

**Return of Organization Exempt From Income Tax**

**2008**

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

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

**A For the 2008 calendar year, or tax year beginning** 07/01, 2008, and ending 06/30, 2009

**B** Check if applicable:  
 Address change  
 Name change  
 Initial return  
 Termination  
 Amended return  
 Application pending

Please use IRS label or print or type. See Specific Instructions.

**C Name of organization** UNIVERSITY OF MARYLAND MEDICAL SYSTEM  
**Doing Business As** UNIVERSITY OF MARYLAND MEDICAL CTR  
**Number and street (or P.O. box if mail is not delivered to street address)** 22 SOUTH GREENE STREET  
**Room/suite**  
**City or town, state or country, and ZIP + 4** BALTIMORE, MD 21201

**D Employer identification number** 52-1362793  
**E Telephone number** (410) 328-1375

**F Name and address of principal officer:** ROBERT CHRENCIK  
 110 S PACA STREET BALTIMORE, MD 21201

**G Gross receipts \$** 1,151,527,000.

**H(a) Is this a group return for affiliates?** Yes  No   
**H(b) Are all affiliates included?** Yes  No   
 If "No," attach a list. (see instructions)

**I Tax-exempt status:**  501(c) ( 3 ) ◀ (Insert no.) 4947(a)(1) or 527

**J Website:** WWW.UMMS.ORG **H(c) Group exemption number** ▶

**K Type of organization:**  Corporation  Trust  Association  Other ▶ **L Year of formation:** 1984 **M State of legal domicile:** MD

**Part I Summary**

1 Briefly describe the organization's mission or most significant activities:  
 UMMS PROVIDES A VARIETY OF INPATIENT/OUTPATIENT SERVICES TO PEOPLE IN THE MARYLAND AREA REGARDLESS OF THEIR ABILITY TO PAY. REVENUES ARE USED TO HELP DEFRAY THE COSTS OF SERVICES PROVIDED.

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

3 Number of voting members of the governing body (Part VI, line 1a) **3** 23

4 Number of independent voting members of the governing body (Part VI, line 1b) **4** 20

5 Total number of employees (Part V, line 2a) **5** 7,959

6 Total number of volunteers (estimate if necessary) **6** 662

7a Total gross unrelated business revenue from Part VIII, column (A), line 12 **7a** 3,559,966.

7b Net unrelated business taxable income from Form 990-B, line 34 **7b** 1,649,685.

		Prior Year	Current Year
<b>Revenue</b>	8 Contribution and grants (Part VIII, line 1h)	10,655,000.	9,285,387.
	9 Program service revenue (Part VIII, line 2g)	1,064,095,761.	1,095,537,773.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	11,014,221.	-3,040,894.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	38,869,511.	39,618,215.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,124,634,493.	1,141,400,481.
<b>Expenses</b>	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	NONE	NONE
	14 Benefits paid to or for members (Part IX, column (A), line 4)	NONE	NONE
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	454,916,737.	473,970,007.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	NONE	NONE
	b Total fundraising expenses, Part IX, column (D), line 25 ▶ NONE		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	727,434,041.	649,889,422.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	1,182,350,778.	1,123,859,429.	
19 Revenue less expenses. Subtract line 18 from line 12	-57,716,285.	17,541,052.	
<b>Net Assets or Fund Balances</b>	20 Total assets (Part X, line 16)	Beginning of Year 1,427,955,465.	End of Year 1,830,600,334.
	21 Total liabilities (Part X, line 26)	891,074,140.	1,336,499,019.
	22 Net assets or fund balances. Subtract line 21 from line 20	536,881,325.	494,101,315.

**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** ▶ *Henry J. Franey* Signature of officer | 5/13/10 Date  
 ▶ HENRY J. FRANAY JUNIOR VICE PRESIDENT AND CFO Type or print name and title

**Paid Preparer's Use Only**

Preparer's signature ▶ *[Signature]* Date 5/14/10  
 Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ KPMG LLP  
 2100 DOMINION TOWER NORFOLK, VA 23510-3310  
 Check if self-employed  Preparer's identifying number (see instructions) P00451522  
 EIN ▶ 13-5565207  
 Phone no. ▶ 757-616-7000

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

Exempt Organization Declaration and Signature for Electronic Filing

For calendar year 2008, or tax year beginning 07/01, 2008, and ending 06/30, 2009. For use with Forms 990, 990-EZ, 990-PF, 1120-POL, and 8868

2008

Department of the Treasury Internal Revenue Service

See instructions on back.

Name of exempt organization

Employer identification number

UNIVERSITY OF MARYLAND MEDICAL SYSTEM CO

52-1362793

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the return for which you are using this Form 8453-EO and enter the applicable amount from the return, if any. If you check the box on line 1a, 2a, 3a, 4a, or 5a below and the amount on that line for the return for which you are filing this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). If you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than one line in Part I.

Table with 5 rows (1a-5a) and 2 columns (Form type, Amount). Row 1a: Form 990 check here [X] b Total revenue, if any (Form 990, line 12) 1141400481

Part II Declaration of Officer

I authorize the U.S. Treasury and its designated Financial Agent to initiate an ACH electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment.

Under penalties of perjury, I declare that I am an officer of the above named organization and that I have examined a copy of the organization's 2008 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) an indication of any refund offset, (c) the reason for any delay in processing the return or refund, and (d) the date of any refund.

Sign Here [Signature] 5/12/10 Date SENIOR VICE PRESIDENT / CFO Title

Part III Declaration of Electronic Return Originator (ERO) and Paid Preparer (see instructions)

I declare that I have reviewed the above organization's return and that the entries on Form 8453-EO are complete and correct to the best of my knowledge. If I am only a collector, I am not responsible for reviewing the return and only declare that this form accurately reflects the data on the return. The organization officer will have signed this form before I submit the return. I will give the officer a copy of all forms and information to be filed with the IRS, and have followed all other requirements in Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-File Providers for Business Returns. If I am also the Paid Preparer, under penalties of perjury I declare that I have examined the above organization's return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. This Paid Preparer declaration is based on all information of which I have any knowledge.

ERO's Use Only [Signature] 5/12/10 Date Check if also paid preparer [X] Check if self-employed [ ] ERO's SSN or PTIN P00451522 Firm's name (or yours if self-employed), address, and ZIP code KPMG LLP 2100 DOMINION TOWER NORFOLK VA 23510-3310 Phone no. 757-616-7000 EIN 13-5565207

Under penalties of perjury, I declare that I have examined the above return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. Declaration of preparer is based on all information of which the preparer has any knowledge.

Paid Preparer's Use Only [Signature] Date Check if self-employed [ ] Preparer's SSN or PTIN EIN Phone no.

For Privacy Act and Paperwork Reduction Act Notice, see back of form.

## Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury  
Internal Revenue Service

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
  - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

**Electronic Filing (e-file).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

<b>Type or print</b>	Name of Exempt Organization <b>UNIVERSITY OF MARYLAND MEDICAL SYSTEM CORP.</b>	Employer identification number <b>52-1362793</b>
File by the due date for filing your return. See Instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. <b>22 SOUTH GREENE STREET</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>BALTIMORE, MD 21201</b>	

**Check type of return to be filed (file a separate application for each return):**

- |  |   |                                    |
|--|---|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation)                 | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL         | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ         | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF         | <input type="checkbox"/> Form 1041-A                              | <input type="checkbox"/> Form 8870 |

• The books are in the care of ▶ MICHELLE LEE

Telephone No. ▶ 410 328-1376 FAX No. ▶ \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ . If this is for the whole group, check this box  . If it is for part of the group, check this box  and attach a list with the **names and EINs of all members the extension will cover.**

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 02/15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶  calendar year \_\_\_\_\_ or
- ▶  tax year beginning 07/01, 2008, and ending 06/30, 2009

**2** If this tax year is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3 a</b>	\$	NONE
<b>b</b> If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3 b</b>	\$	NONE
<b>c</b> <b>Balance Due.</b> Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3 c</b>	\$	NONE

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box  **X**. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).**

Type or print  File by the extended due date for filing the return. See instructions.	Name of Exempt Organization <b>UNIVERSITY OF MARYLAND MEDICAL SYSTEM CORP.</b>	Employer identification number <b>52-1362793</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>22 SOUTH GREENE STREET</b>	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>BALTIMORE, MD 21201</b>	

Check type of return to be filed (File a separate application for each return):

<input checked="" type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 5227	

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of  **MICHELLE LEE**  
Telephone No.  **410 328-1376** FAX No.
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until **05/15/2010**
- For calendar year , or other tax year beginning **07/01/2008**, and ending **06/30/2009**
- If this tax year is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period
- State in detail why you need the extension **INFORMATION NECESSARY TO PREPARE A COMPLETE A ACCURATE RETURN IS NOT YET AVAILABLE.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	NONE
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	NONE
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	

**Signature and Verification**

NONE

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature   Title  **CPA** Date  **11/11/09**

Form 8868 (Rev. 4-2009)

KPMG LLP  
2100 DOMINION TOWER  
NORFOLK, VA 23510-3310

**Part III Statement of Program Service Accomplishments (see instructions)**

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

UMMS PROVIDES A VARIETY OF INPATIENT/OUTPATIENT SERVICES TO PEOPLE IN  
THE MARYLAND AREA REGARDLESS OF THEIR ABILITY TO PAY. REVENUES ARE  
USED TO HELP DEFRAY THE COSTS OF SERVICES PROVIDED.

**2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?  Yes  No  
If "Yes" describe these new services on Schedule O.

**3** Did the organization cease conducting, or make significant changes in how it conducts, any program services?  Yes  No  
If "Yes," describe these changes on Schedule O.

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

**4a** (Code: \_\_\_\_\_) (Expenses \$ 974,284,458 including grants of \$ \_\_\_\_\_) (Revenue \$ 1,095,537,773.)  
SEE STATEMENT 1

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

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

**4d** Other program services. (Describe in Schedule O.)  
(Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)

**4e** Total program service expenses ► \$ 974,284,458. (Must equal Part IX, Line 25, column (B).)

**Part IV Checklist of Required Schedules**

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
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		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	X	
5 Sections 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III		
6 Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		X
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		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10 Did the organization hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V		X
11 Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable	X	
12 Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? If "Yes," complete Schedule D, Parts XI, XII, and XIII		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the U.S.?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? If "Yes," complete Schedule F, Part I		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Part II		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Part III		X
17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? If "Yes," complete Schedule G, Part I		X
18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		X
19 Did the organization report more than \$15,000 on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20 Did the organization operate one or more hospitals? If "Yes," complete Schedule H	X	
21 Did the organization report more than \$5,000 on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II		X
22 Did the organization report more than \$5,000 on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		X
23 Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? If "Yes," complete Schedule J	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25	X	
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		X
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?		X
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		X
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
b Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? If "Yes," complete Schedule L, Part I		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? If "Yes," complete Schedule L, Part III		X

**Part IV Checklist of Required Schedules (continued)**

		Yes	No
<b>28</b>	During the tax year, did any person who is a current or former officer, director, trustee, or key employee:		
<b>a</b>	Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .		X
<b>b</b>	Have a family member who had a direct or indirect business relationship with the organization? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .		X
<b>c</b>	Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .	X	
<b>29</b>	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> . . . . .		X
<b>30</b>	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> . . . . .		X
<b>31</b>	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> . . . . .		X
<b>32</b>	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> . . . . .		X
<b>33</b>	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations section 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> . . . . .	X	
<b>34</b>	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i> . . . . .	X	
<b>35</b>	Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .	X	
<b>36</b>	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .		X
<b>37</b>	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> . . . . .		X

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable . . . . .	1a	420
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable . . . . .	1b	NONE
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? . . . . .	1c	X
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return . . . . .	2a	7,959
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? . . . . . Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)	2b	X
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return? . . . . .	3a	X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O . . . . .	3b	X
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? . . . . .	4a	X
b	If "Yes," enter the name of the foreign country: <u>CAYMAN ISLANDS</u> See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . . . .	5a	X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? . . . . .	5b	X
c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction? . . . . .	5c	
6a	Did the organization solicit any contributions that were not tax deductible? . . . . .	6a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . . . .	6b	
7	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
a	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75? . . . . .	7a	X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided? . . . . .	7b	X
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . . . .	7c	X
d	If "Yes," indicate the number of Forms 8282 filed during the year . . . . .	7d	
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	7e	X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	7f	X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required? . . . . .	7g	X
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required? . . . . .	7h	X
8	<b>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year? . . . . .	8	X
9	<b>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.</b>		
a	Did the organization make any taxable distributions under section 4966? . . . . .	9a	X
b	Did the organization make a distribution to a donor, donor advisor, or related person? . . . . .	9b	X
10	<b>Section 501(c)(7) organizations. Enter:</b>		
a	Initiation fees and capital contributions included on Part VIII, line 12 . . . . .	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities . . . . .	10b	
11	<b>Section 501(c)(12) organizations. Enter:</b>		
a	Gross income from members or shareholders . . . . .	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) . . . . .	11b	
12a	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041? . . . . .	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year . . . . .	12b	



**Part VI Governance, Management, and Disclosure** (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)

**Section A. Governing Body and Management**

For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, process, or changes in Schedule O. See instructions.

		Yes	No
<b>1a</b>	Enter the number of voting members of the governing body		
<b>1b</b>	Enter the number of voting members that are independent		
<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?		X
<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?		X
<b>4</b>	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?		X
<b>5</b>	Did the organization become aware during the year of a material diversion of the organization's assets?		X
<b>6</b>	Does the organization have members or stockholders?		X
<b>7a</b>	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	X	
<b>7b</b>	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
<b>8</b>	Did the organizations contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>8a</b>	a The governing body?	X	
<b>8b</b>	b Each committee with authority to act on behalf of the governing body?	X	
<b>9a</b>	Does the organization have local chapters, branches, or affiliates?		X
<b>9b</b>	b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
<b>10</b>	Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990	X	
<b>11</b>	Is there any officer, director or 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		X

**Section B. Policies**

	Yes	No
<b>12a</b>	X	
<b>12b</b>	X	
<b>12c</b>	X	
<b>13</b>	X	
<b>14</b>	X	
<b>15a</b>	X	
<b>15b</b>	X	
<b>16a</b>	X	
<b>16b</b>	X	

**Section C. Disclosure**

- 17** List the states with which a copy of this Form 990 is required to be filed ▶
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.  
 Own website     Another's website     Upon request
- 19** Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ▶ S. MICHELLE LEE 110 S. PACA STREET BALTIMORE, MD 21201  
(410) 328-1376





**Part VIII Statement of Revenue**

52-1362793

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 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>	5,924,000.					
	<b>e</b> Government grants (contributions) . . . . .	<b>1e</b>	3,361,387.					
	<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> Total. Add lines 1a-1f . . . . .			9,285,387.				
<b>Program Service Revenue</b>	<b>Business Code</b>							
	<b>2a</b> PATIENT SVC REV.		900099	1,095,537,773.	1,092,338,086.	3,199,687.		
	<b>b</b>							
	<b>c</b>							
	<b>d</b>							
	<b>e</b>							
	<b>f</b> All other program service revenue . . . . .							
	<b>g</b> Total. Add lines 2a-2f . . . . .			1,095,537,773.				
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts) . . . . .			5,928,521.			5,928,521.	
	<b>4</b> Income from investment of tax-exempt bond proceeds . . . . .			NONE				
	<b>5</b> Royalties . . . . .			NONE				
	<b>6a</b> Gross Rents . . . . .	(i) Real	2,197,758.					
		(ii) Personal						
		<b>b</b> Less: rental expenses . . . . .	1,157,104.					
	<b>c</b> Rental income or (loss) . . . . .	1,040,654.						
	<b>d</b> Net rental income or (loss) . . . . .			1,040,653.		-240,073.	1,280,726.	
	<b>7a</b> Gross amount from sales of assets other than inventory	(i) Securities						
		(ii) Other						
		<b>b</b> Less: cost or other basis and sales expenses . . . . .	8,969,415.					
	<b>c</b> Gain or (loss) . . . . .	-8,969,415.						
	<b>d</b> Net gain or (loss) . . . . .			-8,969,415.			-8,969,415.	
	<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 . . . . .				NONE				
<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 . . . . .				NONE			
<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. . . . .				NONE			
<b>Miscellaneous Revenue</b>			<b>Business Code</b>					
<b>11a</b> CAFETERIA		900099	3,494,752.			3,494,752.		
<b>b</b> GRANT REVENUE OFFSET BY EXPENSES		900099	6,638,000.			6,638,000.		
<b>c</b> PHARMACY		446110	22,820,826.	22,220,474.	600,352.			
<b>d</b> All other revenue . . . . .		900099	5,623,984.	5,623,984.				
<b>e</b> Total. Add lines 11a-11d . . . . .			38,577,562.					
<b>12</b> Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e . . . . .			1,141,400,481.	1,120,182,544.	3,559,966.	8,372,584.		

**Part IX Statement of Functional Expenses**

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

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

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21 . . .	NONE			
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22 . . . . .	NONE			
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16 . . . . .	NONE			
4 Benefits paid to or for members . . . . .	NONE			
5 Compensation of current officers, directors, trustees, and key employees . . . . .	10,547,934.		10,547,934.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . .	NONE			
7 Other salaries and wages . . . . .	379,200,270.	317,632,618.	61,567,652.	
8 Pension plan contributions (include section 401 (k) and section 403(b) employer contributions) . .	13,770,564.	11,170,600.	2,599,964.	
9 Other employee benefits . . . . .	41,812,538.	24,691,311.	17,121,227.	
10 Payroll taxes . . . . .	28,638,701.	22,598,029.	6,040,672.	
11 Fees for services (non-employees):				
a Management . . . . .	152,901,758.	138,618,328.	14,283,430.	
b Legal . . . . .	1,672,745.	106,753.	1,565,992.	
c Accounting . . . . .	668,196.		668,196.	
d Lobbying . . . . .	46,548.		46,548.	
e Professional fundraising services. See Part IV, line 17	NONE			
f Investment management fees . . . . .	NONE			
g Other . . . . .	NONE			
12 Advertising and promotion . . . . .	3,997,687.	211,573.	3,786,114.	
13 Office expenses . . . . .	4,978,427.	3,505,352.	1,473,075.	
14 Information technology . . . . .	NONE			
15 Royalties . . . . .	NONE			
16 Occupancy . . . . .	NONE			
17 Travel . . . . .	351,669.	152,024.	199,645.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	NONE			
19 Conferences, conventions, and meetings . . . .	249,178.	144,961.	104,217.	
20 Interest . . . . .	28,676,082.	25,829,439.	2,846,643.	
21 Payments to affiliates . . . . .	NONE			
22 Depreciation, depletion, and amortization . . .	69,926,979.	62,955,865.	6,971,114.	NONE
23 Insurance . . . . .	22,308,693.	20,068,054.	2,240,639.	
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a BAD DEBT-----	98,319,813.	98,319,813.		
b MEDICAL SUPPLIES-----	212,105,921.	209,782,155.	2,323,766.	
c UTILITIES-----	23,101,947.	11,377,624.	11,724,323.	
d TRANSPLANTS-----	12,100,781.	12,100,781.		
e OTHER EXPENSES-----	18,482,998.	15,019,178.	3,463,820.	
f All other expenses-----				
25 Total functional expenses. Add lines 1 through 24f	1,123,859,429.	974,284,458.	149,574,971.	NONE
26 Joint Costs. Check here <input type="checkbox"/> If following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation . . . . .				

**Part X Balance Sheet**

		(A) Beginning of year		(B) End of year
<b>Assets</b>	1 Cash - non-interest-bearing . . . . .	90,513,986.	1	133,712,511.
	2 Savings and temporary cash investments . . . . .		2	
	3 Pledges and grants receivable, net . . . . .		3	
	4 Accounts receivable, net . . . . .	178,154,720.	4	140,648,767.
	5 Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L . . . . .		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L . . . . .		6	
	7 Notes and loans receivable, net . . . . .		7	
	8 Inventories for sales or use . . . . .	17,361,529.	8	18,949,098.
	9 Prepaid expenses and deferred charges . . . . .	16,199,936.	9	34,437,848.
	10a Land, buildings, and equipment: cost basis . . . . .	10a 1264966156		
	b Less: accumulated depreciation. Complete Part VI of Schedule D. . . . .	10b 603,225,901.		
	11 Investments - publicly traded securities . . . . .	639,895,032.	10c	661,740,255.
	12 Investments - other securities. See Part IV, line 11 . . . . .	215,393,207.	11	157,302,081.
	13 Investments - program-related. See Part IV, line 11 . . . . .		12	
	14 Intangible assets . . . . .		13	
	15 Other assets. See Part IV, line 11 . . . . .	270,437,055.	14	
16 <b>Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .	1,427,955,465.	15	683,809,774.	
17 Accounts payable and accrued expenses . . . . .	151,321,004.	16	1,830,600,334.	
18 Grants payable . . . . .		17	142,541,967.	
19 Deferred revenue . . . . .		18		
20 Tax-exempt bond liabilities . . . . .		19		
21 Escrow account liability. Complete Part IV of Schedule D . . . . .	530,658,786.	20	890,943,661.	
22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L . . . . .		21		
23 Secured mortgages and notes payable to unrelated third parties . . . . .		22		
24 Unsecured notes and loans payable . . . . .	NONE	23		
25 Other liabilities. Complete Part X of Schedule D . . . . .	209,094,350.	24	67,570,000.	
26 <b>Total liabilities.</b> Add lines 17 through 25. . . . .	891,074,140.	25	235,443,391.	
<b>Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>		26	1,336,499,019.	
27 Unrestricted net assets . . . . .	484,639,325.			
28 Temporarily restricted net assets . . . . .	51,830,000.	27	443,939,206.	
29 Permanently restricted net assets . . . . .	412,000.	28	49,750,109.	
<b>Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.</b>		29	412,000.	
30 Capital stock or trust principal, or current funds . . . . .		30		
31 Paid-in or capital surplus, or land, building, or equipment fund . . . . .		31		
32 Retained earnings, endowment, accumulated income, or other funds . . . . .		32		
33 <b>Total net assets or fund balances</b> . . . . .	536,881,325.	33	494,101,315.	
34 <b>Total liabilities and net assets/fund balances</b> . . . . .	1,427,955,465.	34	1,830,600,334.	

**Part XI Financial Statements and Reporting**

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? . . . . .		X
b	Were the organization's financial statements audited by an independent accountant? . . . . .		X
c	If "Yes" to lines 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? . . . . .		
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? . . . . .	X	
b	If "Yes," did the organization undergo the required audit or audits? . . . . .	X	



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.)

Section A. Public Support

Table with 7 columns: (a) 2004, (b) 2005, (c) 2006, (d) 2007, (e) 2008, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1-3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2004, (b) 2005, (c) 2006, (d) 2007, (e) 2008, (f) Total. Rows include: 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; 10 Other income. Do not include gain or loss from the sale of capital assets; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc. (See instructions.); 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2008; 15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f; 16a 33 1/3% support test - 2008; 16b 33 1/3% support test - 2007; 17a 10%-facts-and-circumstances test - 2008; 17b 10%-facts-and-circumstances test - 2007; 18 Private foundation.



**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.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") . . . . .						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose . . . . .						
3 Gross receipts from activities that are not an unrelated trade or business under section 513 . . . . .						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .						
5 The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .						
6 Total. Add lines 1-5 . . . . .						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons . . . . .						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000 . . . . .						
c Add lines 7a and 7b. . . . .						
8 Public support (Subtract line 7c from line 6.) . . . . .						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6 . . . . .						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 . . . . .						
c Add lines 10a and 10b . . . . .						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on . . . . .						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) . . . . .						
13 Total support. (Add lines 9, 10c, 11, and 12.) . . . . .						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here . . . . . ▶ <input type="checkbox"/>						

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

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f)) . . . . .	15	%
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g . . . . .	16	%

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

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f)) . . . . .	17	%
18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h . . . . .	18	%

- 19a **33 1/3% support tests - 2008.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization . . . . . ▶
- b **33 1/3% support tests - 2007.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization . . . . . ▶
- 20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions . . . . . ▶



**Political Campaign and Lobbying Activities**  
**For Organizations Exempt From Income Tax Under section 501(c) and section 527**

Department of the Treasury  
Internal Revenue Service

▶ **To be completed by organizations described below.**  
▶ **Attach to Form 990 or Form 990-EZ.**

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

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

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

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

**If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), then**

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

Name of organization <b>UNIVERSITY OF MARYLAND MEDICAL SYSTEM CORP.</b>	Employer identification number <b>52-1362793</b>
--	---

**Part I-A To be completed by all organizations exempt under section 501(c) and section 527 organizations.**  
See the instructions for Schedule C for details.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures . . . . . ▶ \$ \_\_\_\_\_
- 3 Volunteer hours . . . . . \_\_\_\_\_

**Part I-B To be completed by all organizations exempt under section 501(c)(3).**  
See the instructions for Schedule C for details.

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 . . . . . ▶ \$ \_\_\_\_\_
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 . . . . . ▶ \$ \_\_\_\_\_
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? . . . . .  Yes  No
- 4a Was a correction made? . . . . .  Yes  No
- b If "Yes," describe in Part IV.

**Part I-C To be completed by all organizations exempt under section 501(c), except section 501(c)(3).**  
See the instructions for Schedule C for details.

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities . . . . . ▶ \$ \_\_\_\_\_
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities . . . . . ▶ \$ \_\_\_\_\_
- 3 Total of direct and indirect exempt function expenditures. Add lines 1 and 2 and enter here and on Form 1120-POL, line 17b . . . . . ▶ \$ \_\_\_\_\_
- 4 Did the filing organization file Form 1120-POL for this year? . . . . .  Yes  No
- 5 State the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made. Enter the amount paid and indicate if the amount was paid from the filing organization's funds or were political contributions received and promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

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

**Part II-A** To be completed by organizations exempt under section 501(c)(3) that filed Form 5768 (election under section 501(h)). See the instructions for Schedule C for details.

- A Check  if the filing organization belongs to an affiliated group.  
 B Check  if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1 a	Total lobbying expenditures to influence public opinion (grass roots lobbying) . . . . .														
b	Total lobbying expenditures to influence a legislative body (direct lobbying) . . . . .														
c	Total lobbying expenditures (add lines 1a and 1b) . . . . .														
d	Other exempt purpose expenditures . . . . .														
e	Total exempt purpose expenditures (add lines 1c and 1d) . . . . .														
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f) . . . . .														
h	Subtract line 1g from line 1a. Enter -0- if line g is more than line a . . . . .														
i	Subtract line 1f from line 1c. Enter -0- if line f is more than line c . . . . .														
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? . . . . .														

Yes  No

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) Total
2 a	Lobbying non-taxable amount				
b	Lobbying ceiling amount (150% line 2a, column(e))				
c	Total lobbying expenditures				
d	Grassroots non-taxable amount				
e	Grassroots ceiling amount (150% of line 2d, column (e))				
f	Grassroots lobbying expenditures				

Part II-B To be completed by organizations exempt under section 501(c)(3) that have NOT filed Form 5768 (election under section 501(h)). See the instructions for Schedule C for details.

Table with 3 main columns: (a) Yes/No, (b) Amount. Rows include: 1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation...; a Volunteers?; b Paid staff or management...; c Media advertisements?; d Mailings to members...; e Publications...; f Grants to other organizations...; g Direct contact with legislators...; h Rallies, demonstrations...; i Other activities?; j Total lines 1c through 1i; 2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?; b If "Yes," enter the amount of any tax incurred under section 4912; c If "Yes," enter the amount of any tax incurred by organization managers under section 4912; d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?

Part III-A To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6). See the instructions for Schedule C for details.

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

Part III-B To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, questions 1 and 2 are answered "No" OR if Part III-A, question 3 is answered "Yes." See Schedule C instructions for details.

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

Part IV Supplemental Information

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

SEE PAGE 4

Series of horizontal dashed lines for providing supplemental information.

**Part IV** Supplemental Information (continued)

SCHEDULE C, PART II-B, LINE 11

LOBBYING ACTIVITIES

THE ORGANIZATION DOES NOT ENGAGE IN ANY DIRECT LOBBYING ACTIVITIES. THE

ORGANIZATION PAYS MEMBERSHIP DUES TO THE MARYLAND HOSPITAL ASSOCIATION

(MHA) AND THE AMERICAN HOSPITAL ASSOCIATION (AHA). MHA AND AHA ENGAGE IN

MANY SUPPORT ACTIVITIES INCLUDING LOBBYING AND ADVOCATING FOR THEIR

MEMBER HOSPITALS. THE MHA AND AHA REPORTED THAT 14.51% AND 26.13% OF

MEMBER DUES WERE USED FOR LOBBYING PURPOSES AND AS SUCH, THE ORGANIZATION

HAS REPORTED THIS AMOUNT ON SCHEDULE C PART IV AS LOBBYING ACTIVITIES.

**SCHEDULE D  
(Form 990)**

**Supplemental Financial Statements**

OMB No. 1545-0047

**2008**

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

▶ **Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.**

Name of the organization

Employer identification number

UNIVERSITY OF MARYLAND MEDICAL SYSTEM CORP.

52-1362793

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year . . . . .		
2 Aggregate contributions to (during year) . . . . .		
3 Aggregate grants from (during year) . . . . .		
4 Aggregate value at end of year . . . . .		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> No	

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or pleasure)	<input type="checkbox"/> Preservation of an historically importantly land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of certified historic structure
<input type="checkbox"/> Preservation of open space	

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

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

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

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

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

6 Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year ▶ \_\_\_\_\_

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

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

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

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

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

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

(i) Revenues included in Form 990, Part VIII, line 1 . . . . . ▶ \$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X . . . . . ▶ \$ \_\_\_\_\_

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

a Revenues included in Form 990, Part VIII, line 1 . . . . . ▶ \$ \_\_\_\_\_

b Assets included in Form 990, Part X . . . . . ▶ \$ \_\_\_\_\_

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

Schedule D (Form 990) 2008

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

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

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

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

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

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

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

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

	Amount
c Beginning balance . . . . .	<b>1c</b>
d Additions during the year . . . . .	<b>1d</b>
e Distributions during the year . . . . .	<b>1e</b>
f Ending balance . . . . .	<b>1f</b>

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

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

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

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

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

- a Board designated or quasi-endowment ▶ \_\_\_\_\_ %
- b Permanent endowment ▶ \_\_\_\_\_ %
- c Term endowment ▶ \_\_\_\_\_ %

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

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

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

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

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

**Part VI Investments - Land, Buildings, and Equipment. See Form 990, Part X, line 10.**

Description of Investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land . . . . .		59,071,717.		59,071,717.
b Buildings . . . . .		432,063,915.	102,976,197.	329,087,718.
c Leasehold improvements . . . . .		3,348,127.	2,768,134.	579,993.
d Equipment . . . . .		400,745,011.	297,205,806.	103,539,205.
e Other . . . . .		369,737,386.	200,275,764.	169,461,622.
<b>Total. Add lines 1a-1e. (Column (d) should equal Form 990, Part X, column (B), line 10(c).)</b> . . . . . ▶				<b>661,740,255.</b>



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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
Financial derivatives and other financial products . . . . .		
Closely-held equity interests . . . . .		
Other _____		
_____		
_____		
_____		
_____		
_____		
_____		
_____		
<b>Total.</b> (Column (b) should equal Form 990, Part X, col. (B) line 12.) ▶		

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

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

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

(a) Description	(b) Book value
ECONOMIC INTEREST IN ASSETS	
OF UMMS FOUNDATION	46,307,109.
DEFERRED FINANCING COSTS	8,686,394.
ASSETS WHOSE USE IS LIMITED	119,622,835.
INVESTMENT IN SUBSIDIARIES	105,946,518.
OTHER RECEIVABLES	32,719,409.
DUE FROM AFFILIATES -	
NOTES RECEIVABLE	370,527,509.
<b>Total.</b> (Column (b) should equal Form 990, Part X, col. (B) line 15.) ▶	683,809,774.

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

(a) Description of liability	(b) Amount
Federal income taxes	
ADVANCES FROM 3RD PARTY PAYORS	60,840,467.
OTHER LIABILITIES	86,676,669.
INTEREST RATE SWAPS MARK TO MARKET	87,926,255.
<b>Total.</b> (Column (b) should equal Form 990, Part X, col. (B) line 25.) ▶	235,443,391.

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

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

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

**Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

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

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

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

**Part XIV Supplemental Information**

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

SEE PAGE 5

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**Part XIV Supplemental Information (continued)**

SCHEDULE D, PART X

FIN 48 FOOTNOTE PER AUDIT REPORT

THE CORPORATION ADOPTED THE PROVISIONS OF FASB INTERPRETATION NO. 48,

ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES (FIN 48), ON JULY 1, 2007. FIN

48 PRESCRIBES A THRESHOLD OF MORE-LIKELY-THAN-NOT FOR RECOGNITION AND

DERECOGNITION OF TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN A TAX

RETURN. FIN 48 ALSO RECOGNIZES RELATED GUIDANCE ON MEASUREMENT,

CLASSIFICATION, INTEREST AND PENALTIES, AND DISCLOSURE. THE

IMPLEMENTATION OF FIN 48 DID NOT HAVE A SIGNIFICANT IMPACT ON THE

CORPORATION'S BALANCE SHEET OR STATEMENT OF OPERATIONS. MANAGEMENT DOES

NOT BELIEVE THAT THERE ARE ANY UNRECOGNIZED TAX BENEFITS THAT SHOULD BE

RECOGNIZED.

**SCHEDULE H**  
**(Form 990)**

**Hospitals**

OMB No. 1545-0047

**2008**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

► To be completed by organizations that answer "Yes" to Form 990,  
Part IV, line 20.  
► Attach to Form 990.

Name of the organization  
**UNIVERSITY OF MARYLAND MEDICAL SYSTEM CORP.**

Employer identification number  
**52-1362793**

**Part I Charity Care and Certain Other Community Benefits at Cost (Optional for 2008)**

	Yes	No
<b>1 a</b> Does the organization have a charity care policy? If "No," skip to question 6a		
<b>1 b</b> If "Yes," is it a written policy?		
<b>2</b> If the organization has multiple hospitals, indicate which of the following best describes application of the charity care policy to the various hospitals.		
<input type="checkbox"/> Applied uniformly to all hospitals		
<input type="checkbox"/> Generally tailored to individual hospitals		
<input type="checkbox"/> Applied uniformly to most hospitals		
<b>3</b> Answer the following based on the charity care eligibility criteria that applies to the largest number of the organization's patients.		
<b>a</b> Does the organization use Federal Poverty Guidelines (FPG) to determine eligibility for providing free care to low income individuals? If "Yes," indicate which of the following is the family income limit for eligibility for free care:		
<input type="checkbox"/> 100% <input type="checkbox"/> 150% <input type="checkbox"/> 200% <input type="checkbox"/> Other _____ %		
<b>b</b> Does the organization use FPG to determine eligibility for providing discounted care to low income individuals? If "Yes," indicate which of the following is the family income limit for eligibility for discounted care:		
<input type="checkbox"/> 200% <input type="checkbox"/> 250% <input type="checkbox"/> 300% <input type="checkbox"/> 350% <input type="checkbox"/> 400% <input type="checkbox"/> Other _____ %		
<b>c</b> If the organization does not use FPG to determine eligibility, describe in Part VI the income based criteria for determining eligibility for free or discounted care. Include in the description whether the organization uses an asset test or other threshold, regardless of income, to determine eligibility for free or discounted care.		
<b>4</b> Does the organization's policy provide free or discounted care to the "medically indigent"?		
<b>5 a</b> Does the organization budget amounts for free or discounted care provided under its charity care policy?		
<b>b</b> If "Yes," did the organization's charity care expenses exceed the budgeted amount?		
<b>c</b> If "Yes" to 5b, as a result of budget considerations, was the organization unable to provide free or discounted care to a patient who was eligible for free or discounted care?		
<b>6 a</b> Does the organization prepare an annual community benefit report?		
<b>b</b> If "Yes," does the organization make it available to the public?		

Complete the following table using the worksheets provided in the Schedule H instructions. Do not submit these worksheets with the Schedule H.

**7 Charity Care and Certain Other Community Benefits at Cost**

	(a) Number of activities or programs (optional)	(b) Persons served (optional)	(c) Total community benefit expense	(d) Direct offsetting revenue	(e) Net community benefit expense	(f) Percent of total expense
<b>Charity Care and Means-Tested Government Programs</b>						
<b>a</b> Charity care at cost (from Worksheets 1 and 2)						
<b>b</b> Unreimbursed Medicaid (from Worksheet 3, column a)						
<b>c</b> Unreimbursed costs - other means-tested government programs (from Worksheet 3, column b)						
<b>d</b> Total Charity Care and Means-Tested Government Programs						
<b>Other Benefits</b>						
<b>e</b> Community health improvement services and community benefit operations (from Worksheet 4)						
<b>f</b> Health professions education (from Worksheet 5)						
<b>g</b> Subsidized health services (from Worksheet 6)						
<b>h</b> Research (from Worksheet 7)						
<b>i</b> Cash and in-kind contributions to community groups (from Worksheet 8)						
<b>j</b> Total Other Benefits						
<b>k</b> Total (line 7d and 7j)						

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

Schedule H (Form 990) 2008

**Part II Community Building Activities** Complete this table if the organization conducted any community building activities. (Optional for 2008)

	(a) Number of activities or programs (optional)	(b) Persons served (optional)	(c) Total community building expense	(d) Direct offsetting revenue	(e) Net community building expense	(f) Percent of total expense
1 Physical improvements and housing						
2 Economic development						
3 Community support						
4 Environmental improvements						
5 Leadership development and training for community members						
6 Coalition building						
7 Community health improvement advocacy						
8 Workforce development						
9 Other						
10 Total						

**Part III Bad Debt, Medicare, & Collection Practices** (Optional for 2008)

**Section A. Bad Debt Expense**

- 1 Does the organization report bad debt expense in accordance with Healthcare Financial Management Association Statement No. 15? . . . . .
- 2 Enter the amount of the organization's bad debt expense (at cost) . . . . .
- 3 Enter the estimated amount of the organization's bad debt expense (at cost) attributable to patients eligible under the organization's charity care policy . . . . .
- 4 Provide in Part VI the text of the footnote to the organization's financial statements that describes bad debt expense. In addition, describe the costing methodology used in determining the amounts reported on lines 2 and 3, or rationale for including other bad debt amounts in community benefit.

	Yes	No
1		
2		
3		
4		
5		
6		
7		
8		
9a		
9b		

**Section B. Medicare**

- 5 Enter total revenue received from Medicare (including DSH and IME) . . . . .
- 6 Enter Medicare allowable costs of care relating to payments on line 5 . . . . .
- 7 Enter line 5 less line 6 - surplus or (shortfall) . . . . .
- 8 Describe in Part VI the extent to which any shortfall reported in line 7 should be treated as community benefit and the costing methodology or source used to determine the amount reported on line 6, and indicate which of the following methods was used:  
 Cost accounting system     Cost to charge ratio     Other

**Section C. Collection Practices**

- 9a Does the organization have a written debt collection policy? . . . . .
- 9b If "Yes," does the organization's collection policy contain provisions on the collection practices to be followed for patients who are known to qualify for charity care or financial assistance? Describe in Part VI. . . . .

**Part IV Management Companies and Joint Ventures** (Optional for 2008)

(a) Name of entity	(b) Description of primary activity of entity	(c) Organization's profit % or stock ownership %	(d) Officers, directors trustees, or key employees' profit % or stock ownership %	(e) Physicians' profit % or stock ownership %
1				
2				
3				
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				
14				

**Part V Facility Information (Required for 2008)**

Name and address	Licensed hospital	General medical & surgical	Children's hospital	Teaching hospital	Critical access hospital	Research facility	ER - 24 hours	ER - other	Other (Describe)
UNIVERSITY OF MARYLAND HOSPITAL 22 S. GREENE STREET BALTIMORE MD 21201	X	X	X	X			X		
GREENEBAUM CANCER CENTER 22 S. GREENE STREET BALTIMORE MD 21201	X			X					
SHOCK TRAUMA CENTER 22 S. GREENE STREET BALTIMORE MD 21201	X				X		X		
UNIVERSITYCARE @ SHIPLEY'S CHOICE 8601 VETERANS HIGHWAY, STE 111 MILLERSVILLE MD 21108									HEALTHCARE CLINIC
UNIV PEDIATRIC SPECIALISTS @ BEL AIR NORTH PARK CENTER, UNIT 423 4C NORTH AVE BEL AIR MD 21014									HEALTHCARE CLINIC
UNIVERSITYCARE @ EDMONDSON VILLAGE 4538 EDMONDSON AVE BALTIMORE MD 21229									HEALTHCARE CLINIC
UNIVERSITYCARE @ WAXTER CENTER 1000 CATHEDRAL STREET BALTIMORE MD 21201									HEALTHCARE CLINIC
UNIV SPECIALISTS @ SHIPLEY'S CHOICE 8601 VETERANS HIGHWAY, SUITE 110 MILLERSVILLE MD 21108									HEALTHCARE CLINIC
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**Part VI Supplemental Information (Optional for 2008)**

Complete this part to provide the following information.

- 1 Provide the description required for Part I, line 3c; Part I, line 6a; Part I, line 7g; Part I, line 7, column (f); Part I, line 7; Part III, line 4; Part III, line 8; Part III, line 9b, and Part V. See Instructions.
- 2 **Needs assessment.** Describe how the organization assesses the health care needs of the communities it serves.
- 3 **Patient education of eligibility for assistance.** Describe how the organization informs and educates patients and persons who may be billed for patient care about their eligibility for assistance under federal, state, or local government programs or under the organization's charity care policy.
- 4 **Community information.** Describe the community the organization serves, taking into account the geographic area and demographic constituents it serves.
- 5 **Community building activities.** Describe how the organization's community building activities, as reported in Part II, promote the health of the communities the organization serves.
- 6 Provide any other information important to describing how the organization's hospitals or other health care facilities further its exempt purpose by promoting the health of the community (e.g., open medical staff, community board, use of surplus funds, etc.).
- 7 If the organization is part of an affiliated health care system, describe the respective roles of the organization and its affiliates in promoting the health of the communities served.
- 8 If applicable, identify all states with which the organization, or a related organization, files a community benefit report.

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**SCHEDULE J  
(Form 990)**

**Compensation Information**

OMB No. 1545-0047

**2008**

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

For certain Officers, Directors, Trustees, Key Employees, and Highest  
Compensated Employees

▶ Attach to Form 990. To be completed by organizations  
that answered "Yes" to Form 990, Part IV, line 23.

Name of the organization

Employer identification number

UNIVERSITY OF MARYLAND MEDICAL SYSTEM CORP.

52-1362793

**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 checked="" 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 line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain . . . . .

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

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

- |   |   |
|---|---|
| <input 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 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:

- a** Receive a severance payment or change of control payment? . . . . .
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? . . . . .
- c** Participate in, or receive payment from, an equity-based compensation arrangement? . . . . .
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

**Only 501(c)(3) and 501(c)(4) organizations must complete lines 5-8.**

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

- a** The organization? . . . . .
- b** Any related organization? . . . . .
- If "Yes" to line 5a or 5b, describe in Part III.

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

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

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

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

	Yes	No
1a	X	
1b	X	
2	X	
3		
4a	X	
4b	X	
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X

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

Schedule J (Form 990) 2008



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

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

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

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
SEE SCHEDULE J-1	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
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	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						

**Part III Supplemental Information**

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

SCHEDULE J, PART I, LINE 1A

HEALTH OR SOCIAL CLUB DUES OR INITIATION FEES

UMMS EXECUTIVES RECEIVE A BENEFIT PACKAGE WHICH MAY BE USED TOWARDS

HEALTH CLUB DUES OR OTHER HEALTH MAINTENANCE PROGRAMS. SUCH BENEFITS ARE

CAPPED AT \$7,000, \$5,000 OR \$3,000 DEPENDING ON JOB TITLE AS DESCRIBED IN

THE PROGRAM DOCUMENTS.

SCHEDULE J, PART I, LINE 4B

SUPPLEMENTAL, NONQUALIFIED RETIREMENT PLAN

THE FOLLOWING INDIVIDUALS PARTICIPATE IN A SECTION 457(F) SUPPLEMENTAL,

NONQUALIFIED RETIREMENT PLAN ("THE PLAN") SPONSORED BY THE FILING

ORGANIZATION OR A RELATED ORGANIZATION:

ROBERT K ALLEN

MEGAN M ARTHUR

JOHN W ASHWORTH

TIMOTHY J BABINEAU

ALISON G BROWN

HERBERT C BUCHANAN

**Part III Supplemental Information**

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

JON P BURNS

ROBERT A CHRENCIK

BARBARA DEMARTIN

RICK E DUNNING

HENRY J FRANEX

MARK KELEMAN

MICHAEL C MULLANE

EDMOND F NOTFBAERT

KEITH D PERSINGER

JEFFREY A RIVEST

GLENN F ROBBINS

LISA C ROWEN

TRENT C SMITH

IN ADDITION, THE FOLLOWING INDIVIDUALS BECAME VESTED IN OR RECEIVED

PAYMENTS FROM THE PLAN THAT HAVE BEEN REPORTED ON SCHEDULE J, PART II.

COLUMN B(III):

ALISON BROWN - \$1,067,477

Part III Supplemental information

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

HENRY J FRANEY - \$1,310,124

KEITH PERSINGER - \$85,233

EDMOND F NOTEBAERT - \$5,427,459

JOHN W ASHWORTH III - \$582,586

EXPLANATION OF NOTEBAERT COMPENSATION AMOUNTS

REPORTED ON FORM 990 FOR FISCAL YEAR ENDING JUNE 30 2009

(B) BREAKDOWN OF W-2 AND/OR 1099 MISC COMPENSATION

(I) BASE COMPENSATION - \$638,815.44

IN THE MANNER REQUIRED BY APPLICABLE IRS RULES, THIS BASE COMPENSATION

WAS APPROVED AS REASONABLE, IN ADVANCE, BY AN INDEPENDENT COMPENSATION

COMMITTEE, WHICH BASED ITS DECISION ON DATA PROVIDED BY AN INDEPENDENT

COMPENSATION CONSULTANT.

DURING THE PERIOD OF NOTEBAERT'S LEADERSHIP, THE HEALTH SYSTEM GREW AND

Part III Supplemental Information

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

ACHIEVED IMPROVED FINANCIAL PERFORMANCE. LICENSED BEDS GREW BY 15% TOTAL

PATIENT ADMISSIONS GREW AN AVERAGE 2.5% ANNUALLY AND THE HEALTH SYSTEM

EXPANDED TO INCLUDE TWO NEW ENTITIES, SHORE HEALTH SYSTEM AND CHESTER

RIVER HEALTH SYSTEM, AND THEIR THREE HOSPITALS, MEMORIAL HOSPITAL IN

EASTON, DORCHESTER GENERAL HOSPITAL IN CAMBRIDGE, AND CHESTER RIVER

HOSPITAL CENTER IN CHESTERTOWN. AVERAGE ANNUAL NET INCOME FOR THE HEALTH

SYSTEM WAS \$60.2 MILLION DURING NOTBAERT'S FIVE-YEAR TENURE, COMPARED TO

\$9.76 MILLION FOR THE COMPARABLE PRIOR FIVE-YEAR PERIOD. TOTAL NET INCOME

DURING THE FIVE-YEAR PERIOD WAS \$301 MILLION COMPARED TO \$48.8 MILLION IN

THE PRIOR 5 YEARS. EBIDA (EARNINGS BEFORE INTEREST, DEPRECIATION AND

AMORTIZATION) TOTALED \$921 MILLION DURING THE 5-YEAR PERIOD OF HIS

LEADERSHIP, MORE THAN DOUBLE THE \$417 MILLION FOR THE PRIOR FIVE-YEAR

PERIOD. THE AVERAGE ANNUAL BOTTOM-LINE MARGIN DURING HIS TENURE WAS

3.62%, COMPARED TO A 1.3% AVERAGE DURING THE COMPARABLE PRIOR PERIOD.

(II) FY 2007 BONUS & INCENTIVE COMPENSATION -- \$799,500.00

CALENDAR YEAR 2008 BONUS & INCENTIVE COMPENSATION -- \$831,000.00

**Part III Supplemental Information**

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

IN THE MANNER REQUIRED BY APPLICABLE IRS RULES, THESE PERFORMANCE-BASED

BONUS AND INCENTIVE COMPENSATION PAYMENTS WERE APPROVED AS REASONABLE, IN

ADVANCE, BY AN INDEPENDENT COMPENSATION COMMITTEE, WHICH BASED ITS

DECISION ON DATA PROVIDED BY AN INDEPENDENT COMPENSATION CONSULTANT.

(III) OTHER REPORTABLE COMPENSATION - \$5,498,671.45

\$2,434,071.00 OF THIS TOTAL IS A 457(F) SUPPLEMENTAL RETIREMENT

PLAN WHICH RECOGNIZED MR. NOTEBAERT'S TOTAL SERVICE WITH UMMS.

\$584,929.00 OF THIS TOTAL WAS A FY 2008 CONTRIBUTION TO A SEPARATE 457(F)

DEFERRED COMPENSATION PLAN.

\$2,408,459.45 WAS AN AMOUNT THAT BECAME VESTED AND TAXABLE IN 2008 UNDER

A SUPPLEMENTAL RETIREMENT PLAN ESTABLISHED IN EARLY 2003 THAT RECEIVED

CONTRIBUTIONS FROM 2003-2008. AS REQUIRED, THE CONTRIBUTIONS TO THIS

PLAN THAT GENERATED THE AMOUNT REPORTED ON THIS FORM 990 WERE REPORTED ON

**Part III Supplemental Information**

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

-----  
PRIOR YEARS' FORM 990S.  
-----

-----  
NOTES: THE INTERESTS UNDER THE ARRANGEMENTS DESCRIBED ABOVE WERE SUBJECT  
-----  
TO FORFEITURE IF THE PARTICIPANT HAD VOLUNTARILY TERMINATED EMPLOYMENT  
-----  
PRIOR TO HIS APPLICABLE VESTING DATE UNDER EACH ARRANGEMENT. NOTE ALSO  
-----  
THAT THESE TYPES OF EXECUTIVE DEFERRED COMPENSATION AND SEVERANCE  
-----  
PAYMENTS BY 501(C)(3) EMPLOYERS ARE FULLY TAXED AND FULLY REPORTED WHEN  
-----  
THEY VEST, RATHER THAN WHEN (OR EVEN IF) THEY ARE PAID.  
-----

-----  
IN ADDITION, UNDER CURRENT LAW, INTERESTS UNDER THOSE ARRANGEMENTS ARE  
-----  
REPORTABLE AS TAXABLE COMPENSATION WHEN THEY BECOME VESTED, EVEN IF THOSE  
-----  
AMOUNTS ARE NOT YET PAYABLE TO THE PARTICIPANT (AND EVEN IF THOSE AMOUNTS  
-----  
ARE NEVER PAID TO THE PARTICIPANT). NO ROLLOVER OR OTHER TAX-DEFERRAL  
-----  
OPTIONS ARE AVAILABLE TO PARTICIPANTS.  
-----

-----  
PARTICIPANTS' INTERESTS UNDER THESE ARRANGEMENTS ARE NOT GUARANTEED OR  
-----  
SECURED IN ANY WAY AND AT ALL TIMES ARE SUBJECT TO THE CLAIMS OF THE  
-----  
EMPLOYER'S BANKRUPTCY CREDITORS.  
-----

**Part III Supplemental Information**

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

IN THE MANNER REQUIRED BY APPLICABLE IRS RULES, THE DESIGN OF EACH OF

THESE ARRANGEMENTS WAS APPROVED AS REASONABLE, IN ADVANCE, BY AN

INDEPENDENT COMPENSATION COMMITTEE, WHICH BASED ITS DECISION ON DATA

PROVIDED BY AN INDEPENDENT COMPENSATION CONSULTANT.

\$49,262.00 OF THIS TOTAL WAS FOR FINANCIAL PLANNING SERVICES PAID FOR BY

UMMS

\$4,105.00 OF THIS TOTAL WAS FOR TAX PREPARATION SERVICES PAID FOR BY

UMMS

\$9,400.00 OF THIS TOTAL WAS FOR TAXABLE TUITION REIMBURSEMENT PAID FOR BY

UMMS

\$92.25 OF THIS TOTAL WAS FOR TAXABLE HEALTH REIMBURSEMENTS PAID FOR BY

UMMS



**Part III Supplemental Information**

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

-\$8,352.75 OF THIS TOTAL WAS FOR TAXABLE GROUP TERM LIFE PREMIUMS PAID FOR

BY UMMS

(C) RETIREMENT AND OTHER DEFERRED COMPENSATION - \$11,500.00

THIS AMOUNT WAS CONTRIBUTED TO A 401(A) TAX-QUALIFIED RETIREMENT PLAN

NOTE THAT BECAUSE THE ACCRUED-OVER-TIME VALUE OF THE DEFERRED

COMPENSATION ARRANGEMENTS DESCRIBED IN (B) ABOVE BECAME TAXABLE IN

CALENDAR 2008, UNDER THE FORM 990 INSTRUCTIONS THEY ARE REPORTED IN (B)

ABOVE RATHER THAN IN THIS SECTION (C).

(D) NONTAXABLE BENEFITS - \$1,200.00

EMPLOYER CONTRIBUTIONS TO GROUP TERM LIFE AND GROUP LONG TERM DISABILITY

PLANS

(F) COMPENSATION REPORTED IN PRIOR FORM 990 - \$1,560,800.00

**Part III Supplemental Information**

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

NOTE THAT THIS AMOUNT, ALTHOUGH INCLUDED IN THE AMOUNTS ABOVE, HAS  
ALREADY BEEN REPORTED AS COMPENSATION ON PRIOR YEARS' FORM 990S, AND  
THEREFORE (AS REQUIRED BY THE INSTRUCTIONS) IS DOUBLE-REPORTED HERE.

SCHEDULE J-1  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Name of the organization

UNIVERSITY OF MARYLAND MEDICAL SYSTEM CORP.

**Part I** Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (Schedule J, Part II)

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
ROBERT A CHRENCIK	(i) 640,584. (ii) NONE (iii) 13,728.	232,530. NONE	NONE	116,748. NONE	15,527. NONE	1,019,117. NONE	NONE NONE
JEFFREY A RIVEST	(i) 508,662. (ii) NONE (iii) 17,889.	229,950. NONE	NONE	93,296. NONE	16,215. NONE	866,012. NONE	NONE NONE
HENRY J FRANEY	(i) 366,648. (ii) NONE (iii) 1,321,779.	97,364. NONE	NONE	11,500. NONE	15,527. NONE	1,812,818. NONE	1,209,524. NONE
ROBERT K ALLEN	(i) 246,862. (ii) NONE (iii) 20,853.	38,074. NONE	NONE	37,750. NONE	15,527. NONE	359,066. NONE	NONE NONE
MEGAN M ARTHUR	(i) 269,137. (ii) NONE (iii) 8,355.	125,000. NONE	NONE	42,375. NONE	13,634. NONE	458,501. NONE	NONE NONE
JOHN W ASHWORTH III	(i) 325,467. (ii) NONE (iii) 597,313.	100,000. NONE	NONE	49,576. NONE	12,166. NONE	1,084,522. NONE	291,293. NONE
TIMOTHY J BABINEAU MD	(i) 293,861. (ii) NONE (iii) 3,839.	151,424. NONE	NONE	44,693. NONE	12,155. NONE	505,972. NONE	NONE NONE
ALISON G BROWN	(i) 279,912. (ii) NONE (iii) 1,083,845.	86,813. NONE	NONE	11,500. NONE	15,527. NONE	1,477,597. NONE	997,708. NONE
HERBERT C BUCHANAN	(i) 281,994. (ii) NONE (iii) 7,922.	47,807. NONE	NONE	43,591. NONE	16,215. NONE	397,529. NONE	NONE NONE
JON BURNS	(i) 340,110. (ii) NONE (iii) 9,736.	150,000. NONE	NONE	52,164. NONE	16,215. NONE	568,225. NONE	NONE NONE
MICHAEL C MULLANE	(i) 243,756. (ii) NONE (iii) 205,350.	89,322. NONE	NONE	36,807. NONE	4,103. NONE	579,338. NONE	NONE NONE
GLENN F ROBBINS MD	(i) 466,046. (ii) NONE (iii) 12,125.	140,000. NONE	NONE	70,489. NONE	15,527. NONE	704,187. NONE	NONE NONE
TRENT C SMITH	(i) 361,416. (ii) NONE (iii) 14,050.	108,000. NONE	NONE	55,087. NONE	15,527. NONE	554,080. NONE	NONE NONE
KEITH D PERSINGER	(i) 284,521. (ii) NONE (iii) 90,755.	70,813. NONE	NONE	11,500. NONE	5,202. NONE	462,791. NONE	51,369. NONE
LISA C ROWEN	(i) 300,393. (ii) NONE (iii) 27,695.	111,250. NONE	NONE	45,858. NONE	15,527. NONE	500,713. NONE	NONE NONE
RICK E DUNNING	(i) 215,465. (ii) NONE (iii) 13,944.	83,700. NONE	NONE	32,909. NONE	15,527. NONE	361,545. NONE	NONE NONE

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

JSA  
8E1293 1.000

Schedule J-1 (Form 990) 2008

Continuation Sheet for Schedule J (Form 990)

▶ Attach to Form 990 to list additional information regarding compensation.

Employer identification number

52-1362793

SCHEDULE J-1  
(Form 990)

Continuation Sheet for Schedule J (Form 990)

OMB No. 1545-0047

2008

Department of the Treasury  
Internal Revenue Service

▶ Attach to Form 990 to list additional information regarding compensation.

Open to Public  
Inspection

Name of the organization

Employer identification number

UNIVERSITY OF MARYLAND MEDICAL SYSTEM CORP.

52-1362793

**Part I** Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (Schedule J, Part II)

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation						(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation	(iv) Bonus & incentive compensation	(v) Other reportable compensation	(vi) Other reportable compensation				
(i) MARK KELEMEN	301,626.	100,000.	8,325.	47,013.	15,527.	NONE	472,491.	NONE	NONE	
(ii) BARBARA DEMARTIN	220,034.	55,500.	13,034.	27,047.	15,527.	NONE	331,142.	NONE	NONE	
(iii) EDMOND F. NOTEBAERT	638,815.	1,630,500.	5,498,671.	11,500.	1,200.	NONE	7,780,686.	NONE	1,560,800.	
(iv) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	
(v) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	
(vi) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	
(vii) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	
(viii) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	
(ix) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	
(x) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	
(xi) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	
(xii) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	
(xiii) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	
(xiv) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	
(xv) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	
(xvi) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	
(xvii) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	
(xviii) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	
(xix) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	
(xx) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	

**SCHEDULE J-2  
(Form 990)**

**Continuation Sheet for Form 990**

OMB No. 1545-0047

**2008**

Department of the Treasury  
Internal Revenue Service

▶ Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.

**Open to Public  
Inspection**

Name of the Organization

Employer Identification number

UNIVERSITY OF MARYLAND MEDICAL SYSTEM CORP.

52-1362793

**Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
DELEGATE MICHAEL E BUSCH DIRECTOR	2.	X					NONE	NONE	NONE	
ATWOOD COLLINS III DIRECTOR	2.	X					NONE	NONE	NONE	
SENATOR ULYSSES CURRIE DIRECTOR	2.	X					NONE	NONE	NONE	
SENATOR FRANCIS X KELLY DIRECTOR	2.	X					NONE	NONE	NONE	
ROBERT L PEVENSTEIN DIRECTOR	2.	X					NONE	NONE	NONE	
STEPHEN B PHILLIPS DIRECTOR	2.	X					NONE	NONE	NONE	
SENATOR CATHERINE E PUGH DIRECTOR	2.	X					NONE	NONE	NONE	
JOHN W DILLON DIRECTOR	2.	X					NONE	NONE	NONE	
MELVIN L KELLY DIRECTOR	2.	X					NONE	NONE	NONE	
CLIFFORD KENDALL DIRECTOR	2.	X					NONE	NONE	NONE	
J MARSHALL REID DIRECTOR	2.	X					NONE	NONE	NONE	
W MOORHEAD VERMILYE DIRECTOR	2.	X					NONE	NONE	NONE	
ALAN H FLEISCHMANN DIRECTOR	2.	X					NONE	NONE	NONE	
BELKIS LEONG HONG DIRECTOR	2.	X					NONE	NONE	NONE	
GEORGES BENJAMIN MD DIRECTOR	2.	X					NONE	NONE	NONE	
GILBERTO DE JESUS ESQ DIRECTOR	2.	X					NONE	NONE	NONE	
JOHN P COALE ESQ DIRECTOR	2.	X					NONE	NONE	NONE	
KEVIN B O CONNOR DIRECTOR	2.	X					NONE	NONE	NONE	
LOUISE MICHAUX GONZALES ESQ DIRECTOR	2.	X					NONE	NONE	NONE	
ORLAN M JOHNSON ESQ DIRECTOR	2.	X					NONE	NONE	NONE	
SENATOR JOSEPH D TYDINGS DIRECTOR	2.	X					NONE	NONE	NONE	

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

Schedule J-2 (Form 990) 2008

JSA

8E1294 1.000

42V00F E014

V08-8.3 523415

**SCHEDULE J-2  
(Form 990)**

**Continuation Sheet for Form 990**

OMB No. 1545-0047

**2008**

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

▶ Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.

Name of the Organization

Employer Identification number

UNIVERSITY OF MARYLAND MEDICAL SYSTEM CORP.

52-1362793

**Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
WALTER A. TILLEY JR. DIRECTOR	2.	X						NONE	NONE	NONE
WAYNE L. GARDNER SR. DIRECTOR	2.	X						NONE	NONE	NONE
STEPHEN A. BURCH ESQ. DIRECTOR	2.	X						NONE	NONE	NONE
ROBERT A. CHRENCIK PRESIDENT AND CEO	40.			X				886,842.	NONE	132,275.
HENRY J. FRANEY SVP AND CFO	40.			X				1,785,791.	NONE	27,027.
MEGAN M. ARTHUR CORPORATE COUNSEL, SECRETARY	40.			X				402,492.	NONE	56,009.
JEFFREY A. RIVEST PRESIDENT AND CEO - UMMC	40.				X			756,501.	NONE	109,511.
ROBERT K. ALLEN SVP HUMAN RESOURCES	40.				X			305,789.	NONE	53,277.
TIMOTHY J. BABINEAU MD SVP AND CMO	40.				X			449,124.	NONE	56,848.
ALISON G. BROWN SVP PLANNING AND MARKETING	40.				X			1,450,570.	NONE	27,027.
HERBERT C. BUCHANAN SVP AND COO	40.				X			337,723.	NONE	59,806.
JON BURNS SVP AND CIO	40.				X			499,846.	NONE	68,379.
GLENN F. ROBBINS MD SVP MEDICAL AFFAIRS	40.				X			618,171.	NONE	86,016.
KEITH D. PERSINGER SVP	40.				X			446,089.	NONE	16,702.
LISA C. ROWEN SVP	40.				X			439,328.	NONE	61,385.
RICK E. DUNNING SVP	40.				X			313,109.	NONE	48,436.
JOHN W. ASHWORTH III SVP NETWORK DEVELOPMENT	40.					X		1,022,780.	NONE	61,742.
MICHAEL C. MULLANE SVP CORPORATE OPS	40.					X		538,428.	NONE	40,910.
TRENT C. SMITH SVP AND COO AMBULATORY	40.					X		483,466.	NONE	70,614.
MARK KELEMEN MEDICAL INFORMATICS OFFICER	40.					X		409,951.	NONE	62,540.
BARBARA DEMARTIN VP	40.					X		288,568.	NONE	42,574.

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

Schedule J-2 (Form 990) 2008

JSA

8E1294 1.000  
4ZV00F E014

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SCHEDULE J-2  
(Form 990)

Continuation Sheet for Form 990

OMB No. 1545-0047

2008

Department of the Treasury  
Internal Revenue Service

▶ Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.

Open to Public  
Inspection

Name of the Organization

Employer Identification number

UNIVERSITY OF MARYLAND MEDICAL SYSTEM CORP.

52-1362793

**Part I** Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
EDMOND F. NOTEBAERT FORMER PRESIDENT AND CEO	40.						X	7,767,986.	NONE	12,700.

SCHEDULE K  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Supplemental Information on Tax-Exempt Bonds

OMB No. 1545-0047

2008

► Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information on Schedule O (Form 990).

Open to Public Inspection

Name of the organization

UNIVERSITY OF MARYLAND MEDICAL SYSTEM CORP.

Employer identification number  
52-1362793

Part I Bond Issues (Required for 2008)

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer	
						Yes	No	Yes	No
A MHHEFA	520936091	574217MR8	03/30/2004	25,920,000.	CONVERSION		X		X
B MHHEFA	520936091	574217LP8	12/17/2003	36,175,000.	REFUNDING/ NEW MONEY		X		X
C MHHEFA	520936091	574217YG4	10/24/2006	45,000,000.	NEW MONEY		X		X
D MHHEFA	520936091	574217G74	09/05/2007	96,445,000.	ADVANCE REFUNDING		X		X
E MHHEFA	520936091	574217G82	09/05/2007	41,350,000.	ADVANCE REFUNDING		X		X

Part II Proceeds (Optional for 2008)

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1 Total proceeds of issue										
2 Gross proceeds in reserve funds										
3 Proceeds in refunding or defeasance escrows										
4 Other unspent proceeds										
5 Issuance costs from proceeds										
6 Working capital expenditures from proceeds										
7 Capital expenditures from proceeds										
8 Year of substantial completion										
9 Were the bonds issued as part of a current refunding issue?										
10 Were the bonds issued as part of an advance refunding issue?										
11 Has the final allocation of proceeds been made?										
12 Does the organization maintain adequate books and records to support the final allocation of proceeds?										

Part III Private Business Use (Optional for 2008)

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

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

Schedule K (Form 990) 2008



# Supplemental Information on Tax-Exempt Bonds

► Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information on Schedule O (Form 990).

Employer identification number

**Part I Bond Issues (Required for 2008)**

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer	
						Yes	No	Yes	No
A. MHHEFA	520936091	574217U78	05/14/2008	50,000,000.	CURRENT REFUNDING		X		X
B. MHHEFA	520936091	574217U86	05/14/2008	75,000,000.	CURRENT REFUNDING		X		X
C. MHHEFA	520936091	574217U94	05/14/2008	50,000,000.	CURRENT REFUNDING		X		X
D. MHHEFA	520936091	574217V28	05/14/2008	50,000,000.	CURRENT REFUNDING		X		X
E. MHHEFA	520936091	574217V36	05/14/2008	55,000,000.	CURRENT REFUNDING		X		X

**Part II Proceeds (Optional for 2008)**

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1 Total proceeds of issue . . . . .										
2 Gross proceeds in reserve funds . . . . .										
3 Proceeds in refunding or defeasance escrows . . . . .										
4 Other unspent proceeds . . . . .										
5 Issuance costs from proceeds . . . . .										
6 Working capital expenditures from proceeds . . . . .										
7 Capital expenditures from proceeds . . . . .										
8 Year of substantial completion . . . . .										

9 Were the bonds issued as part of a current refunding issue?										
10 Were the bonds issued as part of an advance refunding issue? . . . . .										
11 Has the final allocation of proceeds been made? . . . . .										
12 Does the organization maintain adequate books and records to support the final allocation of proceeds? . . . . .										

**Part III Private Business Use (Optional for 2008)**

1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds? . . . . .										
2 Are there any lease arrangements with respect to the financed property which may result in private business use?										

For Privacy Act and Paperwork Reduction Act Notices, see the Instructions for Form 990.

Supplemental Information on Tax-Exempt Bonds

Department of the Treasury  
Internal Revenue Service

▶ Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information on Schedule O (Form 990).

Open to Public  
Inspection

Name of the organization

Employer identification number

**Part I Bond Issues (Required for 2008)**

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer	
						Yes	No	Yes	No
A MHHEFA	520936091	574217Y66	07/10/2008	87,345,000.	CURRENT REFUNDING		X		X
B MHHEFA	520936091	574217ZC8	07/24/2008	40,275,000.	CURRENT REFUNDING		X		X
C MHHEFA	520936091	574217ZD6	07/24/2008	36,525,000.	CURRENT REFUNDING		X		X
D									
E									

**Part II Proceeds (Optional for 2008)**

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1 Total proceeds of issue										
2 Gross proceeds in reserve funds										
3 Proceeds in refunding or defeasance escrows										
4 Other unspent proceeds										
5 Issuance costs from proceeds										
6 Working capital expenditures from proceeds										
7 Capital expenditures from proceeds										
8 Year of substantial completion										
9 Were the bonds issued as part of a current refunding issue?										
10 Were the bonds issued as part of an advance refunding issue?										
11 Has the final allocation of proceeds been made?										
12 Does the organization maintain adequate books and records to support the final allocation of proceeds?										

**Part III Private Business Use (Optional for 2008)**

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

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

Schedule K (Form 990) 2008

**Part III Private Business Use (Continued)**

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

**Part IV Arbitrage (Optional for 2008)**

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

**SCHEDULE L**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Transactions With Interested Persons**

▶ Attach to Form 990 or Form 990-EZ.  
▶ To be completed by organizations that answered  
"Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c,  
or Form 990-EZ, Part V, lines 38b or 40b.

OMB No. 1545-0047

**2008**

**Open To Public  
Inspection**

Name of the organization

UNIVERSITY OF MARYLAND MEDICAL SYSTEM CORP.

Employer identification number

52-1362793

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

To be completed by organizations that answered "Yes" on Form 990, Part IV, lines 25a or 25b, or Form 990-EZ, Part V, line 40b.

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

- 2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 . . . . . ▶ \$ \_\_\_\_\_
- 3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . . . ▶ \$ \_\_\_\_\_

**Part II Loans to and/or From Interested Persons.**

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

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

**Part III Grants or Assistance Benefitting Interested Persons.**

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 27.

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

**Part IV Business Transactions Involving Interested Persons.**

To be completed by organizations that answered "Yes" on Form 990, Part IV, lines 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
M&T BANK, ATWOOD COLLINS	BOARD MEMBER	334,827.	SEE SCHEDULE O		X
PNC BANK, MICHAEL REID	BOARD MEMBER	615,994.	SEE SCHEDULE O		X
QUADRAMED CORP, ROBERT PEVENSTEIN	BOARD MEMBER	435,525.	SEE SCHEDULE O		X

**SCHEDULE O  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

Name of the organization

**Supplemental Information to Form 990**

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

**2008**

**Open to Public  
Inspection**

Employer identification number

UNIVERSITY OF MARYLAND MEDICAL SYSTEM CORP.

52-1362793

AUDITED FINANCIAL STATEMENTS

FORM 990, PART IV, LINE 12

THE ORGANIZATION DID NOT RECEIVE A STAND ALONE AUDITED FINANCIAL

STATEMENT FOR THE YEAR FOR WHICH IT IS COMPLETING THIS RETURN. HOWEVER,

THE ORGANIZATION WAS THE PARENT COMPANY IN THE CONSOLIDATED FINANCIAL

STATEMENT AUDIT PERFORMED FOR THE UNIVERSITY OF MARYLAND MEDICAL SYSTEM

AND SUBSIDIARIES FOR THE REPORTING YEAR BY OUR AUDITING FIRM, KPMG.

Name of the organization

Employer identification number

UNIVERSITY OF MARYLAND MEDICAL SYSTEM CORP.

52-1362793

TAX-EXEMPT BOND LIABILITIESFORM 990, PART IV, LINE 24A

PURSUANT TO A MASTER LOAN AGREEMENT DATED JUNE 20, 1991 (THE "MASTER LOAN  
AGREEMENT"), AS AMENDED, THE UNIVERSITY OF MARYLAND MEDICAL SYSTEM  
CORPORATION (THE "CORPORATION") AND SEVERAL OF ITS SUBSIDIARIES HAVE  
ISSUED DEBT THROUGH THE MARYLAND HEALTH AND HIGHER EDUCATIONAL FACILITIES  
AUTHORITY (THE "AUTHORITY"). AS SECURITY FOR THE PERFORMANCE OF THE BOND  
OBLIGATION UNDER THE MASTER LOAN AGREEMENT, THE AUTHORITY MAINTAINS A  
SECURITY INTEREST IN THE REVENUE OF THE OBLIGORS. THE MASTER LOAN  
AGREEMENT CONTAINS CERTAIN RESTRICTIVE COVENANTS. THESE COVENANTS REQUIRE  
THAT RATES AND CHARGES BE SET AT CERTAIN LEVELS, LIMIT INCURRENCE OF  
ADDITIONAL DEBT, REQUIRE COMPLIANCE WITH CERTAIN OPERATING RATIOS AND  
RESTRICT THE DISPOSITION OF ASSETS.

THE OBLIGATED GROUP UNDER THE MASTER LOAN AGREEMENT INCLUDES THE  
CORPORATION, UNIVERSITY SPECIALTY HOSPITAL, THE JAMES LAWRENCE KERNAN  
HOSPITAL, MARYLAND GENERAL HOSPITAL, BALTIMORE WASHINGTON MEDICAL CENTER  
AND SHORE HEALTH SYSTEM. EACH MEMBER OF THE OBLIGATED GROUP IS JOINTLY  
AND SEVERALLY LIABLE FOR THE REPAYMENT OF THE OBLIGATIONS UNDER THE  
MASTER LOAN AGREEMENT OF THE CORPORATION'S \$885,495,000 OF OUTSTANDING  
AUTHORITY BONDS ON JUNE 30, 2009.

ALL OF THE BONDS WERE ISSUED IN THE NAME OF THE UNIVERSITY OF MARYLAND  
MEDICAL SYSTEM CORPORATION, WITH THE EXCEPTION OF THOSE BONDS ISSUED IN  
THE NAME OF SHORE HEALTH SYSTEM PRIOR TO SHORE HEALTH SYSTEM JOINING THE  
OBLIGATED GROUP ON JULY 1ST, 2007, AND ARE REPORTED ON SCHEDULE K OF THE  
CORPORATION'S FORM 990.

Name of the organization

Employer identification number

UNIVERSITY OF MARYLAND MEDICAL SYSTEM CORP.

52-1362793

FORM 990 PREPARATION AND REVIEW PROCESSFORM 990, PART VI, SECTION A, LINE 10THE IRS FORM 990 IS PREPARED AND REVIEWED BY THE INDEPENDENT ACCOUNTINGFIRM OF KPMG. ACCOUNTING PERSONNEL IN FINANCE SHARED SERVICES AT THEUNIVERSITY OF MARYLAND MEDICAL SYSTEM GATHER THE INFORMATION NEEDED TOCOMPLETE THE RETURN AND INPUT THE DATA INTO THE KPMG TAX ORGANIZER, WHICHIS A WEB-BASED SYSTEM.WHEN ALL DATA HAS BEEN ENTERED, THE INFORMATION IS SUBMITTED TO KPMG FORIMPORTATION INTO ITS TAX SOFTWARE. AT THIS POINT, KPMG STAFF MEMBERSREVIEW THE DATA, ASK FOR ADDITIONAL INFORMATION AND CLARIFICATIONS IFNEEDED AND PREPARE THE TAX RETURN. EACH RETURN IS REVIEWED AT SEVERALLEVELS AT KPMG INCLUDING THE TAX PARTNER. AFTER THEIR REVIEW PROCESS, ADRAFT RETURN IS SENT TO THE ACCOUNTING STAFF AT UMMS FOR AN IN-HOUSEREVIEW.UPON COMPLETION OF THE IN-HOUSE REVIEW, KPMG IS INSTRUCTED TO MAKE ANYNECESSARY CHANGES AND TO PREPARE THE FINAL DRAFT TAX RETURN. THE FINALDRAFT RETURN UNDERGOES ANOTHER REVIEW BY THE ACCOUNTING STAFF AT FINANCESHARED SERVICES AND IS ALSO REVIEWED BY THE ACCOUNTING MANAGER, THEDIRECTOR OF FINANCIAL REPORTING, THE VICE PRESIDENT OF FINANCE, AND THESENIOR VICE PRESIDENT/CHIEF FINANCIAL OFFICER, WHO SIGNS THE RETURN.PRIOR TO FILING THE IRS FORM 990, THE ORGANIZATION'S BOARD CHAIRMAN,TREASURER, AUDIT COMMITTEE CHAIRMAN, EXECUTIVE COMMITTEE CHAIRMAN OROTHER MEMBER OF THE BOARD WITH SIMILAR AUTHORITY REVIEWS THE IRS FORM990. AT THE DISCRETION OF THE REVIEWING BOARD MEMBER, SUCH MEMBER WILL

Name of the organization

Employer identification number

UNIVERSITY OF MARYLAND MEDICAL SYSTEM CORP.

52-1362793

BRING ANY ISSUES OR QUESTIONS RELATED TO THE COMPLETED IRS FORM 990 TO  
 THE ATTENTION OF THE BOARD. NOTWITHSTANDING THE ABOVE, A BOARD  
 RESOLUTION IS NOT REQUIRED FOR THE FILING OF THE ORGANIZATION'S IRS FORM  
 990. EACH BOARD MEMBER IS GIVEN A COPY OF THE FINAL IRS FORM 990 BEFORE  
 IT IS FILED.



Name of the organization

Employer identification number

UNIVERSITY OF MARYLAND MEDICAL SYSTEM CORP.

52-1362793

CONFLICT OF INTEREST POLICYFORM 990, PART VI, SECTION B, LINE 12CTHE ORGANIZATION'S OFFICERS, DIRECTORS, EMPLOYEES AND MEDICAL STAFFMEMBERS, AS APPLICABLE, SHALL DISCLOSE CONFLICTS OF INTERESTS ORPOTENTIAL CONFLICTS OF INTEREST BETWEEN THEIR PERSONAL INTERESTS AND THEINTERESTS OF THE ORGANIZATION, OR ANY ENTITY CONTROLLED BY OR OWNED INSUBSTANTIAL PART BY THE ORGANIZATION.A QUESTIONNAIRE WHICH DISCLOSES POTENTIAL CONFLICTS OF INTEREST ISDISTRIBUTED ANNUALLY TO ALL OFFICERS, DIRECTORS AND KEY EMPLOYEES. THEGENERAL COUNSEL OF THE UNIVERSITY OF MARYLAND MEDICAL SYSTEM CORPORATION(UMMS) REVIEWS THE RESPONSES FOR UMMS, UNIVERSITY SPECIALTY HOSPITAL ANDJAMES LAWRENCE KERNAN HOSPITAL. THE CEO OR CFO OF EACH OF THE OTHERENTITIES IN THE UNIVERSITY OF MARYLAND MEDICAL SYSTEM REVIEWS THERESPONSES FOR THOSE ENTITIES.THE GENERAL COUNSEL, IN CONSULTATION WITH THE AUDIT COMMITTEE, IFNECESSARY, DETERMINES IF A CONFLICT OF INTEREST EXISTED FOR UMMS,UNIVERSITY SPECIALTY HOSPITAL AND JAMES LAWRENCE KERNAN HOSPITAL. WITHRESPECT TO THE OTHER ENTITIES IN THE UNIVERSITY OF MARYLAND MEDICALSYSTEM, THE GENERAL COUNSEL MAY BE CALLED FOR CONSULT. IF SO, THEGENERAL COUNSEL MAY CONSULT THE AUDIT COMMITTEE, IF NECESSARY.WHENEVER A CONFLICT OR POTENTIAL CONFLICT OF INTEREST EXISTS, THE NATUREOF THE CONFLICT OR POTENTIAL CONFLICT OF INTEREST MUST BE DISCLOSED INWRITING TO THE ORGANIZATION'S BOARD, BOARD COMMITTEE, AN OFFICER OF THEORGANIZATION OR OTHER APPROPRIATE EXECUTIVE. SUCH INDIVIDUAL HAVING A

Name of the organization

Employer identification number

UNIVERSITY OF MARYLAND MEDICAL SYSTEM CORP.

52-1362793

POTENTIAL CONFLICT OF INTEREST SHALL PLAY NO ROLE ON BEHALF OF THE ORGANIZATION, OR ANY ORGANIZATION CONTROLLED OR SUBSTANTIALLY OWNED, IN ANY TRANSACTION IN WHICH A CONFLICT EXISTS.

ALL INVITATIONS FOR BIDS, PROPOSALS OR SOLICITATIONS FOR OFFERS INCLUDE THE FOLLOWING PROVISION: ANY VENDOR, SUPPLIER OR CONTRACTOR MUST DISCLOSE ANY ACTUAL OR POTENTIAL TRANSACTION WITH ANY ORGANIZATION OFFICER, DIRECTOR, EMPLOYEE OR MEMBER OF THE MEDICAL STAFF, INCLUDING FAMILY MEMBERS WITHIN FIVE DAYS OF THE TRANSACTION. FAILURE TO COMPLY WITH THIS PROVISION IS A MATERIAL BREACH OF AGREEMENT.

IN ADDITION, A BOARD DISCLOSURE REPORT IS FILED WITH THE MARYLAND HEALTH SERVICES COST REVIEW COMMISSION ON AN ANNUAL BASIS SHOWING ANY BUSINESS TRANSACTIONS BETWEEN THE BOARD MEMBERS AND THE ORGANIZATION.

Name of the organization

Employer identification number

UNIVERSITY OF MARYLAND MEDICAL SYSTEM CORP.

52-1362793

EXECUTIVE COMPENSATION

FORM 990, PART VI, SECTION B, LINE 15

THE ORGANIZATION DETERMINES THE EXECUTIVE COMPENSATION PAID TO ITS

EXECUTIVES IN THE FOLLOWING MANNER, AS PRESCRIBED IN THE IRS

REGULATIONS:

EXECUTIVE COMPENSATION PACKAGES ARE DETERMINED BY A COMMITTEE OF THE

BOARD THAT IS COMPOSED ENTIRELY OF BOARD MEMBERS WHO HAVE NO CONFLICT OF

INTEREST.

THE INDEPENDENT COMMITTEE ACQUIRES CREDIBLE COMPARABILITY MARKET DATA

CONCERNING THE COMPENSATION PACKAGES OF SIMILARLY SITUATED EXECUTIVES.

THE COMMITTEE CAREFULLY REVIEWS THAT DATA, THE EXECUTIVE'S PERFORMANCE

AND THE PROPOSED COMPENSATION PACKAGES DURING THE DECISION MAKING

PROCESS.

THE COMMITTEE MEMORIALIZES ITS DELIBERATIONS AND DECISIONS IN DETAILED

MINUTES REVIEWED AND ADOPTED AT THE NEXT-FOLLOWING MEETING.

THE COMMITTEE SEEKS AN OPINION OF COUNSEL THAT IT HAS MET THE

REQUIREMENTS OF THE IRS INTERMEDIATE SANCTIONS REGULATIONS.

THIS PROCESS IS USED TO DETERMINE THE COMPENSATION PACKAGES FOR ALL

MANAGEMENT EMPLOYEES FROM THE VICE PRESIDENT LEVEL AND UP.

Name of the organization

Employer identification number

UNIVERSITY OF MARYLAND MEDICAL SYSTEM CORP.

52-1362793

PUBLIC DISCLOSURE

FORM 990, PART VI, SECTION C, LINE 19

IN GENERAL, FINANCIAL AND TAX INFORMATION RELATING TO THE ORGANIZATION IS DEEMED PROPRIETARY AND NOT SUBJECT TO DISCLOSURE UPON REQUEST. HOWEVER, SPECIFIC PROVISIONS OF FEDERAL AND STATE LAW REQUIRE THE ORGANIZATION TO DISCLOSE CERTAIN LIMITED FINANCIAL AND TAX DATA UPON A SPECIFIC REQUEST FOR THAT INFORMATION.

REQUESTS FOR FORM 990 AND FORM 1023:

A REQUESTOR SEEKING TO REVIEW AND/OR OBTAIN A COPY OF THE ORGANIZATION'S IRS FORM 990 OR FORM 1023 AS FILED WITH THE INTERNAL REVENUE SERVICE, INCLUDING ALL SCHEDULES AND ATTACHMENTS, MAY APPEAR IN PERSON OR SUBMIT A WRITTEN REQUEST. THE MOST RECENT THREE YEARS OF IRS FORM 990 MAY BE REQUESTED.

IF THE REQUESTER APPEARS IN PERSON, THE INDIVIDUAL IS DIRECTED TO THE OFFICE OF THE CHIEF FINANCIAL OFFICER FOR THE ORGANIZATION AND THE FORM 990 AND/OR FORM 1023 ARE MADE AVAILABLE FOR INSPECTION. THE INDIVIDUAL IS PERMITTED TO REVIEW THE RETURN, TAKE NOTES AND REQUEST A COPY. IF REQUESTED, A COPY IS PROVIDED ON THE SAME DAY. A NOMINAL FEE IS CHARGED FOR MAKING THE COPIES. THE ORGANIZATION MAY HAVE AN EMPLOYEE PRESENT DURING THE PUBLIC INSPECTION OF THE DOCUMENT.

WRITTEN REQUESTS FOR AN ENTITY'S FORM 990 OR FORM 1023 ARE DIRECTED IMMEDIATELY TO THE OFFICE OF THE CHIEF FINANCIAL OFFICER FOR THE ORGANIZATION. THE REQUESTED COPIES ARE MAILED WITHIN 30 DAYS OF THE

Name of the organization

Employer identification number

UNIVERSITY OF MARYLAND MEDICAL SYSTEM CORP.

52-1362793

REQUEST. REPRODUCTION FEES AND MAILING COSTS ARE CHARGED TO THE REQUESTOR.

CONFLICT OF INTEREST POLICY AND GOVERNING DOCUMENTS:

IF THE GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY OF OUR ORGANIZATION ARE SUBJECT TO THE FEDERAL PUBLIC DISCLOSURE RULES (OR STATE PUBLIC DISCLOSURE RULES), THESE DOCUMENTS WILL BE MADE PUBLICLY AVAILABLE AS APPLICABLE LAW MAY REQUIRE. OTHERWISE, THE GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY WILL BE PROVIDED TO THE PUBLIC AT THE DISCRETION OF MANAGEMENT.

Name of the organization

Employer identification number

UNIVERSITY OF MARYLAND MEDICAL SYSTEM CORP.

52-1362793

BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS

SCHEDULE L, PART IV

THE ORGANIZATION USES M&T BANK FOR MANY OF ITS BANKING SERVICES. ATWOOD

COLLINS IS EXECUTIVE VICE PRESIDENT OF M&T BANK AS WELL AS A BOARD MEMBER

OF THE UNIVERSITY OF MARYLAND MEDICAL SYSTEM. SERVICES PROVIDED BY THE

BANK ARE CHARGED AT OR BELOW FAIR MARKET VALUE.

MICHAEL REID, A NEW BOARD MEMBER OF THE UNIVERSITY OF MARYLAND MEDICAL

SYSTEM, IS AN EMPLOYEE OF PNC BANK. THE BOARD RECENTLY APPROVED THE USE

OF PNC BANK AS AN ASSET MANAGER. PNC BANK'S FEES FOR ITS SERVICES ARE

CHARGED AT FAIR MARKET VALUE.

ROBERT PEVENSTEIN, A BOARD MEMBER OF THE UNIVERSITY OF MARYLAND MEDICAL

SYSTEM, IS ALSO A MEMBER OF QUADRAMED CORPORATION'S BOARD OF DIRECTORS.

DURING THE YEAR, UNIVERSITY OF MARYLAND MEDICAL SYSTEM PURCHASED COMPUTER

SOFTWARE FROM QUADRAMED CORPORATION AT FAIR MARKET VALUE. THE MEDICAL

SYSTEM CONSIDERED COMPETITORS' PRODUCTS AS WELL AND SELECTED THE SOFTWARE

BASED ON ITS ATTRIBUTES THROUGH A COMPARATIVE ANALYSIS. IN KEEPING WITH

THE SYSTEM'S CONFLICT OF INTEREST POLICY, MR. PEVENSTEIN EXCUSED HIMSELF

FROM THE BOARD MEETING DURING THE BOARD'S CONSIDERATION OF THE PURCHASE.

**SCHEDULE R  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

Name of the organization

UNIVERSITY OF MARYLAND MEDICAL SYSTEM CORP.

**Related Organizations and Unrelated Partnerships**

▶ Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.  
▶ See separate instructions.

OMB No. 1545-0047

**2008**

Open to Public  
Inspection

Employer identification number  
52-1362793

**Part I Identification of Disregarded Entities**

(A) Name, address, and EIN of disregarded entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Total income	(E) End-of-year assets	(F) Direct controlling entity
36 S. PACA STREET LLC 36 S. PACA STREET BALTIMORE, MD 21201 56-2544990	RENTAL	MD	1,184,646.	13,510,283.	N/A
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**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
SEE SCHEDULE R-1					
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For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2008

**Part III Identification of Related Organizations Taxable as a Partnership**

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Predominant income (related, investment, unrelated)	(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?	
							Yes	No		Yes	No
SEE SCHEDULE R-1											

**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



**Part V Transactions With Related Organizations**

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

**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?

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

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

(1)	(A) Name of other organization(s)	(B) Transaction type (a-f)	(C) Amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

**Part VI** Unrelated Organizations Taxable as a Partnership

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

(A) Name, address, and EIN of entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Are all partners section 501(c)(3) organizations?		(E) Share of end-of-year assets	(F) Disproportionate allocations?		(G) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(H) General or managing partner?	
			Yes	No		Yes	No		Yes	No

**Part II** Continuation of 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
BALTIMORE WASHINGTON EMERGENCY PHYS., INC. 52-1756326 301 HOSPITAL DRIVE GLEN BURNIE, MD 21061	HEALTH CARE	MD	501 (C) (3) 11		BWMS
BALTIMORE WASHINGTON HEALTHCARE SERVICES 52-1830243 301 HOSPITAL DRIVE GLEN BURNIE, MD 21061	HEALTH CARE	MD	501 (C) (3) 11		BWMS
BALTIMORE WASHINGTON MEDICAL CENTER, INC. 52-0689917 301 HOSPITAL DRIVE GLEN BURNIE, MD 21061	HEALTH CARE	MD	501 (C) (3) 3		BWMS
BALTIMORE WASHINGTON MEDICAL SYSTEM, INC. 52-1830242 301 HOSPITAL DRIVE GLEN BURNIE, MD 21061	HEALTH CARE	MD	501 (C) (3) 11		UMMS
BW MEDICAL CENTER FOUNDATION, INC. 52-1813656 301 HOSPITAL DRIVE GLEN BURNIE, MD 21061	FUNDRAISING	MD	501 (C) (3) 11		BWMS
NORTH ARUNDEL DEVELOPMENT CORPORATION 52-1318404 301 HOSPITAL DRIVE GLEN BURNIE, MD 21061	REAL ESTATE	MD	501 (C) (2)		BWMS
NORTH COUNTY CORPORATION 52-1591355 301 HOSPITAL DRIVE GLEN BURNIE, MD 21061	REAL ESTATE	MD	501 (C) (2)		BWMS
CHESTER RIVER HEALTH FOUNDATION, INC. 52-1338861 100 BROWN STREET CHESTERTOWN, MD 21620	FUNDRAISING	MD	501 (C) (3) 11		CRHS
CHESTER RIVER HEALTH SYSTEM, INC. 52-2046500 100 BROWN STREET CHESTERTOWN, MD 21620	HEALTH CARE	MD	501 (C) (3) 11		UMMS
CHESTER RIVER HOSPITAL CENTER, INC. 52-0679694 100 BROWN STREET CHESTERTOWN, MD 21620	HEALTH CARE	MD	501 (C) (3) 3		CRHS
CHESTER RIVER MANOR, INC. 52-6070333 200 MORGNEC ROAD CHESTERTOWN, MD 21620	HEALTH CARE	MD	501 (C) (3) 11		CRHS
MARYLAND GENERAL CLINICAL PRACTICE GROUP 52-1566211 827 LINDEN AVENUE BALTIMORE, MD 21201	HEALTH CARE	MD	501 (C) (3) 11		MGHS
MARYLAND GENERAL COMM HEALTH FOUNDATION 52-2147532 827 LINDEN AVENUE BALTIMORE, MD 21201	FUNDRAISING	MD	501 (C) (3) 11		MGHS
MARYLAND GENERAL HEALTH SYSTEMS, INC. 52-1175337 827 LINDEN AVENUE BALTIMORE, MD 21201	HEALTH CARE	MD	501 (C) (3) 11		UMMS
MARYLAND GENERAL HOSPITAL, INC. 52-0591667 827 LINDEN AVENUE BALTIMORE, MD 21201	HEALTH CARE	MD	501 (C) (3) 3		MGHS

Part II Continuation of 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
CARE HEALTH SERVICES, INC. 52-1510269 219 SOUTH WASHINGTON STREET EASTON, MD 21601	HEALTH CARE	MD	501 (C) (3) 11		SHS
DORCHESTER GENERAL HOSPITAL FOUNDATION 52-1703242 219 SOUTH WASHINGTON STREET EASTON, MD 21601	FUNDRAISING	MD	501 (C) (3) 11		SHS
MEMORIAL HOSPITAL FOUNDATION, INC. 52-1282080 219 SOUTH WASHINGTON STREET EASTON, MD 21601	FUNDRAISING	MD	501 (C) (3) 11		SHS
SHORE CLINICAL FOUNDATION, INC. 52-1874111 219 SOUTH WASHINGTON STREET EASTON, MD 21601	HEALTH CARE	MD	501 (C) (3) 11		SHS
SHORE HEALTH SYSTEM, INC. 52-0610538 219 SOUTH WASHINGTON STREET EASTON, MD 21601	HEALTH CARE	MD	501 (C) (3) 3		UMMS
JAMES LAWRENCE KERNAN HOSP. ENDOW. FD 23-7360743 2200 KERNAN DRIVE BALTIMORE, MD 21207	FUNDRAISING	MD	501 (C) (3) 11		UMMS
JAMES LAWRENCE KERNAN HOSPITAL, INC. 52-0591639 2200 KERNAN DRIVE BALTIMORE, MD 21207	HEALTH CARE	MD	501 (C) (3) 3		UMMS
SHIPLEY'S CHOICE MEDICAL PARK, INC. 04-3643849 22 SOUTH GREENE STREET BALTIMORE, MD 21201	REAL ESTATE	MD	501 (C) (2)		UMMS
UMMS FOUNDATION, INC. 52-2238893 22 SOUTH GREENE STREET BALTIMORE, MD 21201	FUNDRAISING	MD	501 (C) (3) 11		UMMS
UNIVERSITY SPECIALTY HOSPITAL 52-0882914 611 SOUTH CHARLES STREET BALTIMORE, MD 21230	HEALTH CARE	MD	501 (C) (3) 3		UMMS
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Part III Continuation of Identification of Related Organizations Taxable as a Partnership

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Predominant income (related, investment, unrelated)	(F) Share of total income	(G) Share of end-of-year assets	(H) Disproportionate allocations?		(I) Code V-JBI amount on box 20 of K-1		(J) General or managing partner?	
							Yes	No	Yes	No	Yes	No
ARONDEL PHYSICIANS ASSOCIATES, 301 HOSPITAL DRIVE	HEALTH CARE	MD	APA, INC					X				X
CENTRAL MD REHABILITATION CENT 22 SOUTH GREENE STREET	HEALTH CARE	MD	UMMS					X				X
HELEN P. DEWIT CANCER TREATMEN 22 SOUTH GREENE STREET	HEALTH CARE	MD	UMMS					X				X
INNOVATIVE HEALTH, LLC 52-1997, 29165 CANVASSBACK DRIVE, SUITE BILLING	BILLING	MD	SHS					X				X
NORTH ARONDEL PET CENTER, LLC 301 HOSPITAL DRIVE	HEALTH CARE	MD	BWPS, INC.					X				X
NORTH ARONDEL SENIOR LIVING, L 301 HOSPITAL DRIVE	HEALTH CARE	MD	BWHE, INC.					X				X
NAH/SUNRISE OF SEVERNA PARK, L 301 HOSPITAL DRIVE	HEALTH CARE	MD	BWHE, INC.					X				X
SHIPLEY'S IMAGING CENTER, LLC 22 SOUTH GREENE STREET	HEALTH CARE	MD	UMMS					X				X
UNIVERSITYCARE, LLC 52-1914892 22 SOUTH GREENE STREET	HEALTH CARE	MD	UMMS		2,566,293.	649,861.		X				X
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**Part V** Continuation of Transactions With Related Organizations (Schedule R (Form 990), Part V, line 2)

(A)	Name of other organization	(B) Transaction type (a-f)	(C) Amount involved
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			
(16)			
(17)			
(18)			
(19)			
(20)			
(21)			
(22)			
(23)			
(24)			

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

NAME AND ADDRESS -----	DESCRIPTION OF SERVICES	COMPENSATION -----
ARAMARK HEALTHCARE PO BOX 33170 NEWARK, NJ 07188	ENVIRONMENTAL SVCS	11,350,524.
MASTERPLAN 21540 PLUMMER STREET CHATSWORTH, CA 91311	CLINICAL ENGINEERING	7,516,116.
INTERIM HEALTHCARE PO BOX 3278 PEABODY, MA 01961	AGENCY STAFFING	4,270,978.
CERNER CORPORATION PO BOX 412702 KANSAS, MO 64141	SOFTWARE MAINTENANCE	3,835,817.
ARAMARK SERVICES INC PO BOX 651009 CHARLOTTE, NC 28265	FOOD SERVICES	3,352,447.
TOTAL COMPENSATION		----- 30,325,882. =====