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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)

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

OMB No 1545-0047

2009

Open to Public
Inspection

A For the 2009 calendar year, or tax year beginning

08/01/09, and ending 07/31/10

B Check if applicable

Address change
 Name change
 Initial return
 Termination
 Amended return
 Application pending

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

C Name of organization
PHOEBE PUTNEY HEALTH SYSTEM, INC.

Doing Business As

Number and street (or P O box if mail is not delivered to street address)

P. O. DRAWER 1828

Room/suite

City or town, state or country, and ZIP + 4

ALBANY GA 31702

D Employer identification number

58-2001014

E Telephone number

229-312-1000

G Gross receipts \$ 182,478,870

H(a) Is this a group return for

affiliates? Yes No

H(b) Are all affiliates included?

 Yes No

If "No," attach a list (see instructions)

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

J Website: ► WWW.PHOEBEPUTNEY.COM

K Type of organization Corporation Trust Association Other ►

L Year of formation 1990 M State of legal domicile GA

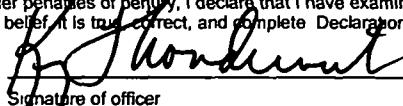
Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO DEVELOP AND OPERATE A FINANCIALLY VIABLE FAMILY OF RELATED HEALTH CARE ORGANIZATIONS WHICH COLLECTIVELY SEEK TO ENHANCE THE QUALITY OF LIFE OF SOUTHWEST GEORGIANS.
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.
Revenue	3 Number of voting members of the governing body (Part VI, line 1a)
Expenses	4 Number of independent voting members of the governing body (Part VI, line 1b)
Net Assets or Fund Balances	5 Total number of employees (Part V, line 2a)
	6 Total number of volunteers (estimate if necessary)
	7a Total gross unrelated business revenue from Part VIII, column (C), line 12
	b Net unrelated business taxable income from Form 990-T, line 34
	RECEIVED
	E1-34 JUN 20 2011 IRS-OSC
	8 Contributions and grants (Part VIII, line 1h)
	9 Program service revenue (Part VIII, line 2g)
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)
	14 Benefits paid to or for members (Part IX, column (A), line 4)
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)
	16a Professional fundraising fees (Part IX, column (A), line 11e)
	b Total fundraising expenses (Part IX, column (D), line 25)
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)
	19 Revenue less expenses. Subtract line 18 from line 12
	20 Total assets (Part X, line 16)
	21 Total liabilities (Part X, line 26)
	22 Net assets or fund balances. Subtract line 21 from line 20

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.

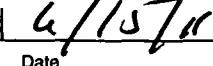
Sign Here



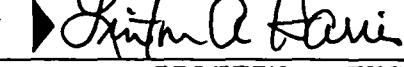
Signature of officer

KERRY LOUDERMILK

Type or print name and title



Date

Paid
Preparer's
Use OnlyPreparer's
signatureDate
6/15/11Check if
self-
employed
► Preparer's identifying number
(see instructions)
P00155925Firm's name (or yours
if self-employed),
address, and ZIP + 4
► DRAFFIN & TUCKER, LLP
PO BOX 6
ALBANY, GA 31702-0006

EIN ► 58-0914992

Phone
no. ► 229-883-7878May 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.

DAA

X Yes No
Form 990 (2009)

Q

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission:

TO DEVELOP AND OPERATE A FINANCIALLY Viable FAMILY OF RELATED HEATLH CARE ORGANIZATIONS WHICH COLLECTIVELY SEEK TO ENHANCE THE QUALITY OF LIFE OF SOUTHWEST GEORGians.

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 \$ 4,204,049 including grants of \$ 738,200) (Revenue \$ 31,765,879)
 GUIDE THE TAX-EXEMPT ACTIVITIES OF RELATED ORGANIZATIONS;
 COORDINATE CAPITAL BUDGET AND BORROWINGS; OVERSEE
 INSURANCE RISK MANAGEMENT; COORDINATE CHARITY CARE,
 PERSONNEL POLICIES, AND COMMUNITY SERVICE PROGRAMS.

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

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

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

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ► 4,204,049

Part IV. Checklist of Required Schedules

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

2 Is the organization required to complete Schedule B, Schedule of Contributors?

3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II

5 Section 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 similar funds or 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

7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II

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

9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV

10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V

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

- Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.
- Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII.
- Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII.
- Did the organization report an amount for other assets related in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX.
- Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.
- Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? If "Yes," complete Schedule D, Part X.

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

12A Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional.

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

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

b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Part I

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

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

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

18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II

19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III

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

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

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	X
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	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 lines 24b through 24d and complete Schedule K. If "No," go to line 25	24a	X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a	X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b	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	26	X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III	27	X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a	X
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b	X
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c	X
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29	X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30	X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31	X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32	X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	33	X
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	34	X
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35	X
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36	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? If "Yes," complete Schedule R, Part VI	37	X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O.	38	X

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable	1a	51
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	104
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)	2b	X
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	3a	X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b	If "Yes," enter the name of the foreign country: ► SEE SCHEDULE O See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	5a	X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?	5b	X
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	X
7	Organizations that may receive deductible contributions under section 170(c).	7a	X
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7b	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	X
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d	
d	If "Yes," indicate the number of Forms 8282 filed during the year	7e	X
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g	X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7h	X
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	8	
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	9a	
9	Sponsoring organizations maintaining donor advised funds.	9b	
a	Did the organization make any taxable distributions under section 4966?	10a	
b	Did the organization make a distribution to a donor, donor advisor, or related person?	10b	
10	Section 501(c)(7) organizations. Enter:	11a	
a	Initiation fees and capital contributions included on Part VIII, line 12	11b	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	12a	
11	Section 501(c)(12) organizations. Enter:	12b	
a	Gross income from members or shareholders		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		

Part VI. Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body	1a 11	
b	Enter the number of voting members that are independent	1b 5	
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 organization 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
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	X

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

		Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a	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?	10b	
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11	X
11a	Describe in Schedule O the process, if any, used by the organization to review this Form 990.	12a	X
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	12b	X
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12c	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	13	X
13	Does the organization have a written whistleblower policy?	14	X
14	Does the organization have a written document retention and destruction policy?	15a	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?	15b	X
a	The organization's CEO, Executive Director, or top management official	16a	
b	Other officers or key employees of the organization		
	If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions.)	16b	X
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?		
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?		

Section C. Disclosure

17	List the states with which a copy of this Form 990 is required to be filed ► GA
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.
	<input checked="" type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> 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: ► KERRY LOUDERMILK, CFO P.O. DRAWER 1828 ALBANY GA 31702 229-312-4068

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. Report compensation for the calendar year ending with or within the organization's tax year. 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. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, 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 current officer, director, or trustee.

(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			
JOEL WERNICK CEO/PRES/BRD MEMBER	50.00	X		X			951,282	0	385,290
LEMUEL V. GRIFFIN CHAIRMAN	1.00	X		X			0	0	0
LAMAR H. MOREE, M.D. VICE-CHAIR	1.00	X		X			0	0	0
LAURENCE T. CRIMMINS, M.D. BOARD MEMBER	1.00	X					0	0	0
TOM LAW BOARD MEMBER	1.00	X					0	0	0
WILHELMINA HALL BOARD MEMBER	1.00	X					0	0	0
ANTHONY PARKER, EHD BOARD MEMBER	1.00	X					0	0	0
WILL SIMS BOARD MEMBER	1.00	X					0	0	0
JAMES WOODS, M.D. BOARD MEMBER	1.00	X					0	0	0
WILLIAM M. GEORGE, JR., M.D. BOARD MEMBER	1.00	X					0	0	0
BRUCE MELTON BOARD MEMBER	1.00	X					0	0	0
KERRY LOUDERMILK SVP/CFO	50.00			X			473,535	0	96,843
JOE AUSTIN EVP/COO	50.00			X			174,693	0	63,591
THOMAS CHAMBLESS SVP/ GEN COUNSEL	50.00				X		399,320	0	68,354
ROBERT LAGESSE SVP/PHYS SVC	50.00				X		290,566	0	35,826
RICHARD BOWE, M.D. SVP/PHYS SVC	50.00				X		275,964	0	28,740
CHIRAG JANI PHYSICIAN	50.00					X	1,235,989	0	33,619

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

1b Total ► 7,291,692 814,436

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization ► 90

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

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.

(A) Name and business address	(B) Description of services	(C) Compensation
PARKER HUDSON RAINER DOBBS ATLANTA	1500 MARQUIS TWO TOWER GA 30303 LEGAL	1,851,871
BAUDINO LAW GROUP, PLC DES MOINES	2600 GRAND AVENUE, SUITE 300 IA 50312 LEGAL	956,395
SNR DENTON US, LLP PHILADELPHIA	DEPT 7247-6670 PA 19170 LEGAL	788,585
SPERDUTO AND ASSOCIATES, INC. ATLANTA	300 PEACHTREE CTR NORTH TOWER GA 30303 CONSULTANTS	409,021
BRYAN CAVE POWELL GOLDSTEIN ST. LOUIS	P.O. BOX 503089 MO 63150 LEGAL	406,375

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ►

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Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a Federated campaigns	1a			
	1b Membership dues	1b			
	1c Fundraising events	1c			
	1d Related organizations	1d			
	1e Government grants (contributions)	1e			
	f All other contributions, gifts, grants, and similar amounts not included above	1f			
	g Noncash contributions included in lines 1a-1f	\$			
	h Total. Add lines 1a-1f	►			
Program Service Revenue		Busn. Code			
	2a ADMINISTRATIVE SVCS. REIMB.		30,774,575	30,774,575	
	b EMPLOYEE SVCS. REIMBURSEMENT		989,552	989,552	
	c				
	d				
	e				
	f All other program service revenue				
	g Total. Add lines 2a-2f	►	31,764,127		
	3 Investment income (including dividends, interest, and other similar amounts)	►	10,216,211		10,216,211
	4 Income from investment of tax-exempt bond proceeds	►			
	5 Royalties	►			
		(i) Real	(ii) Personal		
	6a Gross Rents	2,015,688			
	b Less rental exps	114,589			
	c Rental inc or (loss)	1,901,099			
	d Net rental income or (loss)	►	1,901,099		1,901,099
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other		
		138,481,100			
	b Less cost or other basis & sales exps	139,638,862			
	c Gain or (loss)	-1,157,762			
	d Net gain or (loss)	►	-1,157,762		-1,157,762
Other Revenue	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	►			
	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	►			
	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	►			
	Miscellaneous Revenue	Busn. Code			
	11a OTHER REVENUE		1,744	1,744	
	b				
	c				
	d All other revenue				
	e Total. Add lines 11a-11d	►	1,744		
	12 Total Revenue. See instructions	►	42,725,419	31,765,871	0 10,959,548

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).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	738,200	738,200		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	2,206,336		2,206,336	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	4,142,896	2,173,224	1,969,672	
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	153,034	52,381	100,653	
9 Other employee benefits	634,891	217,311	417,580	
10 Payroll taxes	304,593	104,257	200,336	
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other				
12 Advertising and promotion	2,948,243		2,948,243	
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy	6,265,955		6,265,955	
17 Travel	1,594,945		1,594,945	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	131,735	10,000	121,735	
19 Conferences, conventions, and meetings	37,204	4,413	32,791	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	360,705	345,893	14,812	
23 Insurance	166,922	9,927	156,995	
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.)	1,722,644	325,580	1,397,064	
a MISCELLANEOUS	299,110		299,110	
b DUES AND SUBSCRIPTIONS	210,671	13,913	196,758	
c REPAIRS AND MAINTENANCE	181,807	169,917	11,890	
d RECRUITMENT	40,393	39,033	1,360	
e				
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	22,140,284	4,204,049	17,936,235	
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	4,537,564	1	5,170,791
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net		4	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. 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	678,764	7	562,550
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 56,497,294		
	b Less: accumulated depreciation	10b 15,055,554	10c 43,939,428	41,441,740
	11 Investments—publicly traded securities	168,690,483	11	191,154,313
	12 Investments—other securities. See Part IV, line 11	55,180,246	12	60,969,403
	13 Investments—program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	24,636,470	15	34,997,753
	16 Total assets. Add lines 1 through 15 (must equal line 34)	297,662,955	16	334,296,550
Liabilities	17 Accounts payable and accrued expenses	16,693,758	17	7,124,995
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial 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 to unrelated third parties		24	
	25 Other liabilities. Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	16,693,758	26	7,124,995
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	280,969,197	27	327,171,555
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	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	280,969,197	33	327,171,555
	34 Total liabilities and net assets/fund balances	297,662,955	34	334,296,550

Part XI. Financial Statements and Reporting

1 Accounting method used to prepare the Form 990: Cash Accrual Other _____
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

b Were the organization's financial statements audited by an independent accountant?

c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.

d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both:

Separate basis Consolidated basis Both consolidated and separate basis

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?

b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

Form 990 (2009)

SCHEDULE A
 (Form 990 or 990-EZ)
Department of the Treasury
Internal Revenue Service
Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

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

OMB No 1545-0047

2009Open to Public
Inspection

Name of the organization

PHOEBE PUTNEY HEALTH SYSTEM, INC.

Employer Identification number
58-2001014
Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

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

1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state:
 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
 9 An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 a Type I b Type II c Type III—Functionally integrated d Type III—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
11g(I)	X	
11g(II)	X	
11g(III)	X	

h Provide the following information about the supported organization(s).

(I) Name of supported organization	(II) EIN	(III) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(IV) Is the organization 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	
PHOEBE PUTNEY MEMORIAL HOSPITAL, INC.	58-1928247	3	X		X		X		
PHOEBE FOUNDATION, INC.	58-1847104	3	X		X		X		
PHOEBE SUMTER MEDICAL CENTER, INC.	26-3975185	3	X		X		X		
PHOEBE WORTH MEDICAL CENTER, INC.	38-3647394	3	X		X		X		
PHOEBE PHYSICIAN GROUP, INC.	26-3792403	3	X		X		X		
Total									

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

Schedule A (Form 990 or 990-EZ) 2009

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**

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)						12
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						► <input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	%
16a 33 1/3 % support test—2009. If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization	►	<input type="checkbox"/>
b 33 1/3 % support test—2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization	►	<input type="checkbox"/>
17a 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	►	<input type="checkbox"/>
b 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	►	<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	►	<input type="checkbox"/>

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) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%
19a 33 1/3 % support tests—2009. 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—2008. 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 explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instructions.

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**► Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11, or 12.

► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2009Open to Public
Inspection

Name of the organization

Employer identification number

PHOEBE PUTNEY HEALTH SYSTEM, INC.

58-2001014

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

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

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

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

Preservation of land for public use (e.g., recreation or pleasure) Preservation of an historically important land area
 Protection of natural habitat Preservation of certified historic structure
 Preservation of open space

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

	Held at the End of the Tax Year
2a	
2b	
2c	
2d	
a Total number of conservation easements	
b Total acreage restricted by conservation easements	
c Number of conservation easements on a certified historic structure included in (a)	
d Number of conservation easements included in (c) acquired after 8/17/06	
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ►	
4 Number of states where property subject to conservation easement is located ►	
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?	<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ►	
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$	
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.	

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

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

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

(i) Revenues included in Form 990, Part VIII, line 1	► \$
(ii) Assets included in Form 990, Part X	► \$
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items:	
a Revenues included in Form 990, Part VIII, line 1	► \$
b Assets included in Form 990, Part X	► \$

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

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

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

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

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

	Amount
1c	
1d	
1e	
1f	

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

b If "Yes," explain the arrangement in Part 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 Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the 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 Yes No

(ii) related organizations Yes No

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? Yes No

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) Accumulated depreciation	(d) Book value
1a Land	11,410,202			11,410,202
b Buildings	27,094,720	4,884,450		22,210,270
c Leasehold improvements	16,846,046	9,214,972		7,631,074
d Equipment	1,146,326	956,132		190,194
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				► 41,441,740

Part VIII 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		
Closely-held equity interests		
Other <u>SSGA_RUSSELL</u>	27,261,484	MARKET
<u>SILCHESTER INTL INVESTORS</u>	25,704,250	MARKET
<u>INVESTMENT IN HEALTH VENTURES</u>	4,613,146	COST
<u>INVESTMENT IN GROVE POINTE/PPI</u>	3,941,874	COST
<u>INVESTMENT IN PHOEBE WORTH</u>	1,336,350	COST
<u>INVESTMENT IN VHA, INC.</u>	53,671	COST
<u>INVESTMENT IN GOHUPAD CLINIC</u>		COST
<u>INVESTMENT IN MED. RESOURCE NETWORK</u>	-280,525	COST
<u>INVESTMENT IN PPG, INC.</u>	-1,660,847	COST
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.)	60,969,403	

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

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

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

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

Part X Other Liabilities See Form 990 Part X line 25

Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)

2. FIN 48 Footnote. 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 Audited Financial Statements

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

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

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

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

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

Part XIV. Supplemental Information

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

PART X - LIABILITY UNDER FIN 48 FOOTNOTE
THE ACCOUNTING POLICIES PRESCRIBE WHEN TO RECOGNIZE AND HOW TO MEASURE THE
FINANCIAL STATEMENT EFFECTS OF INCOME TAX POSITIONS TAKEN OR EXPECTED TO BE
TAKEN ON ITS INCOME TAX RETURNS. THESE RULES REQUIRE MANAGEMENT TO EVALUATE
THE LIKELIHOOD THAT, UPON EXAMINATION BY THE RELEVANT TAXING JURISDICTIONS,
THOSE INCOME TAX POSITIONS WOULD BE SUSTAINED. BASED ON THAT EVALUATION,
THE CORPORATION ONLY RECOGNIZES THE MAXIMUM BENEFIT OF EACH INCOME

Part XIV Supplemental Information (continued)

TAX POSITION THAT IS MORE THAN 50% LIKELY OF BEING SUSTAINED. TO THE EXTENT THAT ALL OR A PORTION OF THE BENEFITS OF AN INCOME TAX POSITION ARE NOT RECOGNIZED, A LIABILITY WOULD BE RECOGNIZED FOR THE UNRECOGNIZED BENEFITS, ALONG WITH ANY INTEREST AND PENALTIES THAT WOULD RESULT FROM DISALLOWANCE OF THE POSITION. SHOULD ANY SUCH PENALTIES AND INTEREST BE INCURRED, THEY WOULD BE RECOGNIZED AS OPERATING EXPENSES.

BASED ON THE RESULTS OF MANAGEMENT'S EVALUATION, NO LIABILITY IS RECOGNIZED IN THE ACCOMPANYING BALANCE SHEET FOR UNRECOGNIZED INCOME TAX POSITIONS.
FURTHER, NO INTEREST OR PENALTIES HAVE BEEN ACCRUED OR CHARGED TO EXPENSE AS OF JULY 31, 2010 AND 2009 OR FOR THE YEARS THEN ENDED. THE CORPORATION'S OPEN AUDIT PERIODS ARE FOR TAX YEARS ENDED 2007-2009.

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

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

► Attach to Form 990.

Name of the organization

PHOEBE PUTNEY HEALTH SYSTEM, INC.

58-2001014

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?
	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to 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 L-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
---	--	---------	-------------------------------	--------------------------	-----------------------------------	---	--	------------------------------------

DARTON FOUNDATION	CONSTRUCTION
2400 GILLIONVILLE ROAD	
ALBANY GA 31707	
58-0964652	3
	300,000
GA ALLIANCE OF COMMUNITY HOSPITALS	
P.O. BOX 1572	
TIFTON GA 31793	
	24,000
ALBANY SYMPHONY ASSOCIATION	
308 FLINT AVENUE	
ALBANY GA 31701	
	6,000
ALBANY TECHNICAL INSTITUTE	
1704 S. SLAPPEY BLVD.	
ALBANY GA 31707	
	400,000

Enter total number of securities (3) and government organization (4)

Enter total number of securities (3) and government organization (4)

Enter total number of securities (3) and government organization (4)

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

Use Part IV and Schedule I-1 (Form 990) if additional space is needed.

Use Part V and Schedule I-1 (Form 990) if additional space is needed.

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

PART I, LINE 2 - PROCEDURES FOR MONITORING THE USE OF GRANT FUNDS
BOARD APPROVAL IS REQUIRED FOR MAJOR CONTRIBUTIONS AND FOLLOW UP WITH THE
GRANTEE FOR REPORTING OF THE USE OF FUNDS.

SCHEDULE J
(Form 990)Department of the Treasury
Internal Revenue Service**Compensation Information**

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

Compensated Employees

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

► Attach to Form 990. ► See separate instructions.

OMB No. 1545-0047

2009Open To Public
Inspection

Name of the organization

PHOEBE PUTNEY HEALTH SYSTEM, INC.

Employer Identification number
58-2001014**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 checked="" type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)

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

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

a Receive a severance payment or change-of-control payment?

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 section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

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

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

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

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

Schedule J (Form 990) 2009 PHOEBE PUTNEY HEALTH SYSTEM, INC. 58-2001014

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) Retirement and other 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				
JOEL WERNICK	\$516,587	\$202,424	\$232,271	\$364,331	\$20,959	\$1,336,572	\$0
	0	0	0	0	0	0	0
KERRY LOUDERMILK	\$318,202	\$102,166	\$53,167	\$80,287	\$16,556	\$570,378	\$0
	0	0	0	0	0	0	0
JOE AUSTIN	\$172,606	\$0	\$2,087	\$39,112	\$24,479	\$238,284	\$0
	0	0	0	0	0	0	0
THOMAS CHAMBLESS	\$349,929	\$44,819	\$4,572	\$68,279	\$0	\$467,674	\$0
	0	0	0	0	0	0	0
ROBERT LAGESSE	\$227,960	\$44,932	\$17,674	\$32,980	\$2,846	\$326,392	\$0
	0	0	0	0	0	0	0
RICHARD BOWE, M.D.	\$227,699	\$47,382	\$883	\$28,740	\$0	\$304,704	\$0
	0	0	0	0	0	0	0
CHIRAG JANI	\$947,006	\$288,000	\$983	\$4,900	\$28,719	\$1,269,608	\$0
	0	0	0	0	0	0	0
JOSE TONGOL	\$987,696	\$88,268	\$2,876	\$4,900	\$19,153	\$1,102,893	\$0
	0	0	0	0	0	0	0
FRANCIS HERRBOLD	\$689,320	\$210,000	\$0	\$702	\$4,900	\$22,708	\$927,630
	0	0	0	0	0	0	0
ANTHONY HOOTS	\$691,846	\$124,541	\$1,794	\$4,900	\$20,186	\$843,267	\$0
	0	0	0	0	0	0	0
CHARLES HOLLEY	\$691,506	\$0	\$1,794	\$4,900	\$20,526	\$718,726	\$0
	0	0	0	0	0	0	0

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.

PART I, LINE 1A - FRINGE OR EXPENSE EXPLANATION

COUNTRY CLUB DUES ARE PART OF THE COMPENSATION PACKAGE WHICH IS GROSSED UP FOR STATE AND FEDERAL TAXES TO COMPENSATE THE EMPLOYEE FOR ANY ADDITIONAL TAX LIABILITY. THOSE THAT PARTICIPATE ARE:

JOEL WERNICK

KERRY LOUDERMILK

JOE AUSTIN

ROBERT LAGESSE

MEDICAL AND LIFE INSURANCE IS PART OF THE COMPENSATION PACKAGE WHICH IS GROSSED UP FOR STATE AND FEDERAL TAXES TO COMPENSATE THE CEO FOR ANY ADDITIONAL TAX LIABILITY.

JOEL WERNICK IS THE ONLY PARTICIPANT.

PART I, LINE 4 - SEVERANCE, NONQUALIFIED, AND EQUITY-BASED PAYMENTS

SEVERANCE, NONQUALIFIED EQUITY-BASED

JOEL WERNICK 0 328,517 0

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.

KERRY LOUDERMILK	0	54,866	0
JOE AUSTIN	0	2,8,150	0

PART III - OTHER ADDITIONAL INFORMATION

PART I, LINE 4 - DEFERRED COMPENSATION PLAN 457 (B)

THE DEFERRED COMPENSATION PLAN IS AN ADDITIONAL RETIREMENT PLAN OFFERED THROUGH PHOEBE PUTNEY. THE 457 (B) PLAN IS A NON-QUALIFIED RETIREMENT PLAN THAT ALLOWS YOU TO DEFER ADDITIONAL DOLLARS TOWARDS RETIREMENT. YOU MAY INVEST YOUR CONTRIBUTIONS IN A VARIETY OF INVESTMENT OPTIONS. A METLIFE REPRESENTATIVE IS AVAILABLE TO DISCUSS THE PROGRAM AND YOUR INVESTMENT OPTIONS.

HIGHLIGHTS INCLUDE:

- O NOT LIMITED BY THE AMOUNTS DEFERRED INTO THE PHOEBE 403 (B) PLAN IS SUBJECT TO ANNUAL DEFERRAL LIMITS SET BY THE IRS
- O PER IRS REGULATIONS, EACH PARTICIPANT IS A GENERAL UNSECURED CREDITOR OF THE PLAN SPONSOR, CREATING A RISK OF FORFEITURE
- SERP IS A DEFINED CONTRIBUTION, ACCOUNT-BASED PROGRAM WITH ANNUAL

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.

CONTRIBUTIONS AND PARTICIPANT-DIRECTED INVESTMENT ALLOCATIONS, EMPLOYER-FUNDED:

SCHEDULE J, PART III, COLUMN B (III), OTHER REPORTABLE COMPENSATION INCLUDES A ONE TIME GROSSED COLUMN B (III), OTHER REPORTABLE COMPENSATION INCLUDES A ONE TIME GROSSED UP PAYOUT FOR TERMINATION OF THE SPLIT DOLLAR RETIREMENT PROGRAM FOR WHICH THE EMPLOYEE RECEIVED NO NET COMPENSATION. THE TERMINATION OF THE PROGRAM PRODUCED A DEBT FOR THE AFFECTED EMPLOYEES THAT WAS FORGIVEN BY BOARD ACTION RESULTING IN TAXABLE INCOME FOR THE AFFECTED EMPLOYEES. THE ORGANIZATION GROSSED UP THE DEBT FOR THESE EMPLOYEES FOR STATE AND FEDERAL INCOME TAXES IN ACCORDANCE WITH IRS GUIDELINES. THE AFFECTED EMPLOYEES INCLUDE JOEL WERNICK AND KERRY LOUDERMILK.

SCHEDULE J, PART III, COLUMN C

A SUBSTANTIAL PORTION OF THE AMOUNT REPORTED IN COLUMN C OF SCHEDULE J, PART III (RETIREMENT AND OTHER DEFERRED COMPENSATION) FOR EMPLOYEES IDENTIFIED ABOVE IS A SUPPLEMENTAL EXECUTIVE RETIREMENT PROGRAM.

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.

THE PURPOSE OF THE PLAN IS TO PROVIDE A RETIREMENT BENEFIT FOR AFFECTED EXECUTIVES CONSISTENT WITH THE BENEFIT AVAILABLE TO EMPLOYEES NOT IMPACTED BY IRS LIMITS ON DEFINED BENEFIT PLANS.

THE AMOUNTS REPORTED AS SUPPLEMENTAL EXECUTIVE RETIREMENT COMPENSATION FOR AFFECTED EMPLOYEES REPRESENTS CREDITED, BUT NOT EARNED, RETIREMENT BENEFITS AND IS AVAILABLE IN FUTURE PERIODS TO THE EMPLOYEE SUBJECT TO CONTINUING EMPLOYMENT. THE HEALTH SYSTEM MAINTAINS OWNERSHIP OF THE FUNDS UNTIL FUTURE SUBSTANTIAL PERFORMANCE REQUIREMENTS ARE MET.

SCHEDULE O
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990**Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
► Attach to Form 990.

OMB No. 1545-0047

2009Open to Public
Inspection

Name of the organization

PHOEBE PUTNEY HEALTH SYSTEM, INC.

Employer identification number

58-2001014

AMENDED RETURN EXPLANATION

THE PURPOSE FOR FILING AN AMENDED RETURN IS TO EXPAND ON THE DISCLOSURES FOR EXECUTIVE COMPENSATION.

FORM 990, PART V, LINE 4B - FINANCIAL ACCOUNTS IN FOREIGN COUNTRIES

CAYMAN ISLANDS, BERMUDA, IRELAND, NETHERLANDS ANTILLES, CANADA

FORM 990, PART VI, LINE 11A - ORGANIZATION'S PROCESS TO REVIEW FORM 990

THE INDEPENDENT ACCOUNTING FIRM THAT PREPARES THE FORM 990 (BASED UPON INFORMATION PROVIDED BY THE ORGANIZATION) PROVIDES A COPY OF THE RETURN TO BE REVIEWED BY MANAGEMENT. UPON REVIEW, THE FORM 990 IS THEN FORWARDED TO THE FINANCE COMMITTEE FOR THEIR REVIEW, TO GAIN THEIR COMMENTS AND APPROVAL. UPON APPROVAL FROM THE FINANCE COMMITTEE, THE FORM 990 AND RELATED SCHEDULES ARE PROVIDED TO ALL BOARD MEMBERS FOR REVIEW AND FEEDBACK. ONCE THE FORM 990 IS REVIEWED BY ALL APPLICABLE PARTIES, A COPY OF THE FINAL VERSION IS PROVIDED TO ALL MEMBERS OF THE GOVERNING BODY PRIOR TO FILING.

FORM 990, PART VI, LINE 12C - ENFORCEMENT OF CONFLICTS POLICY

ON AN ANNUAL BASIS, PHOEBE PUTNEY HEALTH SYSTEM (PPHS) BOARD MEMBERS AS WELL AS ALL OFFICERS COMPLETE A CONFLICT OF INTEREST QUESTIONNAIRE. THIS QUESTIONNAIRE IS ADMINISTERED BY THE PPHS COMPLIANCE DEPARTMENT AND THE DOCUMENT ASKS EACH INDIVIDUAL TO DISCLOSE ANY PERSONAL, BUSINESS, OR OTHER AFFILIATIONS AND MONETARY AMOUNT IF APPLICABLE THAT THEY OR THEIR IMMEDIATE FAMILY MEMBERS HAVE HAD WITHIN THE PAST 12 MONTHS WITH PPHS OR ANY RELATED

Name of the organization

PHOEBE PUTNEY HEALTH SYSTEM, INC.

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58-2001014

ENTITIES. ALL RESPONSES ARE THEN EVALUATED BY THE PPHS COMPLIANCE DEPARTMENT.

FORM 990, PART VI, LINE 15A - COMPENSATION PROCESS FOR TOP OFFICIAL THE ORGANIZATION'S FORMAL PROCESS FOR DETERMINING TOTAL COMPENSATION FOR THE CEO IS INTENDED TO PROVIDE REASONABLE COMPENSATION FOR ACCOMPLISHING THE ORGANIZATION'S MISSION, ACHIEVE ITS STRATEGIC GOALS, TO RECOGNIZE PERFORMANCE, AND TO OPERATE IN KEEPING WITH THE ORGANIZATION'S OBLIGATIONS AS A TAX-EXEMPT CHARITABLE ORGANIZATION.

THE EXECUTIVE COMPENSATION COMMITTEE OF THE ORGANIZATION'S BOARD OF DIRECTORS CONDUCTS AN ANNUAL REVIEW OF THE COMPENSATION OF THE CEO. THE COMMITTEE RETAINS A QUALIFIED INDEPENDENT COMPENSATION CONSULTANT TO CONDUCT COMPETITIVE MARKET ANALYSIS OF THE MARKET RANGES OF BASE, INCENTIVE AND TOTAL CASH COMPENSATION. THE INFORMATION THE COMMITTEE MAY CONSIDER CAN INCLUDE BUT IS NOT LIMITED TO THE PERFORMANCE OF AN INDIVIDUAL, THE PERFORMANCE OF THE ORGANIZATION, AN INDIVIDUAL'S LENGTH OF SERVICE, CREDENTIALS AND EXPERIENCE, THE ELEMENTS OF TOTAL COMPENSATION AND SALARY HISTORY, THE ORGANIZATION'S COMPENSATION TARGETS, AND COMPARABILITY DATA, INCLUDING THE DATA PREPARED BY THE INDEPENDENT CONSULTANT AND REVIEWED WITH THE COMMITTEE.

THE COMMITTEE INCORPORATES A FORMAL PERFORMANCE APPRAISAL PROCESS IN THE CEO COMPENSATION REVIEW. IT UTILIZES A MULTI-PERSPECTIVE APPROACH AND PERFORMANCE MEASURES WHICH ARE LINKED TO THE ORGANIZATION'S LONG-TERM STRATEGIC PLAN AND ACHIEVEMENT OF ANNUAL SYSTEM OBJECTIVES. THE CEO IS NOT PRESENT WHEN THE COMMITTEE DISCUSSES AND ESTABLISHES HIS COMPENSATION.

FORM 990, PART VI, LINE 15B - COMPENSATION PROCESS FOR OFFICERS

Name of the organization

PHOEBE PUTNEY HEALTH SYSTEM, INC.

Employer identification number

58-2001014

THE ORGANIZATION'S FORMAL PROCESS FOR DETERMINING TOTAL COMPENSATION FOR THE OTHER OFFICERS AND KEY EMPLOYEES IS INTENDED TO PROVIDE REASONABLE COMPENSATION FOR ACCOMPLISHING THE ORGANIZATION'S MISSION, ACHIEVE ITS STRATEGIC GOALS, TO RECOGNIZE PERFORMANCE, AND TO OPERATE IN KEEPING WITH THE ORGANIZATION'S OBLIGATIONS AS A TAX-EXEMPT CHARITABLE ORGANIZATION.

THE EXECUTIVE COMPENSATION COMMITTEE OF THE ORGANIZATION'S BOARD OF DIRECTORS CONDUCTS AN ANNUAL REVIEW OF THE COMPENSATION OF THE OTHER OFFICERS AND KEY EMPLOYEES. THE COMMITTEE RETAINS A QUALIFIED INDEPENDENT COMPENSATION CONSULTANT TO CONDUCT COMPETITIVE MARKET ANALYSIS OF THE MARKET RANGES OF BASE, INCENTIVE AND TOTAL CASH COMPENSATION. THE INFORMATION THE COMMITTEE MAY CONSIDER CAN INCLUDE BUT IS NOT LIMITED TO THE PERFORMANCE OF AN INDIVIDUAL, THE PERFORMANCE OF THE ORGANIZATION, AN INDIVIDUAL'S LENGTH OF SERVICE, CREDENTIALS AND EXPERIENCE, THE ELEMENTS OF TOTAL COMPENSATION AND SALARY HISTORY, THE ORGANIZATION'S COMPENSATION TARGETS, AND COMPARABILITY DATA, INCLUDING THE DATA PREPARED BY THE INDEPENDENT CONSULTANT AND REVIEWED WITH THE COMMITTEE.

THE COMMITTEE INCORPORATES A FORMAL PERFORMANCE APPRAISAL PROCESS IN THE OTHER OFFICERS AND KEY EMPLOYEES COMPENSATION REVIEW. IT UTILIZES A MULTI-PERSPECTIVE APPROACH AND PERFORMANCE MEASURES WHICH ARE LINKED TO THE ORGANIZATION'S LONG-TERM STRATEGIC PLAN AND ACHIEVEMENT OF ANNUAL SYSTEM OBJECTIVES. THE CEO PROVIDES A PERFORMANCE NARRATIVE AND RECOMMENDED COMPENSATION ADJUSTMENT FOR THE OTHER OFFICERS AND KEY EMPLOYEES OF THE ORGANIZATION. THE COMMITTEE DETERMINES THE REASONABILITY OF ANY COMPENSATION ADJUSTMENTS FOR OTHER OFFICERS AND KEY EMPLOYEES BASED ON THE PRESENTED EVALUATION AND COMPARATIVE COMPENSATION DATA.

FORM 990, PART VI, LINE 19 - GOVERNING DOCUMENTS DISCLOSURE EXPLANATION

Name of the organization

PHOEBE PUTNEY HEALTH SYSTEM, INC.

Employer identification number

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THE ORGANIZATION MAKES AVAILABLE TO THE PUBLIC ITS CONFLICT OF INTEREST AND AUDITED FINANCIAL STATEMENTS ON THE ORGANIZATION'S WEBSITE, BY PROVIDING COPIES UPON REQUEST, AND BY INSPECTION AT THE ADMINISTRATIVE OFFICES OF THE ORGANIZATION.

SCHEDULE O - ADDITIONAL INFORMATION

FORM 990, PART V, LINE 4B - FINANCIAL ACCOUNTS IN FOREIGN COUNTRIES

BASED ON THE REQUEST OF PPHS' FINANCIAL INVESTMENT ADVISORS AND HEDGE FUND MANAGERS, FINANCIAL ACCOUNTS HAVE BEEN ESTABLISHED IN THE FOLLOWING FOREIGN COUNTRIES: CANADA, BERMUDA, CAYMAN ISLANDS, NETHERLANDS ANTILLES AND IRELAND.

COMMUNITY BENEFIT REPORT

AS DISCUSSED HEREIN, PHOEBE PUTNEY HEALTH SYSTEM (CORPORATION) OPERATES AS A CHARITABLE ORGANIZATION CONSISTENT WITH THE REQUIREMENTS OF INTERNAL REVENUE CODE SECTION 501(C)(3) AND THE "COMMUNITY BENEFIT STANDARD" OF IRS REVENUE RULING 69-545. IN THIS REGARD, THE CORPORATION SERVES AS THE PARENT ORGANIZATION OF A GROUP OF AFFILIATED ENTITIES AND AS SUCH ITS PRIMARY PURPOSE IS TO PLAN, COORDINATE, AND DIRECT THE GROUP AND TO PROVIDE CENTRALIZED ADMINISTRATIVE AND MANAGEMENT SERVICES TO THE EXEMPT ENTITIES IN THE GROUP. CURRENTLY, THE AFFILIATED ENTITIES COMPRISING THE GROUP INCLUDE: PHOEBE PUTNEY MEMORIAL HOSPITAL, INC. (PPMH), PHOEBE FOUNDATION, INC. (FOUNDATION), PHOEBE PUTNEY HEALTH VENTURES, INC. (PPHV), PHOEBE SUMTER MEDICAL CENTER, INC. (PSMC) AND PHOEBE WORTH MEDICAL CENTER, INC. (PWMC).

CONSISTENT WITH ITS CHARITABLE MISSION, THE CORPORATION TAKES SERIOUSLY ITS

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PHOEBE PUTNEY HEALTH SYSTEM, INC.	58-2001014

RESPONSIBILITY AS THE COMMUNITY'S SAFETY NET HOSPITAL AND HAS A STRONG RECORD OF MEETING AND EXCEEDING THE CHARITABLE CARE AND THE ORGANIZATIONAL AND OPERATIONAL STANDARDS REQUIRED FOR FEDERAL TAX-EXEMPT STATUS. THE CORPORATION DEMONSTRATES A CONTINUED AND EXPANDING COMMITMENT TO MEETING OUR MISSION AND SERVING THE CITIZENS BY PROVIDING COMMUNITY BENEFITS. A COMMUNITY BENEFIT IS A PLANNED, MANAGED, ORGANIZED, AND MEASURED APPROACH TO MEETING IDENTIFIED COMMUNITY HEALTH NEEDS, REQUIRING A PARTNERSHIP BETWEEN THE HEALTHCARE ORGANIZATION AND THE COMMUNITY TO BENEFIT RESIDENTS THROUGH PROGRAMS AND SERVICES THAT IMPROVE HEALTH STATUS AND QUALITY OF LIFE.

AS A TAX EXEMPT ORGANIZATION, THE CORPORATION HAS NO STOCKHOLDERS OR OWNERS. ALL REVENUE AFTER EXPENSES IS REINVESTED IN OUR MISSION TO CARE FOR THE CITIZENS OF THE COMMUNITIES ITS AFFILIATED ENTITIES SERVE - INTO CLINICAL CARE, HEALTH PROGRAMS, STATE-OF-THE-ART TECHNOLOGY AND FACILITIES, RESEARCH AND TEACHING AND TRAINING OF MEDICAL PROFESSIONALS NOW AND FOR THE FUTURE.

THE CORPORATION, THROUGH ITS AFFILIATED GROUP OF HOSPITALS, IMPROVES THE HEALTH AND WELL BEING OF SOUTHWEST GEORGIA THROUGH CLINICAL SERVICES, EDUCATION, RESEARCH AND PARTNERSHIPS THAT BUILD HEALTH CAPACITY IN THE COMMUNITY. EACH HOSPITAL PROVIDES COMMUNITY BENEFITS FOR EVERY CITIZEN IN ITS SERVICE AREA AS WELL AS FOR THE MEDICALLY UNDERSERVED. THE HOSPITALS CONDUCT COMMUNITY NEEDS ASSESSMENTS AND PAY CLOSE ATTENTION TO THE NEEDS OF LOW INCOME AND OTHER VULNERABLE PERSONS AND THE COMMUNITY AT LARGE. THE CORPORATION OFTEN WORKS WITH COMMUNITY GROUPS TO IDENTIFY NEEDS, STRENGTHEN EXISTING COMMUNITY PROGRAMS AND PLAN NEWLY NEEDED SERVICES. IT PROVIDES A

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WIDE-RANGING ARRAY OF COMMUNITY BENEFIT SERVICES DESIGNED TO IMPROVE COMMUNITY HEALTH AND THE HEALTH OF INDIVIDUALS AND TO INCREASE ACCESS TO HEALTH CARE, IN ADDITION TO PROVIDING FREE AND DISCOUNTED SERVICES TO PEOPLE WHO ARE UNINSURED AND UNDERINSURED. PPMH'S EXCELLENCE IN COMMUNITY BENEFIT PROGRAMS WAS RECOGNIZED BY THE PRESTIGIOUS FOSTER MCGAW PRIZE AWARDED TO THE HOSPITAL IN 2003 FOR ITS BROAD-BASED OUTREACH IN BUILDING COLLABORATIVES THAT MAKE MEASURABLE IMPROVEMENTS IN HEALTH STATUS, EXPAND ACCESS TO CARE AND BUILD COMMUNITY CAPACITY, SO THAT PATIENTS RECEIVE CARE CLOSEST TO THEIR OWN NEIGHBORHOODS. DRAWING ON A DYNAMIC AND FLEXIBLE STRUCTURE, THE COMMUNITY BENEFIT PROGRAMS ARE DESIGNED TO RESPOND TO ASSESSED NEEDS AND ARE FOCUSED ON UPSTREAM PREVENTION.

AS SOUTHWEST GEORGIA'S LEADING PROVIDER OF COST-EFFECTIVE, PATIENT-CENTERED HEALTH CARE, THE CORPORATION'S AFFILIATED HOSPITALS PARTICIPATE IN THE MEDICARE AND MEDICAID PROGRAMS AND ARE AMONG THE LEADING PROVIDERS OF MEDICAID SERVICES IN GEORGIA.

IN CARRYING OUT ITS MISSION OF BEING THE LEADING PROVIDER OF QUALITY, COST-EFFECTIVE, PATIENT-CENTERED HEALTH SERVICES TO ALL RESIDENTS OF SOUTHWEST GEORGIA, THE BOARD OF DIRECTORS HAS ESTABLISHED A POLICY UNDER WHICH THE HOSPITALS PROVIDE CARE TO NEEDY MEMBERS OF ITS COMMUNITIES, REGARDLESS OF THEIR ABILITY TO PAY FOR THESE SERVICES. UNDER THESE PROGRAMS, THE CORPORATION PROVIDES CARE TO PATIENTS AT PAYMENT RATES THAT ARE DETERMINED BY FEDERAL AND STATE GOVERNMENTS, REGARDLESS OF ACTUAL COST. IN SOME CASES, THESE PROGRAMS PAY THE CORPORATION AT AMOUNTS THAT ARE LESS THAN ITS COST OF PROVIDING SERVICES. THE FOLLOWING TABLE SUMMARIZES THE AMOUNTS OF CHARGES FOREGONE (I.E., CONTRACTUAL ADJUSTMENTS) AND ESTIMATES THE LOSSES

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INCURRED BY THE CORPORATION DUE TO INADEQUATE PAYMENTS BY THESE PROGRAMS
 AND FOR INDIGENT/CHARITY. THIS TABLE DOES NOT INCLUDE DISCOUNTS OFFERED BY
 THE CORPORATION UNDER MANAGED CARE AND OTHER AGREEMENTS:

	CHARGES	ESTIMATED
	FOREGONE	UNREIMBURSED COST
MEDICARE	\$ 380,500,000	\$ 64,500,000
MEDICAID	164,600,000	29,100,000
INDIGENT/CHARITY	60,300,000	22,100,000
TOTAL	\$ 605,400,000	\$ 115,700,000

THE FOLLOWING IS A SUMMARY OF THE COMMUNITY BENEFIT ACTIVITIES AND HEALTH
 IMPROVEMENT SERVICES OFFERED BY THE CORPORATION AND ILLUSTRATES THE
 ACTIVITIES AND DONATIONS DURING FISCAL YEAR 2010.

I. COMMUNITY HEALTH IMPROVEMENT SERVICES

A. COMMUNITY HEALTH EDUCATION

THE CORPORATION PROVIDED HEALTH EDUCATION SERVICES THAT REACHED 38,531
 INDIVIDUALS IN 2010 AT A COST OF \$969,000. THESE SERVICES INCLUDED THE
 FOLLOWING FREE CLASSES AND SEMINARS:

- PREPARED CHILDBIRTH CLASSES
- REFRESHER CHILDBIRTH CLASSES

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- PREGNANCY CLASSES
- BREASTFEEDING CLASSES
- LACTATION CONSULTING
- BABY CARE BASICS CLASSES
- INFANT MASSAGE CLASSES
- TOURS OF POST PARTUM AND LABOR AND DELIVERY
- SPECIAL TOTS CLASSES
- MATERNITY COORDINATOR VISITS
- BIG BROTHER/BIG SISTER CLASSES
- SAFE SITTER CLASSES
- GOLDEN KEY HEALTH SEMINARS

THE CORPORATION IS INVOLVED IN MANY ACTIVITIES AIMED AT EDUCATING THE COMMUNITY ABOUT HEALTH-RELATED TOPICS. EXAMPLES OF THESE ACTIVITIES ARE PERIODIC HEALTH INFORMATION NEWSLETTER PUBLISHED IN THE LOCAL NEWSPAPER AT A COST OF \$4,500; A COMPREHENSIVE HEALTH INFORMATION MAGAZINE-FORMAT NEWSLETTER AT A COST OF \$45,000; A MONTHLY HEALTH INFORMATION NEWSLETTER DISTRIBUTED TO 20,000 SENIOR CITIZENS AT A COST OF \$41,000 AND FREQUENT ONGOING HEALTH SEMINARS HELD AT PHOEBE NORTHWEST FREE OF CHARGE AND ATTRACTING AUDIENCES RANGING FROM 30 TO 150 PERSONS.

THE CORPORATION ALSO PRODUCES PUBLIC SERVICE TELEVISION CAMPAIGNS CALLED "DO IT FOR LIFE," FREQUENTLY FEATURING CELEBRITY PERSONALITIES. THESE CAMPAIGNS URGE VIEWERS TO ADOPT HEALTHY LIFESTYLE CHANGES AND TO PARTICIPATE IN SCREENINGS FOR CANCER, HEART DISEASE, DIABETES AND OTHER DISEASES. VIDEOS ON HEART AND STROKE PREVENTION AND ACTION, AS WELL AS VIDEOS ON CANCER TREATMENT CARE, ARE AVAILABLE TO THE GENERAL PUBLIC AND TO

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PATIENTS. MANY STAFF MEMBERS OF THE CORPORATION ALSO LEND THEIR TIME TO SCHOOLS AND CIVIC ORGANIZATIONS TO SPEAK ON HEALTH ISSUES.

MEN AND WOMEN'S HEALTH CONFERENCES

THE CORPORATION HOLDS MEN'S AND WOMEN'S ANNUAL HEALTH CONFERENCES THAT PROVIDE HEALTH SCREENINGS FOR PSA, CHOLESTEROL, HIV/AID, BLOOD PRESSURE, HEARING AND VISION, HEALTH INFORMATION, SPEAKERS AND FELLOWSHIP TO MORE THAN 2,100 ATTENDEES. THE HEALTH CONFERENCE PROGRAMS PROVIDE OUTREACH, HEALTH SCREENINGS, EDUCATIONAL PROGRAMS, AND HEALTH CONFERENCES AND EVENTS. THESE PROGRAMS TARGET MEN AND WOMEN AT RISK OF POOR HEALTH STATUS. THE PROGRAMS TARGET MEN AND WOMEN WITHOUT A PRIMARY CARE PHYSICIAN AND WHO ARE UNINSURED, AND MEN AND WOMEN WITHOUT KNOWLEDGE OF RECOMMENDED PREVENTIVE HEALTH CARE SERVICES. THE CORPORATION ALSO RUNS PUBLIC SERVICE TELEVISION SPOTS ON BREAST CANCER AWARENESS AND BREAST HEALTH, AS WELL AS ANNOUNCEMENTS ON PROSTATE CANCER, HEART HEALTH AND SMOKING CESSATION. THE FOLLOWING ARE EXAMPLES OF HEALTH INITIATIVE PROGRAMS:

MEN ON THE MOVE - A FAITH BASED INITIATIVE, WHICH BEGAN IN 2001 TO SOLICIT CONGREGATIONAL SUPPORT OF MEN AROUND THE ISSUES AFFECTING MEN'S HEALTH. WE BEGAN BY CONTACTING AREA PASTORS AND INFORMING THEM OF OUR INTEREST TO BRING A MEN'S HEALTH AND WELLNESS MESSAGE TO THEIR CHURCHES. TWENTY CHURCHES OF DIFFERENT SIZES AND DENOMINATIONS PARTICIPATE, WITH NO LESS THAN 25 MEN PER CHURCH TAKING ACTIVE ROLES FOR THE INITIATIVE. THESE PARTICIPANTS HAVE BECOME OUR MEMBERSHIP BASE OF MEN'S HEALTH ADVOCATES THAT WE CALL "MEN ON THE MOVE." THESE ARE THE MEN WHO VOLUNTEER THEIR TIME IN ASSISTING IN OUTREACH AND PROGRAM LOGISTICS.

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MEN AT WORK - THIS EVENT HAS TAKEN PLACE FOR THE LAST SIX YEARS, SERVING THE CITY OF ALBANY, DOUGHERTY COUNTY AND THE WATER, GAS AND LIGHT MALE EMPLOYEES. THIS IS A PROGRAM THAT THE CORPORATION SPONSORS IN PARTNERSHIP WITH THE AMERICAN CANCER SOCIETY, DR. AJAYI/SOUTHWEST GA UROLOGY CLINIC, THE CITY/COUNTY AND SUBWAY, WHO SUPPLIES FREE FOOD FOR THE EVENT. THIS EVENT IS HELD IN ALBANY'S DOWNTOWN GOVERNMENT CENTER AND THE MEN ARE ALLOWED A LIBERAL LEAVE SO THAT THEY CAN GET THEIR PSA SCREENINGS, VISIT OUR VARIOUS EDUCATIONAL BOOTHES, AND HAVE LUNCH WITH THE DOCTOR. AT EACH EVENT OVER 200 MEN ARE SERVED.

SEMINARS/SCREENINGS - THESE PROGRAMS ARE HELD TWICE A MONTH AT CHURCHES AND OTHER COMMUNITY LOCATIONS, INCLUDING THE PHOEBE FITNESS CENTER. THESE EDUCATIONAL/AWARENESS EVENTS COVER TOPICS SUCH AS ERECTILE DYSFUNCTION, HEART HEALTH, NUTRITION AND FITNESS. THEY MAY ALSO INCLUDE PHYSICIAN-LED WORKSHOPS, FREE SCREENINGS WHICH INCLUDE: PSA, CHOLESTEROL, HIV/AIDS, BLOOD PRESSURE, HEARING AND VISION.

MEN'S PROSTATE HEALTH CLINIC - THIS ANNUAL EVENT IS IN ITS THIRTEENTH YEAR. MEN ARE GIVEN A DIGITAL RECTAL EXAM AS WELL AS A PSA. DRE'S ARE PERFORMED BY OUR RADIATION ONCOLOGIST AND PHYSICIANS FROM ALBANY UROLOGY, WHO VOLUNTEER THEIR TIME. OVER 250 MEN ARE REACHED AT THIS EVENT.

GOLDEN KEY

THIS IS A MEMBERSHIP ORGANIZATION FOR PEOPLE AGE 55 AND OLDER. WITH OVER 22,700 MEMBERS, GOLDEN KEY OFFERS PROGRAMS THAT ENCOURAGE HEALTHY

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LIFESTYLES INCLUDING THE PRIVILEGE OF WALKING AT THE PPMH'S PHYSICAL MEDICINE COMPLEX. TO ITS MEMBERS, IT PROVIDED A BI-MONTHLY NEWSLETTER (KEY NOTES). IN 2010, THE UNREIMBURSED COST WAS \$150,000.

NETWORK OF TRUST

THIS IS A NATIONALLY RECOGNIZED PROGRAM AIMED AT TEEN MOTHERS TO ENCOURAGE THEM TO REMAIN IN SCHOOL, PROVIDE PARENTING SKILLS AND ATTEMPT TO REDUCE REPEAT PREGNANCIES. THIS PROGRAM ALSO INCLUDES A TEEN FATHER PROGRAM ALONG WITH OTHER TEENAGED CHILDREN PROGRAMS. NETWORK OF TRUST ENROLLED 210 TEEN PARENTS DURING THE 2009/2010 SCHOOL YEAR AT A COST OF \$362,000.

B. COMMUNITY BASED CLINICAL SERVICES

FLU SHOTS

THE CORPORATION THROUGH ITS AFFILIATED GROUP PROVIDES FREE FLU SHOTS TO VOLUNTEERS AND EMPLOYEES' FAMILY MEMBERS. IN 2010, THE CORPORATION ADMINISTERED 518 FLU SHOTS AT AN UNREIMBURSED COST OF \$15,000.

HEALTH PROMOTION AND WELLNESS PROGRAMS

IN 2010, THE CORPORATION PROVIDED VARIOUS HEALTH FAIRS AND WELLNESS PROGRAMS TO 468 PERSONS IN THE COMMUNITY AT AN UNREIMBURSED COST OF \$7,000. THE FOLLOWING ARE SOME EXAMPLES OF THE HEALTH FAIRS AND WELLNESS PROGRAMS:

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-CARDIAC HEALTHY EATING

-PRETTY IN PINK HEALTH FAIR

-NUTRITION FOR CANCER SURVIVORS

-HEALTHY AT ANY AGE

-NURTURING MIND AND BODY

-RISKS OF MULTIPLE MEDICATIONS

-MULTI-CULTURAL HEALTH FAIRS

-HEALING FOR THE SURVIVING SOUL

-TEEN MAZE

-LABEL READING

SCHOOL NURSE PROGRAM

THE CORPORATION PROVIDES NURSES IN TWENTY ELEMENTARY SCHOOLS, EIGHT MIDDLE SCHOOLS, AND SEVEN HIGH SCHOOLS IN DOUGHERTY AND SUMTER COUNTIES WITH A GOAL OF CREATING ACCESS TO CARE FOR STUDENTS, ASSESSING THE HEALTH CARE STATUS OF EACH POPULATION REPRESENTED AND EFFECTIVELY ESTABLISHING REFERRALS FOR ALL HEALTH CARE NEEDS. NURSES ALSO CONDUCTED THE EIGHTH GRADE HEALTH FAIRS. DURING THE 2009/2010 SCHOOL YEAR, THE SCHOOL NURSE PROGRAM COVERED 83,031 STUDENT VISITS. THIS PROGRAM OPERATED AT A NET UNREIMBURSED COST OF \$1,453,000 IN 2010.

C. HEALTH CARE SUPPORT SERVICES

NEW FOUNDATIONS

THE CORPORATION OFFERS NEW FOUNDATION BREAST FORMS AND FASHION BOUTIQUE.

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NEW FOUNDATIONS CATERS TO THE PHYSICAL AND MENTAL WELL-BEING OF WOMEN AND THEIR FAMILIES. THEY PROVIDE ONE-ON-ONE POST MASTECTOMY CONSULTATION TO HELP WOMEN OVERCOME THEIR ANXIETIES AND FEEL BETTER ABOUT THEMSELVES. THEY CARRY A LARGE VARIETY OF PROSTHESIS AND ALSO HAVE A WIDE SELECTION OF CLOTHING. THEY CONDUCT SUPPORT GROUPS AND HELP PATIENTS WITH BREAST CANCER ISSUES. IN 2010, THIS DEPARTMENT SAW 1,166 PATIENTS AND OPERATED AT AN UNREIMBURSED COST IN OF \$198,000.

LIGHTS OF LOVE VANS

LIGHTS OF LOVE DONATED VANS TO THE CORPORATION TO TRANSPORT CANCER PATIENTS TO AND FROM THE PPMH FOR THEIR TREATMENTS. IN 2010, THE CORPORATION PROVIDED 2,918 PATIENT TRANSPORTS AT A COST OF \$137,000.

PHOEBE CARE REPRESENTATIVES

PHOEBE CARE REPRESENTATIVES ASSIST PATIENTS AND CITIZENS WITH PRE-QUALIFYING FOR FREE OR REDUCED-COST MEDICAL CARE BEFORE MEDICAL ATTENTION IS NEEDED BY APPLYING FOR THE PHOEBE CARE CARD. THIS IS ACCEPTED AT THE HOSPITAL AS WELL AS AT HOSPITAL-AFFILIATED SPECIALTY CLINICS. TO ENSURE THIS PROGRAM IS ACCESSIBLE AND UNDERSTOOD BY ITS INTENDED BENEFICIARIES, THE HOSPITAL EMPLOYS PHOEBE CARE REPRESENTATIVES TO ASSIST PATIENTS IN VARIOUS WAYS. THEIR SERVICES INCLUDE HELPING WITH APPLICATIONS TO MEDICAL ASSISTANCE PROGRAMS NOT LIMITED TO THE PHOEBE CARE CARD AND PROVIDING INFORMATION ON HOW TO ACCESS ASSISTANCE WITH MEDICINE, FOOD, CLOTHING, SHELTER, MEDICAL TRANSPORTATION AND MORE.

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THE PHOEBE CARES DEPARTMENT ASSISTED 5,847 PATIENTS DURING THE YEAR AND OPERATED AT A NET UNREIMBURSED COST OF \$378,000 IN 2010. PATIENTS WHO QUALIFY FOR THE PHOEBE CARE CARD ARE PROVIDED MILLIONS OF DOLLARS OF UNCOMPENSATED CARE ANNUALLY, AND THE TOTAL AMOUNT OF COMMUNITY BENEFIT PROVIDED BY THE PROGRAM IS INCLUDED IN THE AMOUNT OF CHARITY CARE REPORTED IN THE CORPORATION'S FINANCIAL STATEMENT.

-INDIGENT FINANCIAL ASSISTANCE

PATIENTS WHOSE INCOME IS BELOW 125% OF THE FEDERAL POVERTY LEVELS ARE CLASSIFIED AS INDIGENT AND RECEIVE CARE AT NO COST.

-CHARITY FINANCIAL ASSISTANCE

PATIENTS WHOSE INCOME LEVEL IS BETWEEN 126% - 200% OF THE FEDERAL POVERTY LEVELS WILL BE CLASSIFIED AS CHARITY. THESE PATIENTS WILL BE RESPONSIBLE FOR A PERCENTAGE OF THE HOSPITAL CHARGES. THIS PERCENTAGE WILL BE BASED ON CALCULATIONS USING THE FEDERAL POVERTY LEVELS THAT ARE PUBLISHED IN THE "FEDERAL REGISTER" EACH YEAR. IF IT IS DETERMINED THE PATIENT RESPONSIBILITY WILL BE AN UNDUE HARDSHIP ON THE PATIENT/GUARANTOR, THESE CASES WILL BE REVIEWED ON AN INDIVIDUAL BASIS WITH THE PHOEBE CARES SUPERVISOR FOR POSSIBLE CATASTROPHIC CHARITY BASED ON SLIDING SCALE GUIDELINES.

-CATASTROPHIC FINANCIAL ASSISTANCE

PATIENTS WHOSE INCOME EXCEEDS 200% OF THE FEDERAL POVERTY LEVELS AND WHOSE

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HOSPITAL CHARGES EXCEED 25% OF THEIR ANNUAL INCOME, RESULTING IN EXCESSIVE HARDSHIP, ARE ELIGIBLE FOR A DISCOUNT UP TO 75% OF THE PATIENT BALANCE. THE PATIENT MAY PAY THE REMAINING BALANCE OVER 24 MONTHS.

II. HEALTH PROFESSIONS EDUCATION

THE CORPORATION RECOGNIZES THAT TO CONTINUOUSLY IMPROVE ITS LONG-TERM VALUE TO OUR COMMUNITY AND OUR CUSTOMERS, TO ENCOURAGE LIFE-LONG LEARNING AMONG EMPLOYEES AND TO ACHIEVE A WORLD-CLASS EMPLOYER STATUS, IT IS IN THE CORPORATION'S BEST INTEREST TO PROVIDE OPPORTUNITIES THAT WILL ASSIST ELIGIBLE EMPLOYEES IN PURSUING FORMAL, HEALTHCARE RELATED EDUCATIONAL OPPORTUNITIES. THE CORPORATION ALSO PROVIDES NON-EMPLOYEES FINANCIAL SUPPORT IN PURSUING HEALTHCARE RELATED DEGREES. IN 2010, THE CORPORATION PROVIDED \$754,000 IN CLINICAL SUPERVISION AND TRAINING OF NURSING STUDENTS, AND AN ADDITIONAL \$147,000 IN CLINICAL SUPERVISION AND TRAINING TO PHARMACY, PHARMACY TECHS AND OTHER HEALTH PROFESSIONALS.

III. SUBSIDIZED HEALTH SERVICES

A. HOSPITAL OUTPATIENT SERVICES

PHOEBE FAMILY MEDICAL CENTERS

THE CORPORATION HAS A STRONG COMMITMENT TO PRIMARY CARE FOR THE SOUTHWEST GEORGIA REGION. OUR FAMILY MEDICAL CENTERS IN OUR SURROUNDING COUNTIES ARE A NETWORK OF CARE THAT SERVES THE ENTIRE FAMILY FOR THOSE WHO RESIDE OUTSIDE OF ALBANY. IN 2010, THE RURAL CLINICS OPERATED AT A NET LOSS OF

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\$252,000, THE LEE COUNTY CLINIC OPERATED AT A NET LOSS OF \$349,000, THE PELHAM CLINIC OPERATED AT A NET LOSS OF \$163,000, AND THE SUMTER PRIMARY CARE CLINICS OPERATED AT A NET LOSS OF \$1,008,000.

CONVENIENT CARES

PHOEBE'S CONVENIENT CARE PROVIDES TREATMENT FOR MINOR INJURIES AND AILMENTS IN A MORE TIMELY FASHION AND AT A MORE REASONABLE COST THAN AN EMERGENCY CENTER. IN 2010, THE CLINICS OPERATED AT A NET LOSS OF \$1,085,000.

PHOEBE SPECIALTY CLINICS

- THE BEHAVIORAL HEALTH CLINIC AT PHOEBE PROVIDES TREATMENT FOR ADULTS AND ADOLESCENTS WITH ADDICTIVE DISEASES AND/OR PSYCHIATRIC DISORDERS. IN 2010, THIS CLINIC OPERATED AT A NET LOSS OF \$600,000.

- THE CORPORATION OPERATES A SPECIALTY CLINIC ENCOMPASSING ENDOCRINOLOGY, RHEUMATOLOGY, AND PHYSIATRY. THE CLINIC OFFERS MEDICAL CARE ON A REFERRAL BASIS TO INPATIENTS AND OUTPATIENTS WITH ENDOCRINE OR RHEUMATOID PROBLEMS OR WITH PHYSICAL MEDICINE OR REHABILITATION NEEDS. THE CLINIC OPERATED AT A NET LOSS OF \$297,000 IN 2010.

- INTERNAL MEDICINE PROVIDES PRIMARY AND CONSULTATIVE MEDICAL CARE OF ADULTS, WITH EMPHASIS ON DIAGNOSIS, PREVENTIVE HEALTH AND CONTINUITY OF CARE IN BOTH OUTPATIENT AND INPATIENT SETTINGS. PPMH OPENED A SECOND LOCATION DURING 2006. IN 2010, THESE CLINICS OPERATED AT A NET LOSS OF \$334,000.

- NEUROSURGERY PROVIDES A LOCAL NEUROSURGEON TO OUR COMMUNITY. IN 2010, THIS DEPARTMENT OPERATED AT A NET LOSS OF \$111,000.

- THE CORPORATION OFFERS A PALLIATIVE CARE CLINIC. THIS CLINIC IS PRIMARILY DIRECTED AT PROVIDING RELIEF TO A TERMINALLY ILL PERSON THROUGH

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SYMPTOM MANAGEMENT AND PAIN MANAGEMENT. IN 2010, THIS CLINIC OPERATED AT A NET LOSS OF \$77,000.

- MIDWIFERY CLINIC WAS OPENED TO PROVIDE ACCESS TO CARE FOR MEDICAID RECIPIENTS AFTER MANY LOCAL PHYSICIANS STOPPED ACCEPTING MEDICAID AS REIMBURSEMENT. THE CLINIC WAS TRANSFERRED TO ALBANY AREA PRIMARY HEALTH CARE TO ENHANCE PATIENT ACCESS. IN 2010, THIS CLINIC OPERATED AT A NET LOSS OF \$304,000.

- SUMTER OB/GYN CLINICS WERE OPENED AT THE 2007 TORNADO DESTROYED SUMTER REGIONAL HOSPITAL TO PROVIDE ACCESS TO OBSTETRIC AND GYNECOLOGICAL SERVICES TO PATIENTS IN ITS SURROUNDING AREA. THESE CLINICS OPERATED AT A NET LOSS OF \$1,119,000 FOR 2010.

- INPATIENT MEDICAL SPECIALIST PRACTICE MANAGES CARE FOR ALL INPATIENT ADMISSIONS WHILE IN THE HOSPITAL AND COORDINATES CARE WITH THE PATIENT'S PRIMARY PHYSICIANS FOR PPMH AND PSMC. IN 2010, THESE GROUPS OPERATED AT A NET LOSS OF \$1,104,000.

- MATERNAL/FETAL MEDICINE PROGRAM IS FOR HIGH RISK MOTHERS AND PREGNANT WOMEN WHO NEED SPECIALIZED CARE. IT SERVES THIS PERINATAL REGION. IN 2010, THIS CLINIC OPERATED AT A NET LOSS OF \$113,000.

- THE CORPORATION OPERATES A CARDIOVASCULAR SURGERY PROGRAM WHICH PERFORMS OPEN HEART, THORACIC AND VASCULAR PROCEDURES, INCLUDING PERIPHERAL VASCULAR INTERVENTION PROCEDURES. THIS GROUP OPERATED AT A NET LOSS OF \$609,000.

- LEE QUICKCARE CLINIC PROVIDES WALK-IN TREATMENT FOR COMMON ILLNESSES AND CONDITIONS AFTER HOURS, 6 P.M. TO 10 P.M. MONDAYS THROUGH FRIDAYS. THE STAFF SERVES NON-URGENT PATIENTS AND CAN PRESCRIBE MEDICATIONS WHEN INDICATED. THE CLINIC OPERATED AT A NET LOSS OF \$10,000.

- THE CORPORATION OPERATES A SURGICAL ONCOLOGY DEPARTMENT IN ITS CANCER CENTER. THIS PRACTICE SURGICALLY TREATS AND MANAGES CANCERS PRIMARILY OF

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THE ESOPHAGUS, STOMACH, LIVER, PANCREAS, COLON, BREAST AND SKIN, AND SOFT TISSUES. IN 2010, THIS DEPARTMENT OPERATED AT A LOSS OF \$67,000.

- THE SUMTER SURGERY AND SPECIALTY CLINICS PROVIDE GENERAL AND ORTHOPEDIC SURGERY TO THE PATIENTS IN ITS COMMUNITY. THE CLINICS OPERATED AT A LOSS OF \$383,000 AND \$844,000, RESPECTIVELY.

- THE CORPORATION OPERATES A WOUND CARE AND HYPERBARIC CENTER WITH TWO SATELLITE CLINICS IN SYLVESTER AND AMERICUS, GEORGIA FOR ADVANCED WOUND CARE TREATMENTS. THE CENTER PROVIDES TREATMENT FOR CHRONIC WOUNDS THAT HAVE RESISTED HEALING AND HYPERBARIC OXYGEN THERAPY. IN 2010, THE CENTER OPERATED AT A NET LOSS OF \$27,000.

RESIDENCY PROGRAM

THE SOUTHWEST GEORGIA FAMILY MEDICINE RESIDENCY PROGRAM IS AN AWARD WINNING FACILITY CONTINUOUSLY ADDRESSING THE SHORTAGE OF HEALTH CARE PROFESSIONALS IN THE REGION. THEIR PRIMARY MISSION IS TO TRAIN FAMILY PHYSICIANS TO PRACTICE IN RURAL SOUTHWEST GEORGIA.

ESTABLISHED IN 1993, THIS PROGRAM OFFERS A RICH OPPORTUNITY FOR PHYSICIANS TO DEVELOP AS STRONG CLINICIANS CAPABLE OF DELIVERING HIGH-QUALITY PRIMARY CARE IN ANY SETTING. THE NEED FOR MEDICAL SERVICES IN THIS RURAL REGION IS GREAT. THE REGION HAS HIGH INCIDENCES OF CANCER, HEART ATTACK, STROKE AND OTHER DISEASES, AND THE NEED FOR MEDICAL AND OUTREACH SERVICES ARE TREMENDOUS. THIS DEPARTMENT OPERATED AT A NET LOSS OF \$232,000 IN 2010.

B. OTHER SUBSIDIZED SERVICES

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INMATE CARE

THE CORPORATION PROVIDES CARE TO PERSONS IN JAIL FOR DOUGHERTY COUNTY. IN 2010, THE CORPORATION PROVIDED \$1,065,000 OF UNREIMBURSED MEDICAL TREATMENT TO 619 INMATES.

INDIGENT DRUG PHARMACY

INDIGENT DRUG PHARMACY PROVIDES MEDICATION UPON DISCHARGE TO PATIENTS THAT ARE EITHER INDIGENT OR UNINSURED. IN 2010, THE PHARMACY ASSISTED 6,114 PATIENTS AT A COST WAS \$172,000.

IV. CLINICAL RESEARCH

THE CORPORATION OFFERS CLINICAL TRIALS TO CANCER PATIENTS TO RESIDENTS OF SOUTHWEST GEORGIA. IN 2010, FORTY-ONE PATIENTS ELECTED TO PARTICIPATE AT AN ESTIMATED COST OF \$1,065,000.

V. FINANCIAL AND IN-KIND SUPPORT

IN 2010, THE CORPORATION PROVIDED \$960,000 IN CASH DONATIONS AND IN-KIND SUPPORT TO NON-PROFIT ORGANIZATIONS IN SOUTHWEST GEORGIA. LISTED ARE SOME HIGHLIGHTS:

- THE SOUTHWEST GEORGIA CANCER COALITION RECEIVED \$375,000 FOR STAFF SUPPORT AND VARIOUS PROJECTS.

- THE AMERICAN HEART ASSOCIATION RECEIVED A \$25,000 SPONSORSHIP FOR

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CONTINUED SUPPORT OF THE START PROGRAM.

- THE CORPORATION PROVIDED RENT FREE SPACE TO FOURTEEN PRIVATE, NOT-FOR-PROFIT ORGANIZATIONS. IN 2010, THE ESTIMATED FORGONE RENT AND IMPROVEMENTS WERE \$237,000.

- THE CORPORATION MADE A COMMEMORATIVE DONATION OF \$12,000 TO THE ALBANY CIVIL RIGHTS MUSEUM'S HISTORY BOOK, HONORING THE CORPORATION'S 100TH ANNIVERSARY AND THE ROLE OF JUDGE FRANCIS FLAGG PUTNEY IN ESTABLISHING PHOEBE PUTNEY MEMORIAL HOSPITAL.

- THE LILY PAD RECEIVED \$40,000 FOR THE PURCHASE OF A SECURE DIGITAL FORENSIC IMAGING-TELEMEDICINE DEVICE AND RELATED COMPUTER EQUIPMENT TO MEET THE NEEDS OF THE SEXUAL ASSAULT FORENSIC NURSE EXAMINERS.

- THE SOUTHWEST GEORGIA AREA HEALTH EDUCATION CENTER (SOWEGA-AHEC) RECEIVED \$100,000 IN ASSISTANCE TO IMPROVE ACCESS TO HEALTHCARE BY IMPROVING THE NUMBER AND DISTRIBUTION OF HEALTHCARE PROVIDERS IN 38 COUNTIES IN SOUTHWEST GEORGIA.

VI. COMMUNITY BUILDING ACTIVITIES

A. PHYSICAL IMPROVEMENTS AND HOUSING

THE CORPORATION HAS A MISSION TO PROVIDE PROGRAMS AND RESOURCES TO BUILD AND MAINTAIN HEALTHY COMMUNITIES IN THE BROADEST DEFINITION OF HEALTH, BOTH INSIDE AND OUTSIDE THE HOSPITAL WALLS. THESE PROGRAMS ARE DYNAMIC IN NATURE AND DESIGNED TO MEET NEEDS AS THEY ARISE IN THE COMMUNITY BY INCREASING ACCESS TO CARE AND REMOVING BARRIERS TO CARE. IN 2010, THE CORPORATION CONTRIBUTED \$28,000 AS FOLLOWS:

Name of the organization	Employer identification number
PHOEBE PUTNEY HEALTH SYSTEM, INC.	58-2001014

- THE RAMP PROJECT, IN COLLABORATION WITH THE SOWEGA COUNCIL ON AGING, ENGAGES VOLUNTEERS WHO BUILD HANDICAP-ACCESSIBLE RAMPS FOR DISABLED OR ELDERLY PEOPLE WHO OTHERWISE WOULD NOT BE DISCHARGED FROM THE HOSPITAL AND/OR ARE OFTEN HOMEBOUND. IN 2010, THIS PROGRAM PROVIDED RAMPS TO 65 HOUSEHOLDS AND OPERATED AT A NET UNREIMBURSED COST OF \$23,000.

- REBUILDING TOGETHER ALBANY RECEIVED \$5,000 TO REBUILD HOMES FOR LOW INCOME RESIDENTS.

B. ECONOMIC DEVELOPMENT

AS A CORPORATE CITIZEN, THE CORPORATION IS INVOLVED IN VARIOUS ECONOMIC DEVELOPMENT ACTIVITIES THROUGHOUT THE YEAR. IN 2010, THE CORPORATION CONTRIBUTED \$62,000 TO VARIOUS ECONOMIC DEVELOPMENT INITIATIVES IN THE COMMUNITY.

C. WORKFORCE DEVELOPMENT

THE CORPORATION IS ACTIVELY INVOLVED WITH THE COMMUNITY TO HELP ADDRESS THE HEALTH CARE WORK FORCE SHORTAGE. IN 2010, THE CORPORATION CONTRIBUTED \$2,150,000 TO VARIOUS COMMUNITY HIGHER EDUCATION INSTITUTIONS IN THE COMMUNITY.

- THE CORPORATION CONTRIBUTED \$750,000 TO DARTON COLLEGE AND \$1,000,000 TO GEORGIA SOUTHWESTERN STATE UNIVERSITY TO SUPPORT PROGRAMMATIC AND FACILITIES IMPROVEMENTS FOR NURSING AND ALLIED HEALTH SCIENCES. THESE INSTITUTIONS ARE A MAJOR PIPELINE FOR REGISTERED NURSES, TECHNICIANS AND EMERGENCY MEDICINE PERSONNEL.

Name of the organization

PHOEBE PUTNEY HEALTH SYSTEM, INC.

Employer identification number

58-2001014

- THE CORPORATION CONTRIBUTED \$400,000 TO ALBANY TECHNICAL COLLEGE TO SUPPORT PROGRAMMATIC EXPANSIONS IN ALLIED HEALTH CURRICULUM INCLUDING ONLINE LEARNING PROGRAMS AIMED AT INCREASING THE PERCENTAGE OF THE ADULT POPULATION PURSUING POST-SECONDARY TRAINING.

VII. COMMUNITY BENEFIT OPERATIONS

THE CORPORATION INCURRED \$151,000 IN SUPPORT STAFF COSTS TO SUPPORT ITS COMMUNITY BENEFIT EFFORTS.

SCHEDULE R
(Form 990)
Related Organizations and Unrelated Partnerships

► Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.

Department of the Treasury
Internal Revenue Service

► Attach to Form 990. ► See separate instructions.

2009
**Open to Public
Inspection**

OMB No 1545-0047

Name of the organization

PHOEBE PUTNEY HEALTH SYSTEM, INC.

Employer identification number

58-2001014

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

(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
PHOEBE PUTNEY INDEMNITY, LLC 1327 ASHLEY RIVER ROAD CHARLESTON SC 29407	51-0599645 INSURANCE	SC	9,555,032	37,255,233	N/A
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Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity
PHOEBE PUTNEY MEMORIAL HOSPITAL INC P.O. DRAWER 1828 ALBANY	58-1928247 GA 31702	HEALTHCARE	501C3	3	N/A
PHOEBE FOUNDATION, INC. P.O. DRAWER 1828 ALBANY	58-1847104 GA 31702	FOUNDATION	501C3	11D	N/A
PHOEBE SUMTER MEDICAL CENTER, INC. 1048 E. FORSYTH STREET AMERICUS	26-3975185 GA 31709	HEALTHCARE	501C3	3	N/A
PHOEBE WORTH MEDICAL CENTER, INC. P.O. BOX 545 SYLVESTER	38-3647394 GA 31791	HEALTHCARE	501C3	3	N/A
PHOEBE PHYSICIAN GROUP, INC. P.O. DRAWER 1828 ALBANY	26-3792403 GA 31702	HEALTHCARE	501C3	9	N/A

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

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV,

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

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

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

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

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	(b) Transaction type (a-r)	(c) Amount involved
(1) PHOEBE PUTNEY MEMORIAL HOSPITAL INC	A	994,219
(2) PHOEBE PHYSICIANS GROUP, INC.	A	434,162
(3)		
(4)		
(5)		
(6)		

Part VI **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

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

Forms
990 / 990-PF**Other Notes and Loans Receivable****2009**For calendar year 2009, or tax year beginning **08/01/09**, and ending **07/31/10**

Name

Employer Identification Number

PHOEBE PUTNEY HEALTH SYSTEM, INC.

58-2001014

FORM 990, PART X, LINE 7 - ADDITIONAL INFORMATION

Name of borrower		Relationship to disqualified person
(1) TROY KIMSEY		NONE
(2) CHERINOR SILLAH		NONE
(3) PATRINA LOCKETT BRUCE		NONE
(4) TAWANNA GORDON		NONE
(5) DR. KALPESH PATEL		NONE
(6) DR. ROBERT R. ADERHOLD		
(7) TAWANNA GORDON		
(8) DANIEL MARTIN		NONE
(9) SEAN SHEFF		NONE
(10) SEAN SHEFF		NONE

Original amount borrowed	Date of loan	Maturity date	Repayment terms	Interest rate
(1) 237,500	04/01/03	08/01/13	5 YEARS BEGINNING 8/1/09	6.250
(2) 60,000	05/16/06	12/01/09	3 YEARS BEGINNING 12/1/07	8.750
(3) 60,000	07/19/06	08/01/09	3 YEARS BEGINNING 8/1/07	9.250
(4) 53,881	01/09/08	01/15/11	3 YEARS BEGINNING 01/15/09	8.250
(5) 84,532	04/27/07	04/27/09	2 YEARS BEGINNING 07/16/09	6.000
(6) 23,590	08/01/08	08/01/12	3 YEARS BEGINNING 08/01/09	6.000
(7) 100,000	01/09/08	01/01/12	4 YEARS BEGINNING 01/01/09	8.250
(8) 30,000	11/28/09	08/01/11	2 YEARS BEGINNING 8/1/2010	5.000
(9) 100,000	07/08/09	09/01/15	4 YEARS BEGINNING 9/1/2012	4.250
(10) 5,000	07/08/09	09/01/15	4 YEARS BEGINNING 9/1/2012	4.250

Security provided by borrower		Purpose of loan
(1) NONE		INCOME GUARANTEE
(2) NONE		INCOME GUARANTEE
(3) NONE		INCOME GUARANTEE
(4) NONE		INCOME GUARANTEE
(5) NONE		INCOME GUARANTEE
(6) NONE		INCOME GUARANTEE
(7) NONE		STUDENT LOAN
(8) NONE		INCOME GUARANTEE
(9) NONE		STUDENT LOAN
(10) NONE		INCOME GUARANTEE

Consideration furnished by lender	Balance due at beginning of year	Balance due at end of year	Fair market value (990-PF only)
(1)	271,747	198,875	
(2)	50,000	30,000	
(3)	32,989	35,162	
(4)	37,428	18,855	
(5)	69,761	5,366	
(6)	12,067	12,591	
(7)	78,147	52,492	
(8)	21,344	11,375	
(9)	100,268	104,613	
(10)	5,013	35,929	
Totals	678,764	505,258	

Forms
990 / 990-PF**Other Notes and Loans Receivable****2009**For calendar year 2009, or tax year beginning 08/01/09, and ending 07/31/10

Name

Employer Identification Number

PHOEBE PUTNEY HEALTH SYSTEM, INC.58-2001014**FORM 990, PART X, LINE 7 - ADDITIONAL INFORMATION**

Name of borrower		Relationship to disqualified person
(1) PATRICIA FENNESSY		NONE
(2) JOHN FENNESSY		NONE
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

Original amount borrowed	Date of loan	Maturity date	Repayment terms	Interest rate
(1) 20,833	08/01/10	08/01/11	1 YEAR BEGINNING 8/1/10	6.800
(2) 41,667	08/01/10	08/01/11	1 YEAR BEGINNING 8/1/10	6.800
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

Security provided by borrower		Purpose of loan
(1) NONE		INCOME GUARANTEE
(2) NONE		INCOME GUARANTEE
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

Consideration furnished by lender	Balance due at beginning of year	Balance due at end of year	Fair market value (990-PF only)
(1)		19,097	
(2)		38,195	
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
Totals		57,292	