

Return of Organization Exempt From Income Tax

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

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 , 2008, and ending , 20

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization UPPER CHESAPEAKE MEDICAL CENTER Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 500 UPPER CHESAPEAKE DRIVE City or town, state or country, and ZIP + 4 BEL AIR, MD 21014	D Employer identification number 52-1253920 E Telephone number (410) 877-3700	
	F Name and address of principal officer: LYLE E SHELDON 520 UPPER CHESAPEAKE DR, STE 405, BEL AIR, MD 21014		G Gross receipts \$ 178,423,600.	
	I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) (insert no.) 4947(a)(1) or 527		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	
	J Website: WWW.UCHS.ORG		H(c) Group exemption number ▶	
K Type of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 1997 M State of legal domicile: MD		

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: ACUTE HOSPITAL CARE		
	2	Check this box <input type="checkbox"/> 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	14
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	11
	5	Total number of employees (Part V, line 2a)	5	2,132
	6	Total number of volunteers (estimate if necessary)	6	
	7a	Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	
	b	Net unrelated business taxable income from Form 990-T, line 34	7b	NONE
Revenue			Prior Year	Current Year
	8	Contribution and grants (Part VIII, line 1h)	4,939,010.	465,345.
	9	Program service revenue (Part VIII, line 2g)	155,453,588.	179,987,081.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,304,119.	1,549,052.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-5,638,322.	-6,608,045.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	156,058,395.	175,393,433.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	82,171.	107,078.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	NONE	
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	67,771,740.	82,501,194.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	NONE	
		b Total fundraising expenses, Part IX, column (D), line 25		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	83,693,171.	93,700,172.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	151,547,082.	176,308,444.
Net Assets or Fund Balances	19	Revenue less expenses. Subtract line 18 from line 12	4,511,313.	-915,011.
			Beginning of Year	End of Year
	20	Total assets (Part X, line 16)	261,825,709.	247,379,332.
21	Total liabilities (Part X, line 26)	199,968,645.	245,366,211.	
22	Net assets or fund balances. Subtract line 21 from line 20	61,857,064.	2,013,121.	

Part II Signature Block

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

Sign Here	Signature of officer _____ Date _____
	Type or print name and title _____
Paid Preparer's Use Only	Preparer's signature _____ Date _____ Check if self-employed <input type="checkbox"/> Preparer's identifying number (see instructions) _____
	Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ WTAS LLC 335 COMMERCE DRIVE - SUITE 201 FORT WASHINGTON, PA 19034 EIN ▶ 33-1197384 Phone no. ▶ 215-654-1600

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

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission:

ACUTE HOSPITAL CARE

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 \$ 131,747,832. including grants of \$ 107,078.) (Revenue \$ 173,683,119.)
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 ► \$ 131,747,832. (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
28	During the tax year, did any person who is a current or former officer, director, trustee, or key employee:		
a	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	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
c	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	
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30	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
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32	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
33	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
34	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	
35	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
36	Section 501(c)(3) organizations. 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
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X

Part V Statements Regarding Other IRS Filings and Tax Compliance

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 1a through 12a regarding IRS filings, Form 990-T, and charitable trusts.

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

Table with 11 rows of questions regarding governing body management, including voting members, family relationships, and documentation. Includes sub-rows 1a, 1b, 7a, 7b, 8a, 8b, 9a, 9b, 10, 11.

Section B. Policies

Table with 12 rows of questions regarding organizational policies, including conflict of interest, whistleblower, and document retention. Includes sub-rows 12a, 12b, 12c, 15a, 15b, 16a, 16b.

Section C. Disclosure

Table with 4 rows of disclosure questions, including states where Form 990 is required, public inspection of forms, and governing documents availability. Includes sub-rows 17, 18, 19, 20.

Part VIII Statement of Revenue

52-1253920

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1 a Federated campaigns	1 a						
	b Membership dues	1 b						
	c Fundraising events	1 c						
	d Related organizations	1 d	465,345.					
	e Government grants (contributions)	1 e						
	f All other contributions, gifts, grants, and similar amounts not included above	1 f						
	g Noncash contributions included in lines 1a-1f: \$							
	h Total. Add lines 1a-1f			465,345.				
Program Service Revenue	2 a NET PATIENT SERVICE REVENUE	Business Code	621110	179,987,081.	179,987,081.			
	b							
	c							
	d							
	e							
	f All other program service revenue							
	g Total. Add lines 2a-2f			179,987,081.				
	Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)	STMT. 6		1,549,052.			1,549,052.
4 Income from investment of tax-exempt bond proceeds				NONE				
5 Royalties				NONE				
6 a Gross Rents		(i) Real		1,553,593.				
		(ii) Personal						
		b Less: rental expenses		3,030,167.				
		c Rental income or (loss)		-1,476,574.				
d Net rental income or (loss)				-1,476,574.			-1,476,574.	
7 a Gross amount from sales of assets other than inventory		(i) Securities						
		(ii) Other						
		b Less: cost or other basis and sales expenses						
		c Gain or (loss)						
d Net gain or (loss)				NONE				
8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18.		a						
		b Less: direct expenses						
	c Net income or (loss) from fundraising events			NONE				
9 a Gross income from gaming activities. See Part IV, line 19.	a							
	b Less: direct expenses							
	c Net income or (loss) from gaming activities			NONE				
10 a Gross sales of inventory, less returns and allowances	a							
	b Less: cost of goods sold							
	c Net income or (loss) from sales of inventory			NONE				
Miscellaneous Revenue		Business Code						
11 a CAFETERIA SALES		900099	1,084,634.			1,084,634.		
b VENDING MACHINES		900099	14,982.			14,982.		
c LOSS ON EARLY RETIREMENT OF DEBT		523000	-6,303,962.	-6,303,962.				
d All other revenue		900099	72,875.			72,875.		
e Total. Add lines 11a-11d			-5,131,471.					
12 Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e			175,393,433.	173,683,119.		1,244,969.		

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 . . .	18,763.	18,763.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	88,315.	88,315.		
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	1,623,647.	1,623,647.		
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	66,549,429.	51,497,477.	15,051,952.	
8 Pension plan contributions (include section 401 (k) and section 403(b) employer contributions) . .	1,334,499.	1,039,855.	294,644.	
9 Other employee benefits	7,575,634.	5,883,509.	1,692,125.	
10 Payroll taxes	5,417,985.	4,221,747.	1,196,238.	
11 Fees for services (non-employees):				
a Management	NONE			
b Legal	NONE			
c Accounting	4,631.		4,631.	
d Lobbying	12,523.		12,523.	
e Professional fundraising services. See Part IV, line 17	NONE			
f Investment management fees	25,000.		25,000.	
g Other	4,816,825.	4,184,763.	632,062.	
12 Advertising and promotion	747,310.		747,310.	
13 Office expenses	38,787,859.	35,018,926.	3,768,933.	
14 Information technology	NONE			
15 Royalties	NONE			
16 Occupancy	2,536,201.		2,536,201.	
17 Travel	31,836.	17,326.	14,510.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	NONE			
19 Conferences, conventions, and meetings	92,690.	63,077.	29,613.	
20 Interest	6,840,354.	5,062,987.	1,777,367.	
21 Payments to affiliates	NONE			
22 Depreciation, depletion, and amortization	6,735,013.	5,109,562.	1,625,451.	
23 Insurance	2,215,539.	1,726,370.	489,169.	
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 MANAGEMENT FEE -- UCHS -----	5,312,493.		5,312,493.	
b PROVISION FOR BAD DEBTS -----	9,636,742.	9,636,742.		
c CONTRACT MANAGEMENT -----	1,187,924.	94,282.	1,093,642.	
d PURCHASED SERVICES -----	3,748,446.	1,941,598.	1,806,848.	
e TEMPORARY STAFFING -----	2,632,500.	2,469,434.	163,066.	
f All other expenses -----	8,336,286.	2,049,452.	6,286,834.	
25 Total functional expenses. Add lines 1 through 24f	176,308,444.	131,747,832.	44,560,612.	
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	
Assets	1	Cash - non-interest-bearing	6,094,854.	1	11,530,487.
	2	Savings and temporary cash investments		2	
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net	21,730,250.	4	20,860,817.
	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	2,607,604.	8	3,762,200.
	9	Prepaid expenses and deferred charges SFMT. 7	355,825.	9	409,434.
	10a	Land, buildings, and equipment: cost basis	10a 204,088,868.		
	b	Less: accumulated depreciation. Complete Part VI of Schedule D.	10b 51,434,879.		
	11	Investments - publicly traded securities SFMT. 8	139,210,821.	10c	152,653,989.
	12	Investments - other securities. See Part IV, line 11	12,954,978.	11	13,330,020.
	13	Investments - program-related. See Part IV, line 11		12	
	14	Intangible assets	1,022,643.	13	
	15	Other assets. See Part IV, line 11	77,848,734.	14	862,818.
16	Total assets. Add lines 1 through 15 (must equal line 34)	261,825,709.	15	43,969,567.	
Liabilities	17	Accounts payable and accrued expenses	20,758,811.	16	247,379,332.
	18	Grants payable		17	24,198,652.
	19	Deferred revenue		18	
	20	Tax-exempt bond liabilities	153,859,374.	19	
	21	Escrow account liability. Complete Part IV of Schedule D		20	150,135,939.
	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.		23	
	25	Other liabilities. Complete Part X of Schedule D	25,350,460.	24	
	26	Total liabilities. Add lines 17 through 25.	199,968,645.	25	71,031,620.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	61,857,064.	26	245,366,211.
	28	Temporarily restricted net assets		27	2,013,121.
	29	Permanently restricted net assets		28	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds		29	
	31	Paid-in or capital surplus, or land, building, or equipment fund		30	
	32	Retained earnings, endowment, accumulated income, or other funds		31	
	33	Total net assets or fund balances	61,857,064.	32	
	34	Total liabilities and net assets/fund balances.	261,825,709.	33	2,013,121.

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?	2a	X
b	Were the organization's financial statements audited by an independent accountant?	2b	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?	2c	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	X
b	If "Yes," did the organization undergo the required audit or audits?	3b	

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.) 12
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f)) 14 %
15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f 15 %
16a 33 1/3% support test - 2008. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization
b 33 1/3% support test - 2007. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization
17a 10%-facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "fact-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization
b 10%-facts-and-circumstances test - 2007. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions

Part III Support Schedule for Organizations Described in Section 509(a)(2)
 (Complete only if you checked the box on line 9 of Part I.)

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 ►

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, and 990-PF.

2008

Name of the organization UPPER CHESAPEAKE MEDICAL CENTER	Employer identification number 52-1253920
---	--

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

General Rule

For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ▶ \$ _____

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization UPPER CHESAPEAKE MEDICAL CENTER	Employer identification number 52-1253920
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	UPPER CHESAPEAKE HEALTH FOUNDATION, INC. 520 UPPER CHESAPEAKE DRIVE, SUITE 405 BEL AIR, MD 21014	\$ 465,345.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

SCHEDULE C
(Form 990 or 990-EZ)

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

OMB No. 1545-0047

2008

Open to Public Inspection

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 UPPER CHESAPEAKE MEDICAL CENTER	Employer identification number 52-1253920
--	---

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												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b Total lobbying expenditures to influence a legislative body (direct lobbying)														
c Total lobbying expenditures (add lines 1a and 1b)														
d Other exempt purpose expenditures														
e Total exempt purpose expenditures (add lines 1c and 1d)														
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">If the amount on line 1e, column (a) or (b) is:</td> <td style="width: 50%;">The lobbying nontaxable amount is:</td> </tr> <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> </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?		<input type="checkbox"/> Yes <input type="checkbox"/> 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
2a 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.

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?		X	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		X	
c Media advertisements?		X	
d Mailings to members, legislators, or the public?		X	
e Publications, or published or broadcast statements?		X	
f Grants to other organizations for lobbying purposes?		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body?		X	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means?		X	
i Other activities? If "Yes," describe in Part IV	X		12,523.
j Total lines 1c through 1i			12,523.
2 a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
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?		X	

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.

	Yes	No
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.

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

Part IV Supplemental Information

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

LOBBYING ACTIVITIES

SCHEDULE C, PART II-B, LINE 1I

LOBBYING EXPENSES IN THE AMOUNT OF \$12,523 FOR 12/31/08 REPRESENT A

PORTION OF THE DUES PAID TO AMERICAN HOSPITAL ASSOCIATION AND MARYLAND

HOSPITAL ASSOCIATION. THESE ASSOCIATIONS ALLOCATE A PORTION OF MEMBER

DUES TO LOBBYING ACTIVITY.

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

UPPER CHESAPEAKE MEDICAL CENTER

52-1253920

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.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 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... Yes No, 6 Did the organization inform all grantees... Yes No.

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

Form for Part II Conservation Easements. Includes checkboxes for purposes (public use, natural habitat, open space, historic land area, historic structure) and a table for 'Held at the End of the Year' with rows 2a-2d.

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.

Form for Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Includes questions 1a, 1b, 2, and 2a, 2b regarding reporting requirements and amounts.

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

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

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

Part V Endowment Funds. Complete if 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		6,947,918.		6,947,918.
b Buildings		147,598,191.	19,183,638.	128,414,553.
c Leasehold improvements		1,324,355.	65,741.	1,258,614.
d Equipment		46,946,420.	32,023,040.	14,923,380.
e Other		1,271,984.	162,460.	1,109,524.
Total. Add lines 1a-1e. (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				152,653,989.

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.

SCHEDULE H
(Form 990)

Hospitals

OMB No. 1545-0047

2008

Open to Public Inspection

Department of the Treasury
Internal Revenue Service
Name of the organization

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

UPPER CHESAPEAKE MEDICAL CENTER

Employer identification number

52-1253920

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

	Yes	No
1 a Does the organization have a charity care policy? If "No," skip to question 6a		
1 b If "Yes," is it a written policy?		
2 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		
3 Answer the following based on the charity care eligibility criteria that applies to the largest number of the organization's patients.		
a Does the organization use Federal Poverty Guidelines (FPG) to determine eligibility for providing <i>free</i> 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 Does the organization use FPG to determine eligibility for providing <i>discounted</i> 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 _____ %		
c 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.		
4 Does the organization's policy provide free or discounted care to the "medically indigent"?		
5 a Does the organization budget amounts for free or discounted care provided under its charity care policy?		
b If "Yes," did the organization's charity care expenses exceed the budgeted amount?		
c 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?		
6 a Does the organization prepare an annual community benefit report?		
b If "Yes," does the organization make it available to the public?		

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
Charity Care and Means-Tested Government Programs						
a Charity care at cost (from Worksheets 1 and 2)						
b Unreimbursed Medicaid (from Worksheet 3, column a)						
c Unreimbursed costs - other means-tested government programs (from Worksheet 3, column b)						
d Total Charity Care and Means-Tested Government Programs						
Other Benefits						
e Community health improvement services and community benefit operations (from Worksheet 4)						
f Health professions education (from Worksheet 5)						
g Subsidized health services (from Worksheet 6)						
h Research (from Worksheet 7)						
i Cash and in-kind contributions to community groups (from Worksheet 8)						
j Total Other Benefits						
k 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		
5		
6		
7		
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 III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
SCHOLARSHIPS TO STUDY IN THE MEDICAL FIELD	44	88,315.			

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

SCHEDULE I -- GRANTS & OTHER ASSISTANCE

PART I. QUESTION 2 -- GENERAL INFORMATION ON GRANTS AND ASSISTANCE

ALTHOUGH THE FILING ORGANIZATION DOES NOT HAVE FORMALIZED INTERNAL PROCEDURES FOR MONITORING THE USE OF GRANT FUNDS IN THE UNITED STATES, THE FILING ORGANIZATION DOES HAVE A WRITTEN AND APPROVED CHARITABLE GIVING POLICY AND PROCEDURE. THERE IS WRITTEN CRITERIA REGARDING THE RECOMMENDATIONS FOR CONSIDERATION WHEN EVALUATING CONTRIBUTION REQUESTS SUCH AS FOLLOWS:

(1) THAT CONTRIBUTIONS WILL BE MADE ONLY TO ORGANIZATIONS FOR PURPOSES CONSISTENT WITH UPPER CHESAPEAKE HEALTH SYSTEM'S VISION AND MISSION.

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

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

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

- (2) CONTRIBUTIONS WILL BE MADE ONLY TO NOT-FOR-PROFIT ORGANIZATIONS.
- (3) CONTRIBUTIONS WILL PREFERABLY BE MADE TO ORGANIZATIONS WHICH DIRECTLY SERVE THE CITIZEN OF HARFORD AND CECIL COUNTIES.
- (4) CONTRIBUTIONS WILL NOT BE GIVEN TO INDIVIDUALS.
- (5) CONTRIBUTIONS WILL NOT BE MADE FOR RELIGIOUS PURPOSES; HOWEVER, THERE MAY BE CONTRIBUTIONS GIVEN FOR A SPECIFIC EFFORT OR PROGRAM WITHIN A CHURCH OR RELIGIOUS FACILITY WHICH PROVIDES HEALTH-RELATED SERVICES TO THE BROADER COMMUNITY.
- (6) CONTRIBUTIONS WILL NOT BE MADE IN SUPPORT OF POLITICAL ADVOCACY.
- (7) UPPER CHESAPEAKE HEALTH SYSTEM WILL STRIVE TO DONATE TO ORGANIZATIONS

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

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

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

WHERE THE MAJORITY OF THE FUNDS RECEIVED ARE APPLIED DIRECTLY TO THE NEED
 THE ORGANIZATION IS DESIGNED TO MEET
 *** REQUESTS FOR \$5,000 AND UNDER ARE REFERRED TO THE PRESIDENT/CEO FOR
 REVIEW AND APPROVAL
 *** REQUESTS FOR GREATER THAN \$5,000 ARE REFERRED TO THE COMMUNITY
 DEVELOPMENT COMMITTEE FOR DISCUSSION AND APPROVAL

**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

UPPER CHESAPEAKE MEDICAL CENTER

52-1253920

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
1b	X	
2	X	
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				
LYLE E. SHELDON	(i) NONE (ii) 535,000. (iii) NONE	NONE 224,007. NONE	NONE 8,776. NONE	NONE 118,283. NONE	NONE 32,891. NONE	NONE 918,957. NONE	NONE NONE NONE
KENNETH KOZEL	(i) 261,416. (ii) NONE (iii) NONE	91,122. NONE NONE	NONE NONE NONE	NONE NONE NONE	NONE NONE NONE	352,538. NONE NONE	NONE NONE NONE
DEAN KASTER	(i) 222,560. (ii) NONE (iii) NONE	58,582. NONE NONE	NONE NONE NONE	NONE NONE NONE	NONE NONE NONE	281,142. NONE NONE	NONE NONE NONE
TONI SHIVERY	(i) 169,354. (ii) NONE (iii) NONE	35,177. NONE NONE	NONE NONE NONE	NONE NONE NONE	NONE NONE NONE	204,531. NONE NONE	NONE NONE NONE
JOYCE FOX	(i) 171,002. (ii) 224,785. (iii) NONE	43,963. 150,488. NONE	NONE NONE NONE	NONE NONE NONE	NONE NONE NONE	214,965. 375,273. NONE	NONE NONE NONE
SID ZUBAIR KHARAL	(i) 195,495. (ii) NONE (iii) NONE	149,880. NONE NONE	NONE NONE NONE	NONE NONE NONE	NONE NONE NONE	345,375. NONE NONE	NONE NONE NONE
JEFFREY THOMPSON	(i) 248,108. (ii) NONE (iii) NONE	54,875. NONE NONE	NONE NONE NONE	NONE NONE NONE	NONE NONE NONE	302,983. NONE NONE	NONE NONE NONE
MARCO ZAMORA	(i) 269,135. (ii) NONE (iii) NONE	33,130. NONE NONE	NONE NONE NONE	NONE NONE NONE	NONE NONE NONE	302,265. NONE NONE	NONE NONE NONE
JOHN KEVIN LYNCH	(i) 294,245. (ii) NONE (iii) NONE	3,506. NONE NONE	NONE NONE NONE	NONE NONE NONE	NONE NONE NONE	297,751. NONE NONE	NONE NONE NONE
SUNG BAI KIM	(i) NONE (ii) 272,210. (iii) NONE	NONE 91,439. NONE	NONE NONE NONE	NONE NONE NONE	NONE 19,152. NONE	NONE 420,355. NONE	NONE NONE NONE
JOSEPH E HOFFMAN III	(i) NONE (ii) NONE (iii) NONE	NONE NONE NONE	NONE NONE NONE	NONE NONE NONE	NONE NONE NONE	NONE NONE NONE	NONE NONE NONE

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. COMPENSATION INFORMATION

PART I. QUESTION 4B

UPPER CHESAPEAKE HEALTH SYSTEM, INC., A RELATED ORGANIZATION, MADE SPLIT

DOLLAR LIFE INSURANCE PLAN CONTRIBUTIONS TO THE FOLLOWING MEMBERS OF

SENIOR LEADERSHIP WHO ARE LISTED ON THIS FILING ORGANIZATION'S FORM 990.

PART VII. SECTION A, LINE 1A:

LYLE E. SHELDON \$102,879

JOSEPH E. HOFFMAN III \$26,562

DEAN KASTER \$22,041

**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

UPPER CHESAPEAKE MEDICAL CENTER

52-1253920

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			
LYLE E SHELDON PRESIDENT & CEO/DIRECTOR	5.	X		X				NONE	767,783.	151,174.
ROGER E SCHNEIDER MD CHAIRMAN/DIRECTOR	5.	X		X				NONE	NONE	NONE
H WILLIAM ACKER VICE CHAIRMAN/DIRECTOR	5.	X		X				NONE	NONE	NONE
DIANE K FORD DIRECTOR	1.	X						NONE	NONE	NONE
JOHN H CAIN DIRECTOR	1.	X						NONE	NONE	NONE
ANDREW KLEIN DIRECTOR	1.	X						NONE	NONE	NONE
ANTHONY J MEOLI TREASURER/DIRECTOR	5.	X		X				NONE	NONE	NONE
RICHARD P STREETT JR VMD DIRECTOR	1.	X						NONE	NONE	NONE
ALBERT J A YOUNG DIRECTOR	1.	X						NONE	NONE	NONE
M SCOT KAUFMAN SECRETARY/DIRECTOR	5.	X		X				NONE	NONE	NONE
PETER J LOPRESTI DO DIRECTOR	1.	X						NONE	NONE	NONE
ROBERT F HOOFNAGLE, JR, MD DIRECTOR	1.	X						NONE	NONE	NONE
ADELE A WILZACK, RN, MS DIRECTOR	1.	X						NONE	NONE	NONE
FAHEEM YOUNUS, MD DIRECTOR	1.	X						NONE	NONE	NONE
KENNETH KOZEL EXECUTIVE VP/COO	5.				X			NONE	352,538.	43,501.
DEAN KASTER SR VP - CORPORATE STRATEGY	5.				X			NONE	281,142.	49,456.
TONI SHIVERY VP - HUMAN RESOURCES	5.				X			NONE	204,531.	33,895.
JOYCE FOX VP - PATIENT SVCS/CNO	20.				X			NONE	214,965.	20,500.
JOSEPH E HOFFMAN III SR VP/CFO	5.				X			NONE	363,649.	56,706.
SID ZUBAIR KHARAL INTENSIVIST	40.					X		375,273.	NONE	4,852.
JEFFREY THOMPSON INTENSIVIST	40.					X		345,375.	NONE	14,129.

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

Schedule J-2 (Form 990) 2008

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax-Exempt Bonds

2008

Open to Public
Inspection

▶ 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).

Name of the organization
UPPER CHESAPEAKE MEDICAL CENTER

Employer identification number
52-1253920

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 MARYLAND HEALTH & HIGHER EDUCATION FACILITIES AUTH	52-0936091	5742172P9	08/08/2008	124,100,000.	REFI EXISTING DEBT/PURCHASE LAND			X	X
B MARYLAND HEALTH & HIGHER EDUCATION FACILITIES AUTH	52-0936091	5742172P9	08/08/2008	55,325,000.	REFINANCE EXISTING DEBT			X	X
C									
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		104,244,000.		45,891,939.						
2 Gross proceeds in reserve funds		NONE		3,340,764.						
3 Proceeds in refunding or defeasance escrows		103,437,431.		42,124,236.						
4 Other unspent proceeds		NONE		NONE						
5 Issuance costs from proceeds		806,569.		414,720.						
6 Working capital expenditures from proceeds		NONE		NONE						
7 Capital expenditures from proceeds		NONE		NONE						
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?	X									
11 Has the final allocation of proceeds been made?		X								
12 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X									

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?		X								
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.

Part III Private Business Use (Continued)

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

Part IV Arbitrage (Optional for 2008)

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1 Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?	X			X						
2 Is the bond issue a variable rate issue?	X			X						
3a Has the organization or the governmental issuer identified a hedge with respect to the bond issue on its books and records?	X			X						
b Name of provider	BANK OF AMERICA									
c Term of hedge	35.000									
4a Were gross proceeds invested in a GIC?		X		X						
b Name of provider										
c Term of GIC										
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?										
5 Were any gross proceeds invested beyond an available temporary period?		X		X						
6 Did the bond issue qualify for an exception to rebate?		X		X						

Name of the organization UPPER CHESAPEAKE MEDICAL CENTER	Employer identification number 52-1253920
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PART VI, SECTION A, GOVERNING BODY & MANAGEMENT

QUESTION 6 - EXISTENCE OF MEMBERS

THIS FILING ORGANIZATION IS A TAX-EXEMPT SUBSIDIARY OF UPPER CHESAPEAKE HEALTH SYSTEM, INC.

UPPER CHESAPEAKE HEALTH SYSTEM, INC. IS THE SOLE MEMBER OF ALL ITS TAX-EXEMPT SUBSIDIARIES.

Name of the organization UPPER CHESAPEAKE MEDICAL CENTER	Employer identification number 52-1253920
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PART VI, SECTION A, GOVERNING BODY & MANAGEMENT

QUESTION 10 - ORGANIZATIONAL REVIEW OF FORM 990

THE BOARD OF UPPER CHESAPEAKE HEALTH SYSTEM, INC. ("HEALTH SYSTEM") HAS ASSIGNED THE EXECUTIVE COMMITTEE OF THE HEALTH SYSTEM'S BOARD TO REVIEW AND APPROVE ALL CONTENTS OF FORM 990 ON BEHALF OF THE BOARDS OF ALL HEALTH SYSTEM'S TAX-EXEMPT AFFILIATES. IN TURN, ONCE THE FORM 990 HAS BEEN APPROVED BY HEALTH SYSTEM'S EXECUTIVE COMMITTEE, A FINAL VERSION OF THE FORM 990 WILL BE MADE AVAILABLE TO ALL BOARD MEMBERS OF THE RESPECTIVE HEALTH SYSTEM'S TAX-EXEMPT AFFILIATES. FORMAL NOTIFICATION OF THE FINAL AND APPROVED FORM 990 FOR EACH OF THE HEALTH SYSTEM'S AFFILIATES AS WELL AS ITS AVAILABILITY WILL BE COMMUNICATED TO THE APPLICABLE BOARD MEMBERS ON OR BEFORE THE FILING OF THE FORM 990.

Name of the organization UPPER CHESAPEAKE MEDICAL CENTER	Employer identification number 52-1253920
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PART VI, SECTION B, POLICIES

QUESTION 12 - CONFLICT OF INTEREST POLICY

THE ORGANIZATION'S WRITTEN CONFLICT OF INTEREST POLICY COVERS THE FOLLOWING INDIVIDUALS: DIRECTORS, PRINCIPAL OFFICERS, AND SENIOR MANAGEMENT. FURTHERMORE, THE POLICY EXTENDS TO THE FAMILY MEMBERS (PER INTERNAL REVENUE SERVICE DEFINITION) OF SUCH DIRECTORS, PRINCIPAL OFFICERS, AND SENIOR MANAGEMENT. THE BOARD OF DIRECTORS AND ANY COMMITTEE CONSIDERING A CONTRACT, TRANSACTION OR ARRANGEMENT TO WHICH A KNOWN OR POTENTIAL CONFLICT OF INTEREST RELATES, DETERMINES WHETHER A CONFLICT EXISTS. ACTUAL CONFLICTS ARE REVIEWED BY THE CHAIRMAN OF THE BOARD. AN INDIVIDUAL WITH A KNOWN OR POTENTIAL CONFLICT OF INTEREST MUST REFRAIN FROM PARTICIPATING IN, OR ACTING ON, THE DECISION ON ANY MATTER IN WHICH A CONFLICT OF INTEREST, OR EVEN THE APPEARANCE OF SUCH A CONFLICT OF INTEREST, IS PRESENT WITH RESPECT TO SUCH INDIVIDUAL AND WILL REMOVE HIMSELF OR HERSELF FROM ANY MEETING OR DELIBERATIONS ON THE MATTER.

Name of the organization UPPER CHESAPEAKE MEDICAL CENTER	Employer identification number 52-1253920
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PART VI, SECTION B, POLICIES

QUESTION 15 - PROCESS FOR DETERMINING COMPENSATION

THE EXECUTIVE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS APPROVES COMPENSATION FOR THE CHIEF EXECUTIVE OFFICER, CHIEF OPERATING OFFICER, CHIEF FINANCIAL OFFICER, AND ALL KEY EMPLOYEES. THE EXECUTIVE COMPENSATION COMMITTEE UTILIZES BUT IS NOT LIMITED TO THE FOLLOWING RESOURCES IN EVALUATING AND ESTABLISHING REASONABLE COMPENSATION: INDEPENDENT COMPENSATION CONSULTANTS, COMPENSATION SURVEYS AND COMPENSATION STUDIES. THIS ORGANIZATION AND ITS TAX-EXEMPT AFFILIATES STRIVE TO MAINTAIN AN ARM'S LENGTH RELATIONSHIP BETWEEN ITSELF AND ITS EMPLOYEES. IT IS THE GOAL OF THE EXECUTIVE COMPENSATION COMMITTEE TO ENSURE THAT TOTAL COMPENSATION (COMPENSATION AND BENEFITS) PAID TO ITS EMPLOYEES IS FAIR AND REASONABLE. FINALLY, THE PROCESS OF SETTING AND APPROVING SUCH COMPENSATION IS PERFORMED ANNUALLY BY THE BOARD'S EXECUTIVE COMPENSATION COMMITTEE.

Name of the organization UPPER CHESAPEAKE MEDICAL CENTER	Employer identification number 52-1253920
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PART VI, SECTION C, DISCLOSURE

QUESTION 19 - DOCUMENTS AVAILABLE TO THE PUBLIC

THE ORGANIZATION WILL MAKE THE FOLLOWING DOCUMENTS AVAILABLE TO THE PUBLIC UPON REQUEST: ARTICLES OF INCORPORATION, BYLAWS, CONFLICT OF INTEREST POLICY, AND AUDITED FINANCIAL STATEMENTS (HARFORD MEMORIAL HOSPITAL, INC. AND UPPER CHESAPEAKE MEDICAL CENTER, INC.).

Name of the organization UPPER CHESAPEAKE MEDICAL CENTER	Employer identification number 52-1253920
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PART VII, SECTION A, OFFICERS/DIRECTORS/TRUSTEES/KEY EMPLOYEES/HIGHEST COMPENSATED EMPLOYEES

COLUMN (B) AVERAGE HOURS PER WEEK

ON AVERAGE, THE CHIEF EXECUTIVE OFFICER, CHIEF FINANCIAL OFFICER, AND ALL KEY EMPLOYEES WHO ARE EITHER RECEIVING COMPENSATION FROM THIS ORGANIZATION OR A RELATED ORGANIZATION DEVOTE AT LEAST 40 HOURS PER WEEK TO BUSINESS MATTERS FOR THIS FILING ORGANIZATION AND ITS AFFILIATES. PLEASE REFER TO SCHEDULE R FOR DETAILS ON THIS FILING ORGANIZATION'S AFFILIATES. MEMBERS OF THE BOARD OF DIRECTORS ARE NOT COMPENSATED.

Name of the organization

Employer identification number

UPPER CHESAPEAKE MEDICAL CENTER

52-1253920

PART VIII - STATEMENT OF REVENUE

LINE 2A - PROGRAM SERVICE REVENUE

PATIENT SERVICE REVENUE \$196,996,388

NET CONTRACTUAL ALLOWANCES \$(17,009,307)

NET PATIENT REVENUE \$179,987,081

Name of the organization UPPER CHESAPEAKE MEDICAL CENTER	Employer identification number 52-1253920
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PART XI, FINANCIAL STATEMENTS AND REPORTING

QUESTION 2B - FINANCIAL STATEMENTS AUDITED BY AN INDEPENDENT ACCOUNTANT

THIS FILING ORGANIZATION DID NOT RECEIVE A SEPARATE AUDITED FINANCIAL STATEMENT FOR THE TAX YEAR ENDED DECEMBER 31, 2008. RATHER, ITS FINANCIAL INFORMATION WAS INCLUDED IN A CONSOLIDATED AUDITED FINANCIAL STATEMENT FOR HARFORD MEMORIAL HOSPITAL, INC. AND UPPER CHESAPEAKE MEDICAL CENTER, INC.

Name of the organization UPPER CHESAPEAKE MEDICAL CENTER	Employer identification number 52-1253920
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SCHEDULE D - RECONCILIATION OF AUDITED FINANCIAL STATEMENTS WITH RETURN
 SCHEDULE D, PARTS XI, XII, AND XIII
 UPPER CHESAPEAKE MEDICAL CENTER DID NOT RECEIVE A SEPARATE AUDITED
 FINANCIAL STATEMENT FOR THE TAX YEAR-ENDED DECEMBER 31, 2008. RATHER, ITS
 FINANCIAL INFORMATION WAS INCLUDED IN A CONSOLIDATED AUDITED FINANCIAL
 STATEMENT. THEREFORE, UPPER CHESAPEAKE MEDICAL CENTER IS NOT REQUIRED TO
 COMPLETE SCHEDULE D, PARTS XI-XIII: RECONCILIATION OF CHANGE IN NET
 ASSETS, REVENUE AND EXPENSES FORM 990 TO AUDITED FINANCIAL STATEMENTS.
 HOWEVER, UPPER CHESAPEAKE MEDICAL CENTER IS VOLUNTARILY DISCLOSING SUCH
 INFORMATION, AS IF IT RECEIVED A STANDALONE AUDITED FINANCIAL STATEMENT
 FOR THE TAX YEAR-ENDED DECEMBER 31, 2008.

PART XI RECONCILIATION OF CHANGE IN NET ASSETS

1 TOTAL REVENUE (PART VIII, COLUMN (A), LINE 12)	\$ 175,393,433
2 TOTAL EXPENSES (PART IX, COLUMN (A), LINE 25)	\$ 176,308,444
3 EXCESS/(DEFICIT) FOR THE YEAR (LINE 1 LESS LINE 2)	\$ (915,011)
4 NET UNREALIZED GAINS (LOSSES) ON INVESTMENTS	\$ (446,084)
5 DONATED SERVICES AND USE OF FACILITIES	\$
6 INVESTMENT EXPENSES	\$
7 PRIOR PERIOD ADJUSTMENTS	\$
8 OTHER (DESCRIBE IN PART XIV)	\$(58,482,856)
9 TOTAL ADJUSTMENTS (NET). ADD LINES 4-8	\$(58,928,940)
10 EXCESS/(DEFICIT) PER FINAN. STMTS. (ADD LINES 3 & 9)	\$(59,843,951)

Name of the organization

Employer identification number

UPPER CHESAPEAKE MEDICAL CENTER

52-1253920

PART XII RECONCILIATION OF REVENUE

1 TOTAL REVENUE PER AUDITED FINANCIAL STATEMENTS \$ 119,469,659

2 AMOUNTS INCLUDED ON LINE 1 NOT ON PART VIII, LINE 12:

A NET UNREALIZED GAINS ON INVESTMENTS \$ (446,084)

B DONATED SERVICES AND USE OF FACILITIES \$

C RECOVERIES OF PRIOR YEAR GRANTS \$

D OTHER (DESCRIBE IN PART XIV) \$(58,507,857)

E ADD LINES 2A THROUGH 2D \$(58,953,941)

3 SUBTRACT LINE 2E FROM LINE 1 \$ 178,423,600

4 AMOUNTS INCLUDED ON PART VIII, LINE 12, & NOT ON LINE 1:

A INVESTMENT EXP. NOT INCLUDED ON PART VIII, LINE 7B \$

B OTHER (DESCRIBE IN PART XIV) \$(3,030,167)

C ADD LINES 4A AND 4B \$(3,030,167)

5 TOTAL REVENUE. (ADD LINES 3 & 4C)(PART 1, LINE 12) \$ 175,393,433

PART XIII RECONCILIATION OF EXPENSES

1 TOTAL EXPENSES & LOSSES PER FINANCIAL STATEMENTS \$ 179,313,611

2 AMOUNTS INCLUDED ON LINE 1 NOT ON PART IX, LINE 25:

A DONATED SERVICES AND USE OF FACILITIES \$

B PRIOR YEAR ADJUSTMENTS \$

C LOSSES REPORTED ON FORM 990, PART IX, LINE 25 \$

D OTHER (DESCRIBE IN PART XIV) \$ 3,030,167

E ADD LINES 2A THROUGH 2D \$ 3,030,167

3 SUBTRACT LINE 2E FROM LINE 1 \$ 176,283,444

Name of the organization UPPER CHESAPEAKE MEDICAL CENTER	Employer identification number 52-1253920
---	--

4 AMOUNTS INCLUDED ON PART IX, LINE 25, NOT ON LINE 1:

A INVESTMENT EXP NOT INCLUDED ON PART VIII, LINE 7B \$

B OTHER (DESCRIBE IN PART XIV) \$ 25,000

C ADD LINES 4A AND 4B \$ 25,000

5 TOTAL EXPENSES. (ADD LINES 3 & 4C)(PART I, LINE 18) \$ 176,308,444

PART XIV SUPPLEMENTAL INFORMATION

1. PART XI, LINE 4 - NET UNREALIZED GAIN/(LOSS) ON INVESTMENT

UNREALIZED LOSS ON INVESTMENT \$ (446,084)

TOTAL UNREALIZED GAIN/(LOSS) \$ (446,084)

2. PART XI, LINE 8 - OTHER

IMPERFECT PORTION OF HEDGE ON DEBT \$(44,469,347)

UNREALIZED GAIN ON SWAP \$ 8,979,411

MINIMUM PENSION LIABILITY \$(17,770,883)

TRANSFER FROM AFFILIATES \$ (5,222,037)

TOTAL OTHER \$(58,482,856)

3. PART XII, LINE 2D - OTHER

RECLASS - INVESTMENT CONSULTING FEES \$ (25,000)

IMPERFECT PORTION OF HEDGE ON DEBT \$(44,469,347)

TRANSFER FROM AFFILIATES \$ (5,222,037)

MINIMUM PENSION LIABILITY \$(17,770,883)

UNREALIZED GAIN ON SWAP \$ 8,979,411

TOTAL OTHER \$(58,507,857)

Name of the organization UPPER CHESAPEAKE MEDICAL CENTER	Employer identification number 52-1253920
---	--

SCHEDULE K - SUPPLEMENTAL INFORMATION ON TAX-EXEMPT BONDS

UPPER CHESAPEAKE MEDICAL CENTER, INC. & HARFORD MEMORIAL HOSPITAL, INC.
(COLLECTIVELY, "HOSPITALS") OBTAINED A LOAN OF \$179,425,000 THROUGH THE
MARYLAND HEALTH AND HIGHER EDUCATIONAL FACILITIES AUTHORITY IN CONNECTION
WITH THE ISSUANCE OF ITS REVENUE BONDS - UPPER CHESAPEAKE HOSPITALS
ISSUE, SERIES 2008A-C BONDS (THE SERIES 2008 BONDS).

HOSPITALS HAVE ALLOCATED THE ISSUE PRICE BETWEEN EACH HOSPITAL AS
FOLLOWS:

UPPER CHESAPEAKE MEDICAL CENTER, INC.: 84%

HARFORD MEMORIAL HOSPITAL, INC.: 16%

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
a Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity	X	
b Gift, grant, or capital contribution to other organization(s)		X
c Gift, grant, or capital contribution from other organization(s)	X	
d Loans or loan guarantees to or for other organization(s)		X
e Loans or loan guarantees by other organization(s)		X
f Sale of assets to other organization(s)		X
g Purchase of assets from other organization(s)		X
h Exchange of assets		X
i Lease of facilities, equipment, or other assets to other organization(s)		X
j Lease of facilities, equipment, or other assets from other organization(s)		X
k Performance of services or membership or fundraising solicitations for other organization(s)		X
l Performance of services or membership or fundraising solicitations by other organization(s)	X	
m Sharing of facilities, equipment, mailing lists, or other assets	X	
n Sharing of paid employees	X	
o Reimbursement paid to other organization for expenses		X
p Reimbursement paid by other organization for expenses	X	
q Other transfer of cash or property to other organization(s)		X
r Other transfer of cash or property from other organization(s)		X

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

(A) Name of other organization(s)	(B) Transaction type (a-r)	(C) Amount involved
(1) UPPER CHESAPEAKE HEALTH SYSTEMS, INC.	A	185,000.
(2) UPPER CHESAPEAKE HEALTH SYSTEMS, INC.	L	5,312,493.
(3) UPPER CHESAPEAKE HEALTH SYSTEMS, INC.	P	10,642,887.
(4)		
(5)		
(6)		

FORM 990, PART III - PROGRAM SERVICES

4A PROGRAM SERVICE

TO PROVIDE HEALTHCARE SERVICES TO PATIENTS REGARDLESS OF THEIR ABILITY TO PAY FOR SUCH SERVICES.

FOR MORE THAN 90 YEARS, UPPER CHESAPEAKE HEALTH HAS BEEN PROVIDING COMPREHENSIVE, HIGH QUALITY HEALTHCARE. ITS TWO HOSPITALS, HARFORD MEMORIAL HOSPITAL AND UPPER CHESAPEAKE MEDICAL CENTER OFFER SOME OF THE AREA'S MOST ADVANCED INPATIENT AND OUTPATIENT SERVICES SO THAT PATIENTS CAN ENJOY THE SUPERIOR WELLNESS RESOURCES A HEALTHY LIFESTYLE NEEDS, WITHOUT LEAVING THEIR NEIGHBORHOOD. UPPER CHESAPEAKE HEALTH SYSTEM IS A COMMUNITY-BASED, NON-PROFIT HEALTH SYSTEM LOCATED IN HARFORD COUNTY, MARYLAND. OUR VISION IS BASED ON CREATING THE HEALTHIEST COMMUNITY IN MARYLAND. BUILDING ON THAT VISION, WE HAVE A STRONG COMMITMENT TO SERVICE EXCELLENCE. SO MUCH SO THAT IT HAS BECOME PART OF THE FABRIC OF THE HEALTHCARE EXPERIENCE AT UPPER CHESAPEAKE HEALTH. UPPER CHESAPEAKE HEALTH SYSTEM HAS OVER 2,500 PHYSICIANS AND HEALTHCARE PROFESSIONALS WHO ARE DELIVERING CARE FOR THE MIND, BODY, AND SPIRIT IN SETTINGS FROM OFFICES, TO OUTPATIENT CENTERS, TO HOSPITALS, TO SHOPPING CENTERS, TO BUSINESSES, AND TO HOMES. UPPER CHESAPEAKE MEDICAL CENTER IS A MEMBER OF THE UPPER CHESAPEAKE HEALTH SYSTEM. UPPER CHESAPEAKE MEDICAL CENTER IS AN ACUTE CARE, NON-PROFIT FACILITY OFFERING A FULL COMPLEMENT OF MEDICAL, DIAGNOSTIC AND EMERGENCY CARE SERVICES. THE HOSPITAL IS FULLY ACCREDITED BY THE JOINT COMMISSION ON THE ACCREDITATION OF HEALTHCARE ORGANIZATIONS (JCAHO). THIS PREMIER HEALTH CARE FACILITY INCORPORATES SEVERAL TRENDS THAT REFLECT HOW HEALTH CARE IS CHANGING, INCLUDING REORIENTATION TOWARDS OUTPATIENT CARE, MORE ACUTELY ILL PATIENTS IN THE HOSPITAL AND FLEXIBILITY FOR GROWTH AND CHANGE TO MEET OUR COMMUNITY'S FUTURE HEALTH CARE NEEDS. LOCATED ON THE MEDICAL CAMPUS IS THE UPPER CHESAPEAKE MEDICAL CENTER WITH 194 ACUTE CARE BEDS. ADJACENT TO THE MEDICAL CENTER IS THE AMBULATORY CARE CENTER OF HARFORD COUNTY, CONTAINING PHYSICIAN OFFICES, OUTPATIENT IMAGING AND LABORATORY PROCEDURES, OUTPATIENT PRE-ASSESSMENT TESTING AND ASSESSMENT, UPPER CHESAPEAKE CARDIOVASCULAR INSTITUTE, AND THE ADMINISTRATIVE OFFICES OF UPPER CHESAPEAKE HEALTH. ALSO LOCATED NEXT TO THE MEDICAL CENTER, IS A PRE-EXISTING MEDICAL OFFICE BUILDING WITH PHYSICIAN OFFICES AND OTHER HEALTHCARE RELATED SERVICES, A PARKING GARAGE AND A SECOND MEDICAL OFFICE BUILDING WHICH INCLUDES HOSPITAL OUTPATIENT SERVICES AND PHYSICIAN OFFICES. HARFORD MEMORIAL HOSPITAL AND UPPER CHESAPEAKE MEDICAL CENTER MAINTAIN CHARITY CARE PROGRAMS AND, IN ADDITION, CONDUCT MANY COMMUNITY OUTREACH AND COMMUNITY BUILDING ACTIVITIES INCLUDING:

FORM 990, PART III - PROGRAM SERVICES

- COMMUNITY HEALTH EDUCATION PROGRAMS WHICH INCLUDE NEWBORN BABY CARE, SITTING SAFETY PROGRAM, INFANT CPR, INFANT SAFETY, STOP SMOKING CLASS, KIDS SAFETY CLASS, AND PRENATAL BREAST FEEDING CLASS
- SUPPORT GROUPS INCLUDING BREAST FEEDING SUPPORT, BREAST CANCER AWARENESS GROUPS, PERINATAL BEREAVEMENT, ASTHMA SUPPORT GROUP, WIDOW AND WIDOWERS SUPPORT GROUP, GRIEF SUPPORT GROUP, PROSTATE CANCER SUPPORT GROUP, AMPUTEE NETWORK, BRAIN INJURY SUPPORT GROUP, STROKE CLUB, LUPUS SUPPORT GROUP, AND OTHERS
- HEALTH SCREENINGS INCLUDING SCREENINGS FOR OSTEOPOROSIS, CARDIAC PROBLEMS, BLOOD PRESSURE, AND OTHER ISSUES
- FREE AND MOBILE CLINICS

A NUMERICAL SUMMARY OF COMMUNITY ACTIVITIES FOR UPPER CHESAPEAKE MEDICAL CENTER IS AS FOLLOWS:

TOTAL HOSPITAL COMMUNITY BENEFIT	# OF STAFF HOURS	# OF ENCOUNTERS
COMMUNITY HEALTH SERVICES	4,672	16,972
COMMUNITY BENEFIT OPERATIONS	898	0
TOTAL HOSPITAL COMMUNITY BENEFIT	5,570	16,972

TOTAL HOSPITAL COMMUNITY BENEFIT	DIRECT COST(\$)	INDIRECT COST(\$)
COMMUNITY HEALTH SERVICES	\$344,909	\$212,602
COMMUNITY BENEFIT OPERATIONS	\$ 22,969	\$ 14,158
TOTAL HOSPITAL COMMUNITY BENEFIT	\$367,878	\$226,760

TOTAL HOSPITAL COMMUNITY BENEFIT	OFFSETTING REVENUE	NET COMMUNITY BENEFIT
COMMUNITY HEALTH SERVICES	\$ 83,547	\$ 473,964
COMMUNITY BENEFIT OPERATIONS	\$ 0	\$ 37,127
CHARITY CARE	N/A	\$2,057,257
TOTAL HOSPITAL COMMUNITY BENEFIT	\$ 83,547	\$2,568,348

SIGNIFICANT ACCOMPLISHMENTS FOR 2008

COMMUNITY OUTREACH

FORM 990, PART III - PROGRAM SERVICES

IN 2008, HEALTHLINK HAD APPROXIMATELY 25,000 COMMUNITY-WIDE CONTACTS THROUGH THEIR SCREENING AND EDUCATION PROGRAMS, AND FLU VACCINATION CLINICS. APPROXIMATELY 11,500 OF THESE CONTACTS WERE FOR HEALTH SCREENINGS (BLOOD PRESSURE, BODY FAT, CHOLESTEROL, OSTEOPOROSIS, AND CANCER SCREENINGS). A TOTAL OF 8,050 FLU VACCINES WERE DISTRIBUTED COUNTYWIDE AS WELL AS 400 FLUMIST, THE INTRANASAL SPRAY FLU VACCINE.

COMMUNITY EVENTS

CHILDREN'S PROGRAMS

- A TOTAL OF 2,013 CHILDREN WERE INVOLVED WITH OUR GLO GERM PROGRAM. THIS IS A PROGRAM THAT EMPHASIZES HOW INFECTION IS SPREAD AND THE IMPORTANCE OF GOOD HAND WASHING HABITS.
 - APPROXIMATELY 1,200 CHILDREN WERE EXPOSED TO OUR KATU (KIDS AGAINST TOBACCO USE) PROGRAM. THIS IS A PROGRAM THAT TEACHES CHILDREN ABOUT THE DANGERS ASSOCIATED WITH TOBACCO USE.
 - APPROXIMATELY 1,970 CHILDREN ATTENDED OUR TEDDY BEAR CLINICS. THIS IS A PROGRAM THAT FAMILIARIZES CHILDREN WITH THE HOSPITAL EXPERIENCE.
 - A NEW PROGRAM CALLED "BE SMART ABOUT BODY ART" WAS DEVELOPED IN 2007. IT EDUCATES TEENS ABOUT THE POTENTIAL DANGERS ASSOCIATED WITH BODY PIERCING AND TATTOOING. THIS PROGRAM HAS BEEN VERY SUCCESSFUL WITH OVER 600 TEENS BEING EDUCATED.
- *** MORE THAN 7,900 HARFORD COUNTY CHILDREN PARTICIPATED IN ONE OF OUR CHILDREN' S PROGRAMS IN 2008.

VACCINES

COMMUNITY OUTREACH INITIATED A PNEUMONIA VACCINE PROGRAM. VACCINES WERE OFFERED AT ALL FIVE SENIOR CENTERS THROUGHOUT THE COUNTY. OVER 100 VACCINES WERE GIVEN TO SENIORS.

"DINING WITH DOCS" LECTURES

IN 2008 "DINING WITH DOCS" COMMUNITY LECTURES WERE HELD AT BOTH UPPER CHESAPEAKE MEDICAL CENTER AND HARFORD MEMORIAL. A TOTAL OF 468 COMMUNITY RESIDENTS ATTENDED THE LECTURES.

HEALTHLINK COMMUNITY WELLNESS CENTER

IN 2008 THE HEALTHLINK COMMUNITY WELLNESS CENTER, BETWEEN THE TWO LOCATIONS, HAD 523 RESIDENTS PARTICIPATE IN ONE OF THE AVAILABLE HEALTH SCREENINGS OFFERED THROUGHOUT THE YEAR.

PRIMARY CARE CLINIC

THROUGH THE GENEROSITY OF THE UPPER CHESAPEAKE HEALTH FOUNDATION AND THE VOLUNTEER HOURS OF MANY OF OUR PHYSICIANS, THE HEALTHLINK PRIMARY CARE CLINIC PROVIDES FREE PRIMARY CARE TO ADULTS AGE 19 AND ABOVE WHO ARE UNINSURED OR UNDERINSURED AND MEET SPECIFIC

FORM 990, PART III - PROGRAM SERVICES

INCOME CRITERIA. IN 2008, THE PCC HAD A TOTAL OF 2,401 PATIENT VISITS; THIS WAS A 100% INCREASE OVER THE PREVIOUS YEAR.

HEALTHLINK CALL CENTER

- IN 2008, OUR HEALTHLINK CALL CENTER HANDLED APPROXIMATELY 8,500 CALLS. THIS INCLUDED 1,670 PHYSICIAN REFERRALS AND OVER 3,700 SERVICE REFERRALS.
- THE "FLU HOTLINE" WAS REINSTATED TO KEEP THE COMMUNITY BETTER INFORMED ABOUT THE LOCATIONS AND TIMES THAT FLU CLINICS WERE BEING HELD THROUGH OUT THE COUNTY. AS NEW INFORMATION BECAME AVAILABLE OR CHANGED, THE RECORDING ON THE HOTLINE WAS UPDATED SO THAT RESIDENTS COULD GET ACCURATE INFORMATION 24/7.
- PROVIDED SEVERAL FREE CANCER SCREENINGS PLUS A FOOT AND EYE SCREENING FOR DIABETICS:

- SKIN CANCER - 45 PARTICIPANTS
- COLORECTAL CANCER - 6 PARTICIPANTS
- PROSTATE CANCER - 52 PARTICIPANTS
- FOOT AND EYE - 26 PARTICIPANTS

HEALTHLINK AND COMMUNITY HEALTH IMPROVEMENT COALITIONS AND COMMITTEES

- C. A. N. E. S. (COMMUNITY ASSOCIATION OF NON-ENGLISH SPEAKERS)
- HARFORD COUNTY SCHOOL HEALTH BOARD
- HARFORD COUNTY TOBACCO COALITION
- HARFORD COUNTY CANCER COALITION
- HARFORD COUNTY HIGHWAY SAFETY COMMITTEE
- OFFICE ON AGING ADVISORY BOARD
- G. A. N. E. S.

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

NAME AND ADDRESS -----	DESCRIPTION OF SERVICES	COMPENSATION -----
CHESAPEAKE MEDICAL STAFFING 1122 KENIKWORTH DR. SUITE 107 TOWSON, MD 21204	NURSE STAFFING	722,964.
SPHERIS 13552 COLLECTIONS CENTER DRIVE CHICAGO, IL 60693	TRANSCRIPTION SVCS	767,747.
NORTHERN CHESAPEAKE ANESTHESIA 500 UPPER CHESAPEAKE DRIVE BEL AIR, MD 21014	PHYSICIAN FEES	754,497.
MARYLAND EMERGENCY MEDICINE NETWORK 110 SOUTH PACA STREET BALTIMORE, MD 21201	EMERGENCY CARE	553,197.
MID-ATLANTIC CARDIOVASCULAR ASSOCIATES 520 UPPER CHESAPEAKE DRIVE, SUITE 201 BEL AIR, MD 21014	CARDIOVASCULAR PRGRM	599,467.
	TOTAL COMPENSATION	----- 3,397,872. =====

FORM 990, PART VIII - INVESTMENT INCOME

DESCRIPTION	(A) TOTAL REVENUE	(B) RELATED OR EXEMPT REVENUE	(C) UNRELATED BUSINESS REV.	(D) EXCLUDED REVENUE
INTEREST INCOME	1,549,052.			1,549,052.
TOTALS	1,549,052.			1,549,052.

FORM 990, PART X - PREPAID EXPENSES AND DEFERRED CHARGES

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----
PREPAID INSURANCE	-42,625.	26,124.
PREPAID DUES	49,843.	28,490.
PREPAID OTHER	219,977.	226,190.
PREPAID ARA FOOD SERVICE	128,630.	128,630.
	-----	-----
TOTALS	355,825.	409,434.
	=====	=====

FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	COST OR FMV -----
CORPORATE STOCKS AND BONDS	12,954,978.	13,330,020.	FMV
TOTALS	12,954,978.	13,330,020.	