress "372 individuals were assisted with access to healthcare and enrollment in health assistance programs such as Healthy York NetworkoFamily First Health's Hannah Pe nn Health Center, a partnership of WellSpan York Hospital, Family First Health and the Cit y of York School District This program benefits underserved adults and children, includin g those who lack sufficient health insurance and those with Medicaid Our progress "3,658 acute and preventive medical visits "1,620 dental visits in calendar year 2011oWellSpan Y ork Hospital Community Health Center, which provides primary care services, women's health care, HIV care and pediatric care for medically complex conditions This program benefits adults and children who lack sufficient health in

Identifier	Return Reference	Explanation
		surance Our progress "22,763 primary care visits"18,670 obstetrics and gynecology visitso Thomas Hart Family Practice Center, which is staffed by resident and faculty physicians at WellSpan York Hospital and provides acute, chronic, preventive and obstetric care The pr ogram benefits adults and children, many of whom lack sufficient health insurance Our pro gress "26,499 visitsoFamily First Health's Gettysburg Center, a federally qualified commun ity health center that WellSpan supports to provide medical and dental services in Adams C ounty This program benefits underserved adults and children of Adams County, including th ose who lack sufficient health insurance and those with Medicaid Our progress "Actively s upported the start-up of the center and its ability to attract 5,643 patients during the p ast year "Family First Health Center in Gettysburg began providing dental care to patients w ho are uninsured and those with MedicaidoThe George W T Bentzel, DDS Dental Center, w h ich is staffed by licensed dentists and residents from the WellSpan York Hospital Dental R esidency Program This program benefits adults and children, many of whom lack sufficient dental insurance Our progress "14,325 outpatient visitsoHoodner Dental Center program tha t supports individuals w ho lack sufficient dental insurance and w ho qualify for Medical As sistance or the Healthy York Netw ork Our progress "6,191 visitsHealthy CommunitiesAt Well Span, w e wholeheartedly agree with the World Health Organization's assessment that health is "a state of complete physical, mental and social well-being, not merely the absence of disease or infirmity " And we recognize the dangers and issues facing a community that can not achieve this level of health To help our communities become healthy places to live, w o rk and play, w e are constantly planning for the future, developing partnerships, building community assets, engaging citizens, and sponsoring initiatives Our efforts are broad bas ed and wide reaching, but so is the need We believe that our progress, on all fronts, con tinues to make a difference Community health initiatives WellSpan supported in 2012 includ e oHealthy Adams County, a partnership of community members dedicated to continuing assess ment, development and promotion of efforts toward improving physical, mental and social w e ll-being It addresses issues of health literacy, healthy lifestyles, oral health, quality health care for the chronically ill, and school w ellness Our progress includes "Holding the sixth annual Adams County Health Summit, w hich included nearly 100 health and human se rvices professionals and community residents "Partnering with PA Dept of Conservation and Natural Resources and the South Mountain Partnership to hold a regional health summit in September 2012oHealthy York County Coalition, an ongoing, independent collaborative effort dedicated to improving the health and w ellness of York County It addresses health litera cy, healthy lifestyles, oral health, quality health care for the chronically ill, and scho ol w ellness Our progress includes "The GO Explore the World! program promoted municipal, county and state parks in York County as places for children and families to be physically active More than 10,818 passports w ere distributedoReach Out and Read program addressing early childhood literacy Our progress includes "5,488 books distributed to children ages six months to five yearsoSAFE, teams of specially trained Emergency Department nurses at WellSpan York Hospital and WellSpan Gettysburg Hospital w ho treat victims of sexual assaul t w hile simultaneously gathering evidence of a crime Our progress includes "Provided care to more than 400 patientsoCommunity Partnership Grants to address health and quality of l ife across south central Pennsylvania Our progress includes grants of $238,900 provided t o support "York and Adams Counties Community Health Assessment "YorkCounts/York County You th Development Center "National Alliance

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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
WELLSPAN HEALTH

Employer identification number
22-2517863

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

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

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) Disproportionate allocations? No	(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) General or managing partner? No	(k) Percentage ownership
(1) Community Healthcare Imaging Partners PO Box 2767 York, PA 174052767 23-2444154	MRI Center	PA	Q-WH-LLC	Related	-161,525	844,817		No		Yes		50 000 %
(2) Cherry Tree Cancer Center LLP PO Box 2767 York, PA 174052767 23-2915628	Radiation	PA	WHCS		192,703	1,753,501		No			No	50 000 %
(3) Littlestown Health Care Partners 300 West King Street Littlestown, PA 17340 23-2880464	Lease facil	PA	WHCS	Related	67,415	1,557,740		No			No	50 000 %
(4) Q-WH LLC PO Box 2767 York, PA 174052767 20-8226561	GP of CHIP	PA	WHCS	Related	22,607	15,408		No			No	50 000 %
(5) Central PA Alliance Laboratories LLC PO Box 2767 York, PA 174052767 23-2910950	Ref Lab	PA	NA	Related	-71,640	277,191		No		Yes		20 000 %
(6) Apple Hill Surgical Center Partners PO Box 2767 York, PA 174052767 23-2489452	Surgical Cn	PA	NA	Related	1,733,080	5,729,426		No			No	63 170 %

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) York Provider Network PO Box 2767 York, PA 174052767 23-2907828	Coordinate managed care risk contract	PA	NA	C Corp			100 000 %
(2) York Health Plan PO Box 2767 York, PA 174052767 23-2664989	Preferred Provider Organization	PA	NA	C corp	7,613,271	629,261	100 000 %
(3) Wellspan Reciprocal Risk Retention Group PO Box 2767 York, PA 174052767 20-0048457	Risk Retention Group	PA	NA	C corp	104,611	334,893	1 490 %
(4) Wellspan Pharmacy Inc PO Box 2767 York, PA 174052767 23-2374072	Dispenses Pharmaceuticals & IV Therapy	PA	WellSpan Health Care Services	C corp	3,741,850	8,547,738	100 000 %

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

		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		No
b Gift, grant, or capital contribution to related organization(s)	1b		No
c Gift, grant, or capital contribution from related organization(s)	1c	Yes	
d Loans or loan guarantees to or for related organization(s)	1d		No
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		No
n Sharing of paid employees with related organization(s)	1n		No
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: 11000144
Software Version: 2011v1.5
EIN: 22-2517863
Name: WELLSPAN HEALTH

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

(a) Name, address, and EIN of related organization	(b) Primary Activity	(c) Legal Domicile (State or Foreign Country)	(d) Exempt Code section	(e) Public charity status (if 501(c)(3))	(f) Direct Controlling Entity	g Section 512(b)(13) controlled organization	
Wellspan Properties PO Box 2767 York, PA 174052767 22-2842252	Leases facilities to affiliates	PA	501(c)(3)	11 Type 1	WellSpan Health Care Services		No
WellSpan Specialty Services PO Box 2767 York, PA 174052767 23-2899911	Mgmt hospice/home health care services	PA	501(c)(3)	11 Type 1	NA		No
York Hospital PO Box 2767 York, PA 174052767 23-1352222	Community teaching hospital	PA	501(c)(3)	3	NA		No
York Health Foundation PO Box 2767 York, PA 174052767 23-3050192	Charitable contributions for Wellspan entities	PA	501(c)(3)	11 Type 3	NA		No
Wellspan Medical Group PO Box 2767 York, PA 174052767 23-2730785	Medical and surgical care	PA	501(c)(3)	9	NA		No
Wellspan Health Care Services PO Box 2767 York, PA 174052767 23-2400237	Health-related activities in the service area	PA	501(c)(3)	11 Type 1	NA		No
VNA Home Health Services PO Box 2767 York, PA 174052767 23-1352573	Home health and hospice care services	PA	501(c)(3)	9	WellSpan Specialty Services		No
VNA Community Services PO Box 2767 York, PA 174052767 23-2338591	Home personal care services for elderly and disabled	PA	501(c)(3)	9	York VNA Home Care Inc		No
Healthy Community Pharmacy Inc PO Box 2767 York, PA 174052767 20-0519121	Reduced rate prescription drugs to uninsured	PA	501(c)(3)	11 Type 1	WellSpan Health Care Services		No
Gettysburg Hospital Foundation PO Box 2767 York, PA 174052767 23-2251358	Fundraising to support Gettysburg Hospital	PA	501(c)(3)	11 Type 1	Gettysburg Hospital		No
Gettysburg Hospital PO Box 2767 York, PA 174052767 23-1352220	Health Care Services	PA	501(c)(3)	3	NA		No
Apple Hill Surgical Center Inc PO Box 2767 York, PA 174052767 22-2842253	Sole GP in limited ptnrshp operating surgical center	PA	501(c)(3)	9	WellSpan Health Care Services		No

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

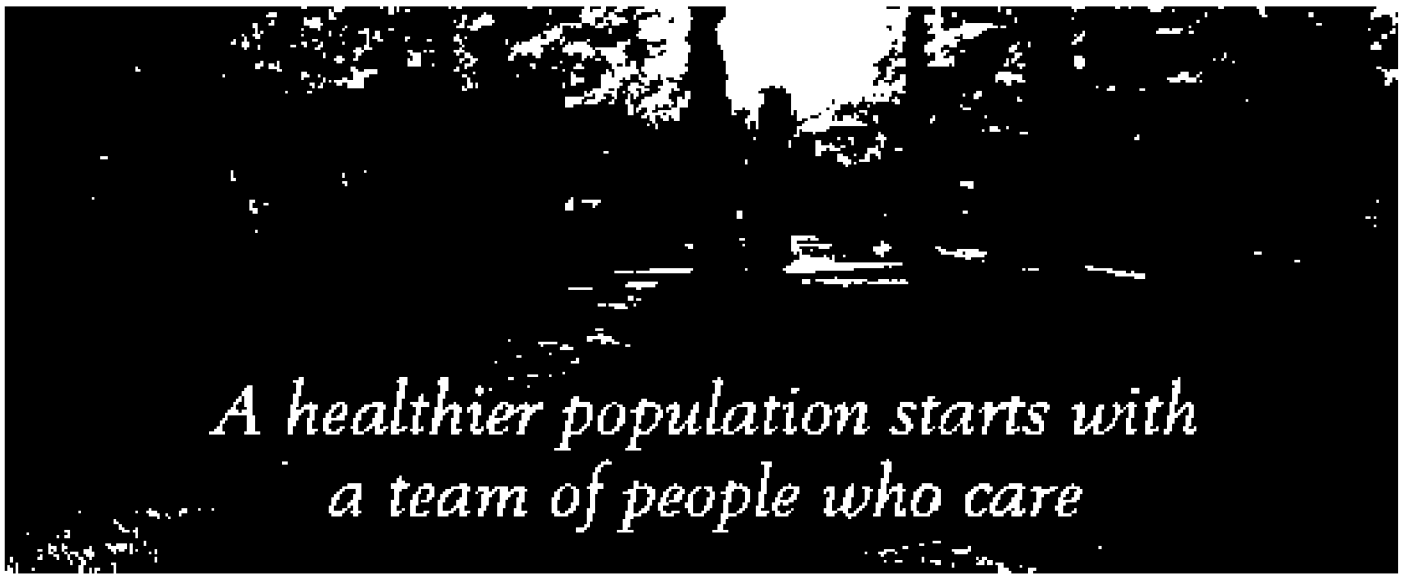
	(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount Involved ($)	(d) Method of determining amount involved
(1)	York Health Plan	p	977,508	General ledger
(2)	York Health Plan	k	660,105	General ledger
(3)	Wellspan Reciprocal Risk Retention Group	o	6,428,502	General ledger
(4)	Wellspan Pharmacy Inc	p	945,882	General ledger
(5)	Wellspan Pharmacy Inc	k	301,659	General ledger
(6)	Cherry Tree Cancer Center LLP	r	213,000	K-1
(7)	Apple Hill Surgical Center Partners	p	801,310	General ledger
(8)	Apple Hill Surgical Center Partners	k	92,721	General ledger
(9)	Wellspan Properties	p	70,650	General ledger
(10)	Wellspan Properties	k	160,625	General ledger
(11)	Wellspan Properties	j	2,221,816	General ledger
(12)	WellSpan Specialty Services	p	750,810	
(13)	York Hospital	q	679,186	General Ledger
(14)	York Hospital	p	61,563,204	General ledger
(15)	York Hospital	l	98,041	
(16)	York Hospital	k	79,007,669	General ledger
(17)	York Hospital	c	18,910,000	General Ledger
(18)	York Health Foundation	p	125,842	General ledger
(19)	Wellspan Medical Group	p	23,955,379	General ledger
(20)	Wellspan Medical Group	k	1,848,585	General ledger

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)	Wellspan Health Care Services	c	350,000	General ledger
(22)	VNA Home Health Services	p	1,776,165	General ledger
(23)	VNA Home Health Services	k	321,009	
(24)	VNA Community Services	p	97,653	General ledger
(25)	Healthy Community Pharmacy Inc	p	163,532	General ledger
(26)	Gettysburg Hospital Foundation	k	29,256	General ledger
(27)	Gettysburg Hospital	p	9,913,389	General ledger
(28)	Gettysburg Hospital	k	14,884,777	General ledger
(29)	Gettysburg Hospital	c	2,090,000	General Ledger
(30)	Apple Hill Surgical Center Inc	k	392,358	General ledger

WELLSPAN®
HEALTH

2012 Community Benefit Report



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How We Help

Every member of our community deserves the care they need

At WellSpan, it is our core belief that accessible health care is one of the keys to a healthy community Yet, in York and Adams counties, there are nearly 40,000 individuals who live without adequate health insurance

This community health problem cannot be ignored and requires careful planning and forethought Fortunately, WellSpan has done both

We take measures to care for those who have no insurance and are unable to pay We offer discounted care to individuals whose income falls within 300 percent of federal poverty guidelines Additionally, all uninsured patients, regardless of whether they qualify for charity care, receive discounts similar to those offered by private insurance companies We offer free care to patients who participate in our charity care program

Together with our community partners, we support programs to take basic primary care and other services into urban and rural communities, improve access to oral health care and help people establish a "medical home" with a primary care physician

How We Help

Connecting dentists with those in need

For struggling families who lack insurance, dental care typically ranks pretty low on the list of priorities. In rural areas where dentists are scarce, finding affordable dental care may seem nearly impossible.

It's a problem all too familiar to Kathy Gaskin, the executive director of Healthy Adams County.

"In Adams County, we definitely have a shortage of dentists, especially dentists who accept Medicaid patients," Gaskin explained. "We were having a huge issue with dental care access for people with Medicaid or no insurance."

To address the problem, WellSpan partnered with Family First Health, a nonprofit, federally funded community health center. In June 2012, with the funding by a WellSpan grant, Family First Health opened a state-of-the-art dental facility in Gettysburg.

Family First Health accepts all forms of insurance, including Medicaid, and offers discounts to uninsured patients, based on their family size and income.

"We provide comprehensive dentistry," said Jenny Englerth, executive director of Family First Health. "We do everything from cleanings and hygiene services to fillings and crowns, root canals, extractions, bridges, dentures, and even emergency care."

The dental center treated 500 people in its first 90 days. A third of those patients were young children.

"We've set up our services around seeing children at an early an age as possible," Englerth explained. "That's in conjunction with the change in guidelines from the American Academy of Pediatrics about when to start accessing dental care for your child."

She said that some nine and 10 year-olds are coming into the center for the first dental visit of their lives.

The center's primary dentist, Joseph Mountain, DMD, said that many of his young patients are contending with more than just economic barriers. They may have an unstable family life, no transportation, or parents who don't speak English.

"These patients are our most vulnerable," he said.

Mountain spoke of a young mother who brought her two-year-old daughter, seeking to learn proper dental care for the child. The woman had missing teeth, and those that remained were discolored and pocked with cavities. She said it was too late for her, but she hoped her daughter could avoid the same pain and social stigma she had endured.

"Until this point, I don't think she realized she could also be seen at our facility," Mountain said. "I told her it is never too late, and she should set up a new-patient exam with us. She left here ecstatic."

WellSpan Health has worked to provide greater access to dental care for underserved and uninsured people in Adams County for several years. The dental services now available through the Family First Health Dental Center represent the efforts of long-standing community organizations and committed individuals.

How We Help

In 2012, WellSpan Health provided over $100 million in care for the uninsured and underinsured

The net cost of care provided in 2012:

Charity Care:
$20 2 million in free care to patients who participated in our charity care program

Medicare:
$64 8 million in cost greater than what was paid by Medicare

Medicaid:
$58 8 million in cost greater than what was paid by Medicaid

Uncompensated Care:
$26 2 million in services to patients who received care for which they did not pay and who did not participate in the charity care program

Community Education and Outreach:
$6 million in free community education and outreach to children and at-risk groups

Medical, Dental and Pharmaceutical Care:
$13 2 million to support services that provided discounted medical, dental and pharmaceutical care to people in need

How We Help

Programs for the uninsured that WellSpan supported in 2012

Initiatives we support	Who benefits?	Our progress in 2012
HealthConnect, a mobile health care program that provides basic primary care services and helps individuals find a medical home	Individuals who lack sufficient health insurance	1,312 visits 973 new patients 137 referrals to a primary care physician
Healthy York Network and Healthy Community Pharmacy, a collaborative effort that facilitates access to discounted health care services and prescription medication	Individuals who lack sufficient health insurance	$33 million of care provided to more than 8,309 members 9,117 new members enrolled 52,234 prescriptions filled
Community Health Workers, who help people navigate the health care system, enroll in public assistance programs and implement health outreach programs	Individuals who lack sufficient health insurance and people of disparate populations	372 individuals were assisted with access to healthcare and enrollment in health assistance programs such as Healthy York Network
Family First Health's Hannah Penn Health Center, a partnership of WellSpan York Hospital, Family First Health and the City of York School District	Underserved adults and children, including those who lack sufficient health insurance and those with Medicaid	3,658 acute and preventive medical visits 1,620 dental visits in calendar year 2011
WellSpan York Hospital Community Health Center, which provides primary care services, women's health care, HIV care and pediatric care for medically complex conditions	Adults and children who lack sufficient health insurance	22,763 primary care visits and 18,670 obstetrics and gynecology visits

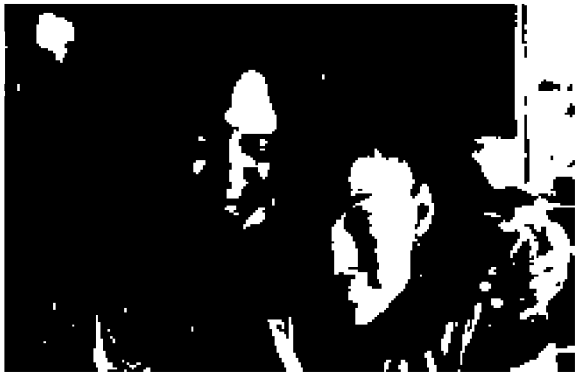
Initiatives we support	Who benefits?	Our progress in 2012
Thomas Hart Family Practice Center, which is staffed by resident and faculty physicians at WellSpan York Hospital and provides acute, chronic, preventive and obstetric care	Adults and children, many of whom lack sufficient health insurance	26,499 visits
Family First Health's Gettysburg Center, a federally qualified community health center that WellSpan supports to provide medical and dental services in Adams County	Underserved adults and children of Adams County, including those who lack sufficient health insurance and those with Medicaid	Actively supported the start-up of the center and its ability to attract 5,643 patients during the past year Family First Health Center in Gettysburg began providing dental care to patients who are uninsured and those with Medicaid
The George W T Bentzel, DDS Dental Center, which is staffed by licensed dentists and residents from the WellSpan York Hospital Dental Residency Program	Adults and children, many of whom lack sufficient dental insurance	14,325 outpatient visits
Hoodner Dental Center	Individuals who lack sufficient dental insurance and who qualify for Medical Assistance or the Healthy York Network	6,191 visits

Healthy Communities

Collaboration is vital to making an impact on our community health

At WellSpan, we wholeheartedly agree with the World Health Organization's assessment that health is "a state of complete physical, mental and social well-being, not merely the absence of disease or infirmity." And we recognize the dangers and issues facing a community that cannot achieve this level of health

To help our communities become healthy places to live, work and play, we are constantly planning for the future, developing partnerships, building community assets, engaging citizens, and sponsoring initiatives. Our efforts are broad based and wide reaching, but so is the need. We believe that our progress, on all fronts, continues to make a difference



Matching community priorities with actions

In order to gauge the community's needs regarding health and human services, WellSpan Health, Healthy York County Coalition, Healthy Adams County, along with several partnering organizations collaborated to conduct a comprehensive community health assessment survey of people living in York and Adams counties.

A community health assessment of the region is completed every three years. The results are used by both county health coalitions and area healthcare providers to plan programming and identify emerging needs and issues.

The results of the 2012 assessment produced several notable observations and findings that will serve as strategic planning objectives for area community health organizations over the next few years. Findings from this year's survey include:

- Adams and York counties are growing in population and also getting older.
- One-in-five residents in both York and Adams counties have been diagnosed with a depressive or anxiety disorder.
- Adams and York counties have significant numbers of overweight or obese individuals and a majority of people who have low rates of regular exercise.
- Poverty rates are rising in both counties. The rates are most pronounced in York City, where 37 percent of residents live in poverty.
- Health disparities data show that poverty and age are significantly associated with differential outcomes related to access, health conditions and prevention behaviors.
- Only three to four percent of people in the region are eating three servings of vegetables a day.
- Area residents are spending more time commuting to work compared to 10 years ago.

In June, Healthy Adams County and the Healthy York County Coalition shared the assessment findings with key community stakeholders. Individuals representing area social services, health care, education and government attended the events to establish dialogue and share insights on the assessment findings.

"We saw some new faces at this year's health assessment forum and that's encouraging because that translates into new ideas and energy," said Kathy Gaskin, executive director, Healthy Adams County. "Everyone was engaged in the issues. There was a lot of discussion and that will lead to creating better solutions to answer community needs."

Based on the 2012 assessment, Healthy York County Coalition established six priority areas. They are obesity, tobacco use, depression, workplace wellness, prenatal care and reaching out to those who avoid obtaining health care because of costs.

Healthy Adams County determined four priorities: obesity, depression, dental access and health literacy.

Robin Rohrbaugh, executive director of Healthy York County Coalition, believes York and Adams counties share many similar priorities and that it will help in coordinating strategic planning sessions between the two counties.

"In most cases, the coalitions will be able to link the identified priorities to existing work groups," Rohrbaugh said. "We aren't starting from scratch in overcoming these identified challenges."

In addition to their own efforts, the coalitions have been working closely with WellSpan's Community Benefit Council to coordinate efforts in identifying the top priorities and establishing action plans for each hospital in the WellSpan system.

2012 Adams & York County Community Health Assessment Partners:

Adams-Hanover Counseling Services

Collaborating for Youth

Family First Health

Gettysburg College

Hanover Hospital

Healthy Adams County

Healthy York County Coalition

Memorial Hospital

United Way organizations of Adams and York counties

WellSpan Health

York City Bureau of Health

York College

York County Community Foundation

To see the full 2012 community health assessment report with results from both York and Adams counties, visit www.healthyadamscounty.org or www.healthyyork.com.

Healthy Communities

Community health initiatives WellSpan supported in 2012

Initiatives we support	Issues they address	Our progress in 2012
Healthy Adams County, a partnership of community members dedicated to continuing assessment, development and promotion of efforts toward improving physical, mental and social well-being	Health literacy, healthy lifestyles, oral health, quality health care for the chronically ill, school wellness	The sixth annual Adams County Health Summit, which included nearly 100 health and human services professionals and community residents Partnered with PA Dept of Conservation and Natural Resources and the South Mountain Partnership to plan a regional health summit in September 2012
Healthy York County Coalition, an ongoing, independent collaborative effort dedicated to improving the health and wellness of York County	Health literacy, healthy lifestyles, oral health, quality health care for the chronically ill, school wellness	The GO Explore the World! program promoted municipal, county and state parks in York County as places for children and families to be physically active More than 10,818 passports were distributed
Reach Out and Read	Early childhood literacy	5,488 books distributed to children ages six months to five years
SAFE, teams of specially trained Emergency Department nurses at WellSpan York Hospital and WellSpan Gettysburg Hospital who treat victims of sexual assault while simultaneously gathering evidence of a crime	Domestic violence and child abuse	Provided care to more than 400 patients
Volunteerism on local non-profit boards, with schools and in youth activities	Quality of life across south central Pennsylvania	WellSpan Health employees supported local organizations through volunteerism

Initiatives we support	Issues they address	Our progress in 2012
Community Partnership Grants	Health and quality of life across south central Pennsylvania	$238,900 provided to support York and Adams Counties Community Health Assessment YorkCounts/York County Youth Development Center National Alliance on Mental Illness (NAMI-York County) YMCA of York County Adams Food Policy Council/The Center for Public Service, Gettysburg College Garden Club of York Basket of York Endowment York Day Nursery, Inc Healthy York County Coalition
Community sponsorships	Health and quality of life across south central Pennsylvania	$545,000 in sponsorships to area organizations and contributions to local government and school districts
Outreach to the Latino population	Childhood obesity, early prenatal care, Latino health	Prenatal care resources for over 102 Latino women in their first trimester of pregnancy, including a Latino Health Educator Health education resources, referrals and guidance provided to over 300 Latino community members regarding access to care, diabetes prevention and management, and cardiovascular health

Lifelong Wellness

Sometimes healthier living starts with simple behavior changes

At WellSpan, we recognize that unhealthy behaviors can wreak havoc on an individual, a family and an entire community. We also recognize that simple behavior changes and access to the right information can make all the difference in promoting lifelong wellness. That's why we create, support and contribute to numerous programs designed to lay the groundwork for healthier living.

Lifelong Wellness

"Get Fit! Have Fun!" helps kids combat childhood obesity

It wasn't unusual this past summer to see kids showing up 45 minutes early for the weekly "Get Fit! Have Fun!" program that was run by the WellSpan York Hospital Family Medicine residents every Tuesday in the Salem Square neighborhood in York

"The kids were very excited," said Gordon Zubrod, M D , associate program director, WellSpan York Hospital Family Medicine Residency "They looked forward to coming every week, and they had fun "

"Get Fit! Have Fun!" was designed to combat childhood obesity It was funded by a $17,000 grant from the American Academy of Family Physicians The program started in March and ran through October

Weekly activities featured four stations, where kids, ages four to 14, spend 15 minutes at each The stations included an obstacle course, a relay race, some type of game and a sports activity such as soccer or football

Activities were held at the St Paul E C Church WellSpan York Hospital Family Medicine residents and community volunteers helped coordinate the events

Zubrod said the goal of "Get Fit! Have Fun!" is to reach children early and help them become active and adopt healthy habits

"Childhood obesity is an epidemic," said Zubrod "Thirty-five percent of our children at Thomas Hart Family Practice are overweight or obese

"Obesity carries many consequences," he added "Obese children are less likely to graduate from high school, report more trouble making friends and are more likely to end up on disability"

At age five, an obese child has 25 percent of continuing to be obese At age 15, however, the chance increases to 75 percent, according to Zubrod

At the beginning of the program, children had their baseline height and weight recorded and completed a health survey The process was repeated at the conclusion of the program

"It's encouraging to see how enthusiastic the kids are," offered Zubrod "We're very satisfied with the number of kids who participated (25 to 30)"

Zubrod said Family Medicine residents used their experience from an earlier child obesity program to try to eliminate barriers of costs, transportation, parental consent and sustainability

"This was really a neighborhood project," said Zubrod "We partnered with St Paul E C Church and the Salem Square Neighborhood Association A project like this not only benefits children, but it strengthened the community by building pride and increasing involvement"

WellSpan believes that encouraging behavior changes and providing access to health care information that we can make a difference in promoting lifelong wellness – both individually and collectively for the people we serve

Lifelong Wellness

Initiatives WellSpan supported in 2012 that promote lifelong wellness

Initiatives we support	Our progress in 2012
Adams County Young Women's/Young Men's Annual 7th Grade Leadership Conference	More than 1,275 attended, topics included Internet safety, respect, healthy body image, stress management, movement, healthy choices and relationships, nutrition, careers, goal setting and leadership skills
The York County Young Women's Leadership Conference	More than 1,100 seventh-grade girls attended, topics included social hierarchies and teen relationships, gender aggression, stress management, healthy body image and goal setting
Inpatient and outpatient tobacco education and cessation at WellSpan York Hospital and WellSpan Gettysburg Hospital	More than 4,310 youth, children and adults participated
Growing Healthy programs to encourage healthy eating and physical activity among young people and adults	Trained 41 early childhood providers at three sites in York and Adams counties to use curriculum that promotes healthy eating and activity for an estimated 600 preschool students and their families Distributed more than 250,000 educational materials to 10 primary care practices regarding pediatric healthy eating and physical activity Maintained a three-program weight management series for adults with 162 individuals participating in York and Adams counties 830 preschoolers received healthy eating and physical activity educational resources through the Growing Healthy Tots program Maintained strong partnerships with 11 area middle schools to implement wellness policies that support healthy eating and physical activity, and to provide technical assistance to school faculty and staff

Initiatives we support	Our progress in 2012
SafeKids injury prevention programs for children and parents, and bicycle, car seat, home and pedestrian safety initiatives	675 preschoolers participated in a program about proper hand washing 443 children participated in home safety community events 130 preschoolers learned about pedestrian safety 603 child passenger safety seats were correctly installed Participated in launching of Countdown2Drive, a new York County program that reached over 600 students age 13-15 Program promotes safe driving and being a safe passenger, and encourages communication between children and their guardians
Children's Wellness Days, sponsored by the WellSpan York Hospital Auxiliary	More than 1,300 third-grade students from public and private schools attended
Camp Mend-A-Heart, a VNA program for children who have experienced the death of a loved one	23 young people participated
Roads to Freedom, a community initiative in Adams County to create active learning around 150th anniversary of the Battle of Gettysburg	More than 800 journals distributed in program's opening month (June 2012)

Chronic Care

Life can be better if you're living with a chronic illness

For 125 million Americans, chronic illness is a never-ending problem that in many cases limits their lives, their sense of freedom and joy. Yet, with prevention, education, detection, treatment and care, many of these chronic conditions can be managed and even alleviated. Clearly, a better life is a better plan. To help achieve it, WellSpan works with individuals across south central Pennsylvania and northern Maryland on a variety of services and programs conceived and designed to improve the lives of those with chronic illness.

Lifting the weight

Mental health medications can make a normal life possible. They lift the mind from the depths of depression, level out disruptive mood swings, and aid in rational decision-making. WellSpan's Healthy Community Pharmacy recently implemented two special programs for community members who are struggling with mental health issues.

The first program targets disorder sufferers who were recently released from York County Prison. Clair Doll, the prison's deputy warden for treatment, said that establishing a way for former inmates to receive a temporary supply of their mental health medication can help prevent recidivism.

"We wanted to provide 30 days of medication, in order to bridge the gap between when they are released and when they can get in to see a psychiatrist," Doll said. "Our probation officers have said this is very helpful, since access to medication can be a stumbling block."

Prior to releasing a prisoner, Doll's office faxes a 30-day voucher to the Healthy Community Pharmacy. When prisoners arrive to pick it up, the pharmacists offer them additional services.

"We can connect them with a family doctor or a mental health doctor, and we can get them enrolled in Healthy York Network if they don't have any health insurance," said Healthy Community Pharmacy Manager Trisha Rudisill, Pharm.D.

The Healthy Community Pharmacy has filled more than 700 prisoner prescriptions since the program began in 2010. Rudisill said that the pharmacy gives York County Prison a discount, and Doll noted that the prescriptions cost taxpayers nothing, since they are paid for with proceeds from inmate purchases at the prison's commissary.

The second program began in spring 2012 and benefits patients of WellSpan Behavioral Health who are having trouble purchasing their medications or using them properly.

"We reach out to drug companies and try to obtain free medication for patients who are uninsured and can't afford their brand-name mental health prescriptions, which can be very expensive," Rudisill said.

Pharmacists also travel to a Behavioral Health Services clinic to consult with patients about any difficulties they may be experiencing with their medications. Rudisill gave the example of a young woman she met recently who was slouching and slurring her speech.

"After speaking with her and her father, and reviewing her chart, I discovered a problem with her medications due to kidney dysfunction," Rudisill explained. "I made a re-dosing recommendation to her doctors, and within a week her normal day-to-day functioning had improved."

The Healthy Community Pharmacy, located at 116 S. George Street in York, remains prepared to help the underserved of the community get the medications they need.

Healthy Community Pharmacy is a program of Healthy York Network's community effort to address the growing needs and concerns of people who are uninsured and underinsured in Adams and York counties.

Chronic Care

Chronic Care initiatives that WellSpan supported in 2012

Initiatives we support	Our progress in 2012
Aligning Forces for Quality (AF4Q), a community collaborative funded by the Robert Wood Johnson Foundation that engages leaders, consumers, physicians, nurses, employers and insurers to improve the quality of care for the chronically ill. AF4Q is a program of the Healthy York County Coalition	24 primary care physician practices participated in the one-year Patient Centered Medical Home collaborative and joined the Enduring Learning Forum to continue their improvement efforts, one of which is the reduction of emergency department visits Trained and supported Patient Partners working side by side with quality improvement teams in 20 primary care practices, helping them to become more patient centered Helped foster the development of a business council on health and a Wellness Incorporated Event in September 2011
Free lifestyle consultations to adults and children at the WellSpan York Hospital Community Health Center	WellSpan Community Health Improvement staff had nearly 120 one-on-one counseling interactions with 78 adult and pediatric patients of the WellSpan York Hospital Community Health Staff Center. During sessions, patients were educated on healthy eating and physical activity behaviors, and developed action plans, which link goals with cultural background, socioeconomic status, motives and values of the patient A Latino health educator reached 60 Spanish-speaking community members and provided one-on-one counseling
For Heart's Sake, an outreach initiative for uninsured and underinsured African-Americans residing in York City	58 African-Americans participated in a 10-week Zumba program offered in York City church. Participants lost a total of 217 pounds over the ten-week period
A diabetes prevention program, designed to educate sixth and eighth grade students on how to reduce their risk of developing type 2 diabetes by making healthy food choices and staying physically active	1,617 students in five schools in Adams and York counties
Camp Green Zone, a five-day event which teaches children ages 6-12 how to control their asthma	37 young people participated
Community screening programs in Adams County	Screenings such as blood pressure and blood glucose were provided to 3,624 individuals in Adams County at multiple venues

Initiatives we support	Our progress in 2012
Stress Less, a program designed to help adults overcome daily stressors by learning to relax, breathe, and adapt to stress	100 attendees across York and Adams counties in program's initial year
Healthcare Lay Leader Networks developed to provide insight and guidance on culturally appropriate community activities	Lay leader networks comprised of representatives from African-American and Latino communities developed in both York and Adams counties

Learning & Research

Care for the next generation of our community starts today

At WellSpan, we believe in the power of new ideas, new approaches, new discoveries and new people. That's why we sponsor programs that train the next generation of physicians, nurses and other clinical professionals. These programs allow us to stay abreast of new techniques to prevent, detect, diagnose and treat medical problems, and ensure an adequate supply of essential clinicians for the future.

Learning & Research

WellSpan's York Cancer Center is helping to lead the fight against Breast Cancer

Rita Allison, 59, of York, was in her last year of teaching at Dallastown's Loganville-Springfield Elementary when she was diagnosed with stage 1 breast cancer. Her treatment plan required two surgeries followed by 33 radiation treatments. Prior to beginning radiation, the team at WellSpan's York Cancer Center informed her of her eligibility for a clinical breast trial to determine if radiation therapy is more effective with or without Herceptin in preventing subsequent occurrences of breast cancer. Allison was selected to be part of the control group for the study.

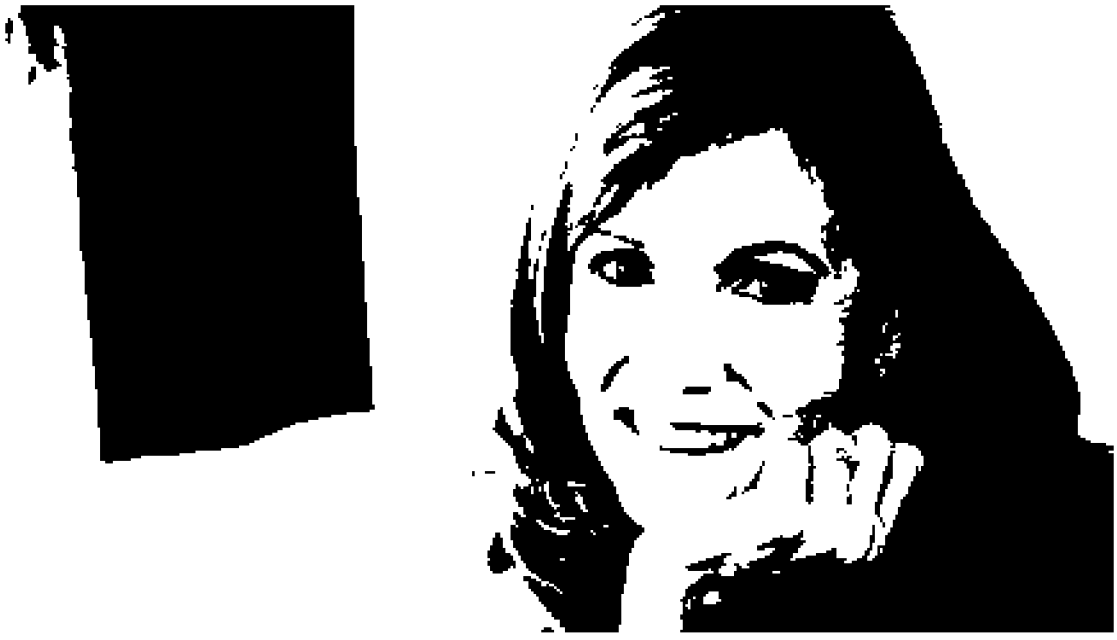
"I think it is great," says Allison. "I am thrilled to be part of something that has the potential to advance breast cancer treatment."

As part of the clinical trial, Allison receives check ups and mammograms every six months for five years.

"I feel safer because of the regular check ups," remarks Allison. "Once you finish radiation, it's like—now what? But being part of this study has allowed me to help advance treatment and get very regular monitoring. I feel safer."

Allison was so grateful for the care that she received at the York Cancer Center that she and a friend started volunteering at WellSpan.

"I am so fortunate to be where I am today and be able to give back. I split my time between volunteering in pediatrics and at the cancer center. I just love it. I am blessed."



Learning & Research

Learning & Research initiatives that WellSpan supported in 2012

Initiatives we support	Our progress in 2012
Clinical Trials	More than 700 patients participated in the following trial categories: breast cancer, prostate cancer, skin cancer, esophageal cancer, colon cancer, lung cancer, cancer of the head and neck, depression in cancer patients receiving radiotherapy, coronary artery disease, coronary artery stents, cardiac arrest, chronic heart disease, seizures in adults and pediatrics, cervical dystonia, facial paralysis, pneumonia, orthopedic treatment and prevention, lung function and pain management
Medical Education	More than 675 residents, visiting medical students and visiting residents cared for patients who don't have a primary care physician. These professionals provide outreach and education for the community, and they often stay in our community long after their training is complete WellSpan York Hospital actively participated in training for nurses and allied health professionals, including clinical pastoral care, pharmacy residencies and internships, clinical laboratory science, nurse anesthetists, respiratory care, radiography, nuclear medicine technology and continuing education for emergency medical service personnel

Generous Supporters

From board members to hospital greeters to hospice aides, community members have for more than a century served WellSpan. Likewise, thousands of individuals and businesses have advanced WellSpan Health's mission with financial contributions to its two local foundations. Our community's continued generosity supports our charitable mission of service and enables WellSpan to continue to prepare and plan for our region's future well-being.

Gettysburg Hospital Foundation

In fiscal year 2012, Gettysburg Hospital Foundation participated in securing donations, grants and bequests totaling $713,565. $289,894 of these gifts came from individuals in surrounding communities. $302,131 came from corporate grants, $25,374 came from bequests, and an additional $96,166 was generated by special events. The generous contributions of our donors were directed toward an array of health services and programs, including the WellSpan Gettysburg Hospital Emergency Preparedness program, Cancer Patient Help Fund, Children's Health Fund and WellSpan's HealthConnect mobile healthcare van.

York Health Foundation

The York Health Foundation is a community-based, non-profit organization dedicated to improving the health of the local community by generating charitable contributions for the York-based entities of WellSpan Health. The philanthropy of our community makes possible an extraordinary level of support to those who are most in need of WellSpan medical services, and ensures that WellSpan York Hospital, as well as the many specialty and critical care services offered by WellSpan, remain strong community resources, able to provide the highest level of health care.

In fiscal year 2012, the foundation raised $4,225,279.

- $2,040,886 for WellSpan York Hospital
- $383,789 for WellSpan VNA Home Care
- $1,167,897 for WellSpan Health
- $632,707 for a wide variety of medical care, community health and education and outreach activities
- Significant support for community health programs, medical research, training and scholarships, patient assistance, special projects and unrestricted support

In fiscal year 2012, the funds raised by the York Health Foundation

- Funded patient assistance through the Cancer Patient Help Fund, Joe Jerardi Fund, and Dialysis Patient Help Fund, providing critical support for rent, food, transportation, and utilities for financially qualified patients over and above any charity care provided to them
- Sustained critical community health programs through the KidsFirst Campaign, whose volunteers raised over $160,000 to support the health needs of children in our community
- Created a Parent Overnight Room at WellSpan York Hospital's Neo-Natal Intensive Care Unit allowing parents whose newborn is in our Level III NICU to stay overnight to be close to their child
- Provided financial support for nursing scholarships and continuing education for clinical staff at WellSpan York Hospital and across WellSpan
- Promoted community health and wellness, provided outreach and education, and helped give free screenings through WellSpan's Community Health Improvement efforts
- Funded the operation of WellSpan York Hospital Community Health Clinic, the Hoodner and Bentzel Dental Clinics, Healthy York Network, Healthy Community Pharmacy and the HealthConnect mobile healthcare van

York Hospital Auxiliary and the Gettysburg Hospital Auxiliary

WellSpan Health gratefully acknowledges the generosity and commitment of active auxiliaries at WellSpan Gettysburg Hospital and WellSpan York Hospital They continue to support their organizations' missions through innovative programs, preventive health education, community partnerships and fundraising

In fiscal year 2012, Gettysburg Hospital Auxiliary completed a $99,000 pledge made towards the Care Path Campaign in support of patient-centered facility improvements within WellSpan Gettysburg Hospital

In fiscal year 2012, the York Hospital Auxiliary raised over $66,000 at the Book Nook Bonanza to assist Camp Green Zone and equipment needs at the WellSpan Surgery and Rehabilitation Hospital It also sponsored the 31st annual Children's Wellness Days with more than 1,300 York County third graders in attendance. The Auxiliary awarded over $89,000 to WellSpan Health for programs and equipment in York County, including education classes for the WellSpan York Hospital Community Health Center, work benches for the Parkinson's program and sleep sacks for Newborn Medicine These funds also supported Camp Green Zone, the Kids First Campaign, and two scholarships to teen volunteers pursuing careers in the medical field Because of the York Hospital Auxiliary's innovative programs, it was a finalist for the Pennsylvania Association of Hospital Auxiliaries Most Creative Event Award

Volunteerism

In fiscal year 2012, approximately 1,652 individuals volunteered a total of 139,000 hours of service at WellSpan facilities across York and Adams counties. The value of these volunteer hours totals over $3,028,000

2012 WellSpan Stats and Achievements

Who We Are

At WellSpan Health, we are proud to be part of the communities of Central Pennsylvania. That's why we are committed to understanding local health care needs and working with physicians, community leaders and area residents to establish services and programs where people live, work and play.

By offering a vast array of inpatient, outpatient, home health and physician services and by partnering with other organizations and community physicians, we make it possible for people to find and access the health services that they need, without having to travel far from home.

By working as one coordinated health care organization, we are transforming care through sophisticated clinical information technology and creating innovative new models as a means to create a high quality, exceptional patient experience.

Our charitable, non-profit mission:

Working as one to improve health through exceptional care for all, lifelong wellness and healthy communities.

Our health system at a glance:

- A valuable community resource that provides more than $18 million each year in uncompensated medical and outreach services
- More than 9,000 employees, volunteers and physicians
- Highly skilled primary care and specialty physicians and providers, including more than 500 members of the WellSpan Medical Group
- 35 outpatient health care locations, which offer diagnostic imaging, laboratory, rehabilitation, primary care, retail pharmacy, walk-in health care and other essential services
- A regional home care organization, WellSpan VNA Home Care
- Three respected hospitals: WellSpan York Hospital, WellSpan Gettysburg Hospital and the WellSpan Surgery & Rehabilitation Hospital
- Regional referral services in heart and vascular care, oncology, women and children services, orthopedics and spine care, neurosciences and behavioral health
- Partnerships with respected organizations, including Hanover Hospital and Hospice & Community Care (formerly Hospice of Lancaster County), as well as hundreds of private-practice community physicians

Achievements

In fiscal 2012, WellSpan continued its efforts to create a health system that supports the changing needs of individuals and families in south central Pennsylvania and northern Maryland.

These efforts have been recognized with the following designations:

- WellSpan was named a Top 100 Integrated Healthcare Network by SDI, a health care data and consulting firm in Plymouth Meeting, Pa., for the sixth consecutive year and the eighth time in the past nine years.

- WellSpan was named a Top 25 Most Connected Healthcare Facility by Health Imaging and IT magazine for the sixth consecutive year
- All primary care practices of the WellSpan Medical Group achieved certification by the NCQA as Level I Patient-Centered Medical Homes, which are health care settings that facilitate partnerships between patients, their families and their personal physicians
- WellSpan along with Cerner Corporation, a healthcare technology company, and Hospira, a pharmaceutical and medical delivery company, received the Collaboration Award as part of the 2011 Way Paver Awards. In collaboration, the three organizations launched the infusion management system at WellSpan York Hospital's Medical Surgical Intensive Care Unit. It was the first of its kind in the world
- WellSpan York Hospital's Level 1 Trauma Center was reaccredited for three years
- WellSpan Gettysburg Hospital was recognized as a Top Performer for key quality measures by The Joint Commission
- WellSpan Gettysburg Hospital earned two VHA Achieving Patient Care Excellence (APEX) awards for the prevention of catheter associated blood and urinary tract infections

WellSpan enhanced its ability to serve the growing and changing communities of south central Pennsylvania and northern Maryland by

- Recruiting 65 new physicians and 40 nurse practitioners/physician assistants. These professionals provide care in areas such as family medicine, internal medicine, obstetrics and gynecology, emergency medicine, surgery, neurology, endocrinology, orthopedic surgery and radiology
- Opened the WellSpan Surgery and Rehabilitation Hospital. The 73-bed facility is located on the Apple Hill Health Campus. It features 48 rehabilitation beds and 25 beds and four operating rooms dedicated to orthopedic and spine care
- Opened a new 19,000-square-foot addition to the WellSpan Gettysburg Hospital Emergency Department
- Improved access to coordinated urgent care of minor illnesses and injuries with the opening of three WellSpan CareExpress locations in York County
- Expanded outpatient physical therapy and rehabilitation services in southern York County with a new location in Shrewsbury
- Opened the WellSpan Midwifery practice in Adams County to support alternative care needs and preferences of expectant mothers

WellSpan worked to create an exceptional patient experience by providing care that is safe, timely, equitable, efficient, effective and patient-centered. For example

- WellSpan York Hospital performed its first Transcatheter Aortic Valve Replacement (TAVR) cardiac procedure, becoming one of three hospitals in the state to offer this alternative to open heart surgery
- WellSpan York Hospital and WellSpan Gettysburg Hospital developed a urinary catheter removal protocol in an effort to reduce infection rates

- WellSpan developed a standardized approach for providing care for patients with Clostridium difficile (C Difficile)
- WellSpan York Hospital and WellSpan Gettysburg Hospital implemented Smart infusion pump and PCA technology as a means to significantly reduce the opportunity for an infusion-related error
- WellSpan improved and sustained overall hand hygiene compliance among caregivers from 42% to 95%
- WellSpan introduced a new radiation-saving software called iDose that significantly reduces radiation doses without compromising high-quality CT images

WellSpan remained steadfast in its focus on building a healthy community and providing care to all, including the most vulnerable citizens, by

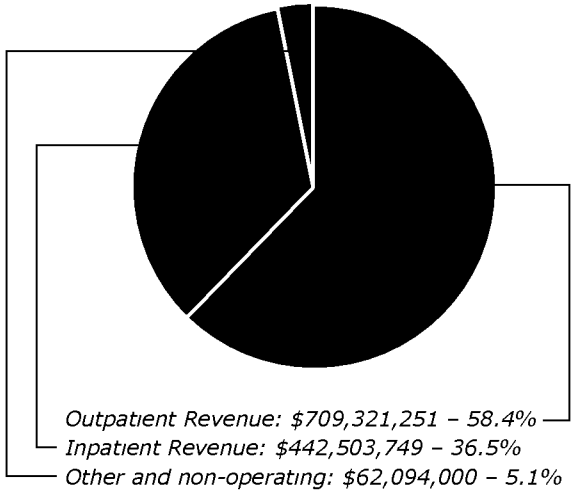
- Continuing to sponsor innovative outreach efforts and providing $20 2 million in free care and an additional $26 2 million in services which were not reimbursed
- Providing a safety net of care for uninsured and underinsured individuals through such services as Healthy York Network, HealthConnect, WellSpan York Hospital Community Health Center, and WellSpan Medical Group
- Sponsoring both the Adams County Health Summit and the Healthy York County Coalition Health Summit, with both events focused on sharing the findings of the 2012 Community Health Assessment
- Developing a wide range of educational opportunities for today's healthcare professionals while working to prepare the next generation of physicians, nurses and healthcare workers

WellSpan worked to create a more coordinated, efficient and viable health care system by

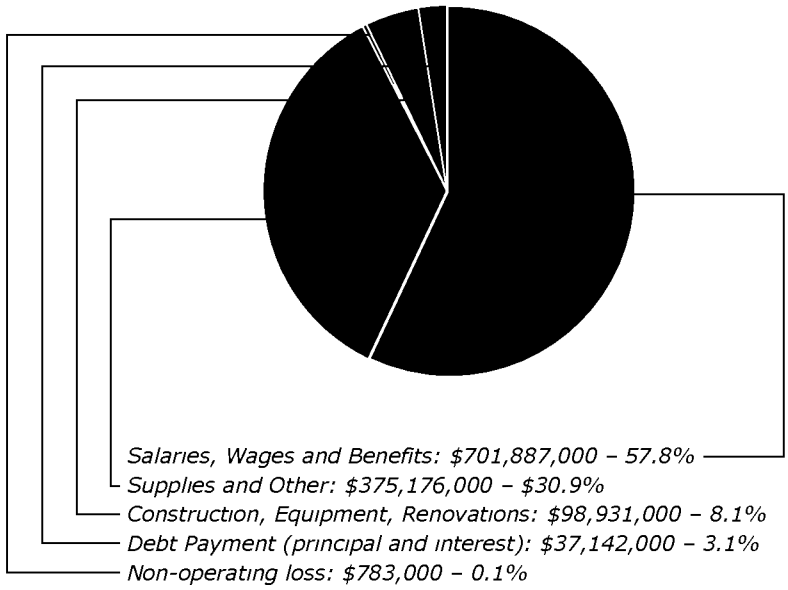
- Continuing to develop an electronic health record as a means to coordinate care among physicians and enhance the patient's ability to access their personal health care information
- Successfully introduced a mobile phone application for patients to access relevant information about WellSpan Health
- Introduced the My WellSpan patient portal to provide access to personal health information Users can obtain lab results, ask questions of providers, request appointments, refill prescriptions and obtain other patient-centered information

Statistics

SOURCES OF FUNDS
$1,213,919,000
July 1, 2011 through June 30, 2012

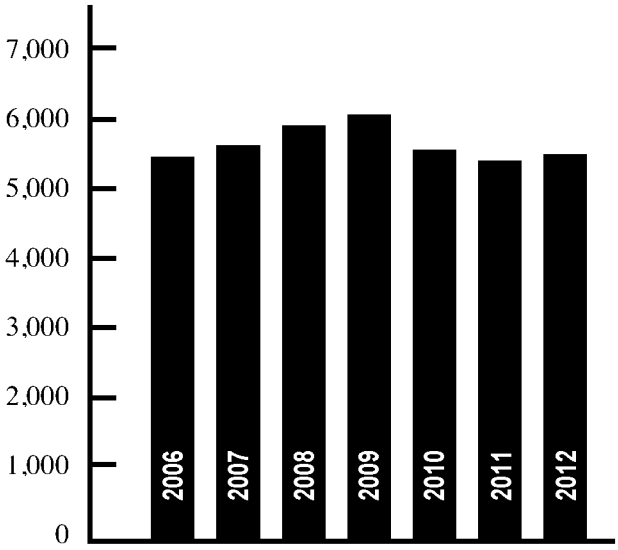


USE OF FUNDS
$1,213,919,000
July 1, 2011 through June 30, 2012



TOTAL HOME HEALTH PATIENTS

(VNA Home Health)

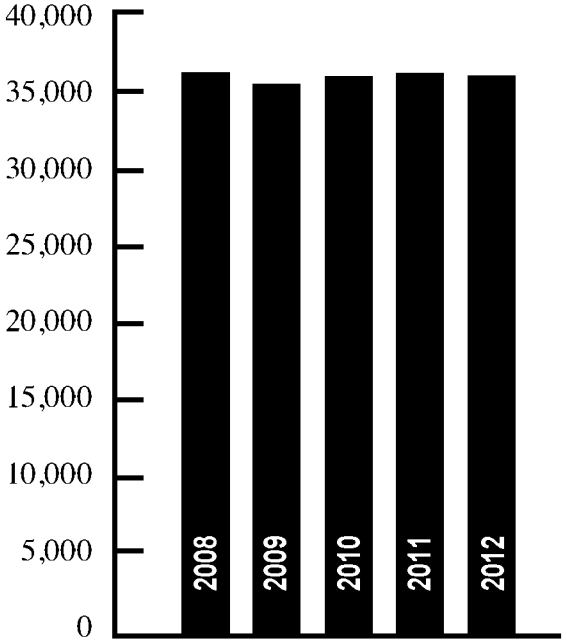


YEAR
2006
2007
2008
2009
2010
2011
2012

TOTAL HOSPITAL ADMISSIONS

(Gettysburg Hospital, York Hospital and WellSpan Surgery & Rehabilitation Hospital)

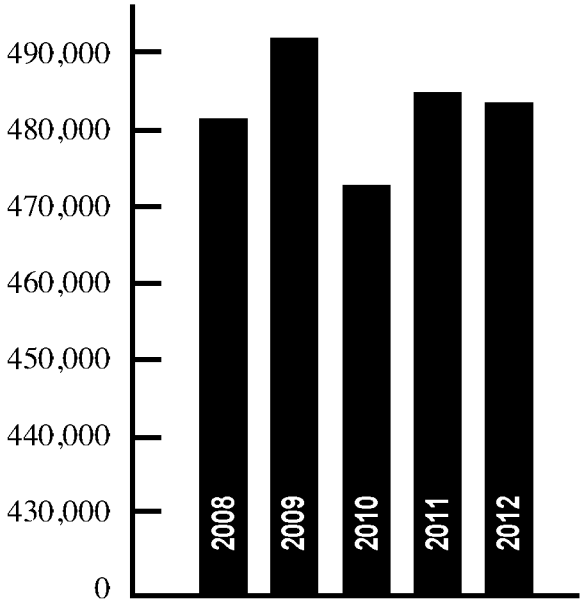
2008: 35,973
2009: 35,559
2010: 35,849
2011: 35,968
2012: 35,870



TOTAL PRIMARY CARE VISITS

(WellSpan Medical Group)

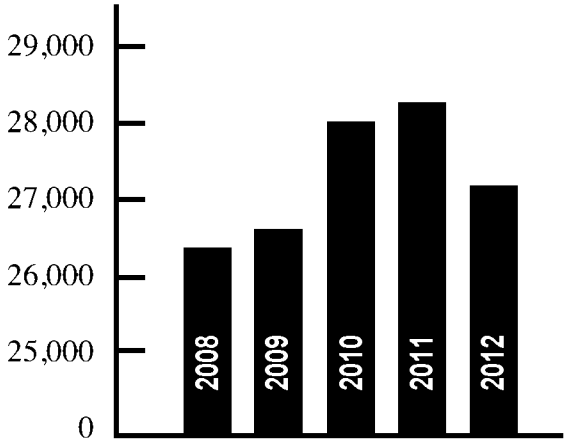
2008. 481,151
2009. 492,765
2010. 472,637
2011. 485,374
2012. 483,443



TOTAL SURGERY CASES

(Gettysburg Hospital, York Hospital, Apple Hill Surgical Center and WellSpan Surgery & Rehabilitation Hospital)

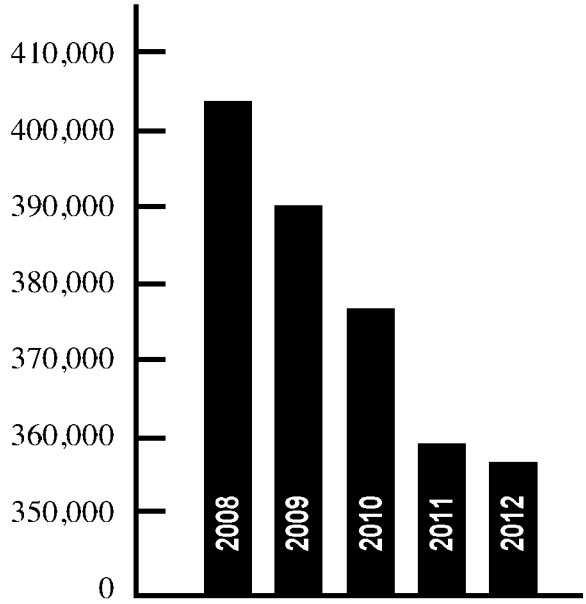
2008: 26,328
2009: 26,797
2010: 28,055
2011: 28,244
2012: 27,173



TOTAL PRESCRIPTIONS

(WellSpan Pharmacy, 6 locations)

2008: 403,680
2009: 390,063
2010: 378,329
2011: 359,918
2012: 357,152



SOUTH CENTRAL *Preferred*

Covered Lives

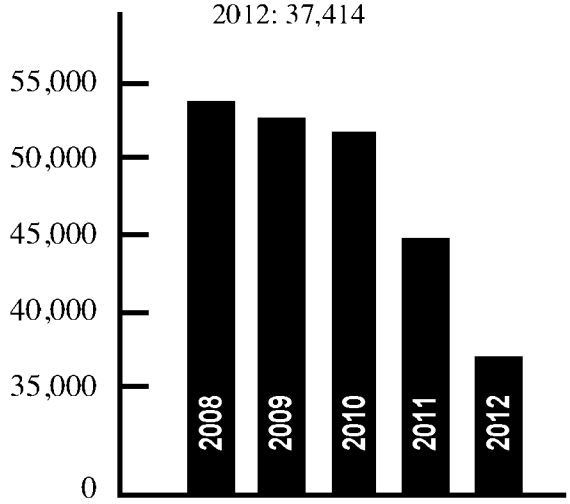
2008: 54,096

2009: 52,674

2010: 51,883

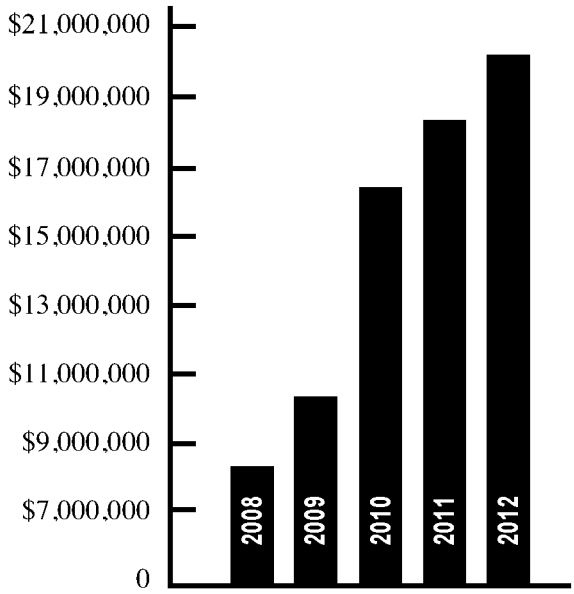
2011: 44,927

2012: 37,414



FREE CARE*: CHARITY CARE

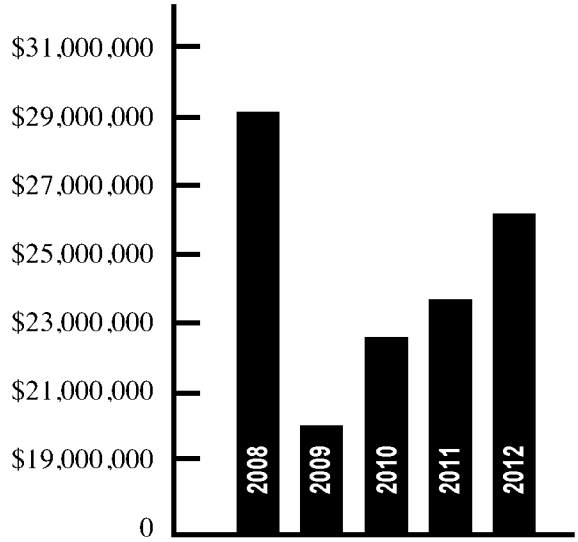
2008. $8,325,000
2009. $10,717,000
2010. $16,867,000
2011. $18,427,000
2012. $20,210,000



* Charity care is the total cost to provide medical services to those patients who have demonstrated their inability to pay. This is the cost of providing charity care, not the charge associated with that care.

FREE CARE*: BAD DEBT

2008. $29,021,000
2009. $19,917,000
2010. $22,851,000
2011. $23,387,000
2012. $26,212,000



* Bad debt is the total cost of services provided to patients who have not paid their bills and who have demonstrated their inability to pay. This is the cost of providing charity care, not the charge associated with that care.

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WellSpan Health

R. Hal Baker, MD
Vice President & Chief Information Officer
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Robert J. Batory
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WellSpan Gettysburg Hospital & WellSpan
Surgery &
Rehabilitation Hospital

Kris O'Shea, RN
Vice President, Patient Care Services
WellSpan Gettysburg Hospital
Clinical Transformation Officer
WellSpan Health

Raymond Rosen
Vice President, Operations
WellSpan York Hospital

Barbara Yarrish
Chief Operating Officer
WellSpan Surgery & Rehabilitation Hospital

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www wellspan org/mobile

4928 PR&M 2/13

Additional Data

Software ID: 11000144
Software Version: 2011v1.5
EIN: 22-2517863
Name: WELLSPAN HEALTH

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
William J Scott III Director	1 00	X						0	0	0
Ernest Waters Director	1 00	X						0	0	0
Larry Miller Vice Chair	1 00	X		X				0	0	0
Richard Beamesderfer Director	1 00	X						0	0	0
Wanda Major Director	1 00	X						0	0	0
N Daniel Waltersdorff Director	1 00	X						0	0	0
Samuel S Laucks II MD Director	1 00	X						0	0	0
Jan Herrold Chairman	1 00	X		X				0	0	0
Megan Shreve Director	1 00	X						0	0	0
Daniel P Elby Director	1 00	X						0	0	0
Steve Hovis Director	1 00	X						0	0	0
Thomas P Bride DO Director	1 00	X						0	0	0
Robert Brandt Director	1 00	X						0	0	0
Michael Barley Secretary/Treas	1 00	X		X				0	0	0
Michael F O'Connor CFO	40 00			X				545,763	0	347,807
Bruce M Bartels President	40 00			X				4,307,133	0	635,755
Kevin Mosser Exec VP & COO WellSpan Health	40 00				X			474,549	0	365,315
Maria Royce Sr VP Planning & Comm Dev	40 00				X			212,850	0	192,023
Keith Gee Senior VP Organizational Developmen	40 00				X			299,895	0	132,165
Richard Seim Sr VP WSH, President WSS	40 00				X			520,134	0	309,883
Richard Baker VP/Chief Information Officer	40 00				X			388,816	0	257,618
Robert Batory Vice President HR	40 00				X			354,458	0	249,715
William Gillespie VP/ Chief Technology Officer	40 00				X			231,533	0	38,978
Glen Moffett VP/General Counsel	40 00				X			392,205	0	266,168
Charles Chodroff Sr VP WSH & CCO & Pres SCP	40 00				X			505,317	0	321,575

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		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Douglas Heishman VP Fin Planning	40 00					X		231,672	0	48,808
Richard Harley VP Treas Mgmt Serv	40 00					X		220,121	0	49,488
Debra Bradley VP Ambulatory Serv	40 00					X		197,365	0	47,038
Michael Murphy Chief Technology	40 00					X		328,072	0	51,561
David Eitel Physician - CCM	40 00					X		232,118	0	56,742

Additional Data

Software ID: 11000144
Software Version: 2011v1.5
EIN: 22-2517863
Name: WELLSPAN HEALTH

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

(i) Name of Supported Organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section)	(iv) Is the organization in (i) listed in your governing document?		(v) Did you notify the organization in (i) of your support?		(vi) Is the organization in (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
(A) WellSpan Specialty Services	232899911	3	Yes		Yes		Yes		543999
(B) WellSpan Medical Group	232730785	9	Yes		Yes		Yes		1154223
(C) Healthy Community Pharmacy Inc	200519121	9		No	Yes		Yes		381905
(D) VNA Home Health Services	231352573	9	Yes		Yes		Yes		235895
(E) Gettysburg Hospital	231352220	3	Yes		Yes		Yes		14884776
(F) York Hospital	231352222	3	Yes		Yes		Yes		78261989