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2013

Open to Public
Inspection

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 private foundations)

► Do not enter Social Security numbers on this form as it may be made public. By law, the IRS generally cannot redact the information on the form.

► Information about Form 990 and its instructions is at www.irs.gov/form990

A For the 2013 calendar year, or tax year beginning 07-01-2013, 2013, and ending 06-30-2014

B Check if applicable	C Name of organization HH Medstar Health Inc		D Employer identification number 52-1542230
<input type="checkbox"/> Address change	Doing Business As		
<input type="checkbox"/> Name change			
<input type="checkbox"/> Initial return	Number and street (or P O box if mail is not delivered to street address) 5565 Sterrett Place 5th Floor Suite	Room/suite	E Telephone number (410) 772-6719
<input type="checkbox"/> Terminated			
<input type="checkbox"/> Amended return	City or town, state or province, country, and ZIP or foreign postal code Columbia, MD 21044		
<input type="checkbox"/> Application pending			G Gross receipts \$ 282,332,100
F Name and address of principal officer Kenneth Samet 5565 Sterrett Place Columbia, MD 21044		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
		H(b) Are all subordinates included? If "No," attach a list (see instructions)	<input type="checkbox"/> Yes <input type="checkbox"/> No
		H(c) Group exemption number ►	
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		L Year of formation 1987	
J Website: ► N/A		M State of legal domicile MD	

Part I Summary

1 Briefly describe the organization's mission or most significant activities PLAN, DEVELOP, COORDINATE, DIRECT AND MANAGE AN INTEGRATED HEALTHCARE SYSTEM		
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	4
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	0
5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	1,550
6 Total number of volunteers (estimate if necessary)	6	0
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b Net unrelated business taxable income from Form 990-T, line 34	7b	0

8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
9 Program service revenue (Part VIII, line 2g)	5,070	0
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	243,014,035	280,289,254
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-31,423	795
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,871,431	2,042,051
	245,859,113	282,332,100
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0	0
14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	123,160,552	142,304,655
16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b Total fundraising expenses (Part IX, column (D), line 25) ► ⁰		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	130,533,237	157,622,848
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	253,693,789	299,927,503
19 Revenue less expenses Subtract line 18 from line 12	-7,834,676	-17,595,403

20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
21 Total liabilities (Part X, line 26)	106,543,265	54,966,953
22 Net assets or fund balances Subtract line 21 from line 20	277,463,473	339,004,118
	-170,920,208	-284,037,165

Part II Signature Block

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

Sign Here	***** Signature of officer Joel Bryan Vice President/Treasurer Type or print name and title	2015-04-30 Date

Paid Preparer Use Only	Print/Type preparer's name Margaret A Bradshaw	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN P00501222
	Firm's name ► KPMG LLP			Firm's EIN ►	
	Firm's address ► 1676 International Drive McLean, VA 22102			Phone no (410) 772-6721	

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 or note to any line in this Part III

1 Briefly describe the organization's mission

THE MISSION OF MEDSTAR HEALTH, INC (MEDSTAR), IS TO SERVE OUR PATIENTS, THOSE WHO CARE FOR THEM, AND OUR COMMUNITIES FOR MORE INFORMATION, SEE SCHEDULE O

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 C.

Yes No

3 Did the organization cease conducting, or make significant changes in how it conducts, any programs or 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 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 \$ 270,435,454 including grants of \$) (Revenue \$ 280,289,254

HH MEDSTAR HEALTH, INC 'S SOLE PROGRAM SERVICE IS TO PROVIDE MANAGEMENT AND SUPPORT TO MEDSTAR HEALTH, INC AND ITS AFFILIATED ENTITIES THE PROGRAM SERVICE EXPENSES INCURRED BY THE ORGANIZATION RELATE TO CORPORATE SERVICE FUNCTIONS INCLUDING FINANCIAL SERVICES AND INFORMATION SYSTEMS

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

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

4d Other program services (Describe in Schedule O)

(Expenses \$**1,000,000**) including grants of \$**1,000,000**) (Revenue \$**1,000,000**)

4e Total program service expenses ► 270,435,454

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete Schedule B, *Schedule of Contributors* (see instructions)?

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

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

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

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

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

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, 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

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

11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable

a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI

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

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

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

e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X

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 XI

12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII

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 and XII is optional

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the United States?

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, Parts I and IV

15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV

16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV

17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)

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

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

20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H

b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

	Yes	No
1	Yes	
2		No
3		No
4		No
5		No
6		No
7		No
8		No
9		No
10		No
11a	Yes	
11b		No
11c		No
11d	Yes	
11e	Yes	
11f	Yes	
12a		No
12b	Yes	
13		No
14a		No
14b		No
15		No
16		No
17		No
18		No
19		No
20a		No
20b		

Part IV Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21		No
22	Did the organization report more than \$5,000 of grants or 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, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
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		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
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	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, 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 employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? 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)	28a		No
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		No
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	29		No
30	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	30		No
31	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	31		No
32	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	32		No
33	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	33	Yes	
34	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	34	Yes	
35a	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	35a	Yes	
b	Did the organization have a controlled entity within the meaning of section 512(b)(13)? If "Yes," to line 35a, 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 11b 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 or note to any line in this Part V

		Yes	No
1a Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . . .	1a	91	
1b 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	1,550	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	Yes	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year? . . .	3a	No	
b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O . . .	3b	No	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? . . .	4a	No	
b If "Yes," enter the name of the foreign country ► See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . .	5a	No	
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? . . .	5b	No	
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T? . . .	5c	No	
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? . . .	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).	7a	No	
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? . . .	7b	No	
b If "Yes," did the organization notify the donor of the value of the goods or services provided? . . .	7c	No	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . .	7d	No	
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.	9a	No	
a Did the organization make any taxable distributions under section 4966? . . .	9b	No	
10 Section 501(c)(7) organizations. Enter	10a	No	
a Initiation fees and capital contributions included on Part VIII, line 12 . . .	10b	No	
11 Section 501(c)(12) organizations. Enter	11a	No	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) . . .	11b	No	
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	No	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.	13a	No	
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O	13b	No	
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans . . .	13c	No	
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 or note to any line 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	4	
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
1b Enter the number of voting members included in line 1a, above, who are independent	1b	0	
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	Yes	
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	Yes	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	Yes	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following	8a	Yes	
a The governing body?	8b	Yes	
b Each committee with authority to act on behalf of the governing body?	9		No
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			

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

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?	10a	No
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes
b Describe in Schedule O the process, if any, used by the organization to review this 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?	15a	Yes
a The organization's CEO, Executive Director, or top management official	15b	Yes
b Other officers or key employees of the organization		
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	No
b If "Yes," 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	

Section C. Disclosure

- 17 List the States with which a copy of this Form 990 is required to be filed
- 18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you made these available. Check all that apply
 Own website Another's website Upon request Other (explain in Schedule O)
- 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 during the tax year
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization

JOEL BRYAN 5565 STERRETT PLACE 5TH FLOOR
COLUMBIA, MD 21044 (410) 772-6721

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response or note to any line in this Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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) KENNETH A SAMET PRESIDENT/CEO	1 0 39 0	X		X				0	3,334,799	61,007
(2) MICHAEL J CURRAN EVP/CFO	1 0 39 0	X		X				0	1,839,532	33,533
(3) ERIC R WAGNER EVP	1 0 39 0	X		X				0	1,397,969	43,246
(4) STEPHEN RT EVANS MD DIRECTOR	1 0 39 0	X						0	914,704	41,300
(5) DAVID NOE VICE PRESIDENT	1 0 39 0			X					587,585	29,812
(6) OLIVER JOHNSON SECRETARY	1 0 39 0			X					906,460	26,644
(7) JOHN MARTIN PHYSICIAN	40 0 0 0				X			635,974		19,697
(8) JON HUPP PHYSICIAN	40 0 0 0				X			596,548		19,629
(9) BERNARD WAGMAN PHYSICIAN	40 0 0 0				X			582,432		8,416
(10) BENJAMIN LEE PHYSICIAN	40 0 0 0				X			572,064		19,697
(11) STEPHEN STANZIALE PHYSICIAN	40 0 0 0				X			582,222		19,680
(12) WILLIAM L THOMAS MD FORMER OFFICER	1 0 39 0				X				310,921	7,629

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

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 **5**

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. 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
DELL PEROT SYSTEMS, 8270 Willow Oaks Corporate Drive FAIRFAX VA 22031	IT Services	32,619,223
CERNER CORPORATION, 2800 ROCKCREEK PARKWAY NORTH KANSAS CITY MO 64117	Healthcare IT Svcs	22,708,253
DELOITTE CONSULTING LLP, PO BOX 7247-6447 PHILADELPHIA PA 191706447	CONSULTING SERVICES	16,146,499
CARADIGM USA LLC, 62698 Collection Center Drve CHICAGO IL 606930626	IT Consulting	3,466,815
INDEPENDENT CATALYST LLC, 301 Grant Street PITTSBURGH PA 15219	Consulting services	3,454,630

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 **40**

Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a			
	b Membership dues	1b			
	c Fundraising events	1c			
	d Related organizations	1d			
	e Government grants (contributions)	1e			
	f All other contributions, gifts, grants, and similar amounts not included above	1f			
	g Noncash contributions included in lines 1a-1f \$				
	h Total. Add lines 1a-1f		0		
Program Service Revenue	2a MANAGEMENT FEES	Business Code 900099	189,649,930	189,649,930	
	b NET PATIENT SERVICE REVENUE	900099	90,300,406	90,300,406	
	c MEANINGFUL USE INCOME	900099	335,127	335,127	
	d PHARMACY REVENUE	900099	3,791	3,791	
	e				
	f All other program service revenue				
	g Total. Add lines 2a-2f		280,289,254		
	3 Investment income (including dividends, interest, and other similar amounts)		795		795
4 Income from investment of tax-exempt bond proceeds		0			
5 Royalties		0			
6a Gross rents	(I) Real	(II) Personal			
b Less rental expenses					
c Rental income or (loss)	0	0			
d Net rental income or (loss)			0		
7a Gross amount from sales of assets other than inventory	(I) Securities	(II) Other			
b Less cost or other basis and sales expenses					
c Gain or (loss)					
d Net gain or (loss)			0		
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		0	
Miscellaneous Revenue	Business Code				
11a REBATE INCOME	900099	7,481			7,481
b MISCELLANEOUS REVENUE	900099	2,034,570			2,034,570
c					
d All other revenue					
e Total. Add lines 11a-11d		2,042,051			
12 Total revenue. See Instructions		282,332,100	280,289,254	0	2,042,846

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)

Check if Schedule O contains a response or note to any line 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	0			
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	0			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	123,039,204	108,961,457	14,077,747	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	1,972,415	1,620,086	352,329	
9 Other employee benefits	10,261,168	10,102,512	158,656	
10 Payroll taxes	7,031,868	6,812,116	219,752	
11 Fees for services (non-employees)				
a Management	2,439,884	1,307,279	1,132,605	
b Legal	6,290	6,290		
c Accounting	3,750		3,750	
d Lobbying	0			
e Professional fundraising services See Part IV, line 17	0			
f Investment management fees	0			
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	78,153,565	72,531,337	5,622,228	
12 Advertising and promotion	817,836	818,361	-525	
13 Office expenses	1,666,589	1,586,481	80,108	
14 Information technology	9,112,059	9,112,059		
15 Royalties	0			
16 Occupancy	10,378,358	8,651,665	1,726,693	
17 Travel	1,400,907	1,223,893	177,014	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	142,124	117,940	24,184	
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	4,620,935	3,095,736	1,525,199	
23 Insurance	3,669,705	1,120,031	2,549,674	
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a MAINTENANCE CONTRACTS	29,711,921	29,695,369	16,552	
b UTILITIES	6,767,962	6,588,112	179,850	
c MED/SURG SUPPLIES	4,446,291	3,925,953	520,338	0
d MAINTENANCE	1,572,878	1,335,098	237,780	
e All other expenses	2,711,794	1,823,679	888,115	
25 Total functional expenses. Add lines 1 through 24e	299,927,503	270,435,454	29,492,049	0
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance SheetCheck if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year	(B) End of year	
Assets				
1	Cash—non-interest-bearing	28,336,205	1	9,473,291
2	Savings and temporary cash investments	0	2	0
3	Pledges and grants receivable, net	0	3	0
4	Accounts receivable, net	14,506,818	4	18,502,669
5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			
		0	5	0
6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L			
		0	6	0
7	Notes and loans receivable, net	1,960,053	7	1,001,902
8	Inventories for sale or use	8,639,605	8	5,995,884
9	Prepaid expenses and deferred charges	1,477,472	9	1,315,713
10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	20,427,242	
b	Less accumulated depreciation	10b	5,485,417	47,612,478
		10c		14,941,825
11	Investments—publicly traded securities		11	0
12	Investments—other securities See Part IV, line 11		12	0
13	Investments—program-related See Part IV, line 11		13	0
14	Intangible assets	969,764	14	969,764
15	Other assets See Part IV, line 11	3,040,870	15	2,765,905
16	Total assets. Add lines 1 through 15 (must equal line 34)	106,543,265	16	54,966,953
Liabilities				
17	Accounts payable and accrued expenses	79,135,323	17	70,669,363
18	Grants payable	0	18	0
19	Deferred revenue	4,190,789	19	3,808,294
20	Tax-exempt bond liabilities	0	20	0
21	Escrow or custodial account liability Complete Part IV of Schedule D		21	0
22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	0
23	Secured mortgages and notes payable to unrelated third parties	0	23	0
24	Unsecured notes and loans payable to unrelated third parties	0	24	0
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	194,137,361	25	264,526,461
26	Total liabilities. Add lines 17 through 25	277,463,473	26	339,004,118
Net Assets or Fund Balances				
27	Unrestricted net assets	-170,920,208	27	-284,037,165
28	Temporarily restricted net assets	0	28	0
29	Permanently restricted net assets	0	29	0
Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
30	Capital stock or trust principal, or current funds		30	
31	Paid-in or capital surplus, or land, building or equipment fund		31	
32	Retained earnings, endowment, accumulated income, or other funds		32	
33	Total net assets or fund balances	-170,920,208	33	-284,037,165
34	Total liabilities and net assets/fund balances	106,543,265	34	54,966,953

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	282,332,100
2	Total expenses (must equal Part IX, column (A), line 25)	2	299,927,503
3	Revenue less expenses Subtract line 2 from line 1	3	-17,595,403
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	-170,920,208
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-95,521,554
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	-284,037,165

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	No
2b Were the organization's financial statements audited by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	Yes
2c If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	Yes
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	No
3b 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	

SCHEDULE A
(Form 990 or 990EZ)**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.
 ► Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

2013**Open to Public
Inspection**Department of the
Treasury
Internal Revenue Service**Name of the organization**
HH Medstar Health Inc**Employer identification number**

52-1542230

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

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

1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)
 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state _____
 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)
 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II)
 8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
 9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)
 10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h
 a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated
 e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
 f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
 g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 (ii) A family member of a person described in (i) above?
 (iii) A 35% controlled entity of a person described in (i) or (ii) above?
 h Provide the following information about the supported organization(s)

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

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

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ►						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	
15 Public support percentage for 2012 Schedule A, Part II, line 14	15	
16a 33 1/3% support test—2013. 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—2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization ►		
17a 10%-facts-and-circumstances test—2013. 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—2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ►		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ►		

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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 2013 (line 8, column (f) divided by line 13, column (f))	15
16 Public support percentage from 2012 Schedule A, Part III, line 15	16

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18
19a 33 1/3% support tests—2013. 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—2012. 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. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).**Facts And Circumstances Test**

Return Reference

Explanation

Additional Data

Software ID:
Software Version:
EIN: 52-1542230
Name: HH Medstar Health Inc

Form 990, Sch A, Part I, Line 11h - 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)	(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) BAY LIFE SERVICES	521496539	04	Yes						0
(A) FRANKLIN SQUARE HOSPITAL CENTER INC	520608007	03	Yes						0
(B) THE GOOD SAMARITAN HOSPITAL OF MARYLAND INC	520591607	03	Yes						0
(C) GS HOUSING INCORPORATED	521481656	04	Yes						0
(D) GOOD SAMARITAN NURSING CENTER INCORPORATED	521672866	04	Yes						0
(E) HARBOR HOSPITAL INC	520491660	03	Yes						0
(F) MEDSTAR HEALTH INC	522087445	0	Yes						0
(G) THE UNION MEMORIAL HOSPITAL	520591685	03	Yes						0

2013

Open to Public
Inspection**SCHEDULE D**
(Form 990)**Supplemental Financial Statements**► Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b► Attach to Form 990. ► See separate instructions. ► Information about Schedule D (Form 990)
and its instructions is at www.irs.gov/form990.Department of the Treasury
Internal Revenue Service**Name of the organization**
HH Medstar Health Inc**Employer identification number**

52-1542230

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 can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? 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 education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

	Held at the End of the Year
2a	
2b	
2c	
2d	

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

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

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

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

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

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

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

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

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

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

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

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

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

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

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

a <input type="checkbox"/> Public exhibition	d <input type="checkbox"/> Loan or exchange programs
b <input type="checkbox"/> Scholarly research	e <input type="checkbox"/> Other
c <input type="checkbox"/> Preservation for future generations	

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

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 XIII and complete the following table

	Amount
1c	
1d	
1e	
1f	

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

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII.

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment

b Permanent endowment

c Temporarily restricted endowment

The percentages in lines 2a, 2b, and 2c should equal 100%

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

(i) unrelated organizations

(ii) related organizations

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

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

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

Part VI Land, Buildings, and Equipment. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. 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		53,926			53,926
b Buildings		91,530	78,039		13,491
c Leasehold improvements		1,088,519	1,004,749		83,770
d Equipment					
e Other		19,193,278	4,402,629		14,790,638
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)					14,941,825

Part VII Investments—Other Securities. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11b. 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) must equal Form 990, Part X, col. (B) line 12.)		

Total. (Column (b) must equal Form 990, Part X, col (B) line 12.)

Part VIII Investments—Program Related. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

Total. (Column (b) must equal Form 990, Part X, col (B) line 13)

Part IX Other Assets. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

Total. (Column (b) must equal Form 990, Part X, col.(B) line 15.)

2,765,905

Part X Other Liabilities. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

Form 990, Part X, line 25.		
1	(a) Description of liability	(b) Book value
Federal income taxes		0
PENSION LIABILITY		147,075,361
INSURANCE		8,854,531
TAXES		24,438,651
OTHER LIABILITY		74,871
INTERCOMPANY PAYABLES		74,125,591
STOCK OPTION PLAN		646,091
DUE TO AFFILIATES		9,311,341

Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ► **264,526,46**

264,526,46

2. Liability for uncertain tax positions In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

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

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return. Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

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

Part XIII Supplemental Information

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

Return Reference	Explanation
FIN 48 FOOTNOTE	SCHEDULE D, PART X INCOME TAXES ARE ACCOUNTED FOR UNDER THE ASSET AND LIABILITY METHOD DEFERRED TAX ASSETS AND LIABILITIES ARE RECOGNIZED FOR THE FUTURE TAX CONSEQUENCES ATTRIBUTABLE TO DIFFERENCES BETWEEN THE FINANCIAL STATEMENT CARRYING AMOUNTS OF EXISTING ASSETS AND LIABILITIES AND THEIR RESPECTIVE TAX BASES AND OPERATING LOSS AND TAX CREDIT CARRYFORWARDS DEFERRED TAX ASSETS AND LIABILITIES ARE MEASURED USING ENACTED TAX RATES EXPECTED TO APPLY TO TAXABLE INCOME IN THE YEARS IN WHICH THOSE TEMPORARY DIFFERENCES ARE EXPECTED TO BE RECOVERED OR SETTLED THE EFFECT ON DEFERRED TAX ASSETS AND LIABILITIES OF A CHANGE IN TAX RATES IS RECOGNIZED IN THE PERIOD THAT INCLUDES THE ENACTMENT DATE ANY CHANGES TO THE VALUATION ALLOWANCE ON THE DEFERRED TAX ASSET ARE REFLECTED IN THE YEAR OF CHANGE THE CORPORATION ACCOUNTS FOR UNCERTAIN TAX POSITIONS IN ACCORDANCE WITH THE FASB ACCOUNTING STANDARDS CODIFICATION (ASC) TOPIC 740, INCOME TAXES THERE WAS NO LIABILITY RECORDED FOR UNCERTAIN TAX POSITIONS AS OF JUNE 30, 2014

Part XIII Supplemental Information (continued)

Return Reference	Explanation

Schedule J
(Form 990)**Compensation Information**

OMB No 1545-0047

2013**Open to Public
Inspection**Department of the Treasury
Internal Revenue ServiceFor certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees

► Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

► Attach to Form 990. ► See separate instructions.

► Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.Name of the organization
HH Medstar Health Inc

Employer identification number

52-1542230

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

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

b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III

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

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization**a** Receive a severance payment or change-of-control payment?

No

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

No

c Participate in, or receive payment from, an equity-based compensation arrangement?

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

No

a The organization?

No

b Any related organization?

If "Yes," to line 5a or 5b, describe in Part III

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

No

a The organization?

No

b Any related organization?

If "Yes," to line 6a or 6b, describe in Part III

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

No

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

No

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

No

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

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

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

(A) Name and Title	(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 as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
See Additional Data Table							

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II
Also complete this part for any additional information

Return Reference	Explanation
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Additional Data

Software ID:
Software Version:
EIN: 52-1542230
Name: HH Medstar Health Inc

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				
KENNETH A SAMET PRESIDENT/CEO	(i) 0 (ii) 1,447,427	0 1,873,804	0 13,568	0 41,896	0 19,111	0 3,395,806	0 0
MICHAEL J CURRAN EVP/CFO	(i) 0 (ii) 921,169	0 918,363	0 0	0 12,934	0 20,599	0 1,873,065	0 0
ERIC R WAGNER EVP	(i) 0 (ii) 751,715	0 646,254	0 0	0 23,435	0 19,811	0 1,441,215	0 0
WILLIAM L THOMAS MD FORMER OFFICER	(i) 24,246 (ii)	257,378	29,297	7,500	129	318,550	
STEPHEN RT EVANS MD DIRECTOR	(i) 0 (ii) 513,174	0 401,530	0 0	0 14,825	0 26,475	0 956,004	0 0
JOHN MARTIN PHYSICIAN	(i) 422,864 (ii)	213,110		7,500	12,197	655,671	
JON HUPP PHYSICIAN	(i) 421,723 (ii)	174,825		7,500	12,129	616,177	
BERNARD WAGMAN PHYSICIAN	(i) 424,118 (ii)	158,314		7,500	916	590,848	
BENJAMIN LEE PHYSICIAN	(i) 415,261 (ii)	156,803		7,500	12,197	591,761	
STEPHEN STANZIALE PHYSICIAN	(i) 414,228 (ii)	167,994		7,500	12,180	601,902	
DAVID NOE VICE PRESIDENT	(i) 356,818 (ii)	230,767		15,453	14,359	617,397	
OLIVER JOHNSON SECRETARY	(i) 476,224 (ii)	430,236		7,500	19,144	933,104	

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.****► Information about Schedule O (Form 990 or 990-EZ) and its instructions is at
www.irs.gov/form990.****2013****Open to Public
Inspection**Name of the organization
HH Medstar Health Inc**Employer identification number**

52-1542230

Return Reference	Explanation
ORGANIZATIONS MISSION	PART III, LINE 1 MEDSTAR IS THE CONTROLLING ENTITY OF AN INTEGRATED HEALTH SERVICES ORGANIZATION (THE SYSTEM) OFFERING A WIDE VARIETY OF HEALTHCARE SERVICES TO RESIDENTS OF THE BALTIMORE-WASHINGTON, D C REGION (COMPRISING BALTIMORE CITY, ELEVEN COUNTIES IN MARYLAND, AND THE DISTRICT OF COLUMBIA) IT IS THE AREA'S LARGEST HEALTH SYSTEM AND ONE OF THE REGION'S LARGEST EMPLOYERS, WITH APPROXIMATELY 30,000 ASSOCIATES AND 6,000 AFFILIATED PHYSICIANS THROUGH ITS HOSPITALS, OUTPATIENT FACILITIES, PHYSICIAN ORGANIZATIONS, AND OTHER HEALTH SERVICES AFFILIATES, THE SYSTEM OFFERS A BROAD CONTINUUM OF HEALTHCARE SERVICES INCLUDING ACUTE CARE (SECONDARY, TERTIARY AND QUATERNARY), PRIMARY CARE, EMERGENCY/URGENT CARE, REHABILITATION (HOSPITAL-BASED AND OUTPATIENT), POST ACUTE CARE, AMBULATORY SURGERY, HOME CARE, ADULT DAY CARE, HEALTH PROMOTION AND WELLNESS, AND MEDICAL RESEARCH AND EDUCATION THE SYSTEM OPERATES THE LARGEST HOME HEALTH BUSINESS IN THE REGION WITH APPROXIMATELY 263,000 VISITS IN FISCAL 2014 AND MEDSTAR FAMILY CHOICE, A MEDICARE AND MEDICAID MANAGED CARE COMPANY, THAT COVERED OVER 100,000 LIVES AT JUNE 30, 2014 THE SYSTEM'S PHYSICIAN NETWORK INCLUDES APPROXIMATELY 1,800 EMPLOYED PHYSICIANS THE SYSTEM OFFERS SPECIALIZED SERVICES THAT INCLUDE CARDIAC SURGERY, NEUROLOGY, ORGAN TRANSPLANTATION, NEONATAL INTENSIVE CARE, CANCER CARE, SHOCK/TRAUMA, BURN CARE AND HAND SURGERY MEDSTAR HEALTH RESEARCH INSTITUTE IS THE RESEARCH ARM FOR MEDSTAR, PROVIDING SCIENTIFIC, ADMINISTRATIVE, AND REGULATORY SUPPORT FOR RESEARCH PROGRAMS THAT COMPLEMENT THE KEY CLINICAL SERVICES AND TEACHING PROGRAMS IN ALL HOSPITALS IN THE SYSTEM MEDSTAR HAS ONE OF THE LARGEST GRADUATE MEDICAL EDUCATION PROGRAMS IN THE COUNTRY, TRAINING APPROXIMATELY 1,100 MEDICAL RESIDENTS ANNUALLY, AND IS THE MEDICAL EDUCATION AND CLINICAL PARTNER OF GEORGETOWN UNIVERSITY MEDSTAR ESTABLISHED AN INNOVATION ALLIANCE WITH THE CLEVELAND CLINIC TO BENEFIT PATIENTS THROUGH COLLABORATION ON RESEARCH, CLINICAL INVESTIGATION AND COMMERCIALIZATION IN FISCAL YEAR 2014, MEDSTAR HEALTH'S HOSPITALS HAD 148,685 INPATIENT ADMISSIONS, 2,522,962 OUTPATIENT VISITS, AND 549,258 EMERGENCY VISITS

Return Reference	Explanation
ORGANIZATION MEMBERS	PART VI, LINE 6 THE ORGANIZATION IS AN AFFILIATE AND SUBSIDIARY OF MEDSTAR HEALTH, INC , A TAX-EXEMPT MARYLAND NON-STOCK CORPORATION MEDSTAR HEALTH, INC , OR ONE OF ITS AFFILIATES AND SUBSIDIARIES, IS THE SOLE MEMBER OF THE ORGANIZATION DESCRIPTION OF MEMBERS PART VI, LINE 7A AS AN AFFILIATE AND SUBSIDIARY OF MEDSTAR HEALTH, INC , A TAX-EXEMPT MARYLAND NON-STOCK CORPORATION, THE ORGANIZATION MAY RECOMMEND PERSON(S) FOR MEMBERSHIP ON THE ORGANIZATION'S GOVERNING BODY ANY SUCH RECOMMENDATION BY THE ORGANIZATION IS SUBJECT TO APPROVAL BY THE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS OF MEDSTAR HEALTH, INC THE BOARD OF MEDSTAR HEALTH, INC HAS DELEGATED CERTAIN APPROVAL AUTHORITY TO THE GOVERNANCE COMMITTEE AND THE PRESIDENT & CEO OF MEDSTAR HEALTH, INC APPROVAL OF DECISIONS OF THE GOVERNING BODY PART VI, LINE 7B AS AN AFFILIATE AND SUBSIDIARY OF MEDSTAR HEALTH, INC , A TAX-EXEMPT MARYLAND NON-STOCK CORPORATION, THE BYLAWS OF THE ORGANIZATION ARE SUBJECT TO CERTAIN RESERVED POWERS, WHICH PROVIDE THAT THE SOLE MEMBER OF THE ORGANIZATION MUST APPROVE CERTAIN DECISIONS, INCLUDING BUT NOT LIMITED TO MATTERS CONCERNING THE SALE OR PURCHASE OF REAL OR PERSONAL PROPERTY, CAPITAL BUDGETS, STRATEGIC PLANNING, INVESTMENTS, AND CORPORATE GOVERNANCE

Return Reference	Explanation
PROCESS FOR REVIEWING FORM 990	PART VI, LINE 11B THE PROCESS FOR REVIEWING THE FORM 990 INCLUDED EDUCATION AND TRANSPARENCY SENIOR FINANCIAL EXECUTIVES, WORKING WITH INDEPENDENT OUTSIDE EXPERTS, THOROUGHLY REVIEWED FORM 990 AND ACCOMPANYING INSTRUCTIONS IN ADDITION, SENIOR EXECUTIVES REVIEWED THE RELEVANT SECTIONS OF THE FORM 990 WITH THE FOLLOWING COMMITTEES OF THE ORGANIZATION'S GOVERNING BODY FINANCE, AUDIT, GOVERNANCE, STRATEGIC PLANNING, AND EXECUTIVE COMPENSATION FOLLOWING THESE MEETINGS, THE GOVERNING BODY WAS PROVIDED A COPY OF THE FORM 990 IN ITS FINAL FORM AND GIVEN AN OPPORTUNITY TO PROVIDE ANY INPUT OR COMMENTS RELATING TO THE FORM 990 PRIOR TO ITS FILING

Return Reference	Explanation
CONFLICT OF INTEREST	<p>PART VI, LINE 12C POLICY APPOINTMENT OF BOARDS OF DIRECTORS MEDSTAR HEALTH (AND ITS SUBSIDIARIES) REQUIRE ALL NOMINATED DIRECTORS, PRIOR TO THEIR APPOINTMENT OR ELECTION, TO DISCLOSE THE EXISTENCE OF (OR POTENTIAL EXISTENCE OF) ANY TRANSACTION WITH MEDSTAR THAT WOULD RESULT IN A CONFLICT OF INTEREST. SUCH DISCLOSURES (IF ANY) ARE REVIEWED BY THE GOVERNANCE COMMITTEE OF THE MEDSTAR HEALTH BOARD OF DIRECTORS WHICH DETERMINES HOW THE MATTER SHOULD BE RESOLVED. ANNUAL DISCLOSURES - ALL OFFICERS, DIRECTORS, AND SENIOR MANAGERS ALL OFFICERS, DIRECTORS AND SENIOR MANAGERS ARE REQUIRED, NOT LESS THAN ANNUALLY, TO COMPLETE A SURVEY OF QUESTIONS CONCERNING ANY TRANSACTIONS OR RELATIONSHIPS WHICH WOULD OR COULD REPRESENT A CONFLICT OF INTEREST. SUCH DISCLOSURES (IF ANY) RELATED TO DIRECTORS ARE REVIEWED BY THE GOVERNANCE COMMITTEE OF THE MEDSTAR HEALTH BOARD OF DIRECTORS WHICH DETERMINES HOW THE MATTER SHOULD BE RESOLVED. SUCH DISCLOSURES (IF ANY) RELATED TO OFFICERS AND SENIOR MANAGERS ARE REVIEWED BY AN APPROPRIATE EXECUTIVE WHO DETERMINES HOW THE MATTER SHOULD BE RESOLVED. IN ADDITION, OFFICERS AND DIRECTORS OF MARYLAND HOSPITALS AND NURSING CENTERS ARE REQUIRED TO ANNUALLY DISCLOSE ADDITIONAL INFORMATION RELATING TO POTENTIAL CONFLICTS OF INTEREST AND SUCH DISCLOSURES ARE REPORTED TO THE MARYLAND HEALTH SERVICES COST REVIEW COMMISSION (HSCRC)</p>

Return Reference	Explanation
EXECUTIVE COMPENSATION POLICY	<p>PART VI, LINE 15 THE EXECUTIVE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS OF MEDSTAR HEALTH, INC (THE "COMMITTEE") HAS OVERSIGHT OVER THE EXECUTIVE COMPENSATION PROGRAM (THE "PROGRAM") OF MEDSTAR HEALTH, INC AND ITS AFFILIATES. TOTAL COMPENSATION FOR THE TOP MANAGEMENT OFFICIALS, OFFICERS AND KEY EMPLOYEES OF MEDSTAR HEALTH, INC AND ITS AFFILIATES ARE REVIEWED AND APPROVED BY THE COMMITTEE WITH ASSISTANCE AND GUIDANCE FROM AN INDEPENDENT THIRD PARTY ADVISOR. THE MEMBERS OF THE COMMITTEE ARE INDEPENDENT FROM ALL OF THE PARTICIPANTS IN THE PROGRAM. THE MAIN OBJECTIVE OF THE PROGRAM IS TO PROVIDE MARKET COMPETITIVE TOTAL COMPENSATION THAT IS INTERNALLY EQUITABLE AND HAS A STRONG PAY-FOR-PERFORMANCE LINKAGE. PERFORMANCE IS EVALUATED AT THE SYSTEM, OPERATING UNIT, AND INDIVIDUAL LEVELS. THE OVERALL TOTAL COMPENSATION PHILOSOPHY IS MANAGED AT THE 75TH PERCENTILE OF THE COMPETITIVE MARKET FOR COMPARABLE SIZE (NET REVENUE) AND TYPE (TAX-EXEMPT HEALTHCARE ORGANIZATIONS) WHERE APPROPRIATE. ADDITIONAL INDUSTRY DATA IS CONSIDERED (GENERAL BUSINESS AND/OR TAXABLE HEALTHCARE) FOR SELECTED POSITIONS THAT CAN BE RECRUITED FROM OR POTENTIALLY LOST TO THESE INDUSTRIES (EG, INFORMATION TECHNOLOGY, FINANCE, ETC). THE COMMITTEE HAS ENGAGED ERNST & YOUNG LLP ("E&Y") TO SERVE AS AN ADVISOR ON THE REASONABILITY AND COMPETITIVENESS OF THE PROGRAM. IN DETERMINING REASONABILITY AND COMPETITIVENESS, E&Y REVIEWS MARKET PRACTICES AND TRENDS, AND MAKES RECOMMENDATIONS RELATED TO THE PROGRAM. E&Y UTILIZES INFORMATION FROM CUSTOM SURVEYS, NATIONAL COMPENSATION SURVEYS, PROPRIETARY DATABASES, AND CLIENT EXPERIENCES TO DETERMINE ITS FINAL RECOMMENDATIONS. E&Y PRESENTS THEIR FINDINGS AND RECOMMENDATIONS TO THE COMMITTEE. THE COMMITTEE MAKES THE FINAL DECISIONS ON ALL OF THE COMPENSATION DETERMINATIONS OF THE PROGRAM. ALL DECISIONS MADE BY THE COMMITTEE ARE CONTEMPORANEOUSLY DOCUMENTED.</p>

Return Reference	Explanation
FINANCIAL STATEMENT AVAILABILITY	PART VI, LINE 19 MEDSTAR HEALTH POSTS ITS ANNUAL FINANCIAL AUDIT AND QUARTERLY FINANCIAL REPORTS TO THE ELECTRONIC MUNICIPAL MARKET ACCESS (EMMA) SYSTEM. THE ORGANIZATION ALSO E-MAILS ITS ANNUAL AND QUARTERLY DISCLOSURES TO HOLDERS OF THE COMPANY'S PUBLICLY TRADED DEBT. THE COMPANY'S GOVERNANCE DOCUMENTS AND CONFLICTS OF INTEREST POLICIES ARE AVAILABLE UPON REQUEST THROUGH ITS CORPORATE (OR AS APPLICABLE ENTITY) PUBLIC INFORMATION OFFICES

Return Reference	Explanation
OTHER CHANGES IN NET ASSETS	PART XI, LINE 9 EQUITY TRANSFERS - NET ASSETS \$ (86,128,659) ADDITIONAL MINIMUM PENSION LIABILITY \$ (9,392,895) ===== TOTAL \$ (95,521,554)

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION PURCHASED PROFESSIONAL SERVICE TOTAL FEES 53793590

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION BILLING SERVICE EXPENSE TOTAL FEES 3989639

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION ADVOCACY FEES TOTAL FEES 2448262

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION COMPUTER SERVICES TOTAL FEES 2021155

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION MISC FIXED PURCH SRVCS TOTAL FEES 1395405

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION CONSULTING FEES TOTAL FEES 12557816

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION INTERCO PURCH SVC NON MED TOTAL FEES 424707

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION ALL OTHER FEES FOR SERVICES TOTAL FEES 1522991

SCHEDULE R (Form 990)

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2013

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization
HH Medstar Health Inc

Employer identification number

52-1542230

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

(a) Name, address, and EIN (if applicable) 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
See Additional Data Table					

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.

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.

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.

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

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

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

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)

- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)

- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)

- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses

- r** Other transfer of cash or property to related organization(s)
- s** Other transfer of cash or property from related organization(s)

	Yes	No
1a		No
1b	Yes	
1c		No
1d		No
1e		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k		No
1l		No
1m		No
1n		No
1o		No
1p	Yes	
1q	Yes	
1r		No
1s		No

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
See Additional Data Table			

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.

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions)

Return Reference	Explanation
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Schedule R (Form 990) 2013

Additional Data

Software ID:
Software Version:
EIN: 52-1542230
Name: HH Medstar Health Inc

Form 990, Schedule R, Part I - Identification of Disregarded Entities

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary Activity	(c) Legal Domicile (State or Foreign Country)	(d) Total income	(e) End-of-year assets	(f) Direct Controlling Entity
(1) MEDSTAR CONNECT LLC 5565 Sterrett Place Columbia, MD 21044 27-1831497	MED INF SVCS	MD	565,106	20,653	NA
(1) MEDSTAR MEDICAL GROUP LLC 5565 Sterrett Place Columbia, MD 21044 27-4234575	MEDICAL SVCS	MD	-177,671	-537,940	NA
(2) CARDIOLOGY ASSOCIATES LLC 5565 Sterrett Place Columbia, MD 21044 27-4234724	MEDICAL SVCS	MD	34,224,465	9,949,304	NA
(3) Chesapeake Cardiovascular Associates LLC 5565 Sterrett Place COLUMBIA, MD 21044 27-4465955	MEDICAL SVCS	MD	15,567,707	4,110,372	NA
(4) MMG MMP LLC 5565 STERRETT PLACE COLUMBIA, MD 21044 27-4234575	MEDICAL SVCS	MD	19,776,996	12,204,507	NA
(5) MMG GeorgetowN Family Practice LLC 5565 STERRETT PLACE COLUMBIA, MD 21044 45-2660572	MEDICAL SVCS	MD	1,141,021	592,054	NA
(6) MEDSTAR SOUTHERN MARYLAND PHYSICIANS LLC 5565 STERRETT PLACE COLUMBIA, MD 21044 46-0773035	MEDICAL MGMT	MD	23,318,009	17,254,089	NA

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c) (3))	(f) Direct controlling entity	(g) Section 512 (b)(13) controlled entity?	
						Yes	No
(1) CHURCH HOME CORPORATION 5565 STERRETT PLACE 5TH FLOOR COLUMBIA, MD 21044 23-7374724	MEDICAL FUND	MD	501(c)(3)	PF	NA	Yes	
(1) FRANKLIN SQUARE HOSPITAL CENTER INC 9000 FRANKLIN SQUARE DRIVE BALTIMORE, MD 21237 52-0608007	HOSPITAL	MD	501(c)(3)	3	NA	Yes	
(2) HARBOR HOSPITAL INC 3001 SOUTH HANOVER STREET BALTIMORE, MD 21225 52-0491660	HOSPITAL	MD	501(c)(3)	3	NA	Yes	
(3) MEDSTAR HEALTH INC 5565 STERRETT PLACE 5TH FLOOR COLUMBIA, MD 21044 52-2087445	MEDICAL SVCS	MD	501(c)(3)	11b II	NA		No
(4) MONTGOMERY GENERAL HOSPITAL 18101 PRINCE PHILIP DRIVE OLNEY, MD 20832 52-0646893	HOSPITAL	MD	501(c)(3)	3	NA	Yes	
(5) THE GOOD SAMARITAN HOSPITAL OF MARYLAND 5601 LOCH RAVEN BLVD BALTIMORE, MD 21239 52-0591607	HOSPITAL	MD	501(c)(3)	3	NA	Yes	
(6) THE UNION MEMORIAL HOSPITAL 201 EAST UNIVERSITY PARKWAY BALTIMORE, MD 21218 52-0591685	HOSPITAL	MD	501(c)(3)	3	NA	Yes	
(7) MEDSTAR HEALTH RESEARCH INSTITUTE 108 IRVING STREET NW WASHINGTON, DC 20010 52-6056274	HOSPITAL	DC	501(c)(3)	3	NA	Yes	
(8) THE MEDSTAR-GEORGETOWN MEDICAL CENTER I HOSPITAL ADMIN 1 MAIN BLDG WASHINGTON, DC 20007 52-2218584	HOSPITAL	DC	501(c)(3)	3	NA	Yes	
(9) WASHINGTON HOSPITAL CENTER CORPORATION 110 IRVING STREET NW WASHINGTON, DC 20010 52-1272129	HOSPITAL	DC	501(c)(3)	3	NA	Yes	
(10) MEDSTAR AMBULATORY SERVICES INC 5565 STERRETT PLACE 5TH FLOOR COLUMBIA, MD 21044 52-1132992	FOUNDATION	MD	501(c)(3)	11a I	NA	Yes	
(11) BAY LIFE SERVICES INC 5565 STERRETT PLACE 5TH FLOOR COLUMBIA, MD 21044 52-1496539	MENTAL HEALTH	MD	501(c)(3)	9	NA	Yes	
(12) MEDSTAR SURGERY CENTER INC 4061 POWDERMILL ROAD SUITE 210 CALVERTON, MD 20705 52-1061679	MEDICAL SVCS	MD	501(c)(3)	9	NA	Yes	
(13) CHURCH HOME AND HOSPITAL OF THE CITY OF 5565 STERRETT PLACE 5TH FLOOR COLUMBIA, MD 21044 52-0591600	MEDICAL FUND	MD	501(c)(3)	11B II	NA	Yes	
(14) FRANKLIN SQUARE HOSPITAL CENTER FOUNDATI 9000 FRANKLIN SQUARE DRIVE BALTIMORE, MD 21237 52-2329546	FOUNDATION	MD	501(c)(3)	7	NA	Yes	
(15) GOOD SAMARITAN HOSPITAL FOUNDATION INC 5601 LOCH RAVEN BLVD BALTIMORE, MD 21239 52-2307122	FOUNDATION	MD	501(c)(3)	11a I	NA	Yes	
(16) GOOD SAMARITAN NURSING CENTER INC 5601 LOCH RAVEN BLVD BALTIMORE, MD 21239 52-1672866	MEDICAL SVCS	MD	501(c)(3)	9	NA	Yes	
(17) GS HOUSING INC 5601 LOCH RAVEN BLVD BALTIMORE, MD 21239 52-1481656	ELDER HOUSING	MD	501(c)(3)	9	NA	Yes	
(18) GS PROPERTIES INC 5601 LOCH RAVEN BLVD BALTIMORE, MD 21239 52-1429853	ADMIN SVCS	MD	501(c)(3)	11a I	NA	Yes	
(19) HARBOR HOSPITAL FOUNDATION INC 3001 SOUTH HANOVER STREET BALTIMORE, MD 21225 52-1284532	FOUNDATION	MD	501(c)(3)	11a I	NA	Yes	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c) (3))	(f) Direct controlling entity	(g) Section 512 (b)(13) controlled entity?	
						Yes	No
(21) MEDSTAR HEALTH INFUSION INC 4061 POWDERMILL ROAD SUITE 210 CALVERTON, MD 20705 52-1980510	MEDICAL SVCS	MD	501(c)(3)	9	NA	Yes	
(1) MEDSTAR HEALTH VISITING NURSES ASSOCIATI 4061 POWDERMILL ROAD CALVERTON, MD 20705 53-0196597	MEDICAL SVCS	MD	501(c)(3)	9	NA	Yes	
(2) MEDSTAR VNA HEALTHCARE 4061 POWDERMILL ROAD SUITE 210 CALVERTON, MD 20705 52-1458516	MEDICAL SVCS	MD	501(c)(3)	9	NA	Yes	
(3) MGH COMMUNITY HEALTH INC 18101 PRINCE PHILIP DRIVE OLNEY, MD 20832 52-1372467	MEDICAL SVCS	MD	501(c)(3)	9	NA	Yes	
(4) MGH HEALTH FOUNDATION INC 18101 PRINCE PHILIP DRIVE OLNEY, MD 20832 52-1129959	FOUNDATION	MD	501(c)(3)	7	NA	Yes	
(5) MGH HEALTH SERVICES INC 18101 PRINCE PHILIP DRIVE OLNEY, MD 20832 52-1366812	FOUNDATION	MD	501(c)(3)	11B II	NA	Yes	
(6) MGH WOMEN'S BOARD 18101 PRINCE PHILIP DRIVE OLNEY, MD 20832 52-6039600	FOUNDATION	MD	501(c)(3)	11a I	NA	Yes	
(7) NATIONAL REHABILITATION HOSPITAL 102 IRVING STREET NW WASHINGTON, DC 20010 52-1369749	HOSPITAL	DC	501(c)(3)	3	NA	Yes	
(8) REGIONAL REHAB AT OLNEY INC 18101 PRINCE PHILIP DRIVE OLNEY, MD 20832 52-2310902	MEDICAL SVCS	MD	501(c)(3)	3	NA	Yes	
(9) SUBURBAN NRH MEDICAL REHABILITATION I 102 IRVING STREET NW WASHINGTON, DC 20010 52-1931151	MEDICAL SVCS	DC	501(c)(3)	3	NA	Yes	
(10) THE THOMAS O'NEIL CATHOLIC HEALTH CARE F 5601 LOCH RAVEN BLVD BALTIMORE, MD 21239 52-1104382	FOUNDATION	MD	501(c)(3)	11D III	NA	Yes	
(11) UNION MEMORIAL HOSPITAL FOUNDATION INC 201 EAST UNIVERSITY PARKWAY BALTIMORE, MD 21218 52-1446828	FOUNDATION	MD	501(c)(3)	11a I	NA	Yes	
(12) VNA INC 4061 POWDERMILL ROAD SUITE 210 CALVERTON, MD 20705 52-1332411	ADMIN SVCS	MD	501(c)(3)	11a I	NA	Yes	
(13) WHC FOUNDATION INC 110 IRVING STREET NW WASHINGTON, DC 20010 52-1791670	FOUNDATION	DC	501(c)(3)	11a I	NA	Yes	
(14) WOODBOURNE WOODS INC 5601 LOCH RAVEN BLVD BALTIMORE, MD 21239 52-2299070	ELDER HOUSING	MD	501(c)(3)	9	NA	Yes	
(15) HOSPICE OF ST MARY'S INC PO BOX 527 LEONARDTOWN, MD 20650 52-2153926	SUPPORT ORG	MD	501(c)(3)	11A I	NA	Yes	
(16) ST MARY'S HOSPITAL OF ST MARY'S COUNTY 25500 POINT LOOKOUT ROAD LEONARDTOWN, MD 20650 52-0619006	HOSPITAL	MD	501(c)(3)	3	NA	Yes	
(17) ST MARY'S HOSPITAL FOUNDATION INC PO BOX 527 LEONARDTOWN, MD 20650 52-1051368	SUPPORT ORG	MD	501(c)(3)	11A I	NA	Yes	
(18) MEDSTAR SOUTHERN MD HOSPITAL CENTER INC 7503 SURRETT'S ROAD CLINTON, MD 20735 46-0726303	hospital	MD	501(c)(3)	3	NA	Yes	

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

Identification of Related Organizations Taxable as a Corporation or Trust								
(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b) (13) controlled entity?
MedStar Pharmacies Inc 5565 Sterrett Place 5th Floor Columbia, MD 21044 52-1513056	Drug Sales	MD	NA	C Corp				Yes
ExtenCare Inc 5565 Sterrett Place 5th Floor Columbia, MD 21044 52-1556228	Medical Services	MD	NA	C Corp				No
Helix Resources Management Inc 5565 Sterrett Place 5th Floor Columbia, MD 21044 52-1913070	Admin Services	MD	NA	C Corp				
HelixCare Medical Group LLC 5565 Sterrett Place 5th Floor Columbia, MD 21044 52-1955580	Medical Services	MD	NA	C Corp				
HelixCare Properties LLC 5565 Sterrett Place 5th Floor Columbia, MD 21044 52-1966695	Medical Services	MD	NA	C Corp				
Parkway Ventures Inc 5565 Sterrett Place 5th Floor Columbia, MD 21044 52-1893569	Holding Company	MD	NA	C Corp				
Physicians Administrative Services Inc 5565 Sterrett Place 5th Floor Columbia, MD 21044 23-7042074	Billing Services	MD	NA	C Corp				
MedStar Family Choice Inc 5565 Sterrett Place 5th Floor Columbia, MD 21044 52-1995521	Managed Care	MD	NA	C Corp				
Medstar Enterprises Inc 4061 Powdermill Road Suite 210 Calverton, MD 20705 52-2139841	Admin Services	MD	NA	C Corp				
SiTel Inc 5565 Sterrett Place 5th Floor Columbia, MD 21044 90-0753340	educational svcs	MD	NA	C Corp				
Star Billing Inc 4061 Powdermill Road Suite 210 Calverton, MD 20705 52-1850113	Billing Services	MD	NA	C Corp				
Washington Risk Network Management Inc 4061 Powdermill Road Suite 210 Calverton, MD 20705 52-2132677	Medical Services	MD	NA	C Corp				
Washington Hospital Center Physician Hos 100 Irving Street NW Washington, DC 20010 52-1931000	Medical Services	MD	NA	C Corp				
Medstar Physician Partners Inc 4061 Powdermill Road Suite 210 Calverton, MD 20705 52-2030809	Medical Services	MD	NA	C Corp				
Franklin Square Drive Land Condo Assoc 5565 Sterrett Place 5th Floor Columbia, MD 21044 76-0756352	Condo Owner Assoc	MD	NA	C Corp				

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b) (13) controlled entity?	
								Yes	No
MGH Diversified Services Inc 18101 Prince Philip Drive Olney, MD 20832 52-1943602	Medical Services	MD	NA	C Corp					
Greenspring Financial Insurance Limited 23 LIME TREE BAY AVENUE PO BOX 1051 KY1-1102 GRAND CAYMAN CJ 98-0188617	Insurance	CJ	NA	C Corp					
ST MARY'S HEALTH ALLIANCE INC 25500 POINT LOOKOUT ROAD LEONARDTOWN, MD 20650 52-1930331	MEDICAL SERVICES	MD	NA	C CORP					
ST MARY'S CONDO ASSOCIATION 25500 POINT LOOKOUT RD LEONARDTOWN, MD 20650 27-3377216	CONDOMINIUMS	MD	NA	C CORP					

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

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
Franklin Square Hospital Center	Q	1,400,609	FMV
The Union Memorial Hospital	Q	1,553,449	FMV
The Good Samaritan Hospital	Q	945,200	FMV
Harbor Hospital	q	215,236	fmv
Washington Hospital Center Corporation	p	-21,695,669	fmv
The Medstar-Georgetown Medical Center	q	1,812,466	fmv
Surgicenter at Pasadena LLC	p	-2,564,688	fmv
HelixCare Medical Group LLC	p	-1,257,887	fmv
Medstar Health Visiting Nurse Association	p	-72,418	fmv
VNA Inc	q	666,657	fmv
Medstar Family Choice	p	-322,551	fmv
Medstar Ambulatory Services	q	212,042	fmv
Medstar Physician Partners	p	-450,819	fmv