

Form **990**

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)

2008
Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

B Check if applicable: <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	C Name of organization THE UNION MEMORIAL HOSPITAL Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 201 EAST UNIVERSITY PARKWAY City or town, state or country, and ZIP + 4 BALTIMORE, MD 21218	D Employer identification number 52-0591685
		E Telephone number (410) 772-6719
		G Gross receipts \$ 443,144,229.
F Name and address of principal officer: BRADLEY CHAMBERS 201 E UNIVERSITY PARKWAY BALTIMORE, MD 21218		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)
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c) (3) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	L Year of formation: 1854 M State of legal domicile: MD	
J Website: ▶ WWW.UNIONMEMORIAL.ORG		
K Type of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		H(c) Group exemption number ▶

Part I Summary		Prior Year	Current Year
Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <u>UNION MEMORIAL HOSPITAL'S MISSION IS TO BE A COMPREHENSIVE HOSPITAL WITH REGIONAL SPECIALTY SERVICES OF DISTINCTION AND QUALITY COMMUNITY SERVICES, ALL ENHANCED BY CLINICAL EDUCATION AND RESEARCH.</u>		
	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	19
	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	2,486
	6 Total number of volunteers (estimate if necessary)	6	224
	7a Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	1,323,341.
b Net unrelated business taxable income from Form 990-T, line 34	7b	NONE	
Revenue	8 Contribution and grants (Part VIII, line 1h)	3,813,115.	11,503,150.
	9 Program service revenue (Part VIII, line 2g)	406,767,527.	419,526,968.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,776,684.	-3,914,767.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	11,721,010.	11,008,776.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	424,078,336.	438,124,127.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	NONE	142,010.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	NONE	NONE
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	179,662,485.	186,889,173.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	96,837.	NONE
	b Total fundraising expenses, Part IX, column (D), line 25) ▶	NONE	
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	215,822,010.	233,629,054.	
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	395,581,332.	420,660,237.	
19 Revenue less expenses. Subtract line 18 from line 12	28,497,004.	17,463,890.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Year 238,922,416.	End of Year 212,068,067.
	21 Total liabilities (Part X, line 26)	60,322,210.	67,070,379.
	22 Net assets or fund balances. Subtract line 21 from line 20.	178,600,206.	144,997,688.

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: *[Signature]* Date: 5/13/10
Type or print name and title: **MARC R. BERGER** **AVP, TAXATION**

Paid Preparer's Use Only	Preparer's signature: <i>[Signature]</i>	Date: 5/12/10	Check if self-employed: <input type="checkbox"/>	Preparer's identifying number (see instructions): P00451522
	Firm's name (or yours if self-employed), address, and ZIP + 4: KPMG LLP 2100 DOMINION TOWER NORFOLK, VA 23510-3310	EIN: 13-5565207	Phone no.: 757-616-7000	

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. Form **990** (2008)

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

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

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization THE UNION MEMORIAL HOSPITAL	Employer identification number 52-0591685
	Number, street, and room or suite no. If a P.O. box, see instructions. 201 EAST UNIVERSITY PARKWAY	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BALTIMORE, MD 21218	

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

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

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

- The books are in the care of **MARC BERGER**
Telephone No. **410 772-6719** FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____, if this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

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

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

Signature and Verification

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

Signature *Ratherine medoncel* Title **CPA** Date **11/30/2009**

KPMG LLP
2100 DOMINION TOWER
NORFOLK, VA 23510-3310

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

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

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

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

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

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

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

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization THE UNION MEMORIAL HOSPITAL	Employer identification number 52-0591685
	Number, street, and room or suite no. If a P.O. box, see instructions. 201 EAST UNIVERSITY PARKWAY	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BALTIMORE, MD 21218	

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

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

• The books are in the care of ▶ MARC BERGER

Telephone No. ▶ 410 772-6719 FAX No. ▶ _____

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

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

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

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

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

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

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

Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission:

SEE STATEMENT 1

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 \$ 16,465,656. including grants of \$ 368,000.) (Revenue \$ 3,667,670.)

UNION MEMORIAL HOSPITAL PROVIDED \$16.5M HEALTH PROFESSIONS EDUCATION IN FISCAL 2009. THESE SERVICES GENERALLY INCLUDED PHYSICIAN AND MEDICAL STUDENT TRAINING, AND TRAINING FOR NURSES AND OTHER HEALTHCARE PROFESSIONALS.

4b (Code:) (Expenses \$ 15,092,150. including grants of \$) (Revenue \$ 10,167,058.)

UNION MEMORIAL HOSPITAL PROVIDED \$15.1M SUBSIDIZED (MISSION DRIVEN) HEALTH SERVICES IN FISCAL 2009. INCLUDED IN THIS GROUP OF SERVICES ARE THOSE THAT ARE PROVIDED TO THE COMMUNITY AND ARE EXPECTED TO OPERATE AT A LOSS AND ARE INTENDED TO ADDRESS COMMUNITY NEEDS AND PRIORITIES PRIMARILY THROUGH DISEASE PREVENTION AND IMPROVEMENT OF HEALTH STATUS. SERVICES PROVIDED INCLUDED HOSPITALISTS, EMERGENCY ROOM PHYSICIAN SUBSIDIES, OUTPATIENT RENAL SERVICES, AND PEDIATRIC EMERGENCY ROOM SERVICES.

4c (Code:) (Expenses \$ 9,025,642. including grants of \$) (Revenue \$)

UNION MEMORIAL HOSPITAL PROVIDED \$9.0M CHARITY CARE SERVICES IN FISCAL 2009. CHARITY CARE IS PROVIDED PURSUANT TO MEDSTAR HEALTH'S CHARITY CARE POLICY TO MEMBERS OF THE COMMUNITY WHOSE INCOME IS BELOW CERTAIN THRESHOLDS AND FOR WHICH THE HOSPITAL IS NOT COMPENSATED. UNDER MARYLAND'S UNIQUE PAYER SYSTEM, THE AMOUNT REPORTED REPRESENTS THE HOSPITAL'S CHARITY CARE EXPENSE AND REVENUES REPRESENT DIRECT PAYMENTS FROM THE STATE'S CHARITY CARE POOL. OTHER CHARITY CARE EXPENSES ARE INDIRECTLY REIMBURSED VIA THE STATE OF MARYLAND'S PAYMENT SYSTEM.

4d Other program services. (Describe in Schedule O.)

(Expenses \$ 333,125,862. including grants of \$) (Revenue \$ 405,692,240.)

4e Total program service expenses ► \$ 373,709,310. (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?		
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?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
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

Form 990 (2008)

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

		Yes	No
For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, process, or changes in Schedule O. See instructions.			
1a	Enter the number of voting members of the governing body	1a	19
b	Enter the number of voting members that are independent	1b	11
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	X
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4	X
5	Did the organization become aware during the year of a material diversion of the organization's assets?	5	X
6	Does the organization have members or stockholders?	6	X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	X
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b	X
8	Did the organizations contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	8a	X
b	Each committee with authority to act on behalf of the governing body?	8b	X
9a	Does the organization have local chapters, branches, or affiliates?	9a	X
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	9b	
10	Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990	10	X
11	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	11	X

Section B. Policies

		Yes	No
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	12a	X
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	X
13	Does the organization have a written whistleblower policy?	13	X
14	Does the organization have a written document retention and destruction policy?	14	X
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision:		
a	The organization's CEO, Executive Director, or top management official?	15a	X
b	Other officers or key employees of the organization?	15b	X
Describe the process in Schedule O. (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b	X

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ► MD
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request
- 19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► MARC BERGER 5565 STERRETT PLACE, 5TH FLOOR COLUMBIA, MD 21044
410-772-6719

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

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

1a Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if the organization did not compensate any officer, director, trustee, or key employee.

(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			
SEE SCHEDULE J-2										

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

Table with 7 columns: (A) Name and title, (B) Average hours per week, (C) Position (check all that apply), (D) Reportable compensation from the organization, (E) Reportable compensation from related organizations, (F) Estimated amount of other compensation.

1b Total 8,028,601. 2,258,327. 1,118,943.

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization 199

Table with 3 rows and 3 columns (Yes/No) for questions 3, 4, and 5 regarding compensation reporting.

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

Table with 3 columns: (A) Name and business address, (B) Description of services, (C) Compensation.

2 Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation from the organization 33

Part VIII Statement of Revenue				52-0591685			
				(A)	(B)	(C)	(D)
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d	5,695,778.			
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	5,807,372.			
	g	Noncash contributions included in lines 1a-1f: \$					
	h	Total. Add lines 1a-1f	STMT 3.		11,503,150.		
Program Service Revenue	2a	NET PATIENT SERVICE REVENUE	Business Code	900099	419,526,968.	418,347,806.	1,179,162.
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f			419,526,968.		
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)	STMT 4.		1,105,335.		1,105,335.
	4	Income from investment of tax-exempt bond proceeds			NONE		
	5	Royalties			NONE		
			(i) Real	(ii) Personal			
	6a	Gross Rents		923,525.			
	b	Less: rental expenses					
	c	Rental income or (loss)		923,525.			
	d	Net rental income or (loss)			923,525.		923,525.
			(i) Securities	(ii) Other			
	7a	Gross amount from sales of assets other than inventory					
	b	Less: cost or other basis and sales expenses		4,535,530.	484,572.		
	c	Gain or (loss)		-4,535,530.	-484,572.		
	d	Net gain or (loss)			-5,020,102.		-5,020,102.
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18.	a				
	b	Less: direct expenses	b				
c	Net income or (loss) from fundraising events			NONE			
9a	Gross income from gaming activities. See Part IV, line 19.	a					
b	Less: direct expenses	b					
c	Net income or (loss) from gaming activities			NONE			
10a	Gross sales of inventory, less returns and allowances	a					
b	Less: cost of goods sold	b					
c	Net income or (loss) from sales of inventory			NONE			
	Miscellaneous Revenue	Business Code					
11a	PHARMACY	900099		7,137,323.	7,137,323.		
b	REBATE INCOME	900099		1,051,104.	1,051,104.		
c	PARKING LOT	812930		539,227.	395,048.	144,179.	
d	All other revenue	900099		1,357,597.	1,357,597.		
e	Total. Add lines 11a-11d			10,085,251.			
12	Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e			438,124,127.	428,288,878.	1,323,341.	-2,991,242.

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 . . .	94,010.	94,010.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	48,000.	48,000.		
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	5,010,342.	4,532,263.	478,079.	
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	150,902,058.	136,502,889.	14,399,169.	
8 Pension plan contributions (include section 401 (k) and section 403(b) employer contributions) . .	5,910,439.	5,358,196.	552,243.	
9 Other employee benefits	15,094,798.	13,655,740.	1,439,058.	
10 Payroll taxes	9,971,536.	8,786,593.	1,184,943.	
11 Fees for services (non-employees):				
a Management	21,606,510.	1,387,102.	20,219,408.	
b Legal	240,515.		240,515.	
c Accounting	1,661.	21.	1,640.	
d Lobbying	NONE			
e Professional fundraising services. See Part IV, line 17	NONE			
f Investment management fees	NONE			
g Other	49,834,523.	48,231,289.	1,603,234.	
12 Advertising and promotion	1,417,670.	56,583.	1,361,087.	
13 Office expenses	3,693,704.	2,641,579.	1,052,125.	
14 Information technology	37,984.	33,231.	4,753.	
15 Royalties	NONE			
16 Occupancy	2,137,927.	1,015,759.	1,122,168.	
17 Travel	519,529.	450,836.	68,693.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	NONE			
19 Conferences, conventions, and meetings	120,607.	105,854.	14,753.	
20 Interest	4,322,815.	4,322,815.		
21 Payments to affiliates	NONE			
22 Depreciation, depletion, and amortization	17,499,984.	17,499,984.		
23 Insurance	5,317,289.	5,032,956.	284,333.	
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 MEDICAL / SURGICAL SUPPLIES	46,517,023.	46,426,751.	90,272.	NONE
b IMPLANTS/PROSTHESES	20,366,706.	20,364,349.	2,357.	
c BAD DEBTS	20,314,506.	20,314,506.		
d PHARMACEUTICALS	16,656,490.	16,656,225.	265.	
e UTILITIES	5,973,624.	5,610,458.	363,166.	
f All other expenses	17,049,987.	14,581,321.	2,468,666.	NONE
25 Total functional expenses. Add lines 1 through 24f	420,660,237.	373,709,310.	46,950,927.	NONE
26 Joint Costs. Check here <input type="checkbox"/> If following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing	NONE	1	38,286.
	2	Savings and temporary cash investments		2	
	3	Pledges and grants receivable, net	2,473,293.	3	1,888,446.
	4	Accounts receivable, net	54,568,105.	4	45,025,370.
	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	7,234,450.	8	6,584,010.
	9	Prepaid expenses and deferred charges	669,452.	9	968,846.
	10a	Land, buildings, and equipment: cost basis	10a 338,791,186.		
	b	Less: accumulated depreciation. Complete Part VI of Schedule D.	10b 226,950,066.		
	11	Investments - publicly traded securities		11	
	12	Investments - other securities. See Part IV, line 11	54,608,060.	12	43,390,525.
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11	2,576,883.	15	2,331,464.
16	Total assets. Add lines 1 through 15 (must equal line 34)	238,922,416.	16	212,068,067.	
Liabilities	17	Accounts payable and accrued expenses	37,406,473.	17	39,867,198.
	18	Grants payable		18	
	19	Deferred revenue	297,332.	19	256,098.
	20	Tax-exempt bond liabilities		20	
	21	Escrow account liability. Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable	2,816,046.	24	2,366,773.
	25	Other liabilities. Complete Part X of Schedule D	19,802,359.	25	24,580,310.
	26	Total liabilities. Add lines 17 through 25.	60,322,210.	26	67,070,379.
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	149,307,058.	27	116,957,427.
	28	Temporarily restricted net assets	3,186,178.	28	2,193,009.
	29	Permanently restricted net assets	26,106,970.	29	25,847,252.
	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		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
33	Total net assets or fund balances	178,600,206.	33	144,997,688.	
34	Total liabilities and net assets/fund balances	238,922,416.	34	212,068,067.	

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	X
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	

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2008

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

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

Name of the organization THE UNION MEMORIAL HOSPITAL	Employer identification number 52-0591685
--	---

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

The organization is not a private foundation because it is: (Please check only **one** organization.)

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

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)	
(ii) A family member of a person described in (i) above?	11g(ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	
- h Provide the following information about the organizations the organization supports.

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

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule A (Form 990 or 990-EZ) 2008

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi) (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

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

Section B. Total Support

Table with 7 columns: (a) 2004, (b) 2005, (c) 2006, (d) 2007, (e) 2008, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income. Do not include gain or loss from the sale of capital assets; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc. (See instructions.); 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Description and percentage. Rows include: 14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f)); 15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f; 16a 33 1/3% support test - 2008; b 33 1/3% support test - 2007; 17a 10%-facts-and-circumstances test - 2008; b 10%-facts-and-circumstances test - 2007; 18 Private foundation.

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

Section A. Public Support

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

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6.						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

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

Part IV Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. (see instructions)

Dashed lines for supplemental information.

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

THE UNION MEMORIAL HOSPITAL

52-0591685

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.

Table with 2 columns: Held at the End of the Year. Rows include: 1 Purpose(s) of conservation easements, 2 Complete lines 2a-2d if the organization held a qualified conservation contribution, 3 Number of conservation easements modified, 4 Number of states where property subject to conservation easement is located, 5 Does the organization have a written policy regarding the periodic monitoring, 6 Staff or volunteer hours devoted to monitoring, 7 Amount of expenses incurred in monitoring, 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?, 9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

Table with 2 columns: \$. Rows include: 1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items. b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items: (i) Revenues included in Form 990, Part VIII, line 1, (ii) Assets included in Form 990, Part X. 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items: a Revenues included in Form 990, Part VIII, line 1, b Assets included in Form 990, Part X.

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

Schedule D (Form 990) 2008

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

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

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

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

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

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

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

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

	Amount
c Beginning balance	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		1,925,817.		1,925,817.
b Buildings		116,625,771.	66,912,036.	49,713,735.
c Leasehold improvements		1,297,651.	864,420.	433,231.
d Equipment		192,038,851.	140,187,726.	51,851,125.
e Other		26,903,095.	18,985,883.	7,917,212.
Total. Add lines 1a-1e. (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				111,841,120.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
Financial derivatives and other financial products		
Closely-held equity interests		
Other RESTRICTED INVESTMENT FUNDS	41,826,091.	FMV
GREATER CHES SURGERY CTR	1,145,667.	FMV
JPB PARTNERSHIP	418,767.	FMV

Total. (Column (b) should equal Form 990, Part X, col. (B) line 12.) ▶	43,390,525.	

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

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

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

(a) Description	(b) Book value
Total. (Column (b) should equal Form 990, Part X, col. (B) line 15.) ▶	

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

(a) Description of liability	(b) Amount
Federal income taxes	
ADVANCES FROM 3RD PARTY PAYORS	10,970,580.
OTHER LIABILITIES	9,200,508.
DEFERRED COMP. LIABILITY	361,219.
INTERCOMPANY PAYABLES	-458,282.
ASBESTOS LIABILITY	34,198.
LOANS PAYABLE	449,272.
CREDIT BALANCE PATIENT AR	1,897,604.
WORKERS COMP	1,286,359.
STOCK OPTION PLAN	838,852.
Total. (Column (b) should equal Form 990, Part X, col. (B) line 25.) ▶	24,580,310.

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

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

Table with 10 rows for reconciliation of net assets. Columns include line numbers and descriptions like 'Total revenue', 'Total expenses', 'Excess or (deficit)', 'Net unrealized gains', 'Donated services', 'Investment expenses', 'Prior period adjustments', 'Other', 'Total adjustments', and 'Excess or (deficit) for the year per financial statements'.

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

Table with 5 main rows for revenue reconciliation. Includes sub-rows (a-e) for adjustments. Columns include line numbers and descriptions like 'Total revenue, gains, and other support per audited financial statements', 'Amounts included on line 1 but not on Form 990', 'Investment expenses not included', and 'Total revenue'.

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

Table with 5 main rows for expense reconciliation. Includes sub-rows (a-e) for adjustments. Columns include line numbers and descriptions like 'Total expenses and losses per audited financial statements', 'Amounts included on line 1 but not on Form 990', 'Investment expenses not included', and 'Total expenses'.

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.

FIN 48 AUDIT REPORT FOOTNOTE

SCHEDULE D, PART XIV

THE CORPORATION ACCOUNTS FOR UNCERTAIN TAX POSITIONS IN ACCORDANCE WITH

THE FINANCIAL ACCOUNTING STANDARDS BOARD (FASB) ISSUED INTERPRETATION NO.

48, ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES - AN INTERPRETATION OF

FASB STATEMENT 109 (FIN 48).

Part XIV Supplemental Information *(continued)*

Area with horizontal dashed lines for supplemental information.

SCHEDULE H
(Form 990)

Hospitals

OMB No. 1545-0047

2008

Open to Public Inspection

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

Department of the Treasury
Internal Revenue Service

Name of the organization

Employer identification number

THE UNION MEMORIAL HOSPITAL

52-0591685

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		
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"/> Applied uniformly to most hospitals <input type="checkbox"/> Generally tailored to individual 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

- Does the organization report bad debt expense in accordance with Healthcare Financial Management Association Statement No. 15?
- Enter the amount of the organization's bad debt expense (at cost)
- Enter the estimated amount of the organization's bad debt expense (at cost) attributable to patients eligible under the organization's charity care policy
- 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

- Enter total revenue received from Medicare (including DSH and IME)
- Enter Medicare allowable costs of care relating to payments on line 5
- Enter line 5 less line 6 - surplus or (shortfall)
- 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

- Does the organization have a written debt collection policy?
- 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 VI Supplemental Information (Optional for 2008)

Complete this part to provide the following information.

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

PART V:

Dashed lines for inputting information.

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service
Name of the organization

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the U.S.**

▶ Complete if the organization answered "Yes," on Form 990, Part IV, lines 21 or 22.
▶ Attach to Form 990.

OMB No. 1545-0047

2008

Open to Public
Inspection

Employer identification number

52-0591685

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States. Yes No

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GREATER HOMEWOOD COMMUNITY CORPORATION 3503 N. CHARLES ST. BALTIMORE, MD 21218	52-0897806		25,000.				GENERAL SUPPORT
LOYOLA COLLEGE 4501 W. CHARLES STREET BALTIMORE, MD 21210	52-0591623		14,000.				GENERAL SUPPORT
JOHNNY UNTAS GOLDEN ARM EDUCATIONAL FOUNDA 13812 MANOR GLEN ROAD BALDWIN, MD 21013	52-1958068		10,000.				GENERAL SUPPORT
GOUCHER COLLEGE 1021 DALANEY VALLEY ROAD	31-001796		7,500.				GENERAL SUPPORT
AFYA SCHOOL 6608 QUAD AVE BALTIMORE, MD 21237	552-1411909		5,560.				PROVIDE FUNDING FOR
MISCELLANEOUS VARIOUS			31,950.				GENERAL SUPPORT

- 2 Enter total number of section 501(c)(3) and government organizations
- 3 Enter total number of other organizations

Schedule I (Form 990) 2008

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
UNION MEMORIAL HOSPITAL RETENTION SCHOLARSHIPS	8	48,000.			

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

**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

THE UNION MEMORIAL HOSPITAL

52-0591685

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 checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a:

- 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				
HARRISON RIDER III	(i) 520,907. (ii) NONE (iii) NONE	375,160. NONE NONE	655,005. NONE NONE	215,964. NONE NONE	16,669. NONE NONE	1,783,705. NONE NONE	260,454. NONE NONE
FRANK EBERT MD	(i) 1,155,706. (ii) NONE (iii) NONE	NONE NONE NONE	NONE NONE NONE	NONE NONE NONE	2,536. NONE NONE	1,158,342. NONE NONE	577,853. NONE NONE
THOMAS GRAHAM MD	(i) 710,884. (ii) NONE (iii) NONE	40,000. NONE NONE	NONE NONE NONE	22,666. NONE NONE	13,788. NONE NONE	787,338. NONE NONE	375,442. NONE NONE
LESLIE MATTHEWS, MD	(i) 517,042. (ii) NONE (iii) NONE	133,768. NONE NONE	NONE NONE NONE	78,918. NONE NONE	14,007. NONE NONE	743,735. NONE NONE	325,405. NONE NONE
IBRAHIM ELSAMANOUDI MD	(i) 452,178. (ii) NONE (iii) NONE	175,258. NONE NONE	NONE NONE NONE	12,650. NONE NONE	1,892. NONE NONE	641,978. NONE NONE	NONE NONE NONE
MOMINA MASTOOR MD	(i) 313,723. (ii) NONE (iii) NONE	295,110. NONE NONE	NONE NONE NONE	1,190. NONE NONE	1,792. NONE NONE	611,815. NONE NONE	304,417. NONE NONE
GEORGE BITTAR MD	(i) 412,704. (ii) NONE (iii) NONE	134,266. NONE NONE	NONE NONE NONE	NONE NONE NONE	1,859. NONE NONE	548,829. NONE NONE	273,485. NONE NONE
STUART BELL MD	(i) 328,130. (ii) NONE (iii) NONE	144,016. NONE NONE	NONE NONE NONE	27,565. NONE NONE	20,966. NONE NONE	520,677. NONE NONE	164,065. NONE NONE
BRADLEY CHAMBERS	(i) 253,469. (ii) NONE (iii) NONE	110,344. NONE NONE	NONE NONE NONE	24,046. NONE NONE	13,313. NONE NONE	401,172. NONE NONE	126,735. NONE NONE
JOSEPH SMITH	(i) 220,379. (ii) NONE (iii) NONE	97,657. NONE NONE	84. NONE NONE	26,213. NONE NONE	16,150. NONE NONE	360,483. NONE NONE	110,190. NONE NONE
PETER SLOANE MD	(i) 140,061. (ii) NONE (iii) NONE	1,000. NONE NONE	NONE NONE NONE	18,226. NONE NONE	454. NONE NONE	159,741. NONE NONE	70,531. NONE NONE
KENNETH A SAMET	(i) 1,083,187. (ii) NONE (iii) NONE	1,157,977. NONE NONE	17,163. NONE NONE	376,568. NONE NONE	12,332. NONE NONE	2,647,227. NONE NONE	541,594. NONE NONE
STEVEN KOENIGSBERG	(i) 173,690. (ii) NONE (iii) NONE	35,000. NONE NONE	NONE NONE NONE	29,799. NONE NONE	10,015. NONE NONE	248,504. NONE NONE	86,845. NONE NONE
NEIL MACDONALD	(i) 156,044. (ii) NONE (iii) NONE	34,000. NONE NONE	NONE NONE NONE	50,449. NONE NONE	12,896. NONE NONE	253,389. NONE NONE	78,022. NONE NONE
SHARON BOTTCHEER	(i) 159,747. (ii) NONE (iii) NONE	15,000. NONE NONE	NONE NONE NONE	39,759. NONE NONE	5,840. NONE NONE	220,346. NONE NONE	79,874. NONE NONE
CHERYL LUNNEN	(i) 127,895. (ii) NONE (iii) NONE	27,000. NONE NONE	NONE NONE NONE	22,469. NONE NONE	12,817. NONE NONE	190,181. NONE NONE	63,948. NONE NONE

Schedule J (Form 990) 2008

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.

Area with horizontal dashed lines for supplemental information.

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

Continuation Sheet for Form 990

OMB No. 1545-0047

2008

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

Name of the Organization

Employer Identification number

THE UNION MEMORIAL HOSPITAL

52-0591685

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			
HARRISON RIDER III PRESIDENT	40.	X		X				1,551,072.	NONE	232,633.
LESLIE MATTHEWS, MD MEDICAL DIRECTOR	40.	X						650,810.	NONE	92,925.
BRADLEY CHAMBERS HOSPITAL COO	40.	X		X				363,813.	NONE	37,359.
PETER SLOANE MD PHYSICIAN DIRECTOR	40.	X						141,061.	NONE	18,680.
PHILIP BUESCHER MD PHYSICIAN DIRECTOR	40.	X						113,374.	NONE	15,035.
KENNETH A SAMET DIRECTOR	1.	X						NONE	2,258,327.	388,900.
TIMOTHY D A CHRISS BOARD MEMBER	1.	X						NONE	NONE	NONE
JUDITH FEUSTLE BOARD MEMBER	1.	X						NONE	NONE	NONE
ALICE ANN FINNERTY BOARD MEMBER	1.	X						NONE	NONE	NONE
EBEN D FINNEY III BOARD MEMBER	1.	X						NONE	NONE	NONE
MARK T JENSEN BOARD MEMBER	1.	X						NONE	NONE	NONE
LAWRENCE A LA MOTTE BOARD MEMBER	1.	X						NONE	NONE	NONE
GEORGE W MORAN MD BOARD MEMBER	1.	X						NONE	NONE	NONE
THOMAS P O'NEILL BOARD MEMBER	1.	X						NONE	NONE	NONE
MICHAEL RANDOLPH MD BOARD MEMBER	1.	X						NONE	NONE	NONE
EDWARD ROSENBERG BOARD MEMBER	1.	X						NONE	NONE	NONE
WILLIAM G STEWART BOARD MEMBER	1.	X						NONE	NONE	NONE
LISA B WILLIAMS BOARD MEMBER	1.	X						NONE	NONE	NONE
DAVID NORRIS WILLIS BOARD MEMBER	1.	X						NONE	NONE	NONE
STUART BELL MD VICE PRESIDENT	40.			X				472,146.	NONE	48,531.
JOSEPH SMITH VICE PRESIDENT	40.			X				318,120.	NONE	42,363.

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

Schedule J-2 (Form 990) 2008

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

Continuation Sheet for Form 990

OMB No. 1545-0047

2008

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

Name of the Organization

Employer Identification number

THE UNION MEMORIAL HOSPITAL

52-0591685

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			
<u>STEVEN KOENIGSBERG</u> VICE PRESIDENT	40.				X		208,690.	NONE	39,814.	
<u>NEIL MACDONALD</u> VICE PRESIDENT	40.				X		190,044.	NONE	63,345.	
<u>SHARON BOTTCHER</u> VICE PRESIDENT	40.				X		174,747.	NONE	45,599.	
<u>CHERYL LUNNEN</u> VICE PRESIDENT	40.				X		154,895.	NONE	35,286.	
<u>FRANK EBERT MD</u> PHYSICIAN	40.					X	1,155,706.	NONE	2,636.	
<u>THOMAS GRAHAM MD</u> MEDICAL DIRECTOR	40.					X	750,884.	NONE	36,454.	
<u>IBRAHIM ELSAMANOUDI MD</u> MEDICAL DIRECTOR	40.					X	627,436.	NONE	14,542.	
<u>MOMINA MASTOOR MD</u> PHYSICIAN	40.					X	608,833.	NONE	2,982.	
<u>GEORGE BITTAR MD</u> PHYSICIAN	40.					X	546,970.	NONE	1,859.	

Name of the organization

Employer identification number

THE UNION MEMORIAL HOSPITAL

52-0591685

PROCESS FOR REVIEWING FORM 990

FORM 990, PART VI, SECTION A, QUESTION 10

THE PROCESS FOR REVIEWING THE FORM 990 INCLUDED EDUCATION AND

TRANSPARENCY. SENIOR FINANCIAL EXECUTIVES, WORKING WITH INDEPENDENT

OUTSIDE EXPERTS, THOROUGHLY REVIEWED THE REVISED FORM 990 AND

ACCOMPANYING INSTRUCTIONS AND PROVIDED EDUCATION SESSIONS ON THE REVISED

FORM TO THE ORGANIZATION'S GOVERNING BODY AND ITS SENIOR OFFICERS. IN

ADDITION, SEPARATE EDUCATION SESSIONS WERE PROVIDED TO THE FOLLOWING

COMMITTEES OF ORGANIZATION'S GOVERNING BODY: FINANCE, AUDIT, GOVERNANCE,

STRATEGIC PLANNING, AND EXECUTIVE COMPENSATION. THIS EDUCATION PROCESS

TOOK PLACE OVER SEVERAL MONTHS. FOLLOWING THESE EDUCATION SESSIONS, THE

GOVERNING BODY WAS PROVIDED A COPY OF THE FORM 990 IN ITS FINAL FORM AND

WAS ENCOURAGED TO PROVIDE ANY INPUT OR COMMENTS RELATING TO THE FORM 990

PRIOR TO ITS FILING.

Name of the organization

Employer identification number

THE UNION MEMORIAL HOSPITAL

52-0591685

CONFLICT OF INTEREST POLICY ENFORCEMENT

FORM 990, PART VI, SECTION B, QUESTION 12C

APPOINTMENT OF BOARDS OF DIRECTORS

MEDSTAR HEALTH (AND ITS SUBSIDIARIES) REQUIRE ALL NOMINATED DIRECTORS,

PRIOR TO THEIR APPOINTMENT OR ELECTION, TO DISCLOSE THE EXISTENCE OF (OR

POTENTIAL EXISTENCE OF) ANY TRANSACTION WITH MEDSTAR THAT WOULD RESULT IN

A CONFLICT OF INTEREST. SUCH DISCLOSURES (IF ANY) ARE REVIEWED BY THE

GOVERNANCE COMMITTEE OF THE MEDSTAR HEALTH BOARD OF DIRECTORS WHICH

DETERMINES HOW THE MATTER SHOULD BE RESOLVED.

ANNUAL DISCLOSURES - ALL OFFICERS, DIRECTORS, AND SENIOR MANAGERS

ALL OFFICERS, DIRECTORS AND SENIOR MANAGERS ARE REQUIRED, NOT LESS THAN

ANNUALLY, TO COMPLETE A SURVEY OF QUESTIONS CONCERNING ANY TRANSACTIONS

OR RELATIONSHIPS WHICH WOULD OR COULD REPRESENT A CONFLICT OF INTEREST.

SUCH DISCLOSURES (IF ANY) ARE REVIEWED BY THE GOVERNANCE COMMITTEE OF THE

MEDSTAR HEALTH BOARD OF DIRECTORS WHICH DETERMINES HOW THE MATTER SHOULD

BE RESOLVED. IN ADDITION, OFFICERS AND DIRECTORS OF MARYLAND HOSPITALS

AND NURSING CENTERS ARE REQUIRED TO ANNUALLY DISCLOSE ADDITIONAL

INFORMATION RELATING TO POTENTIAL CONFLICTS OF INTEREST AND SUCH

DISCLOSURES ARE REPORTED TO THE MARYLAND HEALTH SERVICES COST REVIEW

COMMISSION (HSCRC).

Name of the organization THE UNION MEMORIAL HOSPITAL	Employer identification number 52-0591685
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DESCRIPTION OF EXECUTIVE COMPENSATION PROCESS

FORM 990, PART VI, SECTION B, QUESTION 15

THE EXECUTIVE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS OF MEDSTAR

HEALTH, INC. (THE "COMMITTEE") HAS OVERSIGHT OVER THE EXECUTIVE

COMPENSATION PROGRAM (THE "PROGRAM") OF MEDSTAR HEALTH, INC. AND ITS

AFFILIATES. TOTAL COMPENSATION FOR THE TOP MANAGEMENT OFFICIALS,

OFFICERS AND KEY EMPLOYEES OF MEDSTAR HEALTH, INC. AND ITS AFFILIATES ARE

REVIEWED AND APPROVED BY THE COMMITTEE WITH ASSISTANCE AND GUIDANCE FROM

AN INDEPENDENT THIRD PARTY ADVISOR. THE MEMBERS OF THE COMMITTEE ARE

INDEPENDENT FROM ALL OF THE PARTICIPANTS IN THE PROGRAM.

THE MAIN OBJECTIVE OF THE PROGRAM IS TO PROVIDE MARKET COMPETITIVE TOTAL

COMPENSATION THAT IS INTERNALLY EQUITABLE AND HAS A STRONG

PAY-FOR-PERFORMANCE LINKAGE. PERFORMANCE IS EVALUATED AT THE SYSTEM,

OPERATING UNIT, AND INDIVIDUAL LEVELS. THE OVERALL TOTAL COMPENSATION

PHILOSOPHY IS MANAGED AT THE 75TH PERCENTILE OF THE COMPETITIVE MARKET

FOR COMPARABLE SIZE (NET REVENUE) AND TYPE (TAX-EXEMPT HEALTHCARE

ORGANIZATIONS). WHERE APPROPRIATE, ADDITIONAL INDUSTRY DATA IS

CONSIDERED (GENERAL BUSINESS AND/OR TAXABLE HEALTHCARE) FOR SELECTED

POSITIONS THAT CAN BE RECRUITED FROM OR POTENTIALLY LOST TO THESE

INDUSTRIES (E.G., INFORMATION TECHNOLOGY, FINANCE, ETC.).

THE COMMITTEE HAS ENGAGED ERNST & YOUNG LLP ("E&Y") TO SERVE AS AN

ADVISOR ON THE REASONABLENESS AND COMPETITIVENESS OF THE PROGRAM. IN

DETERMINING REASONABLENESS AND COMPETITIVENESS, E&Y REVIEWS MARKET

PRACTICES AND TRENDS, AND MAKES RECOMMENDATIONS RELATED TO THE PROGRAM.

E&Y UTILIZES INFORMATION FROM CUSTOM SURVEYS, NATIONAL COMPENSATION

Name of the organization

Employer identification number

THE UNION MEMORIAL HOSPITAL

52-0591685

SURVEYS, PROPRIETARY DATABASES, AND CLIENT EXPERIENCES TO DETERMINE ITS
 FINAL RECOMMENDATIONS. E&Y PRESENTS THEIR FINDINGS AND RECOMMENDATIONS
 TO THE COMMITTEE. THE COMMITTEE MAKES THE FINAL DECISIONS ON ALL OF THE
 COMPENSATION DETERMINATIONS OF THE PROGRAM. ALL DECISIONS MADE BY THE
 COMMITTEE ARE CONTEMPORANEOUSLY DOCUMENTED.

Name of the organization THE UNION MEMORIAL HOSPITAL	Employer identification number 52-0591685
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FINANCIAL STATEMENTS AVAILABILITY

FORM 990, PART VI, SECTION C, QUESTION 19

IN PRIOR YEARS, MEDSTAR HEALTH HAS POSTED ITS ANNUAL FINANCIAL AUDIT AND QUARTERLY FINANCIAL REPORTS TO THE NATIONALLY RECOGNIZED MUNICIPAL SECURITIES INFORMATION REPOSITORY (NRMSIRS) AND THIS YEAR THE ORGANIZATION BEGAN POSTING ITS FINANCIALS TO THE ELECTRONIC MUNICIPAL MARKET ACCESS (EMMA) SYSTEM. THE ORGANIZATION ALSO MAILES ITS ANNUAL AND QUARTERLY DISCLOSURES TO HOLDERS OF THE COMPANY'S PUBLICLY TRADED DEBT. THE COMPANY'S GOVERNANCE DOCUMENTS AND CONFLICTS OF INTEREST POLICIES ARE AVAILABLE UPON REQUEST THROUGH ITS CORPORATE (OR AS APPLICABLE ENTITY) PUBLIC INFORMATION OFFICES.

Name of the organization THE UNION MEMORIAL HOSPITAL	Employer identification number 52-0591685
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COMPENSATION FOOTNOTES

PART VII, SECTION A

KENNETH SAMET

KENNETH SAMET'S DEFERRED COMPENSATION IN PART II, COLUMN (C) INCLUDES \$330,414 REPRESENTING THE AMOUNT TO WHICH MR. SAMET BECAME VESTED IN A SUPPLEMENTAL RETIREMENT BENEFIT. THIS SUPPLEMENTAL RETIREMENT BENEFIT WAS EARNED DURING THE PAST 20 YEARS OF SERVICE.

HARRISON RIDER III

HARRISON RIDER'S OTHER REPORTABLE COMPENSATION IN PART II, COLUMN (B) (III) INCLUDES THE PAYMENT OF A BENEFIT IN THE AMOUNT OF \$654,221 RELATING TO PRIOR YEARS OF SERVICE, AND HIS DEFERRED COMPENSATION IN PART II, COLUMN (C) INCLUDES A BENEFIT ACCRUAL OF \$168,714 IN THE CURRENT PERIOD.

Name of the organization

Employer identification number

THE UNION MEMORIAL HOSPITAL

52-0591685

FINANCIAL STATEMENTS AND REPORTING

PART XI, QUESTION 2C

THE UNION MEMORIAL HOSPITAL IS PART OF THE MEDSTAR HEALTH, INC. AUDIT AND

SUBJECT TO OVERSIGHT BY THE AUDIT COMMITTEE OF THE MEDSTAR BOARD.

Name of the organization

Employer identification number

THE UNION MEMORIAL HOSPITAL

52-0591685

SOCIAL CLUB DUES

SCHEDULE J, PART I, QUESTION 1A

THE ORGANIZATION PAID SOCIAL CLUB DUES FOR ONE OF ITS OFFICERS DURING

THIS YEAR. PARTICIPATION IN THESE ACTIVITIES BY THE OFFICER WAS FOR

BUSINESS PURPOSES, AND HELPED THE ORGANIZATION FURTHER ITS EXEMPT

PURPOSES.

Name of the organization THE UNION MEMORIAL HOSPITAL	Employer identification number 52-0591685
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SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN

SCHEDULE J, PART I, QUESTION 4B

HARRISON RIDER PARTICIPATED IN, OR RECEIVED PAYMENT FROM, A SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN:

HARRISON RIDER'S OTHER REPORTABLE COMPENSATION IN PART II, COLUMN (B) (III) INCLUDES THE PAYMENT OF A BENEFIT IN THE AMOUNT OF \$654,221 RELATING TO PRIOR YEARS OF SERVICE, AND HIS DEFERRED COMPENSATION IN PART II, COLUMN (C) INCLUDES A BENEFIT ACCRUAL OF \$168,714 IN THE CURRENT PERIOD.

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

THE UNION MEMORIAL HOSPITAL

Related Organizations and Unrelated Partnerships

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

OMB No. 1545-0047
2008
Open to Public Inspection

Employer identification number
52-0591685

Part I Identification of Disregarded Entities

(A) Name, address, and EIN of disregarded entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Total income	(E) End-of-year assets	(F) Direct controlling entity
ANESTHESIA SERVICES D, LLC 9000 FRANKLIN SQUARE DRIVE BALTIMORE, MD 21237	HEALTHCARE	MD	11,072,867.	1,786,286.	N/A

Part II Identification of Related Tax-Exempt Organizations

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Exempt Code section	(E) Public charity status (if section 501(c)(3))	(F) Direct controlling entity
SEE SCHEDULE R-1					

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

Schedule R (Form 990) 2008

Part III Identification of Related Organizations Taxable as a Partnership

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Predominant income (related, investment, unrelated)	(F) Share of total income	(G) Share of end-of-year assets	(H) Disproportionate allocations?		(I) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(J) General or managing partner?	
							Yes	No		Yes	No
SURGICENTER/PASADEN 52-2009504 COLUMBIA MD 21044	MEDICAL SERVICES	MD	N/A	RELATED				X			X
SJMC-RA, LLC COLUMBIA MD 21044	RADIATION THERAPY	MD	N/A	RELATED				X			X
PHYSICIAN IMAGING HYATTSVILLE MD 20782	LAB SERVICES	MD	N/A	RELATED				X			X

Part IV Identification of Related Organizations Taxable as a Corporation or Trust

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Type of entity (C corp, S corp, or trust)	(F) Share of total income	(G) Share of end-of-year assets	(H) Percentage ownership
SEE SCHEDULE R-1							

Part V Transactions With Related Organizations

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

		Yes	No
1	During the tax year did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a	Receipt of (i) interest (ii) annuities (iii) royalties (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) HH MEDSTAR HEALTH, INC.	Q	315,470.
(2) MEDSTAR HEALTH, INC.	Q	122,772.
(3)		
(4)		
(5)		
(6)		

Part VI Unrelated Organizations Taxable as a Partnership

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

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

Part II Continuation of Identification of Related Tax-Exempt Organizations

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Exempt Code section	(E) Public charity status (if section 501(c)(3))	(F) Direct controlling entity
CHURCH HOME CORPORATION 23-7374724 5565 STERRETT PLACE, 5TH FLOOR COLUMBIA, MD 21044	MEDICAL FUNDS	MD	501(C)(3)	PF	N/A
FRANKLIN SQUARE HOSPITAL CENTER, INC. 52-0608007 9000 FRANKLIN SQUARE DRIVE BALTIMORE, MD 21237	HOSPITAL	MD	501(C)(3)	3	N/A
HARBOR HOSPITAL, INC. 52-0491660 3001 SOUTH HANOVER STREET BALTIMORE, MD 21225	HOSPITAL	MD	501(C)(3)	3	N/A
MEDSTAR HEALTH, INC. 52-2087445 5565 STERRETT PLACE, 5TH FLOOR COLUMBIA, MD 21044	MEDICAL SVCS	MD	501(C)(3)	11B II	N/A
MONTGOMERY GENERAL HOSPITAL 52-0646893 18101 PRINCE PHILIP DRIVE OLNEY, MD 20832	HOSPITAL	MD	501(C)(3)	3	N/A
THE GOOD SAMARITAN HOSPITAL OF MARYLAND 52-0591607 5601 LOCH RAVEN BLVD BALTIMORE, MD 21239	HOSPITAL	MD	501(C)(3)	3	N/A
MEDSTAR RESEARCH INSTITUTE 52-6056274 108 IRVING STREET NW WASHINGTON, DC 20010	HOSPITAL	DC	501(C)(3)	3	N/A
THE MEDSTAR-GEORGETOWN MEDICAL CENTER, I 52-2218584 HOSPITAL ADMIN, 1 MAIN BLDG WASHINGTON, DC 20007	HOSPITAL	DC	501(C)(3)	3	N/A
WASHINGTON HOSPITAL CENTER CORPORATION 52-1272129 110 IRVING STREET NW WASHINGTON, DC 20010	HOSPITAL	DC	501(C)(3)	3	N/A
HH MEDSTAR HEALTH, INC. 52-1542230 5565 STERRETT PLACE, 5TH FLOOR COLUMBIA, MD 21044	MEDICAL SVCS	MD	501(C)(3)	11B II	N/A
BAY DEVELOPMENT CORP 52-1132992 5565 STERRETT PLACE, 5TH FLOOR COLUMBIA, MD 21044	FOUNDATION	MD	501(C)(3)	11A I	N/A
BAY LIFE SERVICES, INC. 52-1496539 5565 STERRETT PLACE, 5TH FLOOR COLUMBIA, MD 21044	MENTAL HEALTH	MD	501(C)(3)	9	N/A
MEDSTAR SURGERY CENTER, INC. 52-1061679 4061 POWDERMILL ROAD, SUITE 21 CALVERTON, MD 20705	MEDICAL SVCS	MD	501(C)(3)	9	N/A
CHURCH HOME AND HOSPITAL OF THE CITY OF 52-0591600 5565 STERRETT PLACE, 5TH FLOOR COLUMBIA, MD 21044	MEDICAL FUNDS	MD	501(C)(3)	3	N/A
FOUNDATION FOR GEORGETOWN UNIVERSITY HOS 52-2339873 HOSPITAL ADMIN, 1 MAIN BLDG WASHINGTON, DC 20007	FOUNDATION	DC	501(C)(3)	11A I	N/A

Part II Continuation of Identification of Related Tax-Exempt Organizations

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Exempt Code section	(E) Public charity status (if section 501(c)(3))	(F) Direct controlling entity
FRANKLIN SQUARE HOSPITAL CENTER FOUNDATI 52-2329546 9000 FRANKLIN SQUARE DRIVE BALTIMORE, MD 21237	FOUNDATION	MD	501(C)(3)	11A I	N/A
GOOD SAMARITAN HOSPITAL FOUNDATION, INC. 52-2307122 5601 LOCH RAVEN BLVD BALTIMORE, MD 21239	FOUNDATION	MD	501(C)(3)	11A I	N/A
GOOD SAMARITAN NURSING CENTER, INC. 52-1672866 5601 LOCH RAVEN BLVD BALTIMORE, MD 21239	MEDICAL SVCS	MD	501(C)(3)	9	N/A
GS HOUSING, INC. 52-1481656 5601 LOCH RAVEN BLVD BALTIMORE, MD 21239	ELDER HOUSING	MD	501(C)(3)	9	N/A
GS PROPERTIES, INC. 52-1429853 5601 LOCH RAVEN BLVD BALTIMORE, MD 21239	ADMIN SVCS	MD	501(C)(3)	11A I	N/A
HARBOR HOSPITAL FOUNDATION, INC. 52-1284532 3001 SOUTH HANOVER STREET BALTIMORE, MD 21225	FOUNDATION	MD	501(C)(3)	11A I	N/A
MEDSTAR HEALTH INFUSION, INC. 52-1980510 4061 POWDERMILL ROAD, SUITE 21 CALVERTON, MD 20705	MEDICAL SVCS	MD	501(C)(3)	9	N/A
MEDSTAR HEALTH VISITING NURSES ASSOCIATI 53-0196597 4061 POWDERMILL ROAD CALVERTON, MD 20705	MEDICAL SVCS	MD	501(C)(3)	9	N/A
MEDSTAR LONG TERM CARE CORPORATION 52-1489097 4061 POWDERMILL ROAD, SUITE 21 CALVERTON, MD 20705	HOSPITAL	MD	501(C)(3)	3	N/A
MEDSTAR VNA HEALTHCARE 52-1458516 4061 POWDERMILL ROAD, SUITE 21 CALVERTON, MD 20705	MEDICAL SVCS	MD	501(C)(3)	9	N/A
MGH COMMUNITY HEALTH, INC. 52-1372467 18101 PRINCE PHILIP DRIVE OLNEY, MD 20832	MEDICAL SVCS	MD	501(C)(3)	9	N/A
MGH HEALTH FOUNDATION, INC. 52-1129959 18101 PRINCE PHILIP DRIVE OLNEY, MD 20832	FOUNDATION	MD	501(C)(3)	7	N/A
MGH HEALTH SERVICES, INC. 52-1366812 18101 PRINCE PHILIP DRIVE OLNEY, MD 20832	FOUNDATION	MD	501(C)(3)	11A I	N/A
MGH WOMEN'S BOARD 52-6039600 18101 PRINCE PHILIP DRIVE OLNEY, MD 20832	FOUNDATION	MD	501(C)(3)	11A I	N/A
NATIONAL REHABILITATION HOSPITAL 52-1369749 102 IRVING STREET NW WASHINGTON, DC 20010	HOSPITAL	DC	501(C)(3)	3	N/A

Schedule R-1 (Form 990) 2008

Part II Continuation of Identification of Related Tax-Exempt Organizations

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Exempt Code section	(E) Public charity status (if section 501(c)(3))	(F) Direct controlling entity
REGIONAL REHAB AT OLNEY, INC. 52-2310902 18101 PRINCE PHILIP DRIVE OLNEY, MD 20832	MEDICAL SVCS	MD	501(C)(3)	3	N/A
SUBURBAN / NRH MEDICAL REHABILITATION, I 52-1931151 102 IRVING STREET NW WASHINGTON, DC 20010	MEDICAL SVCS	DC	501(C)(3)	3	N/A
THE THOMAS O'NEIL CATHOLIC HEALTH CARE F 52-1104382 5601 LOCH RAVEN BLVD BALTIMORE, MD 21239	FOUNDATION	MD	501(C)(3)	11A I	N/A
UNION MEMORIAL HOSPITAL FOUNDATION, INC. 52-1446828 201 EAST UNIVERSITY PARKWAY BALTIMORE, MD 21218	FOUNDATION	MD	501(C)(3)	11A I	UMH
VNA FOUNDATION 52-1331981 4061 POWDERMILL ROAD, SUITE 21 CALVERTON, MD 20705	FOUNDATION	MD	501(C)(3)	11A I	N/A
VNA, INC. 52-1332411 4061 POWDERMILL ROAD, SUITE 21 CALVERTON, MD 20705	ADMIN SVCS	MD	501(C)(3)	11A I	N/A
WEC FOUNDATION, INC. 52-1791670 110 IRVING STREET NW WASHINGTON, DC 20010	FOUNDATION	DC	501(C)(3)	11A I	N/A
WOODBOURNE WOODS, INC. 52-2299070 5601 LOCH RAVEN BLVD BALTIMORE, MD 21239	ELDER HOUSING	MD	501(C)(3)	9	N/A
SELF INSURANCE TRUST OF WASHINGTON HOSPI 52-1128332 110 IRVING STREET NW WASHINGTON, DC 20010	SELF INSURANCE	DC	501(C)(3)	11A I	N/A

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

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Predominant income (related, unrelated)	(F) Share of total income	(G) Share of end-of-year assets	(H) Disproportionate allocations?		(I) Code V-UBI amount on box 20 of K-1	(J) General or managing partner?	
							Yes	No		Yes	No
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Part IV Continuation of Identification of Related Organizations Taxable as a Corporation or Trust

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Type of entity (C corp, S corp, or trust)	(F) Share of total income	(G) Share of end-of-year assets	(H) Percentage ownership
MEDSTAR PHARMACIES, INC. 52-1513056 5565 STERRETT PLACE, 5TH FLOOR COLUMBIA, MD 21044	DRUG SALES	MD	N/A	C CORP			
EXTENCARE, INC. 52-1556228 5565 STERRETT PLACE, 5TH FLOOR COLUMBIA, MD 21044	MEDICAL SERVICES	MD	N/A	C CORP			
HELIX RESOURCES MANAGEMENT 52-1913070 5565 STERRETT PLACE, 5TH FLOOR COLUMBIA, MD 21044	ADMIN SERVICES	MD	N/A	C CORP			
HELIXCARE MEDICAL GROUP, LLC 52-1955580 5565 STERRETT PLACE, 5TH FLOOR COLUMBIA, MD 21044	MEDICAL SERVICES	MD	N/A	C CORP			
HELIXCARE PROPERTIES, LLC 52-1966695 5565 STERRETT PLACE, 5TH FLOOR COLUMBIA, MD 21044	MEDICAL SERVICES	MD	N/A	C CORP			
PARKWAY VENTURES, INC. 52-1702572 5565 STERRETT PLACE, 5TH FLOOR COLUMBIA, MD 21044	HOLDING COMPANY	MD	N/A	C CORP			
PHYSICIANS ADMINISTRATIVE SE 23-7042074 5565 STERRETT PLACE, 5TH FLOOR COLUMBIA, MD 21044	BILLING SERVICES	MD	N/A	C CORP			
MEDSTAR FAMILY CHOICE, INC. 52-1995521 5565 STERRETT PLACE, 5TH FLOOR COLUMBIA, MD 21044	MANAGED CARE	MD	N/A	C CORP			
MEDSTAR ENTERPRISES, INC. 52-2139841 4061 POWDERMILL ROAD, SUITE 210 CALVERTON, MD 20705	ADMIN SERVICES	MD	N/A	C CORP			
NASCOTT, INC. 52-1693808 4061 POWDERMILL ROAD, SUITE 210 CALVERTON, MD 20705	MEDICAL SERVICES	MD	N/A	C CORP			
STAR BILLING, INC. 52-1850113 4061 POWDERMILL ROAD, SUITE 210 CALVERTON, MD 20705	BILLING SERVICES	MD	N/A	C CORP			
WASHINGTON RISK NETWORK MANA 52-2132677 4061 POWDERMILL ROAD, SUITE 210 CALVERTON, MD 20705	MEDICAL SERVICES	MD	N/A	C CORP			
WASHINGTON HOSPITAL CENTER P 52-1931000 100 IRVING STREET NW WASHINGTON, DC 20010	MEDICAL SERVICES	MD	N/A	C CORP			
MEDSTAR PHYSICIAN PARTNERS 52-2030809 4061 POWDERMILL ROAD, SUITE 210 CALVERTON, MD 20705	MEDICAL SERVICES	MD	N/A	C CORP			
NRH AMBULATORY SERVICES, INC. 52-1930165 102 IRVING STREET NW WASHINGTON, DC 20010	REHAB SERVICES	MD	N/A	C CORP			
FRANKLIN SQUARE DRIVE LAND C 76-0756352 5565 STERRETT PLACE, 5TH FLOOR COLUMBIA, MD 21044	CONDO OWNER ASSOC	MD	N/A	C CORP			
MGH DIVERSIFIED SERVICES, IN 52-1943602 18101 PRINCE PHILIP DRIVE OLNEY, MD 20832	MEDICAL SERVICES	MD	N/A	C CORP			
GREENSPRING FINANCIAL INSURA 98-0188617 23 LIME TREE BAY AVENUE PO BOX 1051 KY1-	INSURANCE	CJ	N/A	C CORP			

Part V Continuation of Transactions With Related Organizations (Schedule R (Form 990), Part V, line 2)

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

FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

=====

AS A PROUD MEMBER OF MEDSTAR HEALTH, UNION MEMORIAL HOSPITAL'S MISSION IS TO BE A COMPREHENSIVE HOSPITAL WITH REGIONAL SPECIALTY SERVICES OF DISTINCTION AND QUALITY COMMUNITY SERVICES, ALL ENHANCED BY CLINICAL EDUCATION AND RESEARCH. LOCATED IN THE NORTH CENTRAL SECTION OF BALTIMORE, UNION MEMORIAL IS A REGIONAL SPECIALTY AND TEACHING HOSPITAL THAT HAS BEEN CARING FOR MEMBERS OF THE COMMUNITY FOR MORE THAN 150 YEARS. UNION MEMORIAL HAS BEEN NAMED ONE OF THE NATION'S 100 TOP HOSPITALS BY THOMSON REUTERS, AND RECOGNIZED AS A TOP 50 HOSPITAL FOR EXCELLENCE IN DIABETES AND ENDOCRINE DISORDERS, GERIATRIC CARE, HEART AND HEART SURGERY AND ORTHOPEDICS BY US NEWS AND WORLD REPORT. UNION MEMORIAL IS KNOWN NATIONALLY FOR THE CURTIS NATIONAL HAND CENTER AND CREATING THE FIRST HOSPITAL-BASED SPORTS MEDICINE PROGRAM IN THE COUNTRY. IN FISCAL YEAR 2009, UNION MEMORIAL HOSPITAL HAD 20,587 INPATIENT ADMISSIONS, 164,253 OUTPATIENT VISITS, AND 59,394 EMERGENCY VISITS.

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

NAME AND ADDRESS -----	DESCRIPTION OF SERVICES	COMPENSATION -----
PARKWAY ANESTHESIOLOGISTS 201 E UNIVERSITY PARKWAY BALTIMORE, MD 21218	MEDICAL SERVICES	10,408,069.
GREATER CHESAPEAKE ORTHOPAEDIC SPECIALIS 201 E UNIVERSITY PARKWAY BALTIMORE, MD 21218	MEDICAL SERVICES	3,316,024.
MID-ATLANTIC CARDIOVASCULAR ASSOCIATION 1838 GREENE TREE ROAD, SUITE 150 BALTIMORE, MD 21208	MEDICAL SERVICES	2,326,339.
MEDICAL STAFFING NETWORK PO BOX 840416 DALLAS, TX 75284-0416	MEDICAL STAFFING	1,766,831.
CHESAPEAKE MEDICAL STAFFING 1122 KENILWORTH DRIVE SUITE 107 TOWSON, MD 21204	MEDICAL STAFFING	1,649,735.
TOTAL COMPENSATION		----- 19,466,998. =====

FORM 990, PART VIII - CONTRIBUTIONS

NAME AND ADDRESS	DATE	FEDERATED CAMPAIGNS	MEMBERSHIP DUES	FUNDRAISING EVENTS	RELATED ORGANIZATIONS	GOVERNMENT GRANTS	ALL OTHER CONTRIBUTIONS
MISCELLANEOUS CONTRIBUTIONS < 2%							5,807,372.
201 EAST UNIVERSITY PARKWAY BALTIMORE, MD 21218							
UNION MEMORIAL HOSPITAL FOUNDATION					5,695,778.		
201 EAST UNIVERSITY PARKWAY BALTIMORE, MD 21218							
TOTALS					5,695,778.		5,807,372.

FORM 990, PART VIII - INVESTMENT INCOME

DESCRIPTION	(A) TOTAL REVENUE	(B) RELATED OR EXEMPT REVENUE	(C) UNRELATED BUSINESS REV.	(D) EXCLUDED REVENUE
TOTALS				1,105,335.
				1,105,335.