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Form 990

## Return of Organization Exempt From Income Tax

2014

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
- Information about Form 990 and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990)

Open to Public Inspection

A For the 2014 calendar year, or tax year beginning 07-01-2014, and ending 06-30-2015

B Check if applicable	C Name of organization HH Medstar Health Inc		D Employer identification number 52-1542230
<input type="checkbox"/> Address change	% JOEL BRYAN		
<input type="checkbox"/> Name change	Doing business as		
<input type="checkbox"/> Initial return			
<input type="checkbox"/> Final return/terminated	Number and street (or P O box if mail is not delivered to street address) 5565 Sterrett Place 5th Floor	Room/suite	E Telephone number (410) 772-6721
<input type="checkbox"/> Amended return	City or town, state or province, country, and ZIP or foreign postal code Columbia, MD 21044		G Gross receipts \$ 454,037,692
<input type="checkbox"/> Application pending	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

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

J Website: ► N/A

K Form of organization  Corporation  Trust  Association  Other ► L Year of formation 1987 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 2014 (Part V, line 2a) . . . . .	5	1,035
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) . . . . .	0	0
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) . . . . .	280,289,254	451,604,004
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) . . . . .	795	-69,586
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) . . . . .	2,042,051	2,433,688
	282,332,100	453,968,106
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) . . . . .	142,304,655	196,366,991
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) . . . . .	157,622,848	291,962,352
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25) . . . . .	299,927,503	488,329,343
19 Revenue less expenses Subtract line 18 from line 12 . . . . .	-17,595,403	-34,361,237

20 Total assets (Part X, line 16) . . . . .	Beginning of Current Year	End of Year
21 Total liabilities (Part X, line 26) . . . . .	54,966,953	119,027,554
22 Net assets or fund balances Subtract line 21 from line 20 . . . . .	339,004,118	345,188,187
	-284,037,165	-226,160,633

## 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	2016-04-26 Date
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Paid Preparer Use Only	Print/Type preparer's name Margaret A Bradshaw	Preparer's signature Margaret A Bradshaw	Date 2016-04-26	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 (703) 286-8000	

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

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2014)

### **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 \$ 193,702,647 including grants of \$ ) (Revenue \$ 179,510,314 )

HH MEDSTAR HEALTH, INC 'S LARGEST 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 \$ 108,526,421 including grants of \$ ) (Revenue \$ 272,093,690 )

HH MEDSTAR HEALTH, INC PROVIDES PHYSICIAN SERVICES THROUGH ITS PHYSICIAN PRACTICES TO MEDSTAR HEALTH, INC AND ITS AFFILIATED ENTITIES. THESE PHYSICIAN PRACTICES SERVE AS PHYSICIAN PRACTICES TO EACH OF THE HOSPITALS (WHICH ARE INCLUDED IN HH MEDSTAR HEALTH INC'S SUPPORTED ORGANIZATIONS) IN THE MEDSTAR HEALTH INTEGRATED HEALTH CARE SYSTEM.

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

Other program services (Describe in Schedule O)

(Expenses \$

including grants of \$

) (Revenue

#### 4e Total program service expenses

302,229,068

**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		No
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 domestic 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 or for domestic individuals 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	<b>Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.</b> 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 "Yes," complete Schedule L, Part II	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or 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	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	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	Yes	
b	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	<b>Section 501(c)(3) organizations.</b> 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? <b>Note.</b> 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
<b>1a</b> Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . . .	<b>1a</b>	118	
<b>b</b> Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	<b>1b</b>	0	
<b>c</b> Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? . . .	<b>1c</b>	Yes	
<b>2a</b> 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 . . .	<b>2a</b>	1,035	
<b>b</b> If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note.</i> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	<b>2b</b>	Yes	
<b>3a</b> Did the organization have unrelated business gross income of \$1,000 or more during the year? . . .	<b>3a</b>	No	
<b>b</b> If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O . . .	<b>3b</b>		
<b>4a</b> 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)? . . .	<b>4a</b>	No	
<b>b</b> If "Yes," enter the name of the foreign country ► See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR)			
<b>5a</b> Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . .	<b>5a</b>	No	
<b>b</b> Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	<b>5b</b>	No	
<b>c</b> If "Yes," to line 5a or 5b, did the organization file Form 8886-T? . . .	<b>5c</b>		
<b>6a</b> 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? . . .	<b>6a</b>	No	
<b>b</b> If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . .	<b>6b</b>		
<b>7 Organizations that may receive deductible contributions under section 170(c).</b>	<b>7a</b>	No	
<b>a</b> 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? . . .	<b>7b</b>		
<b>b</b> If "Yes," did the organization notify the donor of the value of the goods or services provided? . . .	<b>7c</b>	No	
<b>c</b> Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . .	<b>7d</b>		
<b>d</b> If "Yes," indicate the number of Forms 8282 filed during the year	<b>7e</b>	No	
<b>e</b> Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . .	<b>7f</b>	No	
<b>f</b> Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . .	<b>7g</b>		
<b>g</b> If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? . . .	<b>7h</b>		
<b>h</b> If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? . . .	<b>8</b>	No	
<b>8 Sponsoring organizations maintaining donor advised funds.</b> Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year? . . .	<b>9a</b>		
<b>9a</b> Did the sponsoring organization make any taxable distributions under section 4966? . . .	<b>9b</b>		
<b>10 Section 501(c)(7) organizations.</b> Enter	<b>10a</b>		
<b>a</b> Initiation fees and capital contributions included on Part VIII, line 12 . . .	<b>10b</b>		
<b>b</b> Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities			
<b>11 Section 501(c)(12) organizations.</b> Enter	<b>11a</b>		
<b>a</b> Gross income from members or shareholders . . .	<b>11b</b>		
<b>b</b> Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) . . .			
<b>12a Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041? . . .	<b>12b</b>		
<b>b</b> If "Yes," enter the amount of tax-exempt interest received or accrued during the year			
<b>13 Section 501(c)(29) qualified nonprofit health insurance issuers.</b>	<b>13a</b>		
<b>a</b> Is the organization licensed to issue qualified health plans in more than one state? <i>Note.</i> See the instructions for additional information the organization must report on Schedule O	<b>13b</b>		
<b>b</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 . . .	<b>13c</b>		
<b>14a</b> Did the organization receive any payments for indoor tanning services during the tax year? . . .	<b>14b</b>	No	
<b>b</b> If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O . . .			

**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
<b>1a</b> Enter the number of voting members of the governing body at the end of the tax year	<b>1a</b>	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				
<b>b</b> Enter the number of voting members included in line 1a, above, who are independent	<b>1b</b>	0		
<b>2</b> 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?	<b>2</b>		No	
<b>3</b> 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?	<b>3</b>		No	
<b>4</b> Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	<b>4</b>		Yes	
<b>5</b> Did the organization become aware during the year of a significant diversion of the organization's assets?	<b>5</b>		No	
<b>6</b> Did the organization have members or stockholders?	<b>6</b>		Yes	
<b>7a</b> 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?	<b>7a</b>		Yes	
<b>b</b> Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	<b>7b</b>		Yes	
<b>8</b> Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following	<b>8a</b>		Yes	
<b>a</b> The governing body?	<b>8b</b>		Yes	
<b>b</b> Each committee with authority to act on behalf of the governing body?	<b>9</b>		No	
<b>9</b> 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
<b>10a</b> Did the organization have local chapters, branches, or affiliates?	<b>10a</b>		No
<b>b</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?	<b>10b</b>		
<b>11a</b> Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	<b>11a</b>	Yes	
<b>b</b> Describe in Schedule O the process, if any, used by the organization to review this Form 990			
<b>12a</b> Did the organization have a written conflict of interest policy? If "No," go to line 13	<b>12a</b>	Yes	
<b>b</b> Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	<b>12b</b>	Yes	
<b>c</b> Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	<b>12c</b>	Yes	
<b>13</b> Did the organization have a written whistleblower policy?	<b>13</b>	Yes	
<b>14</b> Did the organization have a written document retention and destruction policy?	<b>14</b>	Yes	
<b>15</b> 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?	<b>15a</b>	Yes	
<b>a</b> The organization's CEO, Executive Director, or top management official	<b>15b</b>	Yes	
<b>b</b> Other officers or key employees of the organization			
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
<b>16a</b> Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	<b>16a</b>		No
<b>b</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?	<b>16b</b>		

### Section C. Disclosure

<b>17</b> List the States with which a copy of this Form 990 is required to be filed	
<b>18</b> 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	
<input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O)	
<b>19</b> 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	
<b>20</b> State the name, address, and telephone number of the person who possesses the organization's books and records	
►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 Contractors**Check 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	4,325,505	64,424
(2) MICHAEL J CURRAN TREASURER/DIRECTOR	1 0 39 0	X		X				0	2,565,690	29,762
(3) ERIC R WAGNER EVP/DIRECTOR	1 0 39 0	X		X				0	1,407,235	45,995
(4) STEPHEN RT EVANS MD DIRECTOR	1 0 39 0	X						0	1,222,825	43,579
(5) DAVID NOE VICE PRESIDENT	1 0 39 0			X				0	646,712	31,041
(6) BERNARD WAGMAN PHYSICIAN	40 0 0 0				X			565,384	0	8,592
(7) BENJAMIN LEE PHYSICIAN	40 0 0 0				X			550,087	0	21,264
(8) STEPHEN STANZIALE PHYSICIAN	40 0 0 0				X			566,717	0	20,946
(9) JONATHAN ALTSCHULER PHYSICIAN	40 0 0 0				X			555,681	0	20,229
(10) WILLIAM L THOMAS MD FORMER OFFICER	0 0 0 0					X		0	320,167	0

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

<b>(A)</b> Name and Title	<b>(B)</b> Average hours per week (list any hours for related organizations below dotted line)	<b>(C)</b> Position (do not check more than one box, unless person is both an officer and a director/trustee)						<b>(D)</b> Reportable compensation from the organization (W- 2/1099-MISC)	<b>(E)</b> Reportable compensation from related organizations (W- 2/1099-MISC)	<b>(F)</b> Estimated amount of other compensation from the organization and related organizations
		Individual trustee Or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			

<b>1b Sub-Total</b>			
<b>c Total from continuation sheets to Part VII, Section A</b>			
<b>d Total (add lines 1b and 1c)</b>	2,237,869	10,488,134	285,832

**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 **►80**

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

<b>(A)</b> Name and business address	<b>(B)</b> Description of services	<b>(C)</b> Compensation
DELL MARKETING LP, PO BOX 802816 CHICAGO, IL 606802816	IT Services	31,232,674
CERNER CORPORATION, PO BOX 412702 KANSAS CITY, MO 641412702	Medical Services	15,006,361
INDEPENDENT CATALYST LLC, 301 GRANT STREET PITTSBURGH, PA 15219	Consulting SERVICES	1,870,608
DELOITTE CONSULTING LLP, PO BOX 7247-6447 PHILADELPHIA, PA 191706447	CONSULTING SERVICES	1,472,286
CARADIGM USA LLC, 62698 COLLECTION CENTER DRIVE CHICAGO, IL 606930626	PROFESSIONAL SVCS	1,321,005
<b>2</b> Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization <b>►115</b>		

**Part VIII Statement of Revenue**Check 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	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1a</b> Federated campaigns . . . . .	<b>1a</b>				
	<b>b</b> Membership dues . . . . .	<b>1b</b>				
	<b>c</b> Fundraising events . . . . .	<b>1c</b>				
	<b>d</b> Related organizations . . . . .	<b>1d</b>				
	<b>e</b> Government grants (contributions)	<b>1e</b>				
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b>				
	<b>g</b> Noncash contributions included in lines 1a-1f \$					
	<b>h</b> <b>Total.</b> Add lines 1a-1f . . . . .		0			
<b>Program Service Revenue</b>	<b>Business Code</b>					
	<b>2a</b> MANAGEMENT FEES	900099	177,473,368	177,473,368		
	<b>b</b> NET PATIENT SERVICE REVENUE	621400	272,093,690	272,093,690		
	<b>c</b> MEANINGFUL USE INCOME	900099	1,644,523	1,644,523		
	<b>d</b> PREMIUM REVENUE	900099	392,423	392,423		
	<b>e</b>					
	<b>f</b> All other program service revenue					
	<b>g</b> <b>Total.</b> Add lines 2a-2f . . . . .		451,604,004			
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts) . . . . .		0			
	<b>4</b> Income from investment of tax-exempt bond proceeds . . . . .		0			
	<b>5</b> Royalties . . . . .		0			
	<b>(I) Real</b>					
	<b>6a</b> Gross rents	476,895				
	<b>b</b> Less rental expenses					
	<b>c</b> Rental income or (loss)	476,895	0			
	<b>d</b> Net rental income or (loss) . . . . .		476,895		476,895	
<b>(II) Personal</b>						
<b>7a</b> Gross amount from sales of assets other than inventory						
<b>b</b> Less cost or other basis and sales expenses	69,586					
<b>c</b> Gain or (loss)	-69,586					
<b>d</b> Net gain or (loss) . . . . .		-69,586		-69,586		
<b>(I) Securities</b>						
<b>8a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 . . . . .						
<b>a</b>						
<b>b</b> Less direct expenses . . . . .	<b>b</b>					
<b>c</b> Net income or (loss) from fundraising events . . . . .		0				
<b>9a</b> Gross income from gaming activities See Part IV, line 19 . . . . .						
<b>a</b>						
<b>b</b> Less direct expenses . . . . .	<b>b</b>					
<b>c</b> Net income or (loss) from gaming activities . . . . .		0				
<b>10a</b> Gross sales of inventory, less returns and allowances . . . . .						
<b>a</b>						
<b>b</b> Less cost of goods sold . . . . .	<b>b</b>					
<b>c</b> Net income or (loss) from sales of inventory . . . . .		0		0		
<b>Miscellaneous Revenue</b>		<b>Business Code</b>				
<b>11a</b> REBATE INCOME	900099	13,560			13,560	
<b>b</b> MISCELLANEOUS REVENUE	900099	1,943,233			1,943,233	
<b>c</b>						
<b>d</b> All other revenue . . . . .						
<b>e</b> <b>Total.</b> Add lines 11a-11d . . . . .		1,956,793				
<b>12</b> <b>Total revenue.</b> See Instructions . . . . .		453,968,106	451,604,004	0	2,364,102	

**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 

<b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>	<b>(A) Total expenses</b>	<b>(B) Program service expenses</b>	<b>(C) Management and general expenses</b>	<b>(D) Fundraising expenses</b>
1 Grants and other assistance to domestic organizations and domestic governments See Part IV, line 21 . . . . .	0			
2 Grants and other assistance to domestic individuals See Part IV, line 22 . . . . .	0			
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals 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 . . . . .	168,588,304	103,899,300	64,689,004	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) . . . . .	1,908,137	743,772	1,164,365	
9 Other employee benefits . . . . .	15,312,277	5,081,864	10,230,413	
10 Payroll taxes . . . . .	10,558,273	5,623,556	4,934,717	
11 Fees for services (non-employees)				
a Management . . . . .	6,156,634	4,661,201	1,495,433	
b Legal . . . . .	64,099		64,099	
c Accounting . . . . .	0			
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) . . . . .	102,799,827	43,129,082	59,670,745	
12 Advertising and promotion . . . . .	1,124,294	289,822	834,472	
13 Office expenses . . . . .	2,933,769	1,402,436	1,531,333	
14 Information technology . . . . .	7,944,320		7,944,320	
15 Royalties . . . . .	0			
16 Occupancy . . . . .	13,390,246	10,076,356	3,313,890	
17 Travel . . . . .	1,489,901	932,352	557,549	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .	0			
19 Conferences, conventions, and meetings . . . . .	152,158	33,525	118,633	
20 Interest . . . . .	166,019	24,266	141,753	
21 Payments to affiliates . . . . .	-13,691,156		-13,691,156	
22 Depreciation, depletion, and amortization . . . . .	5,727,983	4,097,746	1,630,237	
23 Insurance . . . . .	4,088,254	3,973,147	115,107	0
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 OTHER OPERATING EXPENSES	100,067,221	102,684,928	-2,617,707	
b MAINTENANCE CONTRACTS	35,683,632	741,957	34,941,675	
c MED/SURG SUPPLIES	9,969,563	9,918,737	50,826	
d UTILITIES	8,043,624	2,491,449	5,552,175	
e All other expenses	5,851,964	2,423,572	3,428,392	
25 Total functional expenses. Add lines 1 through 24e	488,329,343	302,229,068	186,100,275	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 ► if following SOP 98-2 (ASC 958-720)				

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

		<b>(A)</b> Beginning of year	<b>(B)</b> End of year	
<b>Assets</b>				
1	Cash—non-interest-bearing	9,473,291	<b>1</b>	15,624,356
2	Savings and temporary cash investments	0	<b>2</b>	0
3	Pledges and grants receivable, net	0	<b>3</b>	0
4	Accounts receivable, net	18,502,669	<b>4</b>	28,002,474
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	<b>5</b>	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	<b>6</b>	0
7	Notes and loans receivable, net	1,001,902	<b>7</b>	1,375,314
8	Inventories for sale or use	5,995,884	<b>8</b>	1,063,990
9	Prepaid expenses and deferred charges	1,315,713	<b>9</b>	10,091,180
10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	<b>10a</b>	70,278,565	
b	Less accumulated depreciation	<b>10b</b>	10,062,869	14,941,825
		<b>10c</b>		60,215,696
11	Investments—publicly traded securities		<b>11</b>	0
12	Investments—other securities See Part IV, line 11		<b>12</b>	0
13	Investments—program-related See Part IV, line 11		<b>13</b>	0
14	Intangible assets	969,764	<b>14</b>	2,174,116
15	Other assets See Part IV, line 11	2,765,905	<b>15</b>	480,428
16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34)	54,966,953	<b>16</b>	119,027,554
<b>Liabilities</b>				
17	Accounts payable and accrued expenses	70,669,363	<b>17</b>	123,061,798
18	Grants payable	0	<b>18</b>	0
19	Deferred revenue	3,808,294	<b>19</b>	3,235,257
20	Tax-exempt bond liabilities	0	<b>20</b>	0
21	Escrow or custodial account liability Complete Part IV of Schedule D	0	<b>21</b>	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	0	<b>22</b>	0
23	Secured mortgages and notes payable to unrelated third parties	0	<b>23</b>	0
24	Unsecured notes and loans payable to unrelated third parties	0	<b>24</b>	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	264,526,461	<b>25</b>	218,891,132
26	<b>Total liabilities.</b> Add lines 17 through 25	339,004,118	<b>26</b>	345,188,187
<b>Net Assets or Fund Balances</b>				
27	Unrestricted net assets	-284,037,165	<b>27</b>	-226,160,633
28	Temporarily restricted net assets	0	<b>28</b>	0
29	Permanently restricted net assets	0	<b>29</b>	0
<b>Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.</b>				
30	Capital stock or trust principal, or current funds		<b>30</b>	
31	Paid-in or capital surplus, or land, building or equipment fund		<b>31</b>	
32	Retained earnings, endowment, accumulated income, or other funds		<b>32</b>	
33	Total net assets or fund balances	-284,037,165	<b>33</b>	-226,160,633
34	<b>Total liabilities and net assets/fund balances</b>	54,966,953	<b>34</b>	119,027,554

**Part XI Reconciliation of Net Assets**Check 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	453,968,106
2	Total expenses (must equal Part IX, column (A), line 25)	2	488,329,343
3	Revenue less expenses Subtract line 2 from line 1	3	-34,361,237
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	-284,037,165
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	92,237,769
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	-226,160,633

**Part XII Financial Statements and Reporting**Check 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? 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	3a	No
	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.

► Information about Schedule A (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).**2014****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 in lines 11a through 11d that describes the type of supporting organization and complete lines 11e, 11f, and 11g

a  **Type I**. A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization **You must complete Part IV, Sections A and B**.

b  **Type II**. A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s) **You must complete Part IV, Sections A and C**.

c  **Type III functionally integrated**. A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions) **You must complete Part IV, Sections A, D, and E**.

d  **Type III non-functionally integrated**. A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions) **You must complete Part IV, Sections A and D, and Part V**.

e  Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization

f Enter the number of supported organizations . . . . . 2

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
See Additional Data Table						
Total 23					0	

**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) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(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 <b>Total.</b> 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 <b>Public support.</b> Subtract line 5 from line 4						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(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 VI )						
11 <b>Total support</b> Add lines 7 through 10						
12 Gross receipts from related activities, etc (see instructions)					12	
13 <b>First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> . . . . . ►						

**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2014 (line 6, column (f) divided by line 11, column (f))	14	
15 Public support percentage for 2013 Schedule A, Part II, line 14	15	
16a <b>33 1/3% support test—2014.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization ►		
b <b>33 1/3% support test—2013.</b> 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 <b>stop here</b> . The organization qualifies as a publicly supported organization ►		
17a <b>10%-facts-and-circumstances test—2014.</b> 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 <b>stop here</b> . Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ►		
b <b>10%-facts-and-circumstances test—2013.</b> 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 <b>stop here</b> . Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ►		
18 <b>Private foundation.</b> 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) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(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						
<b>6 Total.</b> Add lines 1 through 5						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons						
<b>b</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						
<b>c</b> Add lines 7a and 7b						
<b>8 Public support</b> (Subtract line 7c from line 6 )						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
9 Amounts from line 6						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
<b>c</b> Add lines 10a and 10b						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
<b>12</b> Other income Do not include gain or loss from the sale of capital assets (Explain in Part VI )						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12 )						
<b>14 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> ►						

**Section C. Computation of Public Support Percentage**

15 Public support percentage for 2014 (line 8, column (f) divided by line 13, column (f))	15
16 Public support percentage from 2013 Schedule A, Part III, line 15	16

**Section D. Computation of Investment Income Percentage**

17 Investment income percentage for 2014 (line 10c, column (f) divided by line 13, column (f))	17
18 Investment income percentage from 2013 Schedule A, Part III, line 17	18
<b>19a 33 1/3% support tests—2014.</b> 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 <b>stop here</b> . The organization qualifies as a publicly supported organization ►	
<b>b 33 1/3% support tests—2013.</b> 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 <b>stop here</b> . 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 Supporting Organizations**

(Complete only if you checked a box on line 11 of Part I. If you checked 11a of Part I, complete Sections A and B. If you checked 11b of Part I, complete Sections A and C. If you checked 11c of Part I, complete Sections A, D, and E. If you checked 11d of Part I, complete Sections A and D, and complete Part V.)

**Section A. All Supporting Organizations**

**1** Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in **Part VI** how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.

**2** Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in **Part VI** how the organization determined that the supported organization was described in section 509(a)(1) or (2).

**3a** Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.

**b** Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in **Part VI** when and how the organization made the determination.

**c** Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in **Part VI** what controls the organization put in place to ensure such use.

**4a** Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes" and if you checked 11a or 11b in Part I, answer (b) and (c) below.

**b** Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in **Part VI** how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations. . . .

**c** Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in **Part VI** what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.

**5a** Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in **Part VI**, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).

**b** **Type I or Type II only.** Was any added or substituted supported organization part of a class already designated in the organization's organizing document?

**c** **Substitutions only.** Was the substitution the result of an event beyond the organization's control?

**6** Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (a) its supported organizations, (b) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (c) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in **Part VI**.

**7** Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in IRC 4958(c)(3)(C)), a family member of a substantial contributor, or a 35-percent controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990).

**8** Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part II of Schedule L (Form 990).

**9a** Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in **Part VI**.

**b** Did one or more disqualified persons (as defined in line 9(a)) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in **Part VI**.

**c** Did a disqualified person (as defined in line 9(a)) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in **Part VI**.

**10a** Was the organization subject to the excess business holdings rules of IRC 4943 because of IRC 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer b below.

**b** Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings).

**11** Has the organization accepted a gift or contribution from any of the following persons?

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

**b** A family member of a person described in (a) above?

**c** A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in **Part VI**.

	Yes	No
<b>1</b>	Yes	
<b>2</b>		No
<b>3a</b>		No
<b>3b</b>		
<b>3c</b>		
<b>4a</b>		No
<b>4b</b>		
<b>4c</b>		
<b>5a</b>		No
<b>5b</b>		
<b>5c</b>		
<b>6</b>		No
<b>7</b>		No
<b>8</b>		No
<b>9a</b>		No
<b>9b</b>		No
<b>9c</b>		No
<b>10a</b>		No
<b>10b</b>		
<b>11a</b>		No
<b>11b</b>		No
<b>11c</b>		No

**Part IV Supporting Organizations (continued)****Section B. Type I Supporting Organizations**

1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in **Part VI** how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.

2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in **Part VI** how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised or controlled the supporting organization.

	Yes	No
1		
2		

**Section C. Type II Supporting Organizations**

1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in **Part VI** how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).

	Yes	No
1		

**Section D. All Type III Supporting Organizations**

1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (1) a written notice describing the type and amount of support provided during the prior tax year, (2) a copy of the Form 990 that was most recently filed as of the date of notification, and (3) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?

2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in **Part VI** how the organization maintained a close and continuous working relationship with the supported organization(s).

3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in **Part VI** the role the organization's supported organizations played in this regard.

	Yes	No
1	Yes	
2	Yes	
3	Yes	

**Section E. Type III Functionally-Integrated Supporting Organizations**

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (**see instructions**)

a  The organization satisfied the Activities Test Complete **line 2** below

b  The organization is the parent of each of its supported organizations Complete **line 3** below

c  The organization supported a governmental entity Describe in Part VI how you supported a government entity (**see instructions**)

2 Activities Test **Answer (a) and (b) below.**

a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in **Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.**

	Yes	No
2a	Yes	

b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in **Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.**

	Yes	No
2b	Yes	

3 Parent of Supported Organizations **Answer (a) and (b) below.**

a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? *Provide details in Part VI.*

	Yes	No
3a		

b Did the organization exercise a substantial degree of direction over the policies, programs and activities of each of its supported organizations? If "Yes," describe in **Part VI the role played by the organization in this regard.**

	Yes	No
3b		

**Part V – Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations**

1  Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov 20, 1970 **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E

**Section A - Adjusted Net Income**

1 Net short-term capital gain  
 2 Recoveries of prior-year distributions  
 3 Other gross income (see instructions)  
 4 Add lines 1 through 3  
 5 Depreciation and depletion  
 Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)  
 6 Other expenses (see instructions)  
 7 Adjusted Net Income (subtract lines 5, 6 and 7 from line 4)

	(A) Prior Year	(B) Current Year (optional)
1		
2		
3		
4		
5		
6		
7		
8		

**Section B - Minimum Asset Amount**

1 Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year)  
 a Average monthly value of securities  
 b Average monthly cash balances  
 c Fair market value of other non-exempt-use assets  
 d Total (add lines 1a, 1b, and 1c)  
 e Discount claimed for blockage or other factors (explain in detail in Part VI) \_\_\_\_\_  
 2 Acquisition indebtedness applicable to non-exempt use assets  
 3 Subtract line 2 from line 1d  
 4 Cash deemed held for exempt use Enter 1-1/2% of line 3 (for greater amount, see instructions)  
 5 Net value of non-exempt-use assets (subtract line 4 from line 3)  
 6 Multiply line 5 by 035  
 7 Recoveries of prior-year distributions  
 8 Minimum Asset Amount (add line 7 to line 6)

	(A) Prior Year	(B) Current Year (optional)
1		
1a		
1b		
1c		
1d		
2		
3		
4		
5		
6		
7		
8		

**Section C - Distributable Amount**

1 Adjusted net income for prior year (from Section A, line 8, Column A)  
 2 Enter 85% of line 1  
 3 Minimum asset amount for prior year (from Section B, line 8, Column A)  
 4 Enter greater of line 2 or line 3  
 5 Income tax imposed in prior year  
 6 Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)  
 7  Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions)

		Current Year
1		
2		
3		
4		
5		
6		

**Section D - Distributions**

	<b>Current Year</b>
<b>1</b> Amounts paid to supported organizations to accomplish exempt purposes	
<b>2</b> Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
<b>3</b> Administrative expenses paid to accomplish exempt purposes of supported organizations	
<b>4</b> Amounts paid to acquire exempt-use assets	
<b>5</b> Qualified set-aside amounts (prior IRS approval required)	
<b>6</b> Other distributions (describe in Part VI) See instructions	
<b>7 Total annual distributions.</b> Add lines 1 through 6	
<b>8</b> Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI) See instructions	
<b>9</b> Distributable amount for 2014 from Section C, line 6	
<b>10</b> Line 8 amount divided by Line 9 amount	

<b>Section E - Distribution Allocations (see instructions)</b>	<b>(i) Excess Distributions</b>	<b>(ii) Underdistributions Pre-2014</b>	<b>(iii) Distributable Amount for 2014</b>
<b>1</b> Distributable amount for 2014 from Section C, line 6			
<b>2</b> Underdistributions, if any, for years prior to 2014 (reasonable cause required--see instructions)			
<b>3</b> Excess distributions carryover, if any, to 2014			
<b>a</b> From 2009. . . . .			
<b>b</b> From 2010. . . . .			
<b>c</b> From 2011. . . . .			
<b>d</b> From 2012. . . . .			
<b>e</b> From 2013. . . . .			
<b>f Total</b> of lines 3a through e			
<b>g</b> Applied to underdistributions of prior years			
<b>h</b> Applied to 2014 distributable amount			
<b>i</b> Carryover from 2009 not applied (see instructions)			
<b>j</b> Remainder Subtract lines 3g, 3h, and 3i from 3f			
<b>4</b> Distributions for 2014 from Section D, line 7 \$ _____			
<b>a</b> Applied to underdistributions of prior years			
<b>b</b> Applied to 2014 distributable amount			
<b>c</b> Remainder Subtract lines 4a and 4b from 4			
<b>5</b> Remaining underdistributions for years prior to 2014, if any Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions)			
<b>6</b> Remaining underdistributions for 2014 Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions)			
<b>7 Excess distributions carryover to 2015.</b> Add lines 3j and 4c			
<b>8</b> Breakdown of line 7			
<b>a</b> From 2010. . . . .			
<b>b</b> From 2011. . . . .			
<b>c</b> From 2012. . . . .			
<b>d</b> From 2013. . . . .			
<b>e</b> From 2014. . . . .			

**Part VI Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b; Part V, line 1; Part V, Section B, line 1e; Part V Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions).

**Facts And Circumstances Test**

Return Reference	Explanation
SCHEDULE A, PART I, LINE 11G	OTHER SUPPORT THE EXPENSES INCURRED BY HH MEDSTAR HEALTH, INC THAT ARE REPORTED ON FORM 990, PART IX WERE EXPENDED TO PROVIDE SUPPORT AND MANAGEMENT SERVICES TO ITS SUPPORTED ORGANIZATIONS
SCHEDULE A, PART IV, SECTION D, LINE 3	THE OFFICERS/DIRECTORS OF THE SUPPORTED ORGANIZATIONS HAVE A CLOSE AND CONTINUOUS RELATIONSHIP WITH HH MEDSTAR HEALTH, INC , AND THUS A SIGNIFICANT VOICE KEN SAMET, THE PRESIDENT/CEO OF HH MEDSTAR HEALTH, INC , SERVES ON THE BOARD OF DIRECTORS OF MANY OF HH MEDSTAR HEALTH INC 'S SUPPORTED ORGANIZATIONS BECAUSE OF THIS, THE SUPPORTED ORGANIZATIONS ARE ABLE TO HAVE A SIGNIFICANT VOICE IN THE INVESTMENT POLICIES OF HH MEDSTAR HEALTH AND IN DIRECTING THE USE OF ITS INCOME AND ASSETS SCHEDULE A, PART IV, SECTION E, LINE 2A SUBSANTILLY ALL OF THE ACTIVITIES OF HH MEDSTAR HEALTH, INC DIRECTLY FURTHER THE EXEMPT PURPOSES OF THE SUPPORTED ORGANIZATIONS LISTED HH MEDSTAR HEALTH, INC PROVIDES ADMINISTRATIVE AND MANAGEMENT SERVICES TO ITS SUPPORTED ORGANIZATIONS TO PROMOTE AN INTEGRATED HEALTH CARE SYSTEM HH MEDSTAR HEALTH, INC ALSO DIRECTLY FURTHERS THE EXEMPT PURPOSES OF ITS SUPPORTED ORGANIZATIONS BY PROVIDING PHYSICIAN SERVICES THROUGH ITS PHYSICIAN PRACTICES HH MEDSTAR HEALTH, INC IS RESPONSIVE TO ITS SUPPORTED ORAGNIZATIONS WHEN PROVIDING THESE SERVICES SUBSTANTIALLY ALL OF THE STAFFING AND FINANCIAL RESOURCES OF HH MEDSTAR HEALTH, INC WERE DEDICATED TO ACTIVITIES THAT DIRECTLY FURTHER THE EXEMPT PURPOSES OF ITS SUPPORTED ORGANIZATIONS SCHEDULE A, PART IV, SECTION E, LINE 2B HH MEDSTAR HEALTH, INC PROVIDED ADMINISTRATIVE AND MANAGEMENT SUPPORT SERVICES TO ITS SUPPORTED ORGANIZATIONS INCLUDING FINANCIAL SERVICES AND INFORMATION SYSTEMS SERVICES IF NOT FOR THE EXISTENCE OF HH MEDSTAR HEALTH, INC , THESE SUPPORTED ORGANIZATIONS WOULD PERFORM THESE SERVICES THEMSELVES HOWEVER, IT IS MORE EFFICIENT TO PERFORM ALL OF THESE SERVICES AT THE SAME ORGANIZATION RATHER THAN AT 23 SEPARATE ORGANIZATIONS (THE SUPPORTED ORGANIZATIONS) HH MEDSTAR HEALTH, INC PROVIDES PHYSICIAN SERVICES THROUGH BEING THE SOLE MEMBER OF A NUMBER OF SINGLE-MEMBER LLC PHYSICIAN PRACTICES THESE PHYSICIAN PRACTICES SERVE AS PHYSICIAN PRACTICES TO EACH OF THE HOSPITALS (WHICH ARE INCLUDED IN HH MEDSTAR HEALTH INC 'S SUPPORTED ORGANIZATIONS) IN THE MEDSTAR HEALTH INTEGRATED HEALTH CARE SYSTEM IF NOT FOR THE EXISTENCE OF HH MEDSTAR HEALTH, INC , ITS SUPPORTED ORGANIZATIONS COULD OWN THESE PHYSICIAN PRACTICES THEMSELVES HOWEVER, IT IS MORE EFFICIENT TO PERFORM THESE PHYSICIAN SERVICES UNDERNEATH A SINGLE ORGANIZATION'S OWNERSHIP (HH MEDSTAR HEALTH, INC ) RATHER THAN AT MULTIPLE SEPARATE ORGANIZATIONS (THE SUPPORTED ORGANIZATIONS) OWNERSHIP (HH MEDSTAR HEALTH, INC ) RATHER THAN AT MULTIPLE SEPARATE ORGANIZATIONS (THE SUPPORTED ORGANIZATIONS)

**Additional Data**

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

**Form 990, Sch A, Part I, Line 11g - Provide the following information about the supported organization(s).**

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
(A) BAY LIFE SERVICES	521496539		Yes		0	0
(A) FRANKLIN SQUARE HOSPITAL CENTER INC	520608007		Yes		0	0
(B) GOOD SAMARITAN NURSING CENTER INCORPORATED	521672866		Yes		0	0
(C) GS HOUSING INCORPORATED	521481656		Yes		0	0
(D) HARBOR HOSPITAL INC	520491660		Yes		0	0
(E) THE MEDSTAR-GEORGETOWN MEDICAL CENTER INC	522218584		Yes		0	0
(F) MEDSTAR HEALTH INFUSION INC	521980510		Yes		0	0
(G) MEDSTAR HEALTH RESEARCH INSTITUTE INC	526056274		Yes		0	0
(H) MEDSTAR HEALTH VISITING NURSES ASSOCIATION INC	530196597		Yes		0	0
(I) MEDSTAR SOUTHERN MARYLAND HOSPITAL CENTER INC	460726303		Yes		0	0
(J) MEDSTAR SURGERY CENTER INC	521061679		Yes		0	0
(K) MEDSTAR VNA HEALTHCARE INC	521458516		Yes		0	0
(L) MGH COMMUNITY HEALTH INC	521372467		Yes		0	0
(M) MGH HEALTH FOUNDATION INC	521129959		Yes		0	0
(N) MONTGOMERY GENERAL HOSPITAL INC	520646893		Yes		0	0

**Form 990, Sch A, Part I, Line 11g - Provide the following information about the supported organization(s).**

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
(P) NATIONAL REHABILITATION HOSPITAL INC	521369749		Yes		0	0
(A) NRH REGIONAL REHAB AT OLNEY INC	522310902		Yes		0	0
(B) ST MARY'S HOSPITAL OF ST MARY'S COUNTY INC	520619006		Yes		0	0
(C) SUBURBANRH MEDICAL REHABILITATION INC	521931151		Yes		0	0
(D) THE UNION MEMORIAL HOSPITAL	520591685		Yes		0	0
(E) THE GOOD SAMARITAN HOSPITAL OF MARYLAND INC	520591607		Yes		0	0
(F) WASHINGTON HOSPITAL CENTER CORPORATION	521272129		Yes		0	0
(G) WOODBOURNE WOODS INC	522299070		Yes		0	0

2014

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.

Information about Schedule D (Form 990) and its instructions is at [www.irs.gov/form990](http://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 value of contributions to (during year)		
3 Aggregate value of 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) Revenue 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 Revenue 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)

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

	<b>Amount</b>
<b>1c</b>	
<b>1d</b>	
<b>1e</b>	
<b>1f</b>	

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?  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
<b>1a</b> Beginning of year balance . . . . .					
<b>b</b> Contributions . . . . .					
<b>c</b> Net investment earnings, gains, and losses					
<b>d</b> Grants or scholarships . . . . .					
<b>e</b> Other expenditures for facilities and programs . . . . .					
<b>f</b> Administrative expenses . . . . .					
<b>g</b> 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? . . . . .

<b>Yes</b>	<b>No</b>
<b>3a(i)</b>	
<b>3a(ii)</b>	
<b>3b</b>	

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
<b>1a</b> Land . . . . .		0	53,926		53,926
<b>b</b> Buildings . . . . .		0	2,414,715	215,211	2,199,503
<b>c</b> Leasehold improvements . . . . .		0	4,020,119	1,418,797	2,601,322
<b>d</b> Equipment . . . . .		0	17,441,515	7,335,412	10,106,103
<b>e</b> Other . . . . .		0	46,348,290	1,093,449	45,254,842
<b>Total.</b> Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)					60,215,696

**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.

<b>(a) Description of security or category (including name of security)</b>	<b>(b) Book value</b>	<b>(c) Method of valuation Cost or end-of-year market value</b>
(1) Financial derivatives		
(2) Closely-held equity interests		
Other		

**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.)

**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		
PENSION LIABILITY		175,723,79
TAXES		20,167,85
OTHER LIABILITIES		1,292,14
INTERCOMPANY PAYABLES		21,353,12
STOCK OPTION PLAN		354,20
<b>Total.</b> (Column (b) must equal Form 990, Part X, col (B) line 25.)		218,891,13

**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 (losses) 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, 2015.

**Part XIII Supplemental Information (continued)**

Return Reference	Explanation

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

OMB No 1545-0047

**2014****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.

► Information about Schedule J (Form 990) and its instructions is at [www.irs.gov/form990](http://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), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.****5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

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 in column(B) 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
SCHEDULE J, PART I, LINE 4B	Mssrs Samet and Curran's bonus and incentive compensation in Part II, Column (B) (ii) includes \$620,610 and \$522,873 respectively, representing benefits received from executive retirement plans that are comprised of target benefits determined annually based on compensation and years of service

**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 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 in column (B) reported as deferred in prior Form 990
	(i) Base Compensation		(ii) Bonus & incentive compensation	(iii) Other reportable compensation								
KENNETH A SAMET, PRESIDENT/CEO	(i) 0	(ii) 1,526,829	0	2,783,911	0	14,765	0	43,766	0	20,658	4,389,929	0
MICHAEL J CURRAN, TREASURER/DIRECTOR	(i) 0	(ii) 973,420	0	1,592,270	0	0	0	0	0	22,112	2,595,452	0
ERIC R WAGNER, EVP/DIRECTOR	(i) 0	(ii) 677,895	0	729,340	0	0	0	24,382	0	21,613	1,453,230	0
WILLIAM L THOMAS MD, FORMER OFFICER	(i) 0	(ii) 0	0	84,017	0	236,150	0	0	0	0	320,167	0
STEPHEN RT EVANS MD, DIRECTOR	(i) 0	(ii) 616,637	0	603,188	0	3,000	0	15,342	0	28,237	1,266,404	0
JON HUPP, PHYSICIAN	(i) 403,531	(ii) 0	160,659	0	19,571	0	7,650	0	13,614	0	605,025	0
BERNARD WAGMAN, PHYSICIAN	(i) 410,585	(ii) 0	140,940	0	13,859	0	7,650	0	942	0	573,976	0
BENJAMIN LEE, PHYSICIAN	(i) 398,730	(ii) 0	139,231	0	12,126	0	7,650	0	13,614	0	571,351	0
STEPHEN STANZIALE, PHYSICIAN	(i) 401,039	(ii) 0	153,935	0	11,743	0	7,332	0	13,614	0	587,663	0
DAVID NOE, VICE PRESIDENT	(i) 0	(ii) 367,565	0	279,147	0	0	0	16,033	0	15,008	677,753	0
OLIVER JOHNSON, SECRETARY	(i) 0	(ii) 510,959	0	527,965	0	0	0	7,650	0	20,610	1,067,184	0
JONATHAN ALTSCHULER, PHYSICIAN	(i) 402,535	(ii) 0	135,816	0	17,330	0	7,650	0	12,579	0	575,910	0

**SCHEDULE O**  
(Form 990 or 990-EZ)Department of the Treasury  
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ****Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.****► Attach to Form 990 or 990-EZ.****► Information about Schedule O (Form 990 or 990-EZ) and its instructions is at  
[www.irs.gov/form990](http://www.irs.gov/form990).****2014****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 Maryland and the Washington, D C , region (comprising Baltimore City, 11 counties in Maryland, the District of Columbia, and northern Virginia) MedStar Health is the region's largest health system and one of the largest employers in Maryland and Washington, D C , w ith approximately 30,000 associates and 6,000 affiliated physicians Through our hospitals, outpatient facilities, physician organizations, and other health-related organizations, the System offers a broad continuum of healthcare services, including primary care, acute care (secondary, tertiary and quaternary), emergency, trauma and urgent care, adult burn care, rehabilitation (hospital-based and outpatient), post-acute care, ambulatory surgery, home care, health promotion and w ellness, and medical research and education The System operates the largest home health business in the region w ith 267,000 visits in fiscal year 2015 MedStar Family Choice, a Medicare and Medicaid managed care company covered more than 115,000 lives as of June 30, 2015 The System's physician network includes approximately 1,970 employed physicians The System offers specialized services that include cancer care, cardiac disease treatment (including heart transplantation), hand surgery, minimally invasive surgery, neurosciences, multi-organ transplantation, neonatal intensive care, orthopaedics, shock/trauma, burn care, and stroke care 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 across the System MedStar has one of the largest graduate medical education programs in the country, training approximately 1,070 medical residents and fellows annually, and is the medical education and clinical partner of Georgetown University In fiscal year 2015, MedStar hospitals had 143,664 inpatient admissions, and 4,393,571 outpatient visits including 547,472 emergency visits SIGNIFICANT CHANGES TO GOVERNING DOCUMENTS PART VI, LINE 4 THE ARTICLES OF INCORPORATION WERE AMENDED IN ORDER TO LIST, BY NAME, ALL OF THE SUPPORTED ORGANIZATIONS OF THE INTEGRATED HEALTH CARE SYSTEM

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 &amp; YOUNG LLP ("E&amp;Y") TO SERVE AS AN ADVISOR ON THE REASONABILITY AND COMPETITIVENESS OF THE PROGRAM. IN DETERMINING REASONABILITY AND COMPETITIVENESS, E&amp;Y REVIEWS MARKET PRACTICES AND TRENDS, AND MAKES RECOMMENDATIONS RELATED TO THE PROGRAM. E&amp;Y UTILIZES INFORMATION FROM CUSTOM SURVEYS, NATIONAL COMPENSATION SURVEYS, PROPRIETARY DATABASES, AND CLIENT EXPERIENCES TO DETERMINE ITS FINAL RECOMMENDATIONS. E&amp;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 LIABILITY 92,237,769	\$ 148,691,205 ADDITIONAL MINIMUM PENSION \$ (54,948,436) Radiologists Bonus Accrual \$ (1,505,000) ===== TOTAL \$

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION PURCHASED PROFESSIONAL SVCS TOTAL FEES 66099624

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION MEDICAL SERVICE FEES TOTAL FEES 876852

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION PHYSICIAN SERVICES TOTAL FEES 1812995

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION PROFESSIONAL FEES - OTHER TOTAL FEES 416082

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION RADIOLOGY SERVICES TOTAL FEES 426969

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION COMMERCIAL LAUNDRY TOTAL FEES 161734

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION BILLING SERVICE EXPENSE TOTAL FEES 16150442

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION ADVOCACY FEES TOTAL FEES 2365230

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION COMPUTER SERVICES TOTAL FEES 1855570

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION MISC FIXED PURCHASED SVCS TOTAL FEES 4128548

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION HOUSEKEEPING SERVICES TOTAL FEES 257596

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION TRANSCRIPTION-FIXED TOTAL FEES 211712

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION CLEANING-CONTRACT SERVICE TOTAL FEES 66225

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION MANAGEMENT FEE EXPENSE TOTAL FEES 397223

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION BACKGROUND INVESTIGATION TOTAL FEES 238661

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION INTERCO PURCHASED SERVICES TOTAL FEES 240000

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION MISC PURCHASED SERVICES TOTAL FEES 378276

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION BANK FEES TOTAL FEES 235453

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION CONSULTING FEES TOTAL FEES 6040327

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION OTHER MISCELLANEOUS SERVICES TOTAL FEES 440308

SCHEDULE R  
(Form 990)

## Related Organizations and Unrelated Partnerships

2014

► Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.  
 ► Attach to Form 990.  
 ► Information about Schedule R (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Open to Public  
InspectionDepartment of the Treasury  
Internal Revenue ServiceName 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
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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.

(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?
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See Additional Data Table

Yes

No

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
									Yes	No	
(1) Physician Imaging of Washington Hospital  6525 Belcrest Road Suite G 50 Hyattsville, MD 20782 56-2616090	Lab Services	MD	NA						No		

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end- of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
See Additional Data Table									

**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	Yes	
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
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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.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512- 514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	(k) Percentage ownership
				Yes	No			Yes	No			

**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) 2014

**Additional Data**

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

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

<b>(a)</b> Name, address, and EIN (if applicable) of disregarded entity	<b>(b)</b> Primary Activity	<b>(c)</b> Legal Domicile (State or Foreign Country)	<b>(d)</b> Total income	<b>(e)</b> End-of-year assets	<b>(f)</b> Direct Controlling Entity
MEDSTAR CONNECT LLC 5565 Sterrett Place Columbia, MD 21044 27-1831497	MED INF SVCS	MD	545,382	23,995	NA
MEDSTAR MEDICAL GROUP LLC 5565 Sterrett Place Columbia, MD 21044 27-4234575	MEDICAL SVCS	MD	0	-18,870	NA
CARDIOLOGY ASSOCIATES LLC 5565 Sterrett Place Columbia, MD 21044 27-4234724	MEDICAL SVCS	MD	39,708,953	8,999,487	NA
Chesapeake Cardiovascular Associates LLC 5565 Sterrett Place COLUMBIA, MD 21044 27-4465955	MEDICAL SVCS	MD	15,065,763	3,726,429	NA
MMG MMP LLC 5565 STERRETT PLACE COLUMBIA, MD 21044 27-4234575	MEDICAL SVCS	MD	64,400,587	16,979,459	NA
MMG GeorgetowN Family Practice LLC 5565 STERRETT PLACE COLUMBIA, MD 21044 45-2660572	MEDICAL SVCS	MD	1,245,626	361,881	NA
MEDSTAR SOUTHERN MARYLAND PHYSICIANS LLC 5565 STERRETT PLACE COLUMBIA, MD 21044 46-0773035	MEDICAL MGMT	MD	16,400,212	11,549,133	NA
MMG RADIOLOGY LLC 5565 Sterrett Place COLUMBIA, MD 21044 46-4003552	MEDICAL MGMT	MD	15,488,035	1,864,182	NA
MEDSTAR FSMC PHYSICIANS LLC 5565 Sterrett Place Columbia, MD 21044 46-4207755	MEDICAL MGMT	MD	61,018,056	0	NA
MEDSTAR GSH PHYSICIANS LLC 5565 STERRETT PLACE COLUMBIA, MD 21044 46-4217508	MEDICAL MGMT	MD	8,159,525	0	NA
MEDSTAR HARBOR HOSPITAL PHYSICIANS LLC 5565 Sterrett Place COLUMBIA, MD 21044 46-4228016	MEDICAL MGMT	MD	16,448,140	0	NA
MEDSTAR UMH PHYSICIANS LLC 5565 STERRETT PLACE COLUMBIA, MD 21044 46-4237992	MEDICAL MGMT	MD	20,385,296	0	NA
MEDSTAR SHAH MEDICAL GROUP LLC 5565 STERRETT PLACE COLUMBIA, MD 21044 46-2691028	MEDICAL MGMT	MD	18,168,681	44,661,467	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?
(1) CHURCH HOME CORPORATION  5565 STERRETT PLACE 5TH FLOOR COLUMBIA, MD 21044 23-7374724	MEDICAL FUND	MD	501(c)(3)	PF	NA	Yes 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)	11C III	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)	4	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	ADMIN SVCS	MD	501(c)(3)	11B II	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?
(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)	11B II	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) VNA INC  4061 POWDERMILL ROAD SUITE 210 CALVERTON, MD 20705 52-1332411	ADMIN SVCS	MD	501(c)(3)	11B II	NA	Yes
(12) WHC FOUNDATION INC  110 IRVING STREET NW WASHINGTON, DC 20010 52-1791670	FOUNDATION	DC	501(c)(3)	7	NA	Yes
(13) WOODBOURNE WOODS INC  5601 LOCH RAVEN BLVD BALTIMORE, MD 21239 52-2299070	ELDER HOUSING	MD	501(c)(3)	9	NA	Yes
(14) HOSPICE OF ST MARY'S INC  PO BOX 527 LEONARDTOWN, MD 20650 52-2153926	SUPPORT ORG	MD	501(c)(3)	11A I	NA	Yes
(15) 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
(16) ST MARY'S HOSPITAL FOUNDATION INC  PO BOX 527 LEONARDTOWN, MD 20650 52-1051368	SUPPORT ORG	MD	501(c)(3)	11A I	NA	Yes
(17) MEDSTAR SOUTHERN MD HOSPITAL CENTER INC  7503 SURRETT ROAD CLINTON, MD 20735 46-0726303	hospital	MD	501(c)(3)	3	NA	Yes
(18) MED HEALH INC & AFL MASTER RET TRU  5565 STERRETT PLACE 5TH FLOOR Columbia, MD 21044 46-7454613	RETIRE TRUST	MD	501(a)	N/A	NA	Yes

**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?
<b>Yes</b>	<b>No</b>							
MedStar Pharmacies Inc 5565 Sterrett Place 5th Floor Columbia, MD 21044 52-1513056	Drug Sales	MD	NA	C Corp				
ExtenCare Inc 5565 Sterrett Place 5th Floor Columbia, MD 21044 52-1556228	Medical Servi	MD	NA	C Corp				
Helix Resources Management Inc 5565 Sterrett Place 5th Floor Columbia, MD 21044 52-1913070	Admin Service	MD	NA	C Corp				
HelixCare Medical Group LLC 5565 Sterrett Place 5th Floor Columbia, MD 21044 52-1955580	Medical Servi	MD	NA	C Corp				
HelixCare Properties LLC 5565 Sterrett Place 5th Floor Columbia, MD 21044 52-1966695	Medical Servi	MD	NA	C Corp				
Parkway Ventures Inc 5565 Sterrett Place 5th Floor Columbia, MD 21044 52-1893569	Holding Compa	MD	NA	C Corp				
Physicians Administrative Services Inc 5565 Sterrett Place 5th Floor Columbia, MD 21044 23-7042074	Billing Servi	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 Service	MD	NA	C Corp				
SiTeL Inc 5565 Sterrett Place 5th Floor Columbia, MD 21044 90-0753340	educational s	MD	NA	C Corp				
Star Billing Inc 4061 Powdermill Road Suite 210 Calverton, MD 20705 52-1850113	Billing Servi	MD	NA	C Corp				
Washington Risk Network Management Inc 4061 Powdermill Road Suite 210 Calverton, MD 20705 52-2132677	Medical Servi	MD	NA	C Corp				
Washington Hospital Center Physician Hos 100 Irving Street NW Washington, DC 20010 52-1931000	Medical Servi	MD	NA	C Corp				
Medstar Physician Partners Inc 4061 Powdermill Road Suite 210 Calverton, MD 20705 52-2030809	Medical Servi	MD	NA	C Corp				
Franklin Square Drive Land Condo Associa 5565 Sterrett Place 5th Floor Columbia, MD 21044 76-0756352	Condo Owner A	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?
<b>Yes</b>	<b>No</b>							
MGH Diversified Services Inc 18101 Prince Philip Drive Olney, MD 20832 52-1943602	Medical Servi	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 SERVI	MD	NA	C CORP				
ST MARY'S CONDO ASSOCIATION 25500 POINT LOOKOUT RD LEONARDTOWN, MD 20650 27-3377216	CONDOMINIUMS	MD	NA	C CORP				
MEDSTAR HEALTH MASTER RETIREMENT TRUST 5565 STERRETT PLACE COLUMBIA, MD 21044 99-9999999	INVESTMENTS	CJ	na	C CORP				

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

(a) Name of related organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
FRANKLIN SQUARE HOSPITAL CENTER	P	2,028,578	FMV
THE MEDSTAR-GEORGETOWN MEDICAL CENTER	P	3,238,978	FMV
THE GOOD SAMARITAN HOSPITAL OF MARYLAND	P	1,241,137	FMV
HARBOR HOSPITAL	P	857,799	FMV
MEDSTAR AMBULATORY SERVICES INC	P	291,381	FMV
MEDSTAR SOUTHERN MARYLAND HOSPITAL CENTER	P	211,039	FMV
THE UNION MEMORIAL HOSPITAL	P	1,822,369	FMV
VNA INC	P	674,570	FMV
MEDSTAR PHYSICIAN PARTNERS INC	P	436,802	FMV
MEDSTAR PHYSICIAN PARTNERS INC	Q	77,246	FMV
WASHINGTON HOSPITAL CENTER CORPORATION	P	5,423,545	FMV
FRANKLIN SQUARE HOSPITAL CENTER	Q	627,971	FMV
THE MEDSTAR-GEORGETOWN MEDICAL CENTER	Q	2,913,855	FMV
THE GOOD SAMARITAN HOSPITAL OF MARYLAND	Q	295,938	FMV
HARBOR HOSPITAL	Q	642,564	FMV
MEDSTAR HEALTH VISITING NURSES ASSOCIATION	Q	72,418	FMV
THE UNION MEMORIAL HOSPITAL	Q	761,657	FMV
WASHINGTON HOSPITAL CENTER CORPORATION	Q	1,979,801	FMV
MEDSTAR HEALTH RESEARCH INSTITUTE	Q	176,834	FMV