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Form **990**

Department of the Treasury
Internal Revenue Service

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

2010

Open to Public Inspection

A For the 2010 calendar year, or tax year beginning 01-01-2010 and ending 12-31-2010

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

C Name of organization
SCAN HEALTH PLAN

Doing Business As

Number and street (or P O box if mail is not delivered to street address)
3800 KILROY AIRPORT WAY NO 100

Room/suite

City or town, state or country, and ZIP + 4
LONG BEACH, CA 908065616

D Employer identification number
95-3858259

E Telephone number
(562) 989-5100

G Gross receipts $ 1,794,445,262

F Name and address of principal officer
CHRIS WING
3800 KILROY AIRPORT WAY NO 100
LONG BEACH, CA 908065616

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)

H(c) Group exemption number ▶

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

J Website: ▶ WWW SCANHEALTHPLAN COM

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1983

M State of legal domicile CA

Part I Summary

1 Briefly describe the organization's mission or most significant activities
OUR MISSION IS TO FIND WAYS TO ENHANCE SENIORS' ABILITY TO MANAGE THEIR HEALTH AND INDEPENDENCE

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

3	Number of voting members of the governing body (Part VI, line 1a)	**3**	8
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	7
5	Total number of individuals employed in calendar year 2010 (Part V, line 2a)	**5**	847
6	Total number of volunteers (estimate if necessary)	**6**	1,873
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	0
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	0

Activities & Governance

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	3,980,819	3,871,403
9	Program service revenue (Part VIII, line 2g)	1,588,944,407	1,629,939,148
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	20,883,493	29,516,289
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0	84,568
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,613,808,719	1,663,411,408

Revenue

13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	58,000	463,860
14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	68,699,000	77,278,309
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b	Total fundraising expenses (Part IX, column (D), line 25) ▶0		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	1,494,508,877	1,691,109,850
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	1,563,265,877	1,768,852,019
19	Revenue less expenses Subtract line 18 from line 12	50,542,842	-105,440,611

Expenses

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	934,949,210	984,124,517
21	Total liabilities (Part X, line 26)	222,856,978	337,347,681
22	Net assets or fund balances Subtract line 21 from line 20	712,092,232	646,776,836

Net Assets or Fund Balances

Part II Signature Block

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

Sign Here

Signature of officer — Date: 2011-11-10

RYAN TRIMBLE CEO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name: DIANA J MCCUTCHEN	Preparer's signature: DIANA J MCCUTCHEN	Date	Check if self-employed ☐	PTIN
Firm's name ▶ DELOITTE TAX LLP				Firm's EIN ▶
Firm's address ▶ 655 WEST BROADWAY SUITE 700 SAN DIEGO, CA 921018590				Phone no ▶ (619) 232-6500

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

Part III **Statement of Program Service Accomplishments**

Check if Schedule O contains a response to any question in this Part III . . . . . ☑

1 Briefly describe the organization's mission

OUR MISSION IS TO FIND WAYS TO ENHANCE SENIORS' ABILITY TO MANAGE THEIR HEALTH AND INDEPENDENCE

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 $ 1,509,749,360 including grants of $) (Revenue $ 1,630,023,716)

MEDICARE ADVANTAGE PRESCRIPTION DRUG AND INDEPENDENT LIVING POWER (MAPD/ILP) PROGRAM SCAN MAKES A UNIQUE AND SIGNIFICANT CONTRIBUTION TO SENIORS' ABILITY TO REMAIN HEALTHY, INDEPENDENT AND IN CONTROL OF WHERE AND HOW THEY LIVE SCAN IS CURRENTLY LICENSED BY THE CALIFORNIA DEPARTMENT OF MANAGED HEALTH CARE AS A FULL-SERVICE, KNOX-KEENE CARE SERVICE PLAN ANY INDIVIDUAL WHO IS ELIGIBLE FOR MEDICARE AND RESIDES IN THE COMMUNITIES SERVED, IS ELIGIBLE TO BECOME A MEMBER OF SCAN SINCE ITS INCEPTION IN 1977 AS THE "SENIOR CARE ACTION NETWORK", SCAN HAS OPERATED AS A 501(C)(3) NOT-FOR-PROFIT, COMMUNITY-BASED SYSTEM IN THIS MODEL, FUNDS FROM MEDICARE, MEDICAID WHERE APPLICABLE, PROVIDER COPAYS, AND IN SOME AREAS, NOMINAL PREMIUMS ARE POOLED TO ACHIEVE MAXIMUM EFFICIENCY AND FLEXIBILITY IN THE USE OF COMMUNITY RESOURCES TO HELP SENIORS STAY HEALTHY AND INDEPENDENT AT HOME MANY OF THE SCAN MEMBERS ARE ALSO RECEIVING "INDEPENDENT LIVING POWER" SERVICES OR OTHER HOME AND COMMUNITY-BASED SERVICES THESE ARE PERSONAL CARE SERVICES THAT ARE ABOVE AND BEYOND TYPICAL MEDICARE HEALTH CARE BENEFITS AND AVAILABLE TO SCAN MEMBERS WHO, TYPICALLY, MIGHT OTHERWISE BE LIVING IN A SKILLED NURSING FACILITY THESE PERSONAL CARE SERVICES INCLUDE ITEMS SUCH AS LIGHT HOUSEKEEPING, HOME DELIVERED MEALS, CAREGIVER RELIEF, AND TRANSPORTATION ESCORTS

4b (Code) (Expenses $ 7,334,948 including grants of $ 463,860) (Revenue $)

INDEPENDENCE AT HOME (IAH) INDEPENDENCE AT HOME (IAH) IS THE HOME AND COMMUNITY-BASED SERVICES DIVISION OF SCAN HEALTH PLAN SCAN RECOGNIZES THE MULTIPLE UNMET NEEDS OF THE FRAIL AND ECONOMICALLY DISADVANTAGED MEMBERS OF THE COMMUNITY AND THE FAMILY MEMBERS THAT CARE FOR THEM, AND ADMINISTRATIVELY AND FINANCIALLY SUPPORTS IAH IN HELPING TO MEET THESE NEEDS SCAN CONTINUES TO STRENGTHEN AND EXPAND IAH THROUGH DEVELOPING NEW PROGRAMS AND INCREASING CARE MANAGEMENT SERVICES TO INDIVIDUALS NOT ENROLLED IN THE SCAN MEDICARE ADVANTAGE HEALTH PLAN OUR MISSION INDEPENDENCE AT HOME IS A CARE MANAGEMENT ORGANIZATION DEDICATED TO PROVIDING CULTURALLY AND ECONOMICALLY DIVERSE SENIORS AND DISABLED ADULTS WITH PERSONALIZED HOME AND COMMUNITY-BASED SERVICES OUR SERVICES ARE DESIGNED TO ASSIST CLIENTS IN MAINTAINING THEIR WELL-BEING, DIGNITY AND INDEPENDENCE AT HOME OUR VISION INDEPENDENCE AT HOME WILL BE THE COMMUNITY RESOURCE OF CHOICE FOR INNOVATIVE CARE MANAGEMENT IAH PROVIDES SENIORS AND DISABLED ADULTS WITH EASY ACCESS TO COMMUNITY-BASED SERVICES THAT WOULD ENABLE THEM TO REMAIN HEALTHY AND LIVING IN THE COMMUNITY INSTEAD OF IN NURSING HOMES OR OTHER INSTITUTIONALIZED SETTINGS TODAY, IAH HAS SEPARATE PROGRAMS IN PLACE TO MEET THE SPECIAL NEEDS OF THE SENIOR AND DISABLED ADULT COMMUNITY - MULTIPURPOSE SENIOR SERVICES PROGRAM (MSSP)- INTEGRATED CARE MANAGEMENT (ICM) INCLUDING -SUPPORTIVE SERVICES PROGRAM (SSP) -FAMILY CAREGIVER SUPPORT PROGRAM (FCSP) -LOS ANGELES COUNTY'S LINKAGES PROGRAM- INNERLINKS ADVANTAGE (IA)- FAITH IN ACTION / VOLUNTEER ACTION FOR AGING (FIA/VAA) - CALIFORNIA COMMUNITY TRANSITIONS (CCT) THESE PROGRAMS PROVIDE SUPPORT TO OLDER ADULTS (60+) AND DISABLED (18+) WHO CURRENTLY LACK THE PERSONAL RESOURCES TO MAINTAIN THEIR HEALTH AND WELL-BEING IN THE COMMUNITY CARE MANAGEMENT IS PROVIDED BY EXPERIENCED SOCIAL WORKERS, NURSES AND THERAPISTS THAT DIRECT THE PROVISION OF NECESSARY SERVICES FOR QUALIFIED SENIORS AND DISABLED ADULTS SERVICES IN THESE PROGRAMS ARE FREE TO PARTICIPANTS GENERALLY ANY REVENUE IS DUE TO A GOVERNMENT GRANT OR CHARITABLE CONTRIBUTION RECEIVED AND AT TIMES, REVENUE MAY BE THE RESULT OF AN INTRACOMPANY BILLING FOR EXAMPLE, INNERLINKS PARTICIPANTS ARE A SUBSET OF INDIVIDUALS THAT PARTICIPATE IN THE MSSP PROGRAM THEREFORE, INNERLINKS MAY RENDER AN INVOICE TO MSSP AS A "WAIVED SERVICE" SINCE MSSP HAS ACCESS TO A GOVERNMENTAL GRANT FOR A PORTION OF ITS PROGRAM FOR THE YEAR ENDED DECEMBER 31, 2010, THE INDEPENDENCE AT HOME PROGRAM INCURRED $6,561,518 IN PROGRAM EXPENSES AND RECEIVED $3,871,403 IN GRANTS SCAN HEALTH PLAN COMMUNITY GIVING PROGRAM SCAN HEALTH PLAN COMMUNITY GIVING IS FOCUSED ON MEETING BASIC NEEDS SUCH AS NUTRITION, SHELTER, HEALTH AND SOCIALIZATION, AND ON ENHANCING AN INDIVIDUAL'S ABILITY TO REMAIN INDEPENDENT IN THEIR OWN COMMUNITY THIS IS ACCOMPLISHED THROUGH ONE-TIME OPERATING GRANTS THE SCAN COMMUNITY GIVING COMMITTEE IDENTIFIES ORGANIZATIONS WHOSE WORK FITS WELL WITH THE PROGRAM PRIORITIES AS A RESULT OF THIS APPROACH, THE MAJORITY OF GRANTEES ARE IDENTIFIED AND CONTACTED BY OUR STAFF POLICIES AND PROCEDURES A IDENTIFICATION AND VETTING OF POTENTIAL PROGRAM GRANTEE - DIRECTOR, COMMUNITY OUTREACH COLLABORATES WITH VARIOUS COMMUNITY ENGAGING SCAN DEPARTMENTS (SALES, HEALTH CARE SERVICES, INDEPENDENCE AT HOME, ETC) AND REPUTABLE AGENCIES TO IDENTIFY PROSPECTIVE GRANTEE ORGANIZATIONS THE PROSPECTIVE GRANTEES ARE SUBJECTED TO THE COMMUNITY GIVING (CG) VETTING PROCESS AND MEASURED AGAINST THE FOLLOWING CRITERIA 1) ALIGNMENT WITH SCAN MISSION, 2) SERVING RESIDENTS IN SCAN HEALTH PLAN'S CALIFORNIA SERVICES AREAS, 3) MUST BE VERIFIED NONPROFIT AGENCY WITH TAX-EXEMPT STATUS, AND 4) ORGANIZATION MUST BE IN EXISTENCE FOR AT LEAST TWO YEARS SUCCESSFUL CANDIDATES ARE ADDED TO THE LARGER SCAN GRANTEE POOL B SHORT LISTING POTENTIAL GRANTEE - DIRECTOR, COMMUNITY OUTREACH USES VARIOUS METHODS, I E OUTBOUND CALLS, INTERNET RESEARCH, AND INDUSTRY RATINGS TO FILTER THE POTENTIAL GRANTEE POOL INTO A SHORTLIST C EVALUATION AND SELECTING OF GRANTEE BY THE COMMUNITY GIVING COMMITTEE (CGC) - THE CGC IS A NINE MEMBER COMMITTEE REPRESENTATIVE OF ALL LEVELS OF MANAGEMENT AND IS CHAIRED BY THE SENIOR VICE-PRESIDENT, OPERATIONS THE CGC MEETS ON A MONTHLY BASIS AND ITS ROLE IS TWOFOLD, 1) IT EVALUATES, SELECTS AND DECIDES THE AMOUNT (CG STARTED WITH $5,000 OR $10,000 GRANTS IN 2009, INCREMENTAL AMOUNTS WILL INCREASE UP TO $15,000) TO BE AWARDED TO THE GRANTEE ORGANIZATIONS, AND 2) STEER THE CG PROGRAM THE CGC BASES ITS DECISION TO AWARD MONEY ON THE INFRASTRUCTURE OF THE GRANTEE ORGANIZATION, AND ITS PERCEIVED ABILITY TO EFFECTIVELY AND EFFICIENTLY IMPACT THE LIVES OF SENIORS AND CONTINUE A SUSTAINABLE RELATIONSHIP D GRANTEE OUTREACH - SUBSEQUENT TO THE CGC EARMARKING AND APPROVING FUNDS TO BE GRANTED A DESIGNATED MEMBER OF THE SCAN EXECUTIVE TEAM OR CGC PLACES AN OUTREACH CALL TO THE PROSPECTIVE GRANTEE ORGANIZATION THE GRANTEE ORGANIZATION IS CONGRATULATED AND INFORMED OF ITS SUCCESSFUL SELECTION FOR A ONE-TIME GRANT THIS CALL IS FOLLOWED BY AN OUTREACH LETTER WHICH CONTAINS A PARAGRAPH ON FUNDING RESTRICTIONS AND A REQUEST FOR BUSINESS AND ADMINISTRATIVE INFORMATION ONLY AFTER THESE REQUIREMENTS HAVE BEEN MET WILL THE GRANT PAYMENT PHASE BE INITIATED E PAYMENT OF GRANT - THE DIRECTOR OF COMMUNITY OUTREACH PREPARES A COVER LETTER, ENVELOPE AND CHECK REQUEST FORM WHICH IS SIGNED AND APPROVED BY THE SENIOR VICE PRESIDENT, OPERATIONS AND FORWARDED TO ACCOUNTS PAYABLE FOR PROCESSING ACCOUNTS PAYABLE DISTRIBUTES THE PAYMENT SCAN HEALTH PLAN COMMUNITY OUTREACH SCAN HEALTH PLAN HAS A 33 YEAR HISTORY OF CREATING PROGRAMS AND PROVIDING SERVICES TO OLDER ADULTS AND THEIR CAREGIVERS OUR EXPERIENCE WITH THIS SEGMENT OF THE POPULATION HAS ALLOWED US TO DEVELOP A UNIQUE EXPERTISE IN GERIATRIC CARE AND HEALTH INTERVENTIONS SCAN HEALTH PLAN IS COMMITTED TO SHARING THIS SET OF SKILLS AND KNOWLEDGE WITH THE BROADER COMMUNITY BY DEVELOPING COMMUNITY OUTREACH INITIATIVES THESE INITIATIVES ARE AN IMPORTANT TOOL FOR BRINGING EDUCATION DIRECTLY TO COMMUNITY MEMBERS, CONTRIBUTE TO REDUCING HEALTH DISPARITIES AND IMPROVE HEALTH LITERACY, IN PARTICULAR AMONG UNDERSERVED COMMUNITIES THROUGH OUR OUTREACH ACTIVITIES AND COMMUNITY GIVING PROGRAM, WE WORK TO SUPPORT ACCESS TO BASIC NEEDS SUCH AS FOOD AND NUTRITION, TO ENCOURAGE ACTIVE AND HEALTHY LIFESTYLES, TO ENGAGE OLDER ADULTS IN HEALTH MAINTENANCE, AND COLLABORATE WITH LOCAL SERVICE PARTNERS TO MEET GAPS IN COMMUNITY SERVICES WE DO THIS IN MANY WAYS, BRINGING NEEDED RESOURCES AND A THOUGHTFUL PRESENCE TO OLDER ADULTS AND THEIR NETWORK OF SUPPORT THROUGHOUT CALIFORNIA OUR GOAL IS TO MAKE AN IMPACT IN ALL OF THE COMMUNITIES WE SERVE AND TO IMPROVE THE LIVES OF ALL SENIORS - NOT JUST SCAN MEMBERS IN 2008, SCAN'S COMMUNITY OUTREACH PROGRAMS AND ACTIVITIES WERE MANAGED USING A DECENTRALIZED APPROACH AT THE TIME, MULTIPLE DEPARTMENTS DIRECTED A VARIETY OF COMMUNITY OUTREACH COMPONENTS INCLUDING COMMUNITY SPONSORSHIPS STARTING IN 2009, SCAN CREATED A CENTRALIZED APPROACH TO COMMUNITY OUTREACH BY CREATING A COMMUNITY OUTREACH DEPARTMENT THE COMMUNITY OUTREACH DEPARTMENT WAS DEVELOPED IN ORDER TO IMPROVE EFFICIENCY AND COORDINATION OF SCAN'S OUTREACH ACTIVITIES RELATIVE TO THE COMPANY'S CHARITABLE MISSION IN 2010, SCAN SIGNIFICANTLY INCREASED OUTREACH EFFORTS BY DEPLOYING THE SCAN VAN THROUGHOUT THE INLAND EMPIRE, ORANGE COUNTY AND LOS ANGELES COUNTY IN 2010, THE SCAN VAN PARTICIPATED IN 31 EVENTS, TOUCHING APPROXIMATELY 2300 PEOPLE ADDITIONALLY, THE TRADING AGES WORKSHOP WAS EXPANDED TO TRAIN NEW AUDIENCES SUCH AS LEGISLATORS AND SERVICE PROVIDERS, ALL TOGETHER 27 WORKSHOPS WERE HELD AND 535 INDIVIDUALS ATTENDED TRAININGS FOR THE YEAR ENDED DECEMBER 31, 2010 SCAN HAS INCURRED APPROXIMATELY $773,430 IN PROGRAM EXPENSES AND DONATED $334,715 IN GRANTS, IN SUPPORT OF THE SCAN'S COMMUNITY OUTREACH AND GIVING PROGRAMS COMMUNITY OUTREACH PROGRAMS INCLUDE -GENERAL COMMUNITY OUTREACH-COMMUNITY GIVING-SCAN VAN-CLASSROOM IN THE COMMUNITY (CITC)-TRADING AGES-VENTURA RESOURCE CENTER-EMPLOYEE VOLUNTEER PROGRAM-SPONSORSHIPS

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** ▶ $ 1,517,084,308

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete Schedule B, Schedule of Contributors (see instruction)?	2	Yes	
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*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4	Yes	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		
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*	6		No
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*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
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*	9		No
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*	10		No
11	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line10? *If "Yes," complete Schedule D, Part VI.*	11a	Yes	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII.*	11b	Yes	
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII.*	11c		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX.*	11d		No
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.*	11e	Yes	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X.*	11f		No
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a	Yes	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
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, Parts I and IV*	14b		No
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 U S ? *If "Yes," complete Schedule F, Parts II and IV*	15		No
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 U S ? *If "Yes," complete Schedule F, Parts III and IV*	16		No
17	Did the organization report a total of more than $15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I (see instructions)*	17		No
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*	18		No
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*	19		No
20a	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? **Note.** Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)	20b		

Part IV Checklist of Required Schedules *(continued)*

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**	Yes	
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**		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	**23**	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b–24d and complete Schedule K. If "No," go to line 25*	**24a**		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	**24b**		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	**24c**		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	**24d**		
25a	**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**		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	**25b**		No
26	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**		No
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**		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	**28c**		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
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**		No
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**		No
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**	Yes	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)?	**35**	Yes	
a	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2* ☑ **Yes** ☐ **No**			
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**	Yes	
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	**37**		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V . . . . . ☐

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . .	1a	3,257		
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		
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	847		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2b	Yes	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?		3a		No
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		No
b	If "Yes," enter the name of the foreign country ▶ _____ See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . .		5a		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?		5c		
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		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b		
7	**Organizations that may receive deductible contributions under section 170(c).**				
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?		7a		No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		No
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e		No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .		7f		No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h		
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?		8		
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?		9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		9b		
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12 . . .	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?		12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** See the instructions for additional information the organization must report on Schedule O		13a		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?		14a		No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .		14b		

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

Check if Schedule O contains a response to any question in this Part VI . . . . . ☑

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	8		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	7		
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			No
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			No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4			No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5			No
6	Does the organization have members or stockholders?	6		Yes	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a		Yes	
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b			No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?	8a		Yes	
b	Each committee with authority to act on behalf of the governing body?	8b		Yes	
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			No

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		No
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		
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a	Does the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	Yes	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	Yes	
13	Does the organization have a written whistleblower policy?	13	Yes	
14	Does the organization have a written document retention and destruction policy?	14	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	Yes	
b	Other officers or key employees of the organization	15b	Yes	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (See instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		No
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed ▶ CA

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you make these available Check all that apply

☐ Own website ☐ Another's website ☑ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public See Additional Data Table

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶

RAJEEV NARULA
3800 KILROY AIRPORT WAY
LONG BEACH, CA 908065616
(562) 989-8300

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

Check if Schedule O contains a response to any question in this Part VII . . . . . ☑

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

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, 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 neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) DAVID SCHMIDT OUTGOING PRESIDENT/CEO	40 00	X		X				3,052,208	0	32,940
(2) RYAN TRIMBLE DIRECTOR/INTERIM PRESIDENT/CEO	40 00	X		X				163,786	0	876
(3) MICHAEL NOEL DIRECTOR	1 10	X						97,950	0	0
(4) LINDA STRIKE DIRECTOR	80	X						112,156	0	0
(5) KIM HUNTER DIRECTOR	90	X						118,104	0	0
(6) COLLEEN CAIN CHAIRPERSON	1 30	X						146,961	0	0
(7) THOMAS HIGGINS DIRECTOR	90	X						132,219	0	0
(8) THOMAS MCDANIEL DIRECTOR	90	X						105,474	0	0
(9) PATRICK SEAVER DIRECTOR	1 00	X						110,387	0	0
(10) DENNIS EDER CHIEF FINANCIAL OFFICER	40 00			X				539,644	0	80,366
(11) TIMOTHY SCHWAB CHIEF MEDICAL OFFICER	40 00			X				828,269	0	20,761
(12) DOUGLAS JAQUES SECRETARY, SR VP-LEGAL	40 00			X				0	400,281	74,806
(13) MARC RADNER SR VP-HUMAN RESOURCES	40 00				X			0	346,128	40,129
(14) SHERRY STANISLAW SR VP-SERVICE OPERATION	40 00				X			321,665	0	41,036
(15) ROGER LAPP SR VP-MEMBERSHIP	40 00				X			293,820	0	22,901
(16) HENRY W OSOWSKI SR VP-BUSINESS DEV	40 00				X			0	413,288	39,822

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(17) DEBORAH MILLER SR VP-HEALTHCARE SERVICE	40 00				X			352,590	0	57,506
(18) MERLIN SWACKHAMMER CHIEF INFORMATION OFFICER	40 00				X			0	423,585	42,398
(19) REBECCA LEARNER SR VP-COMPLIANCE	40 00				X			0	303,947	47,280
(20) ELIZABETH RUSSELL SR VP-NETWORK MANAGEMENT	40 00				X			419,996	0	68,191
(21) PETER BEGANS SR VP-GOVT AFFAIRS	40 00				X			0	272,854	18,740
(22) BEVANN MORELAND VP-CLAIMS	40 00					X		280,823	0	17,663
(23) RAJEEV NARULA VP-CONTROLLER	40 00					X		301,295	0	22,805
(24) JAMES HENDRICKSON MEDICAL DIRECTOR	40 00					X		311,032	0	44,219
(25) RUSSELL BROWER MEDICAL DIRECTOR	40 00					X		329,383	0	19,179
(26) ASHA CHOPRA MEDICAL DIRECTOR	40 00					X		325,919	0	27,380
1b **Sub-Total** . . . . . ▶										
c **Total from continuation sheets to Part VII, Section A** . . . . ▶										
d **Total (add lines 1b and 1c)** . . . . . ▶								8,343,681	2,160,083	718,998

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 ▶ 98

			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**		No
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**	Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	**5**		No

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
HEALTHCARE PARTNERS MEDICAL GROUP 19191 S VERMONT STE 200 TORRANCE, CA 90502	MEDICAL SERVICES	249,720,689
EXPRESS SCRIPTS INC 21653 NETWORK PLACE CHICAGO, IL 60673	PHARMACY SERVICES	188,879,972
HERITAGE PROVIDER NETWORK 8510 BALBOA BLVD 285 NORTHRIDGE, CA 91325	MEDICAL SERVICES	180,662,449
PRIMECARE MEDICAL NETWORK INC 3990 CONCOURS SUITE 500 ONTARIO, CA 91764	MEDICAL SERVICES	72,291,712
SCRIPPS HEALTH PLAN SERVICES 10666 N TORREY PINES RD LA JOLLA, CA 92037	MEDICAL SERVICES	57,928,143

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 ▶ 445

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				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations . . .	1d				
	e Government grants (contributions)	1e	3,871,403			
	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 . . . . . ▶		3,871,403			
Program Service Revenue		Business Code				
	2a MEDICARE PREMIUMS	900099	1,588,462,189	1,588,462,189		
	b MEDI-CAL PREMIUMS	900099	41,476,959	41,476,959		
	c					
	d					
	e					
	f All other program service revenue					
	g **Total.** Add lines 2a–2f . . . . . ▶		1,629,939,148			
	3 Investment income (including dividends, interest and other similar amounts) . . . . . ▶		27,286,098			27,286,098
	4 Income from investment of tax-exempt bond proceeds . . ▶					
	5 Royalties . . . . . ▶					
		(i) Real	(ii) Personal			
	6a Gross Rents					
	b Less rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss) . . . . . ▶					
		(i) Securities	(ii) Other			
	7a Gross amount from sales of assets other than inventory	133,264,045				
	b Less cost or other basis and sales expenses	131,033,854				
	c Gain or (loss)	2,230,191				
	d Net gain or (loss) . . . . . ▶		2,230,191			2,230,191
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	Business Code				
	11a OTHER INCOME	900099	84,568	84,568		
	b					
	c					
	d All other revenue					
	e **Total.** Add lines 11a–11d . . . . . ▶		84,568			
	12 **Total revenue.** See Instructions . . . ▶		1,663,411,408	1,630,023,716	0	29,516,289

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	463,860	463,860		
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	6,206,921	410,096	5,796,825	
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	53,262,557	16,806,762	36,455,795	
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	4,987,106	1,115,410	3,871,696	
9 Other employee benefits	7,841,158	2,482,255	5,358,903	
10 Payroll taxes	4,980,567	1,646,486	3,334,081	
a Fees for services (non-employees) Management	863,746	19,448	844,298	
b Legal	6,193,521		6,193,521	
c Accounting	409,395		409,395	
d Lobbying	756,442		756,442	
e Professional fundraising services *See Part IV, line 17*				
f Investment management fees				
g Other	27,366,837	781,227	26,585,610	
12 Advertising and promotion	12,227,075	413,421	11,813,654	
13 Office expenses	4,796,992	1,090,351	3,706,641	
14 Information technology	3,959,627	853	3,958,774	
15 Royalties				
16 Occupancy	4,965,665	10,325	4,955,340	
17 Travel	1,550,419	158,020	1,392,399	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	97,786	14,907	82,879	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	5,253,897	1,831,016	3,422,881	
23 Insurance	373,253		373,253	
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a MEDICAL SERVICES	1,489,447,000	1,489,447,000	0	0
b LEGAL SETTLEMENT ACCRUA	125,000,000		125,000,000	
c MEDICAL REVIEW SERVICES	1,092,601	3,861	1,088,740	
d MANAGEMENT RECRUITMENT	629,614	33,888	595,726	
e DUES & SUBSCRIPTIONS	294,989		294,989	
f All other expenses	5,830,991	355,122	5,475,869	
25 **Total functional expenses.** Add lines 1 through 24f	1,768,852,019	1,517,084,308	251,767,711	0
26 **Joint costs.** Check here ▶ ☐ if following SOP 98-2 (ASC 958-720) 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		-2,186,485	1	-9,335,750
	2	Savings and temporary cash investments		112,330,108	2	101,047,465
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		54,501,103	4	45,338,605
	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)), persons described in section 4958(c)(3)(B), and contributing employers, and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Schedule L			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		599,494	9	1,504,651
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D*	10a 33,473,927			
	b	Less accumulated depreciation	10b 18,945,514	13,024,137	10c	14,528,413
	11	Investments—publicly traded securities		139,030,091	11	121,036,654
	12	Investments—other securities See Part IV, line 11		610,361,516	12	703,854,000
	13	Investments—program-related See Part IV, line 11			13	
	14	Intangible assets		3,325,000	14	2,625,000
	15	Other assets See Part IV, line 11		3,964,246	15	3,525,479
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		934,949,210	16	984,124,517
Liabilities	17	Accounts payable and accrued expenses		201,256,890	17	331,607,792
	18	Grants payable		157,484	18	9,357
	19	Deferred revenue		19,271,637	19	2,016,439
	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		2,170,967	25	3,714,093
	26	**Total liabilities.** Add lines 17 through 25		222,856,978	26	337,347,681
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		712,092,232	27	646,776,836
	28	Temporarily restricted net assets			28	
	29	Permanently restricted net assets			29	
		Organizations that do not follow SFAS 117, check here ▶ ☐ 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		712,092,232	33	646,776,836
	34	Total liabilities and net assets/fund balances		934,949,210	34	984,124,517

Part XI Reconcilliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI . . . . . ☑

1	Total revenue (must equal Part VIII, column (A), line 12) . . .	1	1,663,411,408
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,768,852,019
3	Revenue less expenses Subtract line 2 from line 1	3	-105,440,611
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . .	4	712,092,232
5	Other changes in net assets or fund balances (explain in Schedule O)	5	40,125,215
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	646,776,836

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII . . . . . ☐

			Yes	No
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? . .	2a		No
b	Were the organization's financial statements audited by an independent accountant?	2b	Yes	
c	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	Yes	
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 separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☑ Both consolidated and separated 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?	3a	Yes	
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 . .	3b	Yes	

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SCHEDULE A (Form 990 or 990EZ)

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

2010

Open to Public Inspection

Name of the organization
SCAN HEALTH PLAN

Employer identification number
95-3858259

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
(i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization? **11g(i)**		
(ii) a family member of a person described in (i) above? **11g(ii)**		
(iii) a 35% controlled entity of a person described in (i) or (ii) above? **11g(iii)**		

h Provide the following information about the 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? Yes	(iv) No	(v) Did you notify the organization in col (i) of your support? Yes	(v) No	(vi) Is the organization in col (i) organized in the U S ? Yes	(vi) No	(vii) Amount of support
Total									

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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 501(c)(3) organization, check this box and **stop here** ▶☐

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2010 (line 6 column (f) divided by line 11 column (f)) **14**

15 Public Support Percentage for 2009 Schedule A, Part II, line 14 **15**

16a **33 1/3% support test—2010.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

b **33 1/3% support test—2009.** If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

17a **10%-facts-and-circumstances test—2010.** 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 ▶☐

b **10%-facts-and-circumstances test—2009.** If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization ▶☐

18 **Private Foundation** If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions ▶☐

Part III **Support Schedule for Organizations Described in Section 509(a)(2)**
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	10,015,723	4,649,209	4,001,132	3,980,819	3,871,403	26,518,286
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	1,268,962,880	1,456,913,080	1,535,133,342	1,588,944,407	1,629,939,148	7,479,892,857
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	1,278,978,603	1,461,562,289	1,539,134,474	1,592,925,226	1,633,810,551	7,506,411,143
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
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						0
c Add lines 7a and 7b						0
8 **Public Support** (Subtract line 7c from line 6)						7,506,411,143

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6	1,278,978,603	1,461,562,289	1,539,134,474	1,592,925,226	1,633,810,551	7,506,411,143
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	21,447,323	31,777,755	27,231,757	20,883,493	29,516,289	130,856,617
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	21,447,323	31,777,755	27,231,757	20,883,493	29,516,289	130,856,617
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)	1,033,182	2,583,509	121,030			3,737,721
13 **Total support** (Add lines 9, 10c, 11 and 12)	1,301,459,108	1,495,923,553	1,566,487,261	1,613,808,719	1,663,326,840	7,641,005,481

14 **First Five Years** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section501(c)(3) organization, check this box and **stop here** ▶☐

Section C. Computation of Public Support Percentage

15	Public Support Percentage for 2010 (line 8 column (f) divided by line 13 column (f))	15	98 240 %
16	Public support percentage from 2009 Schedule A, Part III, line 15	16	98 290 %

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2010** (line 10c column (f) divided by line 13 column (f))	17	1 710 %
18	Investment income percentage from **2009** Schedule A, Part III, line 17	18	1 650 %

19a **33 1/3% support tests—2010.** 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—2009.** 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.** 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. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

SCHEDULE A, PART II, LINE 12, EXPLANATION OF OTHER INCOME MISC INCOME PRESCRIPTION REBATES THIRD PARTY LEGAL SETTLEMENT REIMBURSEMENT OF ADMIN COSTS

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SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ Complete if the organization is described below.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public Inspection

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

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

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

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

If the organization answered "Yes," to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35a (Proxy Tax), then

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

Name of the organization	Employer identification number
SCAN HEALTH PLAN	95-3858259

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV

2 Political expenditures ▶ $ _____

3 Volunteer hours _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ $ _____

2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ $ _____

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No

4a Was a correction made? ☐ Yes ☐ No

b If "Yes," describe in Part IV

Part I-C Complete if the organization is exempt under section 501(c) except section 501(c)(3).

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ $ _____

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt funtion activities ▶ $ _____

3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ▶ $ _____

4 Did the filing organization file **Form 1120-POL** for this year? ☐ Yes ☐ No

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

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

Part II-A **Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).**

A Check ☐ if the filing organization belongs to an affiliated group

B Check ☐ if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing Organization's Totals	(b) Affiliated Group Totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)		
b Total lobbying expenditures to influence a legislative body (direct lobbying)		
c Total lobbying expenditures (add lines 1a and 1b)		
d Other exempt purpose expenditures		
e Total exempt purpose expenditures (add lines 1c and 1d)		
f Lobbying nontaxable amount Enter the amount from the following table in both columns		
g Grassroots nontaxable amount (enter 25% of line 1f)		
h Subtract line 1g from line 1a If zero or less, enter -0-		
i Subtract line 1f from line 1c If zero or less, enter -0-		

If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:
Not over $500,000	20% of the amount on line 1e
Over $500,000 but not over $1,000,000	$100,000 plus 15% of the excess over $500,000
Over $1,000,000 but not over $1,500,000	$175,000 plus 10% of the excess over $1,000,000
Over $1,500,000 but not over $17,000,000	$225,000 plus 5% of the excess over $1,500,000
Over $17,000,000	$1,000,000

j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? ☐ Yes ☐ No

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

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) Total
2a Lobbying non-taxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots non-taxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

		(a) Yes	(a) No	(b) Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a	Volunteers?		No	
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	Yes		
c	Media advertisements?		No	
d	Mailings to members, legislators, or the public?	Yes		24,655
e	Publications, or published or broadcast statements?	Yes		41,029
f	Grants to other organizations for lobbying purposes?		No	0
g	Direct contact with legislators, their staffs, government officials, or a legislative body?	Yes		648,936
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		No	0
i	Other activities? If "Yes," describe in Part IV	Yes		41,822
j	Total lines 1c through 1i			756,442
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

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

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes".

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

Part IV Supplemental Information

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

Identifier	Return Reference	Explanation
EXPLANATION OF OTHER LOBBYING ACTIVITIES	PART II-B, LINE 1I	TRADE DUES

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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

2010

Open to Public Inspection

Name of the organization
SCAN HEALTH PLAN

Employer identification number
95-3858259

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? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit ☐ Yes ☐ No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)
☐ Preservation of land for public use (e g , recreation or pleasure)
☐ Preservation of an historically importantly land area
☐ Protection of natural habitat
☐ Preservation of a certified historic structure
☐ Preservation of open space

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

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

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

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

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

6 Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ▶ _____

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

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

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

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

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

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

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

(ii) Assets included in Form 990, Part X ▶ $ _____

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

a Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

b Assets included in Form 990, Part X ▶ $ _____

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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				
b Buildings				
c Leasehold improvements		10,392,580	5,085,107	5,307,473
d Equipment		23,081,347	13,860,407	9,220,940
e Other				
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				14,528,413

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) ASSET-BACKED SECURITIES	150,594,000	F
(B) CORPORATE BONDS	101,065,000	F
(C) CORPORATE EQUITY SECURITIES	115,172,000	F
(D) MUTUAL FUNDS/COMMINGLED FUNDS	240,413,000	F
(E) U S TREASURY AND AGENCY OBLIGATIONS	96,610,000	F
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶	703,854,000	

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

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

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

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

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

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	
DEFERRED COMPENSATION	3,047,988
INTERCOMPANY PAYABLE	666,105
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	3,714,093

2. Fin 48 (ASC 740) 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 (ASC740)

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	1,663,411,408
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	1,768,852,019
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-105,440,611
4	Net unrealized gains (losses) on investments	4	40,125,215
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 - 8	9	40,125,215
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-65,315,396

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	1,703,536,623
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	40,125,215		
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	40,125,215
3	Subtract line **2e** from line **1**			3	1,663,411,408
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	0
5	Total Revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12)			5	1,663,411,408

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

1	Total expenses and losses per audited financial statements			1	1,768,852,019
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	0
3	Subtract line **2e** from line **1**			3	1,768,852,019
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	0
5	Total expenses Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18)			5	1,768,852,019

Part XIV Supplemental Information

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

Identifier	Return Reference	Explanation
		PART X, FIN 48 FOOTNOTE TO FINANCIAL STATEMENTS FIN 48 (ASC 740) WAS ADOPTED BY THE ORGANIZATION DURING THE YEAR ENDED DECEMBER 31, 2009 THERE HAS BEEN NO LIABILITY FOR UNCERTAIN TAX POSITIONS RECORDED ON THE FINANCIAL STATEMENTS FOR THE CURRENT YEAR

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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," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
SCAN HEALTH PLAN

Employer identification number
95-3858259

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . ☑ Yes ☐ No

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

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. Part II can be duplicated if additional space is needed. . . . ▶ ☐

1 (a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
See Additional Data Table							

2 Enter total number of section 501(c)(3) and government organizations . . . ▶ 39

3 Enter total number of other organizations . . . ▶

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

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

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

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 SCAN HAS A COMMUNITY GIVING COMMITTEE (CGC) WHICH IS A NINE MEMBER COMMITTEE REPRESENTATIVE OF ALL LEVELS OF MANAGEMENT AND IS CHAIRED BY THE SENIOR VICE PRESIDENT, OPERATIONS THE CGC MEETS ON A BIMONTHLY BASIS TO EVALUATE, SELECT AND DECIDE THE AMOUNT TO BE AWARDED TO GRANTEE ORGANIZATIONS IT BASES ITS DECISION TO AWARD MONEY ON THE INFRASTRUCTURE OF THE GRANTEE ORGANIZATION, ITS PERCEIVED ABILITY TO EFFECTIVELY AND EFFICIENTLY IMPACT THE LIVES OF SENIORS AND ABILITY TO CONTINUE A SUSTAINABLE RELATIONSHIP PRIOR TO THE SELECTION OF PROSPECTIVE GRANTEE ORGANIZATIONS BY CGC, SUCH ORGANIZATIONS ARE SUBJECTED TO A VETTING PROCESS AND MEASURED AGAINST THE FOLLOWING CRITERIA 1) ALIGN WITH SCAN MISSION, 2) SERVE RESIDENTS IN SCAN HEALTH PLAN CALIFORNIA SERVICE AREAS, 3) MUST BE VERIFIED NONPROFIT WITH TAX EXEMPT STATUS AND 4) MUST BE IN EXISTENCE FOR AT LEAST 2 YEARS

Additional Data

Return to Form

Software ID:
Software Version:
EIN: 95-3858259
Name: SCAN HEALTH PLAN

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
ALZHEIMER'S ASSOCIATION13007 VENTURA BOULEVARD SUITE 206 STUDIO CITY,CA 91604	95-3718119	501(C)(3)	5,000				SPONSORSHIP ON 3/18/2010 GALA TO BENEFIT THE CALIFORNIA CHAPTER OF ALZHEIMER ASSOC
ALZHEIMER'S ASSOCIATION LA RIVERSIDE AND SAN BERNADINO CHAPTER 5900 WILSHIRE BOULEVARD SUITE 1100 LOS ANGELES,CA 90036	95-3718119	501(C)(3)	15,750				SPONSORSHIP TO ALZHEIMER'S ASSOC MEMORY WALK
CALIFORNIA ASSOCIATION OF LONG TERM MEDICINE10945 LE CONTE AVENUE SUITE 2339 LOS ANGELES,CA 900951687	94-2552489	501(C)(3)	10,000				SUPPORT FOR THE ORG 'S "QUALITY IMPROVEMENT PROJECT"
PARTNERS IN CARE FOUNDATION732 MOTT STREET SUITE 150 SAN FERNANDO,CA 91340	95-3954057	501(C)(3)	10,000				SPONSORSHIP FOR THE 'PARTNERS IN CARE TRIBUTE DINNER" ON 05/3/2010
REGENTS - UNIVERSITY OF CALIFORNIA10945 LE CONTE AVENUE SUITE 2339 LOS ANGELES,CA 900951687	95-6006143	GOVT AGENCY	15,000				GRANT FOR THE LEADERSHIP AND MANAGEMENT IN GERIATRIC 2011 COURSE TO BE HELD APRIL 15-16 2011
THE ANGEL'S DEPOT1495 POINSETTIA AVENUE SUITE 151 VISTA,CA 92081	20-2723243	501(C)(3)	5,000				DONATION TO RECOGNIZE THE ORG 'S COMMITMENT AND SUPPORT TO SENIOR COMMUNITY
AMERICAN RED CROSS 3150 E 29TH STREET LONG BEACH,CA 90806	95-1647805	501(C)(3)	10,737				MATCHING SCAN EMPLOYEES' DONATION TOWARD HAITI EARTHQUAKE RELIEF
CATHOLIC CHARITIES OF LOS ANGELES2532 VENTURA BOULEVARD CAMARILLO,CA 93010	95-1690973	501(C)(3)	15,000				SUPPORTING ORGANIZATIONS SERVING OLDER ADULTS AND CAREGIVERS
CATHOLIC CHARITIES DIOCESE OF SAN DIEGO 349 CEDAR STREET SAN DIEGO,CA 921013197	23-7334012	501(C)(3)	15,000				SUPPORTING ORGANIZATIONS SERVING OLDER ADULTS AND CAREGIVERS
CENTER FOR AGING SERVICES TECHNOLOGIES (CAST)2519 CONNECTICUT AVE NW WASHINGTON,DC 200081520	13-6213525	501(C)(3)	18,750				SPONSORSHIP FOR THE ORG 'S COMMITMENT AND SUPPORT TO SR COMMUNITY IN L A COUNTY
CIRCLE OF CARE FOUNDATION5000 VAN NUYS BOULEVARD SUITE 305 SHERMAN OAKS,CA 91403	76-0740674	501(C)(3)	15,000				GRANT TO BE USED FOR THE DIRECT SUPPORT OF NUTRITION PROGRAMS FOR OLDER ADULTS
COMMUNITY ACTION PARTNERSHIP OF ORANGE COUNTY11870 MONARCH STREET GARDEN GROVE,CA 92841	95-2452787	501(C)(3)	10,000				DONATION TO RECOGNIZE THE ORG 'S COMMITMENT AND SUPPORT TO SENIOR COMMUNITY

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
COMMUNITY SENIORSERV INC1200 N KNOLLWOOD CIRCLE ANAHEIM,CA 92801	95-2771715	501(C)(3)	12,500				DONATION FOR SUPPORT OF NUTRITION PROGRAM FOR OLDER ADULTS
COUNCIL ON AGING SILICON VALLEY2115 THE ALAMEDA SAN JOSE,CA 95126	94-2256503	501(C)(3)	15,000				ASSISTANCE FOR OLDER ADULTS IN THE COMMUNITY TO RECEIVE VITAL SERVICES
COUNTY OF ORANGEPO 567 SATA ANA,CA 927020567	95-6000928	GOV'T ENTITY	15,000				DONATION IN SUPPORT OF THE AGENCY'S ADULT SERVICES PROGRAM
COUNTY OF RIVERSIDE 6296 RIVERCREST DR SUITE K RIVERSIDE,CA 92507	95-6000930	GOV'T ENTITY	15,000				ASSISTANCE FOR OLDER ADULTS IN THE COMMUNITY TO RECEIVE VITAL SERVICES
EMERGENCY FOOD BANK AND FAMILY SERVICES7 W SCOTTS AVENUE STOCKTON,CA 95203	68-0002165	501(C)(3)	10,000				DONATION TO RECOGNIZE THE ORG'S COMMITMENT AND SUPPORT TO SENIOR COMMUNITY
THE FAMILY SERVICE ASSOCIATION OF WESTERN RIVERSIDE COUNTY21250 BOX SPRING ROAD SUITE 215 MORENO VALLEY,CA 82557	95-1803694	501(C)(3)	5,000				SPONSORSHIP OF THE 5TH ANNUAL VOLUNTEER RECOGNITION GALA
FOOD BANK OF CONTRA COSTA AND SOLANOPO BOX 6324 CONCORD,CA 94524	94-2418054	501(C)(3)	5,000				DONATION TO RECOGNIZE THE ORG'S COMMITMENT AND SUPPORT TO SENIOR COMMUNITY
FOOD BANK OF SOUTHERN CALIFORNIA1444 SAN FRANCISCO AVENUE LONG BEACH,CA 90813	95-3557056	501(C)(3)	10,000				DONATION TO RECOGNIZE THE ORG'S COMMITMENT AND SUPPORT TO SENIOR COMMUNITY
FOOD FINDERS3434 ATLANTIC AVUNUE LONG BEACH,CA 90807	33-0412749	501(C)(3)	10,000				DONATION TO RECOGNIZE THE ORG'S COMMITMENT AND SUPPORT TO SENIOR COMMUNITY
THE HEALTH TRUST2105 S BASCOM AVENUE SUITE 220 CAMPBELL,CA 95008	94-6050231	501(C)(3)	10,000				DONATION TO RECOGNIZE THE ORG'S COMMITMENT AND SUPPORT TO SENIOR COMMUNITY
SCAN ICMDP2501 CHERRY AVENUE SUITE 380 SIGNAL HILL,CA 90755	95-3858259	501(C)(3)	15,000				ASSISTANCE FOR OLDER ADULTS IN THE COMMUNITY TO RECEIVE VITAL SERVICES
INSTITUTE ON AGING3330 GEARY BOULEVARD SAN FRANCISCO,CA 94118	94-2978977	501(C)(3)	5,000				ASSISTANCE FOR OLDER ADULTS IN THE COMMUNITY TO RECEIVE VITAL SERVICES

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code 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
INTERNATIONAL INSTITUTE OF LOS ANGELES435 S BOYLE AVENUE LOS ANGELES,CA 90033	95-1641446	501(C)(3)	5,000				SUPPORT FOR THE ORG 'S ANNUAL HOLIDAY HOME-DELIVERED MEAL PROGRAM
LOEL FOUNDATION105 S WASHINGTON STREET LODI,CA 95240	94-2412399	501(C)(3)	5,000				DONATION TO RECOGNIZE THE ORG 'S COMMITMENT AND SUPPORT TO SENIOR COMMUNITY
LOS ANGELES CAREGIVER RESOURCE CENTER3715 MCCLINTOCK AVENUE LOS ANGELES,CA 900890191	95-1462394	GOV'T ENTITY	5,000				SPONSORSHIP OF "CARING FOR THE CAREGIVER CONFERENCE"
MEALS ON WHEELS OF CONTRA COSTA INC1330 ARNOLD DRIVE 252 MARTINEZ,CA 94553	68-0231350	501(C)(3)	5,000				DONATION TO RECOGNIZE THE ORG 'S COMMITMENT AND SUPPORT TO SENIOR COMMUNITY
MEALS ON WHEELS GREATER SAN DIEGO INC 2254 SAN DIEGO AVENUE SUITE 200 SAN DIEGO,CA 92110	95-2660509	501(C)(3)	10,000				SUPPORT OF PROVIDING OLDER ADULTS WITH HOME DELIVERED MEALS
NATIONAL GOVERNORS ASSOCIATION - CENTER FOR BEST PRACTICES444 N CAPITOL STREET SUITE 267 WASHINGTON,DC 20001	23-7391796	501(C)(3)	25,000				HEALTHCARE REFORM IMPLEMENTATION GRANT
PROJECT ANGEL FOOD922 VINE STREET LOS ANGELES,CA 90038	95-4115863	501(C)(3)	10,000				SUPPORT OF NUTRITION PROGRAMS FOR OLDER ADULTS
REHABILITATION SERVICES OF NORTHERN CA490 GULF CLUB ROAD PLEASANT HILL,CA 94523	94-2822559	501(C)(3)	15,000				ASSISTANCE FOR OLDER ADULTS IN THE COMMUNITY TO RECEIVE VITAL SERVICES
SAN JOAQUIN DEPARTMENT OF AGING PO201056 STOCKTON,CA 95201	95-6000531	GOV'T ENTITY	15,000				ASSISTANCE FOR OLDER ADULTS IN THE COMMUNITY TO RECEIVE VITAL SERVICES
SECOND HARVEST FOOD BANK OF SANTA CLARA AND SAN MATEO COUNTIES750 CURTNER AVENUE SAN JOSE,CA 95125	94-2614101	501(C)(3)	5,000				DONATION TO RECOGNIZE THE ORG 'S COMMITMENT AND SUPPORT TO SENIOR COMMUNITY
SECOND HARVEST FOOD BANK SERVING RIVERSIDE AND SAN BERNARDINO COUNTIES2950-B JEFFERSON STREET RIVERSIDE,CA 92504	33-0072922	501(C)(3)	10,000				DONATION TO RECOGNIZE THE ORG 'S COMMITMENT AND SUPPORT TO SENIOR COMMUNITY
SELF HELP FOR THE ELDERLY407 SANSOME STREET SAN FRANCISCO,CA 94111	94-1750717	501(C)(3)	20,000				DONATION TO RECOGNIZE THE ORG 'S COMMITMENT AND SUPPORT TO SENIOR COMMUNITY

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code 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
ST BARNABAS SENIOR CENTER OF LOS ANGELES ST BARNABAS SENIOR CENTER OF LOS ANGELES S CARONDOLET STREET, CA 90057	95-1641435	501(C)(3)	17,978				ASSISTANCE FOR OLDER ADULTS IN THE COMMUNITY TO RECEIVE VITAL SERVICES
WATTS LABOR COMMUNITY ACTION COMMITTEE10950 S CENTRAL AVE LOS ANGELES,CA 90059	95-2412869	501(C)(3)	10,000				SUPPORT FOR THE BUILDING OF SENIOR COMMUNITY GARDEN AT T BRADLEY MULTIPURPOSE CENTER
WISE AND HEALTHY AGING 1527 4TH STREET SUITE 250 SANTA MONICA,CA 90401	95-2788014	501(C)(3)	15,000				DONATION TO RECOGNIZE THE ORG 'S COMMITMENT AND SUPPORT TO SENIOR COMMUNITY

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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, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
SCAN HEALTH PLAN

Employer identification number
95-3858259

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate 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 ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax idemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)			
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement orprovision of all the expenses described above? If "No," complete Part III to explain	**1b**		
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?	**2**		
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 ☑ Compensation committee ☑ Written employment contract ☑ Independent compensation consultant ☑ Compensation survey or study ☑ Form 990 of other organizations ☑ 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 from the organization or a related organization?	**4a**	Yes	
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**	Yes	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	**4c**	Yes	
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations only 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?	**5a**		No
b	Any related organization?	**5b**		No
	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?	**6a**		No
b	Any related organization?	**6b**		No
	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	**7**		No
8	Were any amounts reported in Form 990, Part VII, paid or accured 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	**8**		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	**9**		

Part II **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

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

Note. The sum of columns (B)(i)-(iii) 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				
See Additional Data Table							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							

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

Identifier	Return Reference	Explanation
	PART I, LINES 4A-C	PART 1, LINE 4A DURING 2010, THE EMPLOYMENT RELATIONSHIP OF DAVID SCHMIDT, CEO, WITH SCAN HEALTH PLAN WAS ENDED IN CONNECTION WITH THE TERMINATION OF MR SCHMIDT'S EMPLOYMENT, THE COMPANY NEGOTIATED AND PAID SEVERANCE TO MR SCHMIDT THAT WAS IN ACCORDANCE WITH THE TERMS OF HIS THEN EXISTING EMPLOYMENT AGREEMENT PART 1, LINE 4B THE COMPANY PROVIDES A SUPPLEMENTAL NON-QUALIFIED RETIREMENT PLAN TO ONLY SENIOR EXECUTIVES OF THE COMPANY SENIOR V P AND OFFICERS ARE ELIGIBLE TO PARTICIPATE IN THE SECTION 457(F) PLAN THE FOLLOWING INDIVIDUALS PARTICIPATED IN THE COMPANY'S SECTION 457(F) DURING THE YEAR 2010 DAVID SCHMIDT, DENNIS EDER, TIMOTHY SCHWAB, DOUGLAS JAQUES, MARC RADNER, SHERRY STAINSLAW, ROGER LAPP, HENRY OSOWSKI, DEBORAH MILLER, MERLIN SWACKHAMMER, REBECCA LEARNER AND ELIZABETH RUSSELL COMPENSATION PURSUANT TO THE TERMS AND CONDITIONS OF THE SECTION 457(F) PLAN, A PARTICIPANT BECOMES 100% VESTED IN THE EMPLOYER CONTRIBUTION UPON THE OCCURRENCE OF ANY OF THE FOLLOWING WHILE THE PARTICIPANT IS AN EMPLOYEE (I) THE PARTICIPANT HAS TEN YEARS OF CONTINUOUS EMPLOYMENT, COUNTING ONLY SERVICE AFTER DECEMBER 31, 2005, (II) THE PARTICIPANT REACHES THE AGE OF 62 AND HAS FIVE YEARS OF CONTINUOUS EMPLOYMENT, (III) THE PARTICIPANT'S INVOLUNTARY TERMINATION, (IV) THE PARTICIPANT'S DISABILITY, OR (V) THE PARTICIPANT'S DEATH THERE WERE 4 INDIVIDUALS WHO RECEIVED PAYMENTS OUT OF THE SECTION 457(F) PLAN DURING THE YEAR (1) TIMOTHY SCWAB, $262,798, (2) DAVID SCHMIDT, $121,631, (3) HENRY OSOWSKI $24,821 AND (4) ROGER LAPP $10,869 PART 1, LINE 4C THE FOLLOWING INDIVIDUALS PARTICIPATED IN SCAN HEALTH PLAN'S KEYSOP PLAN DURING THE TAXABLE YEAR TIMOTHY SCHWAB AND REBECCA LEARNER THE PLAN IS NOW FROZEN AND NO EMPLOYEES ARE BEING NEWLY ADDED AS PARTICIPANTS

Additional Data

Return to Form

Software ID:
Software Version:
EIN: 95-3858259
Name: SCAN HEALTH PLAN

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
DAVID SCHMIDT	(I)	662,524	285,732	2,103,952	17,150	15,790	3,085,148	121,631
	(II)	0	0	0	0	0	0	0
RYAN TRIMBLE	(I)	89,634	0	74,152	0	876	164,662	0
	(II)	0	0	0	0	0	0	0
DENNIS EDER	(I)	358,891	160,682	20,071	53,792	26,574	620,010	0
	(II)	0	0	0	0	0	0	0
TIMOTHY SCHWAB	(I)	358,125	185,365	284,779	17,150	3,611	849,030	262,798
	(II)	0	0	0	0	0	0	0
DOUGLAS JAQUES	(I)	0	0	0	0	0	0	0
	(II)	281,461	100,810	18,010	40,540	34,266	475,087	0
MARC RADNER	(I)	0	0	0	0	0	0	0
	(II)	244,217	84,169	17,742	32,147	7,982	386,257	0
SHERRY STANISLAW	(I)	225,013	79,037	17,615	31,237	9,799	362,701	0
	(II)	0	0	0	0	0	0	0
ROGER LAPP	(I)	195,208	65,982	32,630	17,150	5,751	316,721	10,869
	(II)	0	0	0	0	0	0	0
HENRY WOSOWSKI	(I)	0	0	0	0	0	0	0
	(II)	267,542	100,441	45,305	17,150	22,672	453,110	24,821
DEBORAH MILLER	(I)	240,066	93,602	18,922	35,074	22,432	410,096	0
	(II)	0	0	0	0	0	0	0
MERLIN SWACKHAMMER	(I)	0	0	0	0	0	0	0
	(II)	298,008	104,745	20,832	40,925	1,473	465,983	0
REBECCA LEARNER	(I)	0	0	0	0	0	0	0
	(II)	211,933	74,781	17,233	30,056	17,224	351,227	0
ELIZABETH RUSSELL	(I)	289,006	111,459	19,531	41,900	26,291	488,187	0
	(II)	0	0	0	0	0	0	0
PETER BEGANS	(I)	0	0	0	0	0	0	0
	(II)	204,773	50,000	18,081	0	18,740	291,594	0
BEVANN MORELAND	(I)	204,005	63,393	13,425	13,926	3,737	298,486	0
	(II)	0	0	0	0	0	0	0
RAJEEV NARULA	(I)	233,664	51,977	15,654	17,150	5,655	324,100	0
	(II)	0	0	0	0	0	0	0
JAMES HENDRICKSON	(I)	232,647	56,637	21,748	17,150	27,069	355,251	0
	(II)	0	0	0	0	0	0	0
RUSSELL BROWER	(I)	252,691	59,600	17,092	15,250	3,929	348,562	0
	(II)	0	0	0	0	0	0	0
ASHA CHOPRA	(I)	248,385	58,423	19,111	17,150	10,230	353,299	0
	(II)	0	0	0	0	0	0	0

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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
SCAN HEALTH PLAN

Employer identification number
95-3858259

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 6		THE SOLE MEMBER OF THE ORGANIZATION IS SCAN GROUP, A CALIFORNIA NONPROFIT ORGANIZATION

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7A		THE SOLE MEMBER HAS THE POWER TO APPOINT THE MEMBERS OF THE BOARD OF DIRECTORS

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 11		THE FORM 990 IS PREPARED BY DELOITTE TAX LLP, WORKING IN CONJUNCTION WITH SCAN'S FINANCE DEPARTMENT SCAN HEALTH PLAN'S DIRECTOR OF ACCOUNTING HAS DIRECT RESPONSIBILITY FOR THIS EFFORT, SUBJECT TO SUPERVISION BY THE SCAN HEALTH PLAN CONTROLLER AFTER AN INITIAL DRAFT OF THE FORM 990 IS PREPARED, IT IS CIRCULATED FOR REVIEW AND COMMENT BY RELEVANT MEMBERS OF THE EXECUTIVE TEAM WHO HAVE RESPONSIBILITY AND/OR KNOWLEDGE ABOUT THE VARIOUS MATTERS DISCLOSED AND/OR DESCRIBED IN THE FORM THE GENERAL COUNSEL, IN PARTICULAR, REVIEWS THE FORM 990 AND ENSURES ACCURACY OF DESCRIPTIONS AND THAT DISCLOSURE IS COMPLETE THE DRAFT FORM 990 IS REVIEWED BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF SCAN GROUP, AND IS SHARED WITH ALL MEMBERS OF THE BOARD OF DIRECTORS AFTER IT IS READY FOR FILING BUT BEFORE IT IS FILED

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	SCAN HEALTH PLAN REGULARLY AND CONSISTENTLY MONITORS AND ENFORCES COMPLIANCE WITH ITS CONFLICT OF INTEREST POLICY THROUGH ANNUAL CIRCULATION OF A CONFLICT OF INTEREST QUESTIONNAIRE WHICH IS REQUIRED TO BE ANSWERED BY ALL MEMBERS OF THE BOARD OF DIRECTORS, OFFICERS AND MEMBERS OF EXECUTIVE MANAGEMENT IN ADDITION, THERE IS REGULAR EDUCATION AND ENFORCEMENT THROUGH OVERSIGHT OF SUCH POLICY AND THE SCAN HEALTH PLAN GIFT AND BUSINESS COURTESIES POLICY WITH RESPECT TO EACH DEPARTMENT BY MEMBERS OF THE SENIOR EXECUTIVE TEAM WITH RESPONSIBILITY FOR SUCH DEPARTMENT THE LEGAL DEPARTMENT OF SCAN GROUP REVIEWS ALL CONTRACTUAL RELATIONSHIPS ENTERED INTO BY THE ORGANIZATION AND THE GENERAL COUNSEL OF SCAN HEALTH PLAN IS RESPONSIBLE FOR MONITORING CONFLICTS OF INTEREST THROUGH THE ANNUAL CIRCULATION AND REVIEW OF THE CONFLICT OF INTEREST QUESTIONNAIRE ACCORDINGLY, THE LEGAL DEPARTMENT OF SCAN GROUP THROUGH THE GENERAL COUNSEL IS IN A POSITION TO MONITOR AND ENFORCE COMPLIANCE WITH THE POLICY ON AN ONGOING BASIS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	15A THE PROCESS FOR DETERMINING THE COMPENSATION OF THE CHIEF EXECUTIVE OFFICER OF SCAN HEALTH PLAN IS CONDUCTED BY THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS OF SCAN GROUP, ALL OF THE VOTING MEMBERS OF WHICH ARE INDEPENDENT PERSONS IN DETERMINING THE CHIEF EXECUTIVE OFFICER'S COMPENSATION, THE COMPENSATION COMMITTEE WORKS WITH AND RELIES UPON THE COUNSEL AND EXPERTISE OF ERNST & YOUNG, A CONSULTANT WITH WELL ESTABLISHED EXPERIENCE AND EXPERTISE IN THE AREA OF NONPROFIT ORGANIZATION EXECUTIVE COMPENSATION AND COMPLIANCE WITH THE INTERMEDIATE SANCTIONS REQUIREMENTS APPLICABLE TO SUCH COMPENSATION ERNST & YOUNG PROVIDES AN "EXECUTIVE COMPENSATION REPORT" TO THE COMPENSATION COMMITTEE EACH YEAR WHICH FURNISHES THE BASIS FOR THE ESTABLISHMENT OF THE CHIEF EXECUTIVE OFFICER'S COMPENSATION PACKAGE DURING THE FOLLOWING YEAR THE ERNST & YOUNG EXECUTIVE COMPENSATION REPORT IS BASED ON A REVIEW OF THE EXECUTIVE COMPENSATION PRACTICES OF A VARIETY OF ORGANIZATIONS THAT ARE CONSIDERED COMPARABLE TO SCAN HEALTH PLAN BASED ON VARIOUS METRICS THE COMPENSATION COMMITTEE DELIBERATES ON THE ISSUE OF THE CHIEF EXECUTIVE OFFICER'S COMPENSATION PACKAGE IN LIGHT OF THE ERNST & YOUNG EXECUTIVE COMPENSATION REPORT AND QUESTIONS ARE ASKED OF, AND ANSWERED BY ERNST & YOUNG, REGARDING SUCH REPORT AND OTHER MATTERS RELEVANT TO SUCH PACKAGE BASED ON SUCH DELIBERATIONS, THE COMPENSATION COMMITTEE MAKES A RECOMMENDATION TO THE BOARD OF DIRECTORS OF SCAN GROUP REGARDING THE COMPENSATION PACKAGE FOR THE FOLLOWING YEAR THE FULL BOARD OF DIRECTORS OF SCAN GROUP DELIBERATES ON AND THEN VOTES ON SUCH RECOMMENDATION, THE CHIEF EXECUTIVE OFFICER IS RECUSED FOR THE ENTIRETY OF SUCH DELIBERATIONS AND VOTE THE MINUTES OF THE COMPENSATION COMMITTEE AND THE BOARD OF DIRECTORS FOR THESE MEETINGS ARE PREPARED SUBSTANTIALLY CONTEMPORANEOUSLY AND SUBSTANTIATE SUCH DELIBERATIONS AND DECISIONS 15B THE PROCESS FOR DETERMINING THE COMPENSATION OF OFFICERS OR OTHER KEY EMPLOYEES OF SCAN HEALTH PLAN IS CONDUCTED BY THE HUMAN RESOURCES DEPARTMENT AND CHIEF EXECUTIVE OFFICER OF SCAN HEALTH PLAN, AND THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS OF SCAN GROUP, ALL OF THE VOTING MEMBERS OF SUCH COMMITTEE ARE INDEPENDENT PERSONS IN DETERMINING SUCH EMPLOYEES' COMPENSATION, THE HUMAN RESOURCES DEPARTMENT AND COMPENSATION COMMITTEE WORKS WITH AND RELIES UPON THE COUNSEL AND EXPERTISE OF ERNST & YOUNG, A CONSULTANT WITH WELL ESTABLISHED EXPERIENCE AND EXPERTISE IN THE AREA OF NONPROFIT ORGANIZATION EXECUTIVE COMPENSATION AND COMPLIANCE WITH THE INTERMEDIATE SANCTIONS REQUIREMENTS APPLICABLE TO SUCH COMPENSATION ERNST & YOUNG PROVIDES AN "EXECUTIVE COMPENSATION REPORT" TO THE HUMAN RESOURCES DEPARTMENT AND COMPENSATION COMMITTEE EACH YEAR WHICH FURNISHES THE BASIS FOR THE ESTABLISHMENT OF SUCH EMPLOYEES' COMPENSATION PACKAGE DURING THE FOLLOWING YEAR THE ERNST & YOUNG EXECUTIVE COMPENSATION REPORT IS BASED ON A REVIEW OF THE EXECUTIVE COMPENSATION PRACTICES OF A VARIETY OF ORGANIZATIONS THAT ARE CONSIDERED COMPARABLE TO SCAN HEALTH PLAN BASED ON VARIOUS METRICS THE CHIEF EXECUTIVE OFFICER MAKES A RECOMMENDATION TO THE COMPENSATION COMMITTEE WITH RESPECT TO EACH OF SUCH EMPLOYEES' COMPENSATION PACKAGE IN LIGHT OF THE ERNST & YOUNG EXECUTIVE COMPENSATION REPORT AT THE COMPENSATION COMMITTEE MEETING ADDRESSING SUCH MATTERS, QUESTIONS ARE ASKED OF, AND ANSWERED BY ERNST & YOUNG, REGARDING SUCH REPORT AND OTHER MATTERS RELEVANT TO SUCH PACKAGE BASED ON SUCH DELIBERATIONS, THE COMPENSATION COMMITTEE MAKES A DECISION REGARDING THE COMPENSATION PACKAGE FOR SUCH EMPLOYEES FOR THE FOLLOWING YEAR THE MINUTES OF THE COMPENSATION COMMITTEE FOR THIS MEETING ARE PREPARED SUBSTANTIALLY CONTEMPORANEOUSLY AND SUBSTANTIATE SUCH DELIBERATIONS AND DECISIONS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	SCAN HEALTH PLAN'S GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY ARE NOT MADE AVAILABLE TO THE PUBLIC SCAN HEALTH PLAN'S AUDITED FINANCIAL STATEMENTS ARE AVAILABLE ON THE DEPARTMENT OF MANAGED HEALTH CARE'S WEBSITE AND TAX RETURNS ARE AVAILABLE ON REQUEST

Identifier	Return Reference	Explanation
	FORM 990, PART VII	RYAN TRIMBLE SERVED AS A BOARD MEMBER BETWEEN JANUARY 1, 2010 AND NOVEMBER 6, 2010 HE WAS COMPENSATED $74,152 AND RECEIVED A FORM 1099 REPORTING HIS COMPENSATION FROM SERVICES AS A BOARD MEMBER ON NOVEMBER 7, 2010 HE ASSUMED THE ROLE OF INTERIM CEO AND WAS COMPENSATED $89,634 AS AN EMPLOYEE OF THE ORGANIZATION AND RECEIVED A FORM W-2 FOR HIS SERVICES AS SUCH AVERAGE HOURS DEVOTED TO RELATED ORGANIZATION(S) WHEN RELATED COMP IS REPORTED PART VII, SECTION A, COLUMN D REPORTS COMPENSATION PAID BY SCAN HEALTH PLAN FOR SERVICES PROVIDED TO SCAN HEALTH PLAN AND AFFILIATES COLUMN B INCLUDES TOTAL HOURS FOR SCAN HEALTH PLAN ONLY BELOW IS A BREAKDOWN OF HOURS SPENT PER AFFILIATE THE FOLLOWING OFFICERS, KEY EMPLOYEES, AND BOARD MEMBERS OF SCAN HEALTH PLAN ALSO DEVOTE THE FOLLOWING TIME TO THE SCAN FOUNDATION COLLEEN CAIN - 1 8 HOURS PER WEEK RYAN TRIMBLE - 1 5 HOURS PER WEEK LINDA STRIKE - 2 0 HOURS PER WEEK KIM HUNTER - 2 0 HOURS PER WEEK PATRICK SEAVER - 2 0 HOURS PER WEEK THOMAS HIGGINS - 3 2 HOURS PER WEEK DAVID SCHMIDT - 1 5 HOURS PER WEEK DENNIS EDER - 2 0 HOURS PER WEEK THOMAS MCDANIEL - 2 0 HOURS PER WEEK DOUGLAS JAQUES - 2 0 HOURS PER WEEK THE FOLLOWING BOARD MEMBERS OF SCAN HEALTH PLAN ALSO DEVOTE THE FOLLOWING TIME TO SCAN GROUP COLLEEN CAIN - 11 9 HOURS PER WEEK MICHAEL NOEL - 9 9 HOURS PER WEEK LINDA STRIKE - 7 1 HOURS PER WEEK KIM HUNTER - 7 7 HOURS PER WEEK PATRICK SEAVER - 9 0 HOURS PER WEEK THOMAS MCDANIEL - 8 6 HOURS PER WEEK THOMAS HIGGINS - 8 4 HOURS PER WEEK SCAN HEALTH PLAN AND SCAN GROUP ARE OPERATED JOINTLY THEREFORE, THE FOLLOWING OFFICERS AND EMPLOYEES SPEND AN AVERAGE OF 40 HOURS PER WEEK BETWEEN THE TWO ORGANIZATIONS DAVID SCHMIDT RAJEEV NARULA RYAN TRIMBLE DENNIS EDER TIMOTHY SCHWAB DOUGLAS JAQUES MARC RADNER SHERRY STANISLAW ROGER LAPP HENRY W OSOWSKI DEBORAH MILLER MERLIN SWACKHAMMER REBECCA LEARNER ELIZABETH RUSSELL PETER BEGANS THE FOLLOWING OFFICERS, KEY EMPLOYEES, AND BOARD MEMBERS OF SCAN HEALTH PLAN ALSO DEVOTE THE FOLLOWING TIME TO SCAN HEALTH PLAN ARIZONA AND SCAN LONG TERM CARE LINDA STRIKE - 1 2 HOURS PER WEEK RAJEEV NARULA - 10 0 HOURS PER WEEK TIMOTHY SCHWAB - 0 8 HOURS PER WEEK DAVID SCHMIDT - 0 8 HOURS PER WEEK DENNIS EDER - 0 8 HOURS PER WEEK DOUGLAS JAQUES - 0 8 HOURS PER WEEK RYAN TRIMBLE - 0 8 HOURS PER WEEK

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	NET UNREALIZED GAINS ON INVESTMENTS 40,125,215

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SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
SCAN HEALTH PLAN

Employer identification number
95-3858259

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" on 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

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
(1) SCAN GROUP 3800 KILROY AIRPORT WAY SUITE 100 LONG BEACH, CA 90806 95-3826037	ADMIN SUPPORT	CA	501 (C) (3)	LINE 11, TYPE II	N/A	Yes	
(2) THE SCAN FOUNDATION 3800 KILROY AIRPORT WAY SUITE 100 LONG BEACH, CA 90806 45-0552845	GRANT MAKING	CA	501 (C) (3)	LINE 11, TYPE II	SCAN GROUP	Yes	
(3) SCAN HEALTH PLAN ARIZONA 3800 KILROY AIRPORT WAY SUITE 100 LONG BEACH, CA 90806 73-1729007	MEDICARE ADVANTAGE	AZ	501(C) (4)		SCAN GROUP		No
(4) SCAN LONG TERM CARE 3800 KILROY AIRPORT WAY SUITE 100 LONG BEACH, CA 90806 20-4607594	MEDICAID MGMT CARE	AZ	501(C) (4)		SCAN HEALTH PLAN ARIZONA		No

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership

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

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

		Yes	No
1	During the tax year, did the orgranization 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	**1a**	**No**
b	Gift, grant, or capital contribution to other organization(s)	**1b**	**No**
c	Gift, grant, or capital contribution from other organization(s)	**1c**	**No**
d	Loans or loan guarantees to or for other organization(s)	**1d**	**No**
e	Loans or loan guarantees by other organization(s)	**1e**	**No**
f	Sale of assets to other organization(s)	**1f**	**No**
g	Purchase of assets from other organization(s)	**1g**	**No**
h	Exchange of assets	**1h**	**No**
i	Lease of facilities, equipment, or other assets to other organization(s)	**1i**	**No**
j	Lease of facilities, equipment, or other assets from other organization(s)	**1j**	**No**
k	Performance of services or membership or fundraising solicitations for other organization(s)	**1k**	**No**
l	Performance of services or membership or fundraising solicitations by other organization(s)	**1l**	**No**
m	Sharing of facilities, equipment, mailing lists, or other assets	**1m**	**No**
n	Sharing of paid employees	**1n**	**No**
o	Reimbursement paid to other organization for expenses	**1o**	**Yes**
p	Reimbursement paid by other organization for expenses	**1p**	**Yes**
q	Other transfer of cash or property to other organization(s)	**1q**	**No**
r	Other transfer of cash or property from other organization(s)	**1r**	**No**

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

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) SCAN GROUP	O	53,158,317	SEE PART VII
(2) SCAN HEALTH PLAN ARIZONA	P	1,666,318	SEE PART VII
(3) SCAN LONG TERM CARE	P	2,732,976	SEE PART VII
(4) THE SCAN FOUNDATION	P	328,902	SEE PART VII
(5)			
(6)			

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Disproprtionate allocations?		(g) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
			Yes	No		Yes	No		Yes	No

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation
	SCHEDULE R, PART VII	THE PERCENTAGE OF ALLOCATION TO AFFILIATED COMPANIES IS DETERMINED BASED ON ESTIMATED PERCENTAGE OF TIME WORKED, PERCENTAGE OF HEADCOUNTS, AND THE PERCENTAGE OF SCAN MEMBERSHIP, AS APPROPRIATE BASED ON THE NATURE OF THE EXPENSE