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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 01-01-2011 and ending 12-31-2011

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization CAPITAL HEALTH PLAN INC Doing Business As _____ Number and street (or P O box if mail is not delivered to street address) Room/suite 2140 CENTERVILLE PL _____ City or town, state or country, and ZIP + 4 TALLAHASSEE, FL 32308 F Name and address of principal officer JOHN HOGAN 2140 CENTERVILLE PL TALLAHASSEE, FL 32308	D Employer identification number 59-1830622 E Telephone number (850) 383-3333 G Gross receipts \$ 739,239,971 H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ▶
I Tax-exempt status <input type="checkbox"/> 501(c)(3) <input checked="" type="checkbox"/> 501(c) (4) ◀ (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website: ▶ WWW.CAPITALHEALTH.COM		
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation 1978 M State of legal domicile FL

Part I Summary

1	Briefly describe the organization's mission or most significant activities SEE STATEMENT 1			
2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets				
Activities & Governance	3 Number of voting members of the governing body (Part VI, line 1a)	3		11
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4		6
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5		475
	6 Total number of volunteers (estimate if necessary)	6		
	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		
	Revenue			
8 Contributions and grants (Part VIII, line 1h)		Prior Year	Current Year	
9 Program service revenue (Part VIII, line 2g)	581,017,988		626,472,109	
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	3,945,280		11,558,941	
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,399,232		1,153,981	
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	586,362,500		639,185,031	
Expenses				
13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	2,596,372		2,476,740	
14 Benefits paid to or for members (Part IX, column (A), line 4)	494,646,349		526,180,336	
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	39,397,836		41,907,723	
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)	16,246,071		16,069,532	
18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	552,886,628		586,634,331	
19 Revenue less expenses Subtract line 18 from line 12	33,475,872		52,550,700	
Net Assets or Fund Balances				
		Beginning of Current Year	End of Year	
20 Total assets (Part X, line 16)	367,538,987		419,115,285	
21 Total liabilities (Part X, line 26)	85,090,401		82,973,178	
22 Net assets or fund balances Subtract line 21 from line 20	282,448,586		336,142,107	

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	2012-11-15 Date	
	SABIN C BASS CPA SR VP, FIN & CFO Type or print name and title		
Paid Preparer's Use Only	Preparer's signature ▶	Date	Preparer's taxpayer identification number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4 ▶		EIN ▶
			Phone no ▶

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
SEE STATEMENT 2

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

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 \$ 563,673,986 including grants of \$ 2,476,740) (Revenue \$ 639,185,031)

BACKGROUND AND MISSION Capital Health Plan is a local HMO focused on serving the seven counties that constitute the Tallahassee, Florida metropolitan area. The health plan's mission is to provide our residents with high quality, affordable health care that focuses on delivery of evidence-based medical care under the direction of primary care physicians in an effective, timely and cost effective manner. Emphasizes low administrative costs and ethical business practices. Is proactive and innovative in its quest to continually improve the health of the community. In pursuing this mission, Capital Health Plan impacts the health and well being of Tallahassee area residents - both those who are plan members and those who are not. CHP serves a membership of 118,000 people, over 30% of the area's population. The health plan has developed a high quality delivery system that includes over 400 area physicians, more than 90% of the medical community. The core of this delivery system is CHP's employed clinical staff, a group of 31 physicians and 8 optometrists who practice in two state of the art health centers the plan has developed. These health centers are equipped with electronic medical records and can accommodate a broad range of primary and specialist care services including evening and weekend urgent care, lab, x-ray and digital mammography. CHP's ability to offer a highly organized component of its delivery system to its members has provided unique opportunities for improving health care outcomes. The staff component of CHP's delivery system consistently produces better results on measures of clinical care, member satisfaction and efficiency. Capital Health Plan seeks to lead our area and continually improve performance against benchmarks for clinical quality, member satisfaction, and affordability. In that regard, CHP has been consistently recognized by NCQA. CHP was ranked by the NCQA as the top HMO in the nation for commercial insurance and the 6th best Medicare health plan in the nation. By being our area's market leader, Capital Health Plan attempts to raise the bar for providing value in health care throughout our community. In addition to these marketplace impacts, CHP directly invests in the community it serves through a formal community benefit policy adopted by its Board of Directors. The policy focuses the organization's community benefit initiatives in three primary areas: Addressing Market Failures - CHP will be a leading partner in the Tallahassee area in addressing the needs of the uninsured and underinsured. Promoting Community Health - CHP will transform its heritage in population-based health to pursue strategies that go beyond traditional medical care to impact the health of the entire Tallahassee Community. Clinical Training/Research - CHP will partner with the educational institutions in our area to help train the clinical workforce our community will need in the future and to maximize an evidence-based focus on population health in training and research. Capital Health Plan's commitment to community benefit represents a social dividend derived from the organization's ongoing focus on excellent clinical care and service to its members. 2011 ACCOMPLISHMENTS AND BENEFIT TO THE COMMUNITY Highlights of Capital Health Plan's contributions to the health of the Tallahassee area in 2011 include the following: Affordability Capital Health Plan's commercial premium increases for 2011 averaged 2.4%, the eighth consecutive year of single digit price adjustment. These low price adjustments were achieved while maintaining a comprehensive level of health benefits. CHP's premiums for the State of Florida Group, the area's largest employer, were again the lowest of all HMO's offered the State's workforce in 2011. Compared to the prices paid HMO competitors for an identical standard HMO benefit package, CHP's price saved the State in excess of \$ 35 million in 2011. CHP's administrative overhead is consistently maintained at one of the lowest levels in the State of Florida, has been below 5% of revenues for the past twenty-one years, and in 2011 totaled 3.6% of revenues. Reflecting CHP's success in maintaining over 30% of area residents in its comprehensive HMO program, the Tallahassee area - specifically Leon County, Florida - has maintained the highest level of HMO membership and the lowest level, by survey, of uninsured population in the State of Florida. Clinical Quality and Member Satisfaction CHP was nationally recognized, as the top-ranked HMO in the nation for commercial insurance by NCQA's Health Insurance Plan Ranking and CHP's Medicare plan was ranked 6th in the nation according to NCQA's ranking. The Florida HMO Report published by the Agency for Health Care Administration rated CHP with the highest customer satisfaction scores among all HMO's in Florida. CHP has performed well across a broad range of clinical benchmarks highlighted by colon cancer screening, where CHP consistently performs at one of the highest rates in the nation for the past seven years. Community Benefit Initiatives In accordance with its community benefit policy, the following initiatives were supported in 2011: Addressing Market Failure/Uninsured and Underinsured Capital Health Partnership - This is a "three-share" program established to help the uninsured in our community by providing uninsured small businesses the opportunity to offer subsidized coverage to their employees. An uninsured small business with low income workers can receive a 40% subsidy toward premiums for each employee. The employer then pays at least 50% of the remaining premium and the employee is responsible for the remaining amount. This initiative is administered through the Capital Area Health Access Foundation which was created by CHP for this purpose. Safety Net Institutions - CHP provides financial support for the "We Care" program administered by the Capital Medical Society Foundation. "We Care" provides donated professional healthcare services to medically indigent individuals who do not qualify for public assistance. CHP's financial support helps fund the administrative costs of this program. CHP also provides financial support through the United Way and Whole Child Leon to fund outreach workers to assist families in qualifying their uninsured children for a variety of health programs. CHP also funds a significant portion of the budget of Neighborhood Health Services in Tallahassee which directly provides a range of primary health care services to low-income people in our community. Promoting Community Health CHP Champions Program - This is a public school partnership created to help stem the tide of childhood obesity by offering fitness programs before and after school. It was developed as a collaborative partnership with Leon County Schools and the Tallahassee Area Chamber of Commerce with services provided through Titus Sports Academy. CHP started the program in eight (8) Leon County Schools in the Fall of 2006, expanding it to all public elementary, and middle schools in four counties within two (2) years. Currently, over 14,000 children are registered for the program in Leon County and the adjoining rural counties of Jefferson, Gadsden and Wakulla with planned expansion into two (2) more counties. Cascades Park Health and Fitness Trails - To enhance opportunities for outdoor activity and exercise, CHP committed to a multi-year financing of health and fitness trails to be developed over the next three years as a part of a major park development in downtown Tallahassee. Florida State University Center on Better Health and Life - CHP provided matching support to initiate an innovative, community outreach program to impact health disparities in minority communities through health education and preventive services. Clinical Training CHP continued a five year investment in each of our area's three public nursing schools, Florida A&M University (through the Tom Joyner Foundation), Florida State University and Tallahassee Community College. The investments are intended to significantly enhance the capacity of each training program and positively impact the growing shortage of nurses our community is facing. CHP also serves as an affiliated educational partner for precepting both nursing students from Florida A&M University and medical students from Florida State University. These services are provided directly by CHP's employed medical and nursing staff at CHP facilities. Through a comprehensive range of services and initiatives noted above, Capital Health Plan fulfilled its mission and positively impacted the health of the Tallahassee area it serves in 2011.














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 \$ 563,673,986

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>		No
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?		No
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>		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? <i>If "Yes," complete Schedule C, Part II</i>		No
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>		No
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> 		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? <i>If "Yes," complete Schedule D, Part II</i> 	Yes	
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> 		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? <i>If "Yes," complete Schedule D, Part IV</i> 		No
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> 		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, line 10? <i>If "Yes," complete Schedule D, Part VI.</i> 	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? <i>If "Yes," complete Schedule D, Part VII.</i> 		No
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> 		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? <i>If "Yes," complete Schedule D, Part IX.</i> 		No
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i> 	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)? <i>If "Yes," complete Schedule D, Part X.</i> 		No
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> 	Yes	
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> 	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?		No
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, Part I</i>		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 ? <i>If "Yes," complete Schedule F, Part II and IV</i>		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 ? <i>If "Yes," complete Schedule F, Part III and IV</i>		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? <i>If "Yes," complete Schedule G, Part I</i>		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? <i>If "Yes," complete Schedule G, Part II</i>		No
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>		No
20a	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. All Form 990 filers that operated one or more hospitals must attach audited financial statements		

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? <i>If "Yes," complete Schedule I, Parts I and II</i>	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? <i>If "Yes," complete Schedule I, Parts I and III</i>	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? <i>If "Yes," complete Schedule J</i>	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? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
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		No
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
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>	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? <i>If "Yes," complete Schedule L, Part I</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? <i>If "Yes," complete Schedule L, Part II</i>	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? <i>If "Yes," complete Schedule L, Part III</i>	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? <i>If "Yes," complete Schedule L, Part IV</i>	28a	Yes	
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b	Yes	
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 owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c	Yes	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
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>	30		No
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
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>	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? <i>If "Yes," complete Schedule R, Part I</i>	33		No
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>	34	Yes	
35a Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a		No
b 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>	35b		No
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>	36		No
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>	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

Table with columns for question number, question text, and Yes/No columns. Includes rows for 1a, 1b, 1c, 2a, 2b, 3a, 3b, 4a, 4b, 5a, 5b, 5c, 6a, 6b, 7, 7a, 7b, 7c, 7d, 7e, 7f, 7g, 7h, 8, 9, 9a, 9b, 10, 10a, 10b, 11, 11a, 11b, 12a, 12b, 13, 13a, 13b, 13c, 14a, 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

Table with 3 columns: Question, Yes, No. Rows include: 1a (11), 1b (6), 2 (Yes), 3 (No), 4 (Yes), 5 (No), 6 (No), 7a (Yes), 7b (Yes), 8a (Yes), 8b (Yes), 9 (No).

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

Table with 3 columns: Question, Yes, No. Rows include: 10a (No), 10b (No), 11a (Yes), 12a (Yes), 12b (Yes), 12c (Yes), 13 (Yes), 14 (Yes), 15a (Yes), 15b (Yes), 16a (No), 16b (No).

Section C. Disclosure

- 17 List the States with which a copy of this Form 990 is required to be filed
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 made these available. Check all that apply.
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. 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.

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, or 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 organizations compensated any current or former 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) JOYCE KRAMZER Director	2 00	X					0	1,523,581	395,904	
(2) J BRIAN SHEEDY MD Director	2 00	X					16,800	0	0	
(3) PATRICIA C HAYWARD Director	2 00	X					17,500	0	0	
(4) TOM HERNDON Director	2 00	X					20,000	0	0	
(5) WINIFRED H SCHMELING VICE CHAIRMAN	3 00	X		X			22,900	0	0	
(6) ISAAC MOORE MD Director	2 00	X					18,600	0	0	
(7) STEPHEN C MCARTHUR Director	2 00	X					4,900	0	0	
(8) DAVID K COBURN Treasurer	3 00	X		X			19,400	0	0	
(9) W KEN BOUTWELL JR Chairman	4 00	X		X			40,600	0	0	
(10) THOMAS BARRON Secretary	2 00	X		X			18,600	0	0	
(11) C DUBOSE AUSLEY Director	2 00	X					16,100	0	0	
(12) LILLIE BOGAN Director	2 00	X					19,600	0	0	
(13) SABIN BASS CPA SR VP & CFO	50 00			X			341,966	0	98,430	
(14) JOHN HOGAN President & CEO	50 00			X			661,925	0	244,376	
(15) TOM GLENNON SR VP OF COMMUNITY DEVELOPMENT	50 00				X		249,688	0	94,376	
(16) PAUL BAWEK CPA CONTROLLER	50 00				X		233,687	0	87,394	
(17) KATHLEEN JUGENHEIMER COMPLIANCE OFFICER	50 00				X		174,553	0	65,473	

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			
(18) ESTRELLITA REDMON MD MEDICAL DIRECTOR	50 00				X			366,475	0	105,950
(19) ERIC SMITH SR VP & CHIEF INFORMATION OFFICER	50 00				X			331,456	0	94,376
(20) BONNIE L BUTLER SR VP QUALITY IMPRV/CLINIC OPER	50 00				X			251,014	0	87,270
(21) POLLY WHITE SR VP OF MARKETING/ADMIN SERVICES	50 00				X			228,438	0	92,242
(22) NANCY VAN VESSEM MD CHIEF MEDICAL OFFICER	50 00				X			489,642	0	202,399
(23) DENNIS WILLIAMS MD MEDICAL DOCTOR	50 00					X		330,751	0	65,051
(24) PHILLIP LUBBERS MD MEDICAL DOCTOR	50 00					X		345,151	0	67,229
(25) LISA RAWLINGS MD MEDICAL DOCTOR	50 00					X		345,197	0	66,729
(26) STEPHEN LAROSA MD MEDICAL DOCTOR	50 00					X		273,108	0	72,350
(27) DAVID SHAFER MD MEDICAL DOCTOR	50 00					X		264,023	0	55,984
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								5,102,074	1,523,581	1,895,533

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 **67**

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		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? <i>If "Yes," complete Schedule J for such individual</i>	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? <i>If "Yes," complete Schedule J for such person</i>		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 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
TALLAHASSEE MEMORIAL HEALTHCARE 1309 THOMASVILLE RD TALLAHASSEE, FL 32303	HEALTH CARE	166,020,910
SHANDS TEACHING HOSPITAL 1600 SW ARCHER RD GAINESVILLE, FL 32611	HEALTH CARE	18,360,081
RADIOLOGY ASSOC OF TALLAHASSEE 1110 CAPITAL CIRCLE NE TALLAHASSEE, FL 32301	HEALTH CARE	11,355,567
CAPITAL REGIONAL MEDICAL CENTER 2626 CAPITAL MEDICAL BLVD TALLAHASSEE, FL 32308	HEALTH CARE	34,455,673
ANESTHESIOLOGY ASSOCIATES OF TALLAHASSEE 2173 CENTERVILLE PL TALLAHASSEE, FL 32308	HEALTH CARE	16,883,480

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 **183**

Part VIII Statement of Revenue

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns 1a					
	b	Membership dues 1b					
	c	Fundraising events 1c					
	d	Related organizations 1d					
	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 ▶	0				
Program Service Revenue	2a	PREMIUMS AND COPAYMENTS	621491	626,472,109	626,472,109		
	b	_____					
	c	_____					
	d	_____					
	e	_____					
	f	All other program service revenue					
	g	Total. Add lines 2a-2f ▶	626,472,109				
Other Revenue	3	Investment income (including dividends, interest and other similar amounts) ▶	10,579,878	10,579,878			
	4	Income from investment of tax-exempt bond proceeds . . ▶	0				
	5	Royalties ▶	0				
	6a		(i) Real				
			(ii) Personal				
		b	Gross rents	348,674			
		c	Less rental expenses	205,708			
	d	Rental income or (loss)	142,966				
	d	Net rental income or (loss) ▶	142,966			142,966	
	7a		(i) Securities				
			(ii) Other				
		b	Gross amount from sales of assets other than inventory	99,773,091	700		
		c	Less cost or other basis and sales expenses	98,792,890	1,838		
	d	Gain or (loss)	980,201	-1,138			
	d	Net gain or (loss) ▶	979,063	979,063			
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 . . ▶	0					
9a		a					
	b	Less direct expenses b					
	c	Net income or (loss) from gaming activities . . ▶	0				
10a		a					
	b	Less cost of goods sold b	2,065,519				
	c	Net income or (loss) from sales of inventory . . ▶	1,054,504	1,011,015	1,011,015		
Miscellaneous Revenue		Business Code					
11a	_____						
b	_____						
c	_____						
d	All other revenue						
e	Total. Add lines 11a-11d ▶	0					
12	Total revenue. See Instructions ▶	639,185,031	639,042,065		142,966		

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	2,476,740	2,476,740		
2	Grants and other assistance to individuals in the United States See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	526,180,336	526,180,336		
5	Compensation of current officers, directors, trustees, and key employees	4,311,075	1,077,158	3,233,917	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	27,389,449	19,315,577	8,073,872	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	3,126,643	2,229,566	897,077	
9	Other employee benefits	5,086,712	3,307,342	1,779,370	
10	Payroll taxes	1,993,844	1,325,865	667,979	
11	Fees for services (non-employees)				
a	Management	0			
b	Legal	531,741		531,741	
c	Accounting	262,651		262,651	
d	Lobbying	142,500		142,500	
e	Professional fundraising See Part IV, line 17	0			
f	Investment management fees	109,204		109,204	
g	Other	966,372	56,344	910,028	
12	Advertising and promotion	202,265		202,265	
13	Office expenses	3,381,179	1,462,518	1,918,661	
14	Information technology	2,646,161	1,116,772	1,529,389	
15	Royalties	0			
16	Occupancy	1,345,451	988,744	356,707	
17	Travel	20,824	8,016	12,808	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	172,596	64,846	107,750	
20	Interest	0			
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	2,141,882	1,379,128	762,754	
23	Insurance	872,158	579,392	292,766	
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	MISCELLANEOUS EXPENSE	1,560,691	391,785	1,168,906	
b	CLINIC SUPPLIES	1,713,857	1,713,857		
c					
d					
e					
f	All other expenses	0			
25	Total functional expenses. Add lines 1 through 24f	586,634,331	563,673,986	22,960,345	0
26	Joint costs. Check here <input type="checkbox"/> 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)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing	5,950	1	6,129
	2 Savings and temporary cash investments	35,752,403	2	30,620,339
	3 Pledges and grants receivable, net		3	0
	4 Accounts receivable, net	5,814,868	4	14,611,594
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	0
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L		6	0
	7 Notes and loans receivable, net		7	0
	8 Inventories for sale or use	436,968	8	408,228
	9 Prepaid expenses and deferred charges	3,664,276	9	2,977,881
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	50,499,558		
	b Less accumulated depreciation	26,802,604		
		24,046,005	10c	23,696,954
	11 Investments—publicly traded securities	294,163,431	11	343,020,332
	12 Investments—other securities See Part IV, line 11		12	0
	13 Investments—program-related See Part IV, line 11		13	0
	14 Intangible assets		14	0
15 Other assets See Part IV, line 11	3,655,086	15	3,773,828	
16 Total assets. Add lines 1 through 15 (must equal line 34)	367,538,987	16	419,115,285	
Liabilities	17 Accounts payable and accrued expenses	73,005,556	17	71,105,000
	18 Grants payable		18	
	19 Deferred revenue	10,827,096	19	10,523,151
	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	1,257,749	25	1,345,027
	26 Total liabilities. Add lines 17 through 25	85,090,401	26	82,973,178
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	282,448,586	27	336,142,107
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	282,448,586	33	336,142,107	
34 Total liabilities and net assets/fund balances	367,538,987	34	419,115,285	

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	639,185,031
2	Total expenses (must equal Part IX, column (A), line 25)	2	586,634,331
3	Revenue less expenses Subtract line 2 from line 1	3	52,550,700
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	282,448,586
5	Other changes in net assets or fund balances (explain in Schedule O)	5	1,142,821
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	336,142,107

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 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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?		No
b	Were the organization's financial statements audited by an independent accountant?	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	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 <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input checked="" type="checkbox"/> 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?		No
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		No

Additional Data

Software ID: 11000144

Software Version: 2011v1.2

EIN: 59-1830622

Name: CAPITAL HEALTH PLAN INC

Form 990, Special Condition Description:

Special Condition Description

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2011

Open to Public Inspection

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990. See separate instructions.

Department of the Treasury Internal Revenue Service

Name of the organization CAPITAL HEALTH PLAN INC

Employer identification number 59-1830622

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

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4: Total number at end of year, Aggregate contributions to (during year), Aggregate grants from (during year), 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?
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?

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, Protection of natural habitat, Preservation of open space, Preservation of an historically importantly land area, Preservation of a certified historic structure.

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

Table with 2 columns: Description, Held at the End of the Year. Rows 2a-2d: Total number of conservation easements, Total acreage restricted by conservation easements, Number of conservation easements on a certified historic structure included in (a), Number of conservation easements included in (c) acquired after 8/17/06.

- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year
4 Number of states where property subject to conservation easement is located
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?
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)?
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
1c Beginning balance	
1d Additions during the year	
1e Distributions during the year	
1f 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 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 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		4,554,405		4,554,405
b Buildings		24,752,848	7,662,365	17,090,483
c Leasehold improvements				
d Equipment		20,425,783	18,563,648	1,862,135
e Other		766,522	576,591	189,931
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				23,696,954

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	639,185,031
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	586,634,331
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	52,550,700
4	Net unrealized gains (losses) on investments	4	1,142,821
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	1,142,821
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	53,693,521

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	639,987,365
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	639,987,365
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	109,204
b	Other (Describe in Part XIV)	4b	-911,538
c	Add lines 4a and 4b	4c	-802,334
5	Total Revenue Add lines 3 and 4c . (This should equal Form 990, Part I, line 12)	5	639,185,031

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

1	Total expenses and losses per audited financial statements	1	587,579,631
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	587,579,631
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	109,204
b	Other (Describe in Part XIV)	4b	-1,054,504
c	Add lines 4a and 4b	4c	-945,300
5	Total expenses Add lines 3 and 4c . (This should equal Form 990, Part I, line 18)	5	586,634,331

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 II, Line 9	Part II, Line 9 Organization Reporting of conservation easements	THE EASEMENT IS REPORTED AS AN ELEMENT OF LAND AND IS NOT DEPRECIATED IN THE FINANCIALS THERE ARE NO ASSOCIATED REVENUES OR EXPENSES WITH THE EASEMENT

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
Grantmaker's Description of How Grants are Used		CAPITAL HEALTH PLAN MAINTAINS OVERSIGHT WITH THE ORGANIZATIONS IT PROVIDES SUPPORT TO THROUGH MONITORING AND INVOLVEMENT ON BOARDS OF DIRECTORS AND ADVISORY COMMITTEES

Software ID: 11000144
Software Version: 2011v1.2
EIN: 59-1830622
Name: CAPITAL HEALTH PLAN INC

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
WORLD CLASS SCHOOLS OF LEON CPO BOX 1639 TALLAHASSEE, FL 32302	13- 4202729	501 (C) (3)	1,246,800	0			ENCOURAGE YOUTH TO EXERCISE
UNITED WAY OF THE BIG BEND 303 EAST 7TH AVE TALLAHASSEE, FL 32303	59- 6011150	501 (C) (3)	191,773	0			GENERAL SUPPORT

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
TOM JOYNER FOUNDATION INC PO BOX 6562 TALLAHASSEE, FL 32314	75- 2730557	501 (C) (3)	102,500	0			EDUCATION OF NURSES
TMH FOUNDATION INC1309 THOMASVILLE RD TALLAHASSEE, FL 32303	59- 1727645	501 (C) (3)	16,200	0			EVENT SPONSORSHIP

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
THE TALLAHASSEE SENIOR CITIZE 1400 NORTH MONROE ST TALLAHASSEE, FL 32303	59-2040638	501 (C) (3)	15,000	0			EVENT SPONSORSHIP
THE FLORIDA STATE UNIVERSITY PO BOX 3062739 TALLAHASSEE, FL 32306	59-6152180	501 (C)(3)	101,750	0			SUPPORT EDUCATION OF NURSES

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
THE DAVIS PRODUCTIVITY AWARDS 106 N BRONOUGH ST TALLAHASSEE, FL 32301	59- 3709411	501 (C) (3)	10,000	0			EVENT SPONSORSHIP
TALLAHASSEE FRIEND OF OUR PAR 912 MYERS PARK DRIVE TALLAHASSEE, FL 32301	59- 2164894	501 (C) (3)	12,500	0			WALK SPONSORSHIP

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
TALLAHASSEE COMMUNITY COLLEGE444 APPLEYARD DRIVE TALLAHASSEE, FL 32304	59- 2091480	501 (C) (3)	100,000	0			SUPPORT EDUCATION OF NURSES
SICKLE CELL FOUNDATION1336 VICKERS RD TALLAHASSEE, FL 32303	59- 2518049	501 (C) (3)	5,400	0			WALK SPONSORSHIP

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
NEIGHBORHOOD HEALTH SERVICES 438 W BREVARD STREET TALLAHASSEE, FL 32301	23-7422549	501 (C) (3)	256,796	0			GENERAL PROGRAM SUPPORT
MARCH OF DIMES 1990 VILLAGE GREEN WAY 3 TALLAHASSEE, FL 32308	13-1846366	501 (C) (3)	9,400	0			WALK SPONSORSHIP

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
LEUKEMIA & LYPHOMA SOCIETY 7077 Bonneval Rd 103 Jacksonville, FL 32216	13- 5644916	501 (C) (3)	8,100	0			WALK SPONSORSHIP
GULF WINDS TRACK CLUB INC PO Box 3447 TALLAHASSEE, FL 32315	59- 1896178	501 (C) (3)	21,000	0			WALK SPONSORSHIPS

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
CAPITAL MEDICAL SOCIETY 1204 MICCOSKEE ROAD TALLAHASSEE, FL 32308	59-2104510	501 (C) (3)	30,000	0			GENERAL PROGRAM SUPPORT
CAPITAL AREA HEALTH ACCESS FO 2140 CENTERVILLE PL TALLAHASSEE, FL 32308	20-4240456	501 (C) (4)	0	226,021	FMV	DEBT CANCELATION	HEALTH INSURANCE ACCESS

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
BIG BEND HOSPICE INC1723 MAHAN CENTER BLVD TALLAHASSEE, FL 32308	59- 2328806	501 (C) (3)	23,250	0			COMMUNITY PROGRAMS
BIG BEND CARES INC2201 S MONROE STREET TALLAHASSEE, FL 32301	59- 2328806	501 (C) (3)	13,300	0			WALK SPONSORSHIP

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
AMERICAN LUNG ASSOCIATION 539 Silver Slipper Ln A TALLAHASSEE, FL 32303	59-0662271	501 (C) (3)	6,250	0			WALK SPONSORSHIP
AMERICAN HEART ASSOCIATION 2851 REMINGTON GREEN CIRCLE TALLAHASSEE, FL 32308	13-5613797	501 (C) (3)	46,300	0			WALK SPONSORSHIP

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
AMERICAN CANCER SOCIETY 2619 Centennial Blvd 101 TALLAHASSEE, FL 32308	13-1788491	501 (C) (3)	34,400	0			WALK SPONSORSHIP

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2011

Open to Public Inspection

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.

Department of the Treasury
Internal Revenue Service

Name of the organization
CAPITAL HEALTH PLAN INC

Employer identification number

59-1830622

Part I Questions Regarding Compensation

- 1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items
- | | |
|---|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax idemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e g , maid, chauffeur, chef) |

b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain

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

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply

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

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

b Any related organization?

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

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

a The organization?

b Any related organization?

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

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

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?

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

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space 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, columns (D) and (E) 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 in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) TOM GLENNON	(i) (ii)	199,688	50,000		79,400	14,976	344,064	
(2) STEPHEN LAROSA MD	(i) (ii)	225,934	34,480	12,694	45,900	26,450	345,458	
(3) SABIN BASS CPA	(i) (ii)	238,946	96,000	7,020	79,400	19,030	440,396	
(4) POLLY WHITE	(i) (ii)	178,438	50,000		77,413	14,829	320,680	
(5) PHILLIP LUBBERS MD	(i) (ii)	345,151			29,400	37,829	412,380	
(6) PAUL BAWEK CPA	(i) (ii)	171,687	40,000	22,000	68,529	18,865	321,081	
(7) NANCY VAN VESSEM MD	(i) (ii)	326,393	134,800	28,449	179,400	22,999	692,041	
(8) LISA RAWLINGS MD	(i) (ii)	345,197			29,400	37,329	411,926	
(9) KATHLEEN JUGENHEIMER	(i) (ii)	136,803	30,000	7,750	50,946	14,527	240,026	
(10) JOYCE KRAMZER	(i) (ii)	433,269	1,041,176	49,136	389,802	6,102	1,919,485	
(11) JOHN HOGAN	(i) (ii)	433,125	228,800		229,400	14,976	906,301	
(12) ESTRELLITA REDMON MD	(i) (ii)	260,342	96,000	10,133	79,400	26,550	472,425	
(13) ERIC SMITH	(i) (ii)	224,640	96,000	10,816	79,400	14,976	425,832	
(14) DENNIS WILLIAMS MD	(i) (ii)	330,751			29,400	35,651	395,802	
(15) DAVID SHAFER MD	(i) (ii)	218,754	35,420	9,849	29,400	26,584	320,007	
(16) BONNIE L BUTLER	(i) (ii)	201,014	50,000		79,400	7,870	338,284	

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
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Software ID: 11000144
Software Version: 2011v1.2
EIN: 59-1830622
Name: CAPITAL HEALTH PLAN INC

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				
TOM GLENNON	(i) (ii)	199,688	50,000		79,400	14,976	344,064	
STEPHEN LAROSA MD	(i) (ii)	225,934	34,480	12,694	45,900	26,450	345,458	
SABIN BASS CPA	(i) (ii)	238,946	96,000	7,020	79,400	19,030	440,396	
POLLY WHITE	(i) (ii)	178,438	50,000		77,413	14,829	320,680	
PHILLIP LUBBERS MD	(i) (ii)	345,151			29,400	37,829	412,380	
PAUL BAWEK CPA	(i) (ii)	171,687	40,000	22,000	68,529	18,865	321,081	
NANCY VAN VESSEM MD	(i) (ii)	326,393	134,800	28,449	179,400	22,999	692,041	
LISA RAWLINGS MD	(i) (ii)	345,197			29,400	37,329	411,926	
KATHLEEN JUGENHEIMER	(i) (ii)	136,803	30,000	7,750	50,946	14,527	240,026	
JOYCE KRAMZER	(i) (ii)	433,269	1,041,176	49,136	389,802	6,102	1,919,485	
JOHN HOGAN	(i) (ii)	433,125	228,800		229,400	14,976	906,301	
ESTRELLITA REDMON MD	(i) (ii)	260,342	96,000	10,133	79,400	26,550	472,425	
ERIC SMITH	(i) (ii)	224,640	96,000	10,816	79,400	14,976	425,832	
DENNIS WILLIAMS MD	(i) (ii)	330,751			29,400	35,651	395,802	
DAVID SHAFER MD	(i) (ii)	218,754	35,420	9,849	29,400	26,584	320,007	
BONNIE L BUTLER	(i) (ii)	201,014	50,000		79,400	7,870	338,284	

Schedule L (Form 990 or 990-EZ)

Transactions with Interested Persons

OMB No 1545-0047

2011

Open to Public Inspection

Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V lines 38a or 40b. Attach to Form 990 or Form 990-EZ. See separate instructions.

Department of the Treasury Internal Revenue Service

Name of the organization CAPITAL HEALTH PLAN INC

Employer identification number 59-1830622

Part I Excess Benefit Transactions (section 501(c)(3) and section 501 (c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

Table with 3 main columns: (a) Name of disqualified person, (b) Description of transaction, (c) Corrected? (Yes/No)

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958
3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

Table with 7 main columns: (a) Name of interested person and purpose, (b) Loan to or from the organization?, (c) Original principal amount, (d) Balance due, (e) In default?, (f) Approved by board or committee?, (g) Written agreement?

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

Table with 3 main columns: (a) Name of interested person, (b) Relationship between interested person and the organization, (c) Amount of grant or type of assistance

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
See Additional Data Table					

Part V Supplemental Information

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

Identifier	Return Reference	Explanation
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Additional Data

Software ID: 11000144

Software Version: 2011v1.2

EIN: 59-1830622

Name: CAPITAL HEALTH PLAN INC

Form 990, Schedule L, Part IV - Business Transactions Involving Interested Persons

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction \$	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
ALPHA AMBULATORY SURGERY	DIRECTOR RELATED	47,108	MEDICAL FEES		No
ALPHA EYE CLINIC	DIRECTOR RELATED	31,839	PREMIUM REVENUE		No
ISAAC MOORE MD	BOARD MEMBER	196,685	MEDICAL FEES		No
AUSLEY MCMULLEN PA	DIRECTOR RELATED	588,398	PREMIUM REVENUE		No
MGT OF AMERICA INC	DIRECTOR RELATED	145,559	PREMIUM REVENUE		No
CAPITAL CITY BANK	DIRECTOR RELATED	3,113,745	PREMIUM REVENUE		No
MAUREEN JUGENHEIMER	FAMILY MEMBER	93,876	EMPLOYMENT		No
JESSICA HOGAN	FAMILY MEMBER	80,226	EMPLOYMENT		No

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

2011

Open to Public Inspection

Name of the organization
CAPITAL HEALTH PLAN INC

Employer identification number

59-1830622

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 19	Form 990, Part VI, Line 19 Other Organization Documents Publicly Available	GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY ARE AVAILABLE UPON REQUEST STATUTORY FILING FINANCIAL DOCUMENTS ARE AVAILABLE THROUGH THE NATIONAL ASSOCIATION OF INSURANCE COMMISSIONER'S WEBSITE
Form 990, Part VI, Line 15b	Form 990, Part VI, Line 15b Compensation Review and Approval Process for Officers and Key Employees	THE COMPENSATION COMMITTEE IS AUTHORIZED TO ACT ON BEHALF OF THE BOARD OF DIRECTORS, AND IS RESPONSIBLE FOR COMPENSATION MATTERS INCLUDING DETERMINING APPROPRIATE COMPENSATION FOR SENIOR MANAGEMENT AND OTHER DISQUALIFIED PERSONS, EVALUATING SENIOR MANAGERS AND OTHER DISQUALIFIED PERSONS' COMPENSATION PLANS, POLICIES AND PROGRAMS, REVIEWING BENEFIT PLANS FOR SENIOR MANAGERS AND OTHER DISQUALIFIED PERSONS AND VERIFYING THAT COMPENSATION INFORMATION IS APPROPRIATELY AND FULLY DISCLOSED COMMITTEE MEMBERSHIP INCLUDES ONLY INDEPENDENT DIRECTORS, HAVING NO CONFLICT OF INTEREST WITH THE COMPENSATION ARRANGEMENTS AND SUCH INDEPENDENCE AND ABSENCE OF CONFLICTS WILL BE ASSESSED ON A REGULAR BASIS
Form 990, Part VI, Line 12c	Form 990, Part VI, Line 12c Explanation of Monitoring and Enforcement of Conflicts	ALL OFFICERS AND ALL EMPLOYEES ARE REQUIRED, UPON HIRE AND ON AN ANNUAL BASIS, TO COMPLETE AND SIGN A CONFLICT OF INTEREST DISCLOSURE STATEMENT MEMBERS OF CHP'S BOARD OF DIRECTORS ALSO ARE REQUIRED, UPON ELECTION TO THE BOARD AND ON AN ANNUAL BASIS, TO COMPLETE AND SIGN A CONFLICT OF INTEREST DISCLOSURE STATEMENT
Form 990, Part VI, Line 11	Form 990, Part VI, Line 11 Form 990 Review Process	THE RETURN IS DRAFTED AND REVIEWED BY MANAGEMENT AND THE AUDIT COMMITTEE IT IS THEN SENT TO THE BOARD OF DIRECTORS WITH SUFFICIENT TIME TO REVIEW PRIOR TO FILING
Form 990, Part VI, Line 7b	Form 990, Part VI, Line 7b Describe Decisions of Governing Body Approval by Members or Shareholders	THE CORPORATE MEMBERSHIP, DEFINED IN THE RESPONSE TO QUESTION PART VI QUESTION 7A, ELECTS THE BOARD OF DIRECTORS OF CAPITAL HEALTH PLAN
Form 990, Part VI, Line 7a	Form 990, Part VI, Line 7a How Members or Shareholders Elect Governing Body	EXCERPT FROM CAPITAL HEALTH PLAN BY-LAWS-ARTICLE 3, SECTION 1, SUBSECTION B -CORPORATE MEMBERSHIP THE ORGANIZATION'S CORPORATE MEMBERSHIP SHALL CONSIST OF TWENTY-SEVEN (27) MEMBERS NOT LESS THAN FIFTY-ONE (51%) OF THE CORPORATE MEMBERSHIP SHALL BE COMPRISED OF REPRESENTATIVES OF BLUE CROSS AND BLUE SHIELD OF FLORIDA, INC , AND SUCH REPRESENTATIVE OF BLUE CROSS AND BLUE SHIELD OF FLORIDA, INC MAY BE DIRECTORS, OFFICERS, CORPORATE MEMBERS AND/OR EMPLOYEES OF BLUE CROSS AND BLUE SHIELD OF FLORIDA, INC NOT MORE THAN FORTY-NINE PERCENT (49%) OF THE CORPORATE MEMBERSHIP SHALL BE OPEN TO ALL PERSONS WHO HAVE BEEN INVITED TO SUCH MEMBERSHIP BY A FIFTY-ONE PERCENT (51%) MAJORITY VOTE OF THE BOARD OF DIRECTORS EXCERPT FROM CAPITAL HEALTH PLAN BY-LAWS-ARTICLE 3, SECTION 2, SUBSECTION B -CORPORATE MEMBERS - BY FIFTY-ONE (51%) MAJORITY VOTE, THE CORPORATE MEMBERSHIP SHALL HAVE THE RIGHT, DUTY, AND PRIVILEGE TO ELECT THE BOARD OF DIRECTORS CORPORATE MEMBERS SHALL HAVE THE RIGHT TO BE ELECTED OR APPOINTED TO COMMITTEES, AND, IF NOMINATED AND ELECTED IN ACCORDANCE WITH THESE BY-LAWS, TO HOLD OFFICE ON THE BOARD OF DIRECTORS
Form 990, Part VI, Line 4	Form 990, Part VI, Line 4 Description of Significant Changes to Organizational Documents	IN JANUARY OF 2011 THE AUDIT COMMITTEE AND AUDIT CHARTER WERE ADOPTED BY THE BOARD OF DIRECTORS THE AUDIT COMMITTEE IS COMPRISED EXCLUSIVELY OF INDEPENDENT MEMBERS OF THE BOARD OF DIRECTORS
Form 990, Part VI, Line 2	Form 990, Part VI, Line 2 Description of Business or Family Relationship of Officers, Directors, Et	C DUBOSE AUSLEY AND THOMAS BARRON SERVE TOGETHER ON CAPITAL HEALTH PLAN'S BOARD OF DIRECTORS AND ON THE CAPITAL CITY BANK GROUP'S BOARD OF DIRECTORS
		Client Note 2 - CAPITAL HEALTH PLAN'S PURPOSE AS A NON-PROFIT HMO IS TO PROVIDE THE PEOPLE IN LEON AND SURROUNDING COUNTIES WITH HIGH QUALITY , AFFORDABLE HEALTH CARE THAT FOCUSES ON DELIVERY OF EVIDENCE- BASED MEDICAL CARE UNDER THE DIRECTION OF PRIMARY CARE PHYSICIANS IN AN EFFECTIVE, TIMELY AND COST EFFICIENT MANNER EMPHASIZES LOW ADMINISTRATIVE COSTS AND ETHICAL BUSINESS PRACTICES IS PROACTIVE AND INNOVATIVE IN ITS QUEST TO CONTINUALLY IMPROVE THE HEALTH OF THE COMMUNITY
		Client Note 1 - CAPITAL HEALTH PLAN OPERATES AS A HEALTH MAINTENANCE ORGANIZATION (HMO) THAT PROVIDES COMPREHENSIVE, HIGH QUALITY, AFFORDABLE HEALTH CARE TO RESIDENTS OF THE TALLAHASSEE AREA THROUGH AN ORGANIZED DELIVERY SYSTEM FOCUSED ON EVIDENCE-BASED CARE UNDER THE DIRECTION OF PRIMARY CARE PHYSICIANS (SEE PART III 4A FOR ADDITIONAL DETAIL)

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2011

Open to Public Inspection

▶ **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.**

Department of the Treasury
Internal Revenue Service

Name of the organization
CAPITAL HEALTH PLAN INC

Employer identification number

59-1830622

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) BLUE CROSS AND BLUE SHIELD OF FLORIDA 4800 DEERWOOD CAMPUS JACKSONVILLE, FL 32246 59-2015694	HEALTH INSURANCE	FL	501 (C) (4)		NA		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) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

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
(1) CHEFCO PROPERTY OWNERS ASSOCIATION INC 2140 CENTERVILLE PLACE TALLAHASSEE, FL 32308 59-3378570	PROP MGMT	FL	NA	C CORP			50.000 %

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

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

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to 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)

	Yes	No
1a		No
1b		No
1c		No
1d		No
1e		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k		No
1l		No
1m		No
1n		No
1o	Yes	
1p	Yes	
1q		No
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)			
(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)

Identifier**Return Reference****Explanation****Schedule R (Form 990) 2011**