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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

2011

Open to Public
Inspection

A For the 2011 calendar year, or tax year beginning

and ending

B Check if
applicable

- ☐ Address
change
- ☐ Name
change
- ☐ Initial
return
- ☐ Termin-
ated
- ☐ Amended
return
- ☐ Applica-
tion
pending

C Name of organization

SOUTHERN HEALTH PLAN, INC.

Doing Business As BLUECROSS BLUESHIELD TN COM TR

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

1 CAMERON HILL CIRCLE

Room/suite

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

CHATTANOOGA, TN 37402

F Name and address of principal officer: CALVIN ANDERSON
SAME AS C ABOVE

D Employer identification number

58-1406632

E Telephone number

(423) 535-7350

G Gross receipts \$ 1,983,039.

H(a) Is this a group return
for affiliates? ☐ Yes ☒ NoH(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)(4) (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ HTTP://WWW.BCBST.COM/ABOUT/COMMUNITY/TRUST/

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation: 1980

M State of legal domicile: TN

Part I Summary

1 Briefly describe the organization's mission or most significant activities: SEE SCH O FORM 990, PART III,
LINE 4A FOR DESCRIPTION.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

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

0

5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)

0

6 Total number of volunteers (estimate if necessary)

0

7a Total unrelated business revenue from Part VIII, column (C), line 12

13,480.

b Net unrelated business taxable income from Form 990-T, line 34

0.

Prior Year

Current Year

8 Contributions and grants (Part VIII, line 1h)

0.

9 Program service revenue (Part VIII, line 2g)

0.

10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)

324,866.

316,689.

11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9e, 10c, and 11e)

0.

12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)

324,866.

316,689.

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)

547,011.

524,416.

14 Benefits paid to or for members (Part IX, column (A), line 4)

0.

15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)

0.

16a Professional fundraising fees (Part IX, column (A), line 11e)

0.

b Total fundraising expenses (Part IX, column (D), line 25) ▶ 0.

17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)

110,494.

133,815.

18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)

657,505.

658,231.

19 Revenue less expenses. Subtract line 18 from line 12

-332,639.

-341,542.

Beginning of Current Year

End of Year

20 Total assets (Part X, line 16)

12,842,914.

11,831,726.

21 Total liabilities (Part X, line 26)

13,784.

16,579.

22 Net assets or fund balances. Subtract line 21 from line 20

12,829,130.

11,815,147.

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 T. RALPH WOODARD JR., CFO Date 11/8/12

Type or print name and title

Paid Preparer's name PATRICIA K. COSGROVE Preparer's signature Patricia K Cosgrove Date 11.5.12 Check if self-employed ☐ PTIN P00025712

Firm's name ▶ LATTIMORE BLACK MORGAN & CAIN, P.C. Firm's EIN ▶ 62-1199757

Firm's address ▶ ONE UNION SQUARE, SUITE 700 CHATTANOOGA, TN 37402 Phone no. (423) 756-6585

May the IRS discuss this return with the preparer shown above? (see instructions)

☐ Yes ☒ No

g/13 16

Part III Statement of Program Service Accomplishments

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

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

TO SUPPORT PROGRAMS THAT IMPROVE THE QUALITY OF LIFE IN TENNESSEE AND
TO PROMOTE GOOD HEALTH; IMPROVE THE AVAILABILITY, ACCESSIBILITY AND
QUALITY OF HEALTH CARE FOR THE PEOPLE OF TENNESSEE.

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 organization's program service accomplishments for each of its three largest program services, as measured 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 \$ 524,416. including grants of \$ _____) (Revenue \$ _____)
SEE SCH O FORM 990, PART III, LINE 4A FOR DESCRIPTION.

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

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

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

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

4e Total program service expenses **524,416.**

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)? <i>If "Yes," complete Schedule A</i>		X
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?		X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
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? <i>If "Yes," complete Schedule C, Part II</i>		
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? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
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, line 10? <i>If "Yes," complete Schedule D, Part VI</i>		X
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? <i>If "Yes," complete Schedule D, Part VII</i>		X
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? <i>If "Yes," complete Schedule D, Part VIII</i>		X
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? <i>If "Yes," complete Schedule D, Part IX</i>	X	
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
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)? <i>If "Yes," complete Schedule D, Part X</i>		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i>	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
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? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

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Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
25b 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? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
28a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28c 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? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
35b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
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	X	

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Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck 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	144	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	0	
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	0	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	X
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b	If "Yes," enter the name of the foreign country: CANADA 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	X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c	If "Yes," to 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	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	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	
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	
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	
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	
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	X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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

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 If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	3	
1b Enter the number of voting members included in line 1a, above, who are independent	0	
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?	X	
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	X	
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Did the organization have members or stockholders?		X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	X	
7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?		X
10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
11b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13 Did the organization have a written whistleblower policy?	X	
14 Did the organization have a written document retention and destruction policy?	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official		X
b Other officers or key employees of the organization		X
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?		X
16b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **NONE**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made 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 made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **RALPH WOODARD - (423) 535-5192**

1 CAMERON HILL CIRCLE, CHATTANOOGA, TN 37402

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. 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 (do not check more than one box, unless person is both an officer and a director/trustee)						(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) CALVIN ANDERSON CHAIRPERSON, PRESIDENT	2.00	X		X				0.	447,999.	133,145.
(2) INGA HIMELRIGHT BOARD MEMBER	1.00	X						0.	403,595.	66,616.
(3) MARK HOOTON BOARD MEMBER	1.00	X						0.	216,377.	40,801.
(4) RALPH WOODARD ADMIN OFFICER, CFO	0.50			X				0.	343,328.	66,141.
(5) DANNY TIMBLIN TREASURER	1.50			X				0.	317,043.	61,534.
(6) ALAINE ZACHARY ASSISTANT TREASURER	0.50			X				0.	255,005.	51,410.
(7) SHELIA CLEMONS SECRETARY	0.50			X				0.	125,611.	77,632.
(8) KATHARINE LAURANCE ASSISTANT SECRETARY	1.00			X				0.	73,476.	25,454.
(9) VICKY GREGG FORMER PRESIDENT & CEO	0.00						X	0.	2,880,408.	3,973,848.
(10) RON HARR BOARD MEMBER	0.00						X	0.	1,017,680.	100,134.
(11) CHRIS HUNTER FORMER TREASURER	0.00						X	0.	653,866.	98,133.
(12) WILLIAM YOUNG FORMER BOARD MEMBER	0.00						X	0.	668,042.	52,239.
(13) JOHN GIBLIN FORMER CFO	0.00						X	0.	1,047,790.	504,075.

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 (do not check more than one box, unless person is both an officer and a director/trustee)						(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			
1b Sub-total								0.	8,450,220.	5,251,162.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								0.	8,450,220.	5,251,162.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **0**

	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	x	
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	x	
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		x

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **0**

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	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f					
	g Noncash contributions included in lines 1a-1f \$						
	h Total. Add lines 1a-1f						
Program Service Revenue	2 a	Business Code					
	b						
	c						
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f						
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			185,089.		13,480.	171,609.
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real	(ii) Personal				
	b Less: rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
	b Less: cost or other basis and sales expenses						
	c Gain or (loss)						
	d Net gain or (loss)			131,600.			131,600.
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18						
	b Less: direct expenses						
	c Net income or (loss) from fundraising events						
	9 a Gross income from gaming activities. See Part IV, line 19						
	b Less: direct expenses						
	c Net income or (loss) from gaming activities						
	10 a Gross sales of inventory, less returns and allowances						
	b Less: cost of goods sold						
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue			Business Code				
11 a							
b							
c							
d All other revenue							
e Total. Add lines 11a-11d							
12 Total revenue. See instructions.				316,689.	0.	13,480.	303,209.

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).

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

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 United States. See Part IV, line 21	524,416.	524,416.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. 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 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				
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	24,050.		24,050.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	4,868.		4,868.	
g Other				
12 Advertising and promotion	18,653.		18,653.	
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a ADMIN EXP, TAXES & LICE	85,744.		85,744.	
b NATIONAL ASSOCIATION DU	500.		500.	
c				
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	658,231.	524,416.	133,815.	0.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here ☐ if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	22,339.	1	104,231.
	2 Savings and temporary cash investments	414,047.	2	483,781.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net		4	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), 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)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a		
	b Less: accumulated depreciation	10b	10c	
	11 Investments - publicly traded securities	12,302,176.	11	10,038,685.
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	104,352.	15	1,205,029.
	16 Total assets. Add lines 1 through 15 (must equal line 34)	12,842,914.	16	11,831,726.
Liabilities	17 Accounts payable and accrued expenses	0.	17	5,250.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	13,784.	25	11,329.
	26 Total liabilities. Add lines 17 through 25	13,784.	26	16,579.
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	12,829,130.	27	11,815,147.
	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	12,829,130.	33	11,815,147.
	34 Total liabilities and net assets/fund balances	12,842,914.	34	11,831,726.

Form 990 (2011)

Part XI Reconciliation 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	316,689.
2	Total expenses (must equal Part IX, column (A), line 25)	2	658,231.
3	Revenue less expenses. Subtract line 2 from line 1	3	-341,542.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	12,829,130.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-672,441.
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	11,815,147.

Part XII Financial Statements and Reporting

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

☐

- 1** Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
- b** Were the organization's financial statements audited by an independent accountant?
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- d** If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both:
☐ Separate basis ☐ Consolidated basis ☒ Both consolidated and separate basis
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

	Yes	No
2a		x
2b	x	
2c	x	
3a		x
3b		

Form **990** (2011)

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, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**
▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No 1545-0047

2011**Open to Public Inspection**

Name of the organization

SOUTHERN HEALTH PLAN, INC.

Employer identification number

58-1406632

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 can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		☐ 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 education)	☐ Preservation of an historically important land area
☐ Protection of natural habitat	☐ Preservation of a certified historic structure
☐ Preservation of open space	

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

	Held at the End of the Tax Year
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, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax 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 section 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 (ASC 958), 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 (ASC 958), 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 (ASC 958) relating to these items:

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

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

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

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

- a ☐ Public exhibition
 b ☐ Scholarly research
 c ☐ Preservation for future generations

- d ☐ Loan or exchange programs
 e ☐ Other _____

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets

to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes ☐ No

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes ☐ No

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

	Amount
1c	
1d	
1e	
1f	

- c Beginning balance
 d Additions during the year
 e Distributions during the year
 f Ending balance

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 Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment ▶ _____ %
 b Permanent endowment ▶ _____ %
 c Temporarily restricted endowment ▶ _____ %

The percentages in lines 2a, 2b, and 2c should equal 100%.

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

- (i) unrelated organizations
 (ii) related organizations

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

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

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

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

Description of property	(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				
d Equipment				
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)

0.

Schedule D (Form 990) 2011

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) _____		
(B) _____		
(C) _____		
(D) _____		
(E) _____		
(F) _____		
(G) _____		
(H) _____		
(I) _____		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ►		

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

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col (b) must 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
(1) ACCRUED BOND INTEREST	29.
(2) INVESTMENT RECEIVABLE	1,205,000.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.)	1,205,029.

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

1.	(a) Description of liability	(b) Book value
(1)	Federal income taxes	
(2)	DUE TO AFFILIATE	11,329.
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
(11)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.)		11,329.

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 (ASC 740)

132053
01-23-12

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	316,689.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	658,231.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	-341,542.
4	Net unrealized gains (losses) on investments	4	-658,961.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	-13,480.
9	Total adjustments (net). Add lines 4 through 8	9	-672,441.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	-1,013,983.

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	-360,620.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	-658,961.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	-4,868.
e	Add lines 2a through 2d	2e	-663,829.
3	Subtract line 2e from line 1	3	303,209.
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	13,480.
c	Add lines 4a and 4b	4c	13,480.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	316,689.

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

1	Total expenses and losses per audited financial statements	1	653,363.
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	653,363.
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	4,868.
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	4,868.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	658,231.

Part XIV Supplemental Information

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

PART XI, LINE 8 - OTHER ADJUSTMENTS:**FLOW THROUGH FROM PARTNERSHIP UNRELATED BUSINESS TAXABLE**

INCOME -13,480.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

EXTERNAL INVESTMENT EXPENSE -4,868.

Part XIV Supplemental Information (continued)

PART XII, LINE 4B - OTHER ADJUSTMENTS:

UBTI FLOW THRU FROM AURORA SPA PARTNERS

13,480.

**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

2011

Open to Public
Inspection

Name of the organization

SOUTHERN HEALTH PLAN, INC.

Employer identification number
58-1406632

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 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
ALLIED ARTS 406 FRAZIER AVE CHATTANOOGA, TN 37405	23-7005188	501(C)(3)	10,000.	0.			PROGRAM SUPPORT
AMERICAN LUNG ASSOCIATION OF TN 1466 RIVERSIDE DR, STE D CHATTANOOGA, TN 37406	31-4379531	501(C)(3)	21,000.	0.			PROGRAM SUPPORT
ARTHRITIS FOUNDATION PO BOX 7669 ATLANTA, GA 30357	58-1341679	501(C)(3)	8,000.	0.			PROGRAM SUPPORT
CLEVELAND BRADLEY CHAMBER FOUNDATION - 225 KEITH STREET SW - CLEVELAND, TN 37320	62-0162970	501(C)(3)	6,250.	0.			PROGRAM SUPPORT
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA - 1270 MARKET ST - CHATTANOOGA, TN 37402	62-1471789	501(C)(3)	18,000.	0.			PROGRAM SUPPORT
HEALTHY MEMPHIS COMMON TABLE 3203 N AVENEL COVE MEMPHIS, TN 38125	62-1820264	501(C)(3)	10,000.	0.			PROGRAM SUPPORT

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

21.
0.

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

Schedule I (Form 990) (2011)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
JUNIOR ACHIEVEMENT INC 307 MADISON AVENUE MEMPHIS, TN 38103	62-0549549	501(C)(3)	8,500.	0.			PROGRAM SUPPORT
MARCH OF DIMES 651 EAST 4TH ST, STE 150 CHATTANOOGA, TN 37402	13-1846366	501(C)(3)	12,500.	0.			PROGRAM SUPPORT
NATIONAL CIVIL RIGHTS MUSEUM 450 MULBERRY STREET MEMPHIS, TN 38103	58-1484027	501(C)(3)	8,500.	0.			PROGRAM SUPPORT
FOUNDATION OF THE NATIONAL STUDENT NURSES' ASSOC - 45 MAIN STREET - BROOKLYN, NY 11201	13-3123125	501(C)(3)	7,500.	0.			PROGRAM SUPPORT
FRIENDS OF NORRAIS DAM STATE PARK PO BOX 484 NORRIS, TN 37828	62-1578437	501(C)(3)	10,000.	0.			PROGRAM SUPPORT
FRIENDS OF SYCAMORE SHOAL STATE HISTORIC - 1651 W ELK AAVE - ELIZABETHTOWN, TN 37643	61-1523569	501(C)(3)	10,000.	0.			PROGRAM SUPPORT
ST. JUDE CHILDREN'S RESEARCH HOSPITAL - 501 ST JUDE PLACE - MEMPHIS, TN 38105	62-0646012	501(C)(3)	11,000.	0.			PROGRAM SUPPORT
FRIENDS OF THE CUMBERLAND TRAIL 220 PARK ROAD CARYVILLE, TN 37714	76-0816215	501(C)(3)	10,000.	0.			PROGRAM SUPPORT
THE CHURCH HEALTH CENTER 1210 PEABODY MEMPHIS, TN 38104	58-1716113	501(C)(3)	12,000.	0.			PROGRAM SUPPORT

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
UTC ATHLETICS 615 MCCALLIE AVE DEPT 6806 CHATTANOOGA, TN 37402	62-6001636	501(C)(3)	25,000.	0.			PROGRAM SUPPORT
GIRLS INC OF CHATTANOOGA 1404 MCCALLIE AVE CHATTANOOGA, TN 37404	62-0647145	501(C)(3)	8,000.	0.			PROGRAM SUPPORT
MEMPHIS IN MAY INTERNATIONAL FESTIVAL - 88 UNION AVE - MEMPHIS, TN 38103	23-7308001	501(C)(3)	7,000.	0.			PROGRAM SUPPORT
SHELBY FARMS PARK CONSERVANCY 500 NORTH PINE LAKE DR MEMPHIS, TN 38134	26-0350397	501(C)(3)	18,000.	0.			PROGRAM SUPPORT
TENNESSEE RESIDENCE FOUNDATION 2908 POSTON AVE NASHVILLE, TN 37203	62-1840646	501(C)(3)	25,000.	0.			PROGRAM SUPPORT
TENNESSEE SCENIC RIVERS ASSOCIATION - 2204 PAULA DR - MADISON, TN 37115	58-1746179	501(C)(3)	10,000.	0.			PROGRAM SUPPORT

Schedule I (Form 990)

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

SOUTHERN HEALTH PLAN, INC.

Employer identification number

58-1406632

Part I Questions Regarding Compensation

- 1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| ☐ First-class or charter travel | ☐ Housing allowance or residence for personal use |
| ☐ Travel for companions | ☐ Payments for business use of personal residence |
| ☐ Tax indemnification 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 on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

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

- 3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.

- | | |
|--|--|
| ☐ 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?
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?
c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

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

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

- a** The organization?
b Any related organization?

If "Yes" to line 5a or 5b, describe in Part III.

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

- a** The organization?
b Any related organization?

If "Yes" to line 6a or 6b, describe in Part III.

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

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

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

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

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

Schedule J (Form 990) 2011

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) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(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 as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation					
1 CALVIN ANDERSON	(i) 0.	0.	0.	0.	0.	0.	0.	0.
	(ii) 278,865.	158,718.	10,416.	107,496.	25,649.	581,144.	0.	0.
2 INGA HIMELRIGHT	(i) 0.	0.	0.	0.	0.	0.	0.	0.
	(ii) 310,390.	92,146.	1,059.	54,514.	12,102.	470,211.	0.	0.
3 MARK HOOTON	(i) 0.	0.	0.	0.	0.	0.	0.	0.
	(ii) 177,175.	39,255.	-53.	28,948.	11,853.	257,178.	0.	0.
4 RALPH WOODARD	(i) 0.	0.	0.	0.	0.	0.	0.	0.
	(ii) 217,337.	129,176.	-3,185.	47,160.	18,981.	409,469.	0.	0.
5 DANNY TIMBLIN	(i) 0.	0.	0.	0.	0.	0.	0.	0.
	(ii) 209,148.	112,781.	-4,886.	42,020.	19,514.	378,577.	0.	0.
6 ALAINE ZACHARY	(i) 0.	0.	0.	0.	0.	0.	0.	0.
	(ii) 170,689.	89,883.	-5,567.	31,403.	20,007.	306,415.	0.	0.
7 SHELIA CLEMONS	(i) 0.	0.	0.	0.	0.	0.	0.	0.
	(ii) 109,411.	16,900.	-700.	66,038.	11,594.	203,243.	0.	0.
8 VICKY GREGG	(i) 0.	0.	0.	0.	0.	0.	0.	0.
	(ii) 1,033,404.	1,837,815.	9,189.	3,957,391.	16,457.	6,854,256.	0.	0.
9 RON HARR	(i) 0.	0.	0.	0.	0.	0.	0.	0.
	(ii) 199,240.	484,024.	334,416.	93,367.	6,767.	1,117,814.	0.	0.
10 CHRIS HUNTER	(i) 0.	0.	0.	0.	0.	0.	0.	0.
	(ii) 333,965.	320,582.	-681.	78,932.	19,201.	751,999.	0.	0.
11 WILLIAM YOUNG	(i) 0.	0.	0.	0.	0.	0.	0.	0.
	(ii) 281,601.	384,596.	1,845.	40,375.	11,864.	720,281.	0.	0.
12 JOHN GIBLIN	(i) 0.	0.	0.	0.	0.	0.	0.	0.
	(ii) 493,710.	551,252.	2,828.	484,232.	19,843.	1,551,865.	0.	0.
13	(i) 0.	0.	0.	0.	0.	0.	0.	0.
14	(i) 0.	0.	0.	0.	0.	0.	0.	0.
15	(i) 0.	0.	0.	0.	0.	0.	0.	0.
16	(i) 0.	0.	0.	0.	0.	0.	0.	0.

Schedule J (Form 990) 2011

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART I, LINES 4A-B: LISTED BELOW ARE THE COMPENSATED OFFICERS, AND KEY

EMPLOYEES OF THE RELATED ORGANIZATION WHO ARE INCLUDED IN THE SUPPLEMENTAL

NONQUALIFIED RETIREMENT PLAN OF THE RELATED ORGANIZATION BCBS:

RON HARR (SERP) 18,439

CALVIN ANDERSON (SERP) 51,351

CHRIS HUNTER (SERP) 38,555

DANNY TIMBLIN (SERP) 3,485

JOHN GIBLIN (SERP) 43,857

VICKY GREGG (SERP) 446,945

INGA HIMELRIGHT (SERP) 11,815

RALPH WOODARD (SERP) 4,341

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 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2011

Open to Public
Inspection

Name of the organization

SOUTHERN HEALTH PLAN, INC.

Employer identification number

58-1406632

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

THE COMPANY SUPPORTED PROGRAMS THAT PROMOTE ACCESS TO HEALTH CARE
SERVICES AND HEALTH EDUCATION.

THE COMPANY SUPPORTED PROGRAMS THAT PROMOTE WELLNESS AND ILLNESS
PREVENTION, AS WELL AS EFFECTIVE, EFFICIENT DISEASE MANAGEMENT.

THE COMPANY SUPPORTED PROGRAMS FOR ALL LEVELS OF EDUCATION THUS
BUILDING A COMPETENT WORKFORCE AND PROSPEROUS ECONOMY.

THE COMPANY SUPPORTED EVENTS AND PROGRAMS THAT EMPHASIZE ECONOMIC AND
COMMUNITY DEVELOPMENT.

THE COMPANY DEMONSTRATED EXCELLENT CORPORATE CITIZENSHIP AND COMMITMENT
TO TENNESSEANS, WITH THE PRIORITY TO SUPPORT THE COMMUNITIES IT SERVED,
EMPHASIZING HEALTHY LIVING, HEALTH CARE ACCESS AND QUALITY OF LIFE.

FORM 990, PART VI, SECTION A, LINE 2: THE FOLLOWING INDIVIDUALS SERVE AS

TRUSTEE, DIRECTOR, OR OFFICER FOR BOTH SHP AND BCBST, AND THEREFORE, HAVE A
BUSINESS RELATIONSHIP:

CALVIN ANDERSON, CHAIRPERSON AND PRESIDENT

INGA HIMELRIGHT, BOARD MEMBER

RALPH WOODARD, ADMIN OFFICER AND CFO

DANNY TIMBLIN, TREASURER

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

Schedule O (Form 990 or 990-EZ) (2011)

132211
01-23-12

Name of the organization

SOUTHERN HEALTH PLAN, INC.

Employer identification number

58-1406632

ALAINE ZACHERY, ASSISTANT TREASURER

SHELIA CLEMONS, SECRETARY

FORM 990, PART VI, SECTION A, LINE 3: DELEGATION OF MANAGEMENT DUTIES:

PURSUANT TO ARTICLE 1, SECTION 2 OF THE ADMINISTRATIVE SERVICES AGREEMENT

(ASA), SHP GRANTS AND DELEGATES THE EXCLUSIVE DISCRETIONARY AUTHORITY TO

SUPERVISE AND MANAGE THE DAY-TO-DAY DUTIES OF SHP TO BCBST.

FORM 990, PART VI, SECTION A, LINE 7A: ELECTION OF ONE OR MORE MEMBERS OF

GOVERNING BODY:

PURSUANT TO ARTICLE VI, SECTION 2 OF THE SHP BYLAWS, DIRECTORS SHALL BE

APPOINTED BY THE BCBST BOARD.

FORM 990, PART VI, SECTION B, LINE 11: PROCESS USED TO REVIEW FORM 990:

INTERNAL CONTROLS ARE IN PLACE TO INSURE AN ACCURATE RECORDING OF

TRANSACTIONS AND AN ACCURATE REPORTING OF THE RESULTS. THE PROCESS TO

REVIEW FORM 990 STARTS WITH THE PREPARATION OF THE WORK PAPERS; REVIEWED BY

MANAGEMENT; AND THEN A FINAL REVIEW OF FORM 990 IS MADE BY OFFICERS

RESPONSIBLE FOR FILING OF THE RETURN.

A COPY OF THE FORM 990 WAS PROVIDED TO THE SOUTHERN HEALTH PLAN BOARD OF

DIRECTORS BEFORE BEING FILED WITH THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C: THE COMPANY MAINTAINS AN ONGOING

PROCESS FOR THE COLLECTION, EVALUATION, AND MONITORING OF BOTH INDIVIDUAL

AND ORGANIZATIONAL BUSINESS ACTIVITIES TO FACILITATE REPORTING OBLIGATIONS

AND RISK MITIGATION EFFORTS ASSOCIATED WITH ANY ACTUAL OR POTENTIAL

CONFLICTS OF INTEREST. THE COMPANY COMMUNICATES TO ALL EMPLOYEES,

Name of the organization

SOUTHERN HEALTH PLAN, INC.

Employer identification number

58-1406632

CONTRACTORS, OFFICERS, DIRECTORS, AFFILIATES, AND BUSINESS ASSOCIATES THE

CLEAR EXPECTATION THAT THEY SUPPORT OUR EFFORTS IN THE AVOIDANCE OF

CONFLICTS OF INTEREST AND PROMOTE A COMMITMENT TO INTEGRITY, SOUND BUSINESS

PRACTICES, AND GOOD CORPORATE GOVERNANCE. AN EXAMPLE OF WAYS IN WHICH WE

MONITOR AND ENFORCE COMPLIANCE WITH THE CONFLICT OF INTEREST POLICY INCLUDE

BUT ARE NOT LIMITED TO:

- UPON HIRE OR APPOINTMENT, AND AT LEAST ANNUALLY THEREAFTER, A CONFLICT OF

INTEREST QUESTIONNAIRE MUST BE COMPLETED BY ALL EMPLOYEES, CONTRACTORS,

OFFICERS, AND MEMBERS OF THE BOARD OF DIRECTORS.

- SEMI-ANNUALLY AN ORGANIZATIONAL CONFLICT OF INTEREST REMINDER

NOTIFICATION IS DISTRIBUTED TO AN IDENTIFIED GROUP OF KEY PERSONNEL

REPRESENTING VITAL AREAS OF THE COMPANY SOLICITING ANY CONCERNS.

- UPON ESTABLISHING THE INITIAL BUSINESS RELATIONSHIP, AND AT LEAST

ANNUALLY THEREAFTER, THE CODE OF CONDUCT, WHICH INCLUDES A CONFLICT OF

INTEREST STANDARD, IS PROVIDED TO ALL EMPLOYEES, CONTRACTORS, OFFICERS,

DIRECTORS, VENDORS, AGENTS & BROKERS, AND CONTRACTED PROVIDERS.

- VARIOUS OTHER METHODS OF NOTIFICATION, COLLECTION AND MONITORING

TECHNIQUES ARE UTILIZED BY SPECIFIC BUSINESS UNITS TO PROMOTE AN

ENVIRONMENT OF ETHICAL BUSINESS CONDUCT FREE OF CONFLICTS OF INTEREST WITH

OUR AFFILIATES AND BUSINESS ASSOCIATES.

- COMMUNICATION IS PROVIDED TO ALL BUSINESS ASSOCIATES THAT QUESTIONS

REGARDING ANY COMPLIANCE CONCERNS, INCLUDING CONFLICTS OF INTEREST, ARE TO

BE DIRECTED TO THE CHIEF COMPLIANCE OFFICER, PRODUCT LINE COMPLIANCE

OFFICERS OR THE CORPORATE COMPLIANCE DEPARTMENT.

ADDITIONAL INFORMATION CAN BE PROVIDED UPON REQUEST.

Name of the organization

SOUTHERN HEALTH PLAN, INC.

Employer identification number

58-1406632

FORM 990, PART VI, SECTION C, LINE 19: GOVERNING DOCUMENTS

THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST

POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST.

FORM 990, PART VII, SECTION A, COLUMN B

HOURS WORKED FOR RELATED ORGANIZATION

CURRENT OFFICERS AND DIRECTORS LISTED ARE FULL-TIME EMPLOYEES OF A

RELATED ORGANIZATION AND WORK A TOTAL OF 40-50 HOURS PER WEEK ON

AVERAGE COMBINED. THEIR TIME IS DEVOTED TO SYSTEM WIDE ACTIVITIES

WHICH COULD INCLUDE TIME SPENT ON ANY OF THE RELATED ORGANIZATIONS

LISTED IN SCHEDULE R.

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

NET UNREALIZED LOSSES ON INVESTMENTS:

-658,961.

FLOW THROUGH FROM PARTNERSHIP UNRELATED BUSINESS TAXABLE

INCOME

-13,480.

TOTAL TO FORM 990, PART XI, LINE 5

-672,441.

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
2011
Open to Public Inspection

Name of the organization

SOUTHERN HEALTH PLAN, INC.

Employer identification number
58-1406632

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
TENNESSEE HEALTH FOUNDATION, INC. - 20-0298456, 1 CAMERON HILL CIRCLE, CHATTANOOGA, TN 37402	PRIVATE FDN	TENNESSEE	501(C)(3)	PRIVATE FOUNDATION			X

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

Schedule R (Form 990) 2011

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to 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 of this schedule.**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?**a** Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity**b** Gift, grant, or capital contribution to related organization(s)**c** Gift, grant, or capital contribution from related organization(s)**d** Loans or loan guarantees to or for related organization(s)**e** Loans or loan guarantees by related organization(s)**f** Sale of assets to related organization(s)**g** Purchase of assets from related organization(s)**h** Exchange of assets with related organization(s)**i** Lease of facilities, equipment, or other assets to related organization(s)**j** Lease of facilities, equipment, or other assets from related organization(s)**k** Performance of services or membership or fundraising solicitations for related organization(s)**l** Performance of services or membership or fundraising solicitations by related organization(s)**m** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)**n** Sharing of paid employees with related organization(s)**o** Reimbursement paid to related organization(s) for expenses**p** Reimbursement paid by related organization(s) for expenses**q** Other transfer of cash or property to related organization(s)**r** Other transfer of cash or property from related organization(s)**2** If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

	(a) Name of other organization	(b) Transaction type (a-f)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

Part VII Supplemental Information

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

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.