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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
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

C Name of organization
PROVIDENCE HEALTH PLAN

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
4400 NE Halsey Bldg 2

City or town, state or country, and ZIP + 4
Portland, OR 97213

D Employer identification number
93-0863097

E Telephone number
(503) 574-6330

G Gross receipts $ 1,769,696,875

F Name and address of principal officer
Jack A Friedman
4400 NE Halsey Bldg 2
Portland, OR 97213

H(a) Is this a group return for affiliates? ☐ Yes ☑ No

H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status ☐ 501(c)(3) ☑ 501(c) (4) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ www providence org/healthplans

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶ | **L** Year of formation 1998 | **M** State of legal domicile OR

Part I Summary

1 Briefly describe the organization's mission or most significant activities
Healthcare Service Contractor

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**	13
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	13
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	**5**	0
6	Total number of volunteers (estimate if necessary)	**6**	0
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	0
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	0

		Prior Year	Current Year
Revenue	**8** Contributions and grants (Part VIII, line 1h)	0	1,138,390
	9 Program service revenue (Part VIII, line 2g)	1,024,262,145	1,080,483,203
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	25,344,709	25,584,901
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	366,161	72,891
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,049,973,015	1,107,279,385
Expenses	**13** Grants and similar amounts paid (Part IX, column (A), lines 1–3)	1,850,321	2,424,914
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	48,754,392	49,854,060
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) ▶0		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	945,670,696	1,041,249,189
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	996,275,409	1,093,528,163
	19 Revenue less expenses Subtract line 18 from line 12	53,697,606	13,751,222

		Beginning of Current Year	End of Year
Net Assets or Fund Balances	**20** Total assets (Part X, line 16)	579,258,126	601,828,582
	21 Total liabilities (Part X, line 26)	130,137,352	138,629,036
	22 Net assets or fund balances Subtract line 21 from line 20	449,120,774	463,199,546

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 — 2012-10-24 Date

▶ Jeffrey W Rogers Corporate Secretary
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ Sara Elizabeth J Hyre CPA	Date	Check if self-employed ▶☐	Preparer's taxpayer identification number (see instructions) P00235495
Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ Clark Nuber PS 10900 NE 4th Suite 1700 Bellevue, WA 98004			EIN ▶ 91-1194016 Phone no ▶ (425) 454-4919

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

As People of Providence, we reveal God's love for all, especially the poor and vulnerable, through our compassionate service Healthcare Service Contractor

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 $ 572,594,390 including grants of $ 288,924) (Revenue $ 612,993,256)

Commercial group is offered to employers who provide access to health coverage to their employees Products include Personal Option and Open Option plans For the Individual and Family plans offered to those who are not eligible for Medicare and Medicaid, PHP served approximately 11,500 members This product is health underwritten to manage risk appropriately with targets to reach the more than 650,000 uninsured Oregonians

4b (Code) (Expenses $ 384,674,714 including grants of $ 1,649,173) (Revenue $ 424,713,880)

Providence Medicare Plans are solutions for people who are eligible for Medicare, supporting affordable access and easier administration for members PHP advocates for evidence-based and cost effective treatments for patients and appropriate payment levels to providers to keep access to health care available to people who are eligible for Medicare This program served approximately 40,000 members in 2011

4c (Code) (Expenses $ 25,905,526 including grants of $ 449,300) (Revenue $ 40,820,810)

Providence offers Providence Administrative Services Only (ASO) for large groups capable of self-funding the risk experience of the group, but want claims administration and often skilled medical management, and consumer choice plans which offer qualified Health Savings Account (HSA) options This program served approximately 185,000 members in 2011

(Code) (Expenses $ 1,476,486 including grants of $ 37,517) (Revenue $ 2,304,218)

Providence Medicare Supplement plans (Medi-Gap) are no longer open plans, but we have membership that continue to be enrolled in these closed-to-new-member plans

4d Other program services (Describe in Schedule O)

(Expenses $ 1,476,486 including grants of $ 37,517) (Revenue $ 2,304,218)

4e **Total program service expenses** ▶ $ 984,651,116

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1		No
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		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? *If "Yes," complete Schedule D, Part I*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		No
11	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line10? *If "Yes," complete Schedule D, Part VI.*	11a	Yes	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII.*	11b		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? *If "Yes," complete Schedule D, Part VIII.*	11c		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX.*	11d	Yes	
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.*	11e	Yes	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X.*	11f	Yes	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a	Yes	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Part I*	14b		No
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the U S ? *If "Yes," complete Schedule F, Part II and IV*	15		No
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the U S ? *If "Yes," complete Schedule F, Part III and IV*	16		No
17	Did the organization report a total of more than $15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17		No
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		No
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20a	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? **Note.** All Form 990 filers that operated one or more hospitals must attach audited financial statements	20b		

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	**21**	Yes	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	**22**		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	**23**	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer questions 24b–24d and complete Schedule K. If "No," go to line 25*	**24a**		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	**24b**		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	**24c**		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	**24d**		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	**25a**		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	**25b**		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	**26**		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	**27**		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? *If "Yes," complete Schedule L, Part IV*	**28c**		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**		No
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	**34**	Yes	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	**35a**	Yes	
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)? *If "Yes," complete Schedule R, Part V, line 2*	**35b**		No
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**		
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	**37**		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**	Yes	

Part V **Statements Regarding Other IRS Filings and Tax Compliance**

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

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	**1a**	13,584		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	**1b**	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	**1c**		Yes	
2a	Enter the number of employees reported on Form W-3, *Transmittal of Wage and Tax Statements* filed for the calendar year ending with or within the year covered by this return	**2a**	0		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	**2b**			
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?	**3a**			No
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*	**3b**			
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account or securities account)?	**4a**			No
b	If "Yes," enter the name of the foreign country ▶ _____ See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . .	**5a**			No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	**5b**			No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	**5c**			
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?	**6a**			No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	**6b**			
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?	**7a**			
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.** All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state	**13a**			
b	Enter the aggregate 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 aggregate amount of reserves on hand	**13c**			
14a	Did the organization receive any payments for indoor tanning services during the tax year?	**14a**			No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .	**14b**			

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

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

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	13		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	13		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		2		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		3		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		4		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		5		No
6	Did the organization have members or stockholders?		6	Yes	
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?		7a	Yes	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		7b	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?		8a	Yes	
b	Each committee with authority to act on behalf of the governing body?		8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		9	Yes	

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?	10a		No
b	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?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review the Form 990			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	Yes	
b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes	
13	Did the organization have a written whistleblower policy?	13	Yes	
14	Did the organization have a written document retention and destruction policy?	14	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	Yes	
b	Other officers or key employees of the organization	15b	Yes	
	If "Yes," to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		No
b	If "Yes," 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?	16b		

Section C. Disclosure

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

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

☐ 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 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 ▶

Jeff Butcher CFO
4400 NE Halsey Bldg 2
Portland, OR 97213
(503) 574-6390

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) Lucille Dean SP Chair of the Board	16 70	X		X				0	0	0
(2) M Adrian Davis LCM Director	5 10	X						0	0	0
(3) Mary Corita Heid RSM Director	4 70	X						0	0	0
(4) Michael A Stein Director	6 40	X						0	19,271	0
(5) Michael Holcomb Director	6 50	X						0	16,045	0
(6) Dana A Rasmussen Director	5 50	X						0	16,420	0
(7) James S Roberts MD Director	6 00	X						0	21,564	0
(8) Peter J Snow Director	5 40	X						0	21,643	0
(9) Jeffrey B Clode MD Director	7 40	X						0	21,545	0
(10) Sallye Liner Director	2 60	X						0	19,893	0
(11) Owen B Robinson Director	5 50	X						0	16,065	0
(12) Cheryl M Scott Director	4 70	X						0	16,143	0
(13) Ellen L Wolf Director	9 00	X						0	16,065	0
(14) Jeffrey W Rogers Corporate Secretary	50 00			X				0	1,614,579	524,852
(15) Jack Friedman CEO	50 00			X				0	3,065,815	364,187
(16) Alison S Schrupp CSO	55 00			X				0	337,452	65,062
(17) Barbara L Christensen Chief Sales & Mkt Officer	45 00			X				0	318,127	76,439

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) Michael G White COO	50 00			X				0	342,180	29,679
(19) Bruce W Wilkinson CIO	45 00			X				0	286,141	27,922
(20) Robert A Gluckman CMO	50 00			X				0	378,466	46,347
(21) Jeffrey Butcher CFO	50 00			X				0	218,975	19,942
(22) Gregory Van Pelt COO - OR Region	55 00				X			0	3,311,411	947,178
(23) Shelly M Handkins CFO - OR Region	50 00				X			0	476,073	252,920
(24) James H Mackay Medical Director	50 00					X		0	294,111	80,494
(25) Gerald R Corn Medical Director	50 00					X		0	257,164	26,610
(26) Stephanie C Dreyfuss Dir Network Develop	40 00					X		0	231,915	26,769
(27) Susan Abate Dir Quality Med Mgr	40 00					X		0	213,446	33,452
(28) Carrie L Smith Dir Compliance & Gov't Aff	40 00					X		0	198,158	18,501
(29) Kevin W Keck MD CMO - Former	0 00						X	0	409,472	10,644

1b	**Sub-Total**			
c	**Total from continuation sheets to Part VII, Section A**			
d	**Total (add lines 1b and 1c)**	0	12,138,139	2,550,998

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization 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
PH&S-OR dba Prov Portland Medical Cente PO BOX 3395 Portland, OR 97208	Hospital and Healthcare Services	127,043,887
PH&S-OR dba Prov St Vincent Medical Ce PO BOX 3178 Portland, OR 97208	Hospital and Healthcare Services	115,093,627
Salem Hospital 890 Oak Street SE Salem, OR 97301	Hospital and Healthcare Services	67,216,167
PH&S-OR dba Prov Medical Group - North PO BOX 3158 Portland, OR 97208	Physician Services	46,455,032
Oregon Health Sciences University PO BOX 575 Portland, OR 97207	Healthcare	43,767,035

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 ▶1,068

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d	1,138,390			
	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		1,138,390			
Program Service Revenue			Business Code				
	2a	EPO Premiums	900099	612,578,668	612,578,668		
	b	Medicare Payments	900099	424,713,880	424,713,880		
	c	ASO Fees	900099	40,886,437	40,886,437		
	d	Medicare Supp Premium	900099	2,304,218	2,304,218		
	e						
	f	All other program service revenue					
	g	**Total.** Add lines 2a–2f		1,080,483,203			
	3	Investment income (including dividends, interest and other similar amounts)		15,991,423			15,991,423
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
			(i) Real	(ii) Personal			
	6a	Gross rents	5,308,599				
	b	Less rental expenses	5,588,399				
	c	Rental income or (loss)	-279,800				
	d	Net rental income or (loss)		-279,800			-279,800
			(i) Securities	(ii) Other			
	7a	Gross amount from sales of assets other than inventory	666,422,569				
	b	Less cost or other basis and sales expenses	656,829,091				
	c	Gain or (loss)	9,593,478				
	d	Net gain or (loss)		9,593,478			9,593,478
Other Revenue	8a	Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18	a				
	b	Less direct expenses	b				
	c	Net income or (loss) from fundraising events					
	9a	Gross income from gaming activities See Part IV, line 19	a				
	b	Less direct expenses	b				
	c	Net income or (loss) from gaming activities					
	10a	Gross sales of inventory, less returns and allowances	a				
	b	Less cost of goods sold	b				
	c	Net income or (loss) from sales of inventory					
		Miscellaneous Revenue	Business Code				
	11a	Capital Usage Fee	900099	212,129	212,129		
	b	Depression Training	900099	60,000	60,000		
	c	Unclaimed Property	900099	56,159	56,159		
	d	All other revenue		24,403	20,673		3,730
	e	**Total.** Add lines 11a–11d		352,691			
	12	**Total revenue.** See Instructions		1,107,279,385	1,080,832,164	0	25,308,831

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	2,424,914	2,424,914		
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	5,464,796	407,371	5,057,425	
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	32,733,521	25,471,458	7,262,063	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9	Other employee benefits	11,655,743	8,162,633	3,493,110	
10	Payroll taxes				
11	Fees for services (non-employees)				
a	Management				
b	Legal	280,287	224,161	56,126	
c	Accounting				
d	Lobbying				
e	Professional fundraising *See Part IV, line 17* . .				
f	Investment management fees	918,591		918,591	
g	Other	9,851,190	5,509,205	4,341,985	
12	Advertising and promotion	62,207	62,207		
13	Office expenses	3,070,480	1,616,447	1,454,033	
14	Information technology	5,643,668	3,435,602	2,208,066	
15	Royalties . .				
16	Occupancy	4,650,025	3,312,328	1,337,697	
17	Travel	426,539	165,348	261,191	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	123,415	65,784	57,631	
20	Interest				
21	Payments to affiliates	67,914,454	5,792,609	62,121,845	
22	Depreciation, depletion, and amortization	2,175,538	1,549,947	625,591	
23	Insurance	282,896	201,547	81,349	
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	Medical Claims	917,319,252	917,319,252		
b	Commission Fees	13,199,240		13,199,240	
c	OR & WA High Risk Pool	6,758,144	3,716,979	3,041,165	
d	Premium Tax	6,379,394	3,508,667	2,870,727	
e					
f	All other expenses	2,193,869	1,704,657	489,212	
25	**Total functional expenses.** Add lines 1 through 24f	1,093,528,163	984,651,116	108,877,047	0
26	**Joint costs.** Check here ▶ ☐ if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

				(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing		1,932,903	1	7,405,953
	2	Savings and temporary cash investments		13,826,393	2	13,716,262
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		2,371,013	4	3,012,405
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L			6	
	7	Notes and loans receivable, net			7	316
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		95,700	9	95,700
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D*	10a 115,569,393			
	b	Less accumulated depreciation	10b 33,574,206	86,863,175	10c	81,995,187
	11	Investments—publicly traded securities		435,940,757	11	452,338,663
	12	Investments—other securities See Part IV, line 11			12	
	13	Investments—program-related See Part IV, line 11		7,950,170	13	8,277,721
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		30,278,015	15	34,986,375
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		579,258,126	16	601,828,582
Liabilities	17	Accounts payable and accrued expenses		370,116	17	292,166
	18	Grants payable			18	
	19	Deferred revenue		15,982,700	19	13,622,288
	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		113,784,536	25	124,714,582
	26	**Total liabilities.** Add lines 17 through 25		130,137,352	26	138,629,036
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			27	
	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		0	30	0
	31	Paid-in or capital surplus, or land, building or equipment fund		73,716,441	31	73,716,441
	32	Retained earnings, endowment, accumulated income, or other funds		375,404,333	32	389,483,105
	33	Total net assets or fund balances		449,120,774	33	463,199,546
	34	Total liabilities and net assets/fund balances		579,258,126	34	601,828,582

Part XI Reconcilliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12) . . .	1	1,107,279,385
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,093,528,163
3	Revenue less expenses Subtract line 2 from line 1	3	13,751,222
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . .	4	449,120,774
5	Other changes in net assets or fund balances (explain in Schedule O)	5	327,550
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	463,199,546

Part XII Financial Statements and Reporting

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

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☑ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? . .	2a		No
b	Were the organization's financial statements audited by an independent accountant?	2b	Yes	
c	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	Yes	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☑ Both consolidated and separated basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		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 . .	3b		

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 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
PROVIDENCE HEALTH PLAN

Employer identification number
93-0863097

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

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part VI 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		79,730,868	5,036,933	74,693,935
c Leasehold improvements		4,857,475	1,650,880	3,206,595
d Equipment		30,841,907	26,886,393	3,955,514
e Other		139,143		139,143
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				81,995,187

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		
Other		
Total. *(Column (b) should 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
Total. *(Column (b) should equal Form 990, Part X, col (B) line 13)* ▶		

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

(a) Description	(b) Book value
(1) Pharmacy Rebate Receivable	1,851,846
(2) Receivable from ASO Clients	3,224,019
(3) Due from Affiliates	3,439,186
(4) Investment Income Accruals	2,665,980
(5) Due from CMS	7,502,180
(6) Due from Providers	340,275
(7) Land Trustee Funds	14,355,000
(8) Alternate Funding Arrangement	1,065,381
(9) Reinsurance Receivable	542,508
Total. *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	34,986,375

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

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	
See Additional Data Table	
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	124,714,582

2. Fin 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC740)

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	1,107,279,385
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	1,093,528,163
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	13,751,222
4	Net unrealized gains (losses) on investments	4	327,550
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	327,550
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	14,078,772

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

1	Total revenue, gains, and other support per audited financial statements			1	1,062,707,074
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	327,550		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d	-1,809,941		
e	Add lines **2a** through **2d**			2e	-1,482,391
3	Subtract line **2e** from line **1**			3	1,064,189,465
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	918,591		
b	Other (Describe in Part XIV)	4b	42,171,329		
c	Add lines **4a** and **4b**			4c	43,089,920
5	Total Revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12)			5	1,107,279,385

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

1	Total expenses and losses per audited financial statements			1	993,423,280
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	-45,974,163		
e	Add lines **2a** through **2d**			2e	-45,974,163
3	Subtract line **2e** from line **1**			3	1,039,397,443
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	918,591		
b	Other (Describe in Part XIV)	4b	53,212,129		
c	Add lines **4a** and **4b**			4c	54,130,720
5	Total expenses Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18)			5	1,093,528,163

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
Description of Uncertain Tax Positions Under FIN 48	Part X	The Health System recognizes the effect of income tax positions only if those positions are more likely than not of being sustained Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized Changes in recognition or measurement are reflected in the period in which the change in judgment occurs
Part XII, Line 2d - Other Adjustments		SAP requirement - Reinsurance Premiums reduce Prem Rev & Med Claims -3,252,317 Medicare Part D Reserve -762,647 Averaging of Lease Revenue over life of lease 2,205,023
Part XII, Line 4b - Other Adjustments		Capital Usage Fee from PPP & PHA 212,129 ASO Fees offset against Admin Exp 40,820,810 Related Organization Expense Reimbursement 1,138,390
Part XIII, Line 2d - Other Adjustments		Reinsurance Premiums -3,252,317 ASO Fees offset against Admin Exp -40,820,810 Medicare Part D Reserve -762,647 Expense Reimbursement -1,138,390 Rounding 1
Part XIII, Line 4b - Other Adjustments		Capital Usage Fee 212,129 Net Asset Transfer - Payments to Affiliate 53,000,000

Additional Data

Software ID:
Software Version:
EIN: 93-0863097
Name: PROVIDENCE HEALTH PLAN

Form 990, Schedule D, Part IX, - Other Assets

(a) Description	**(b)** Book value
Pharmacy Rebate Receivable	1,851,846
Receivable from ASO Clients	3,224,019
Due from Affiliates	3,439,186
Investment Income Accruals	2,665,980
Due from CMS	7,502,180
Due from Providers	340,275
Land Trustee Funds	14,355,000
Alternate Funding Arrangement	1,065,381
Reinsurance Receivable	542,508

Form 990, Schedule D, Part X, - Other Liabilities

1 **(a)** Description of Liability	**(b)** Amount
Unpaid Claims & Withholdings	99,594,913
Due to OR Public Employees Retirement System	268,953
Due to Affiliates	10,852,774
Due to Medicare Part D	1,452,418
Due to CMS - Medical	1,156,482
Miscellaneous Payables	1,659,223
Deposits Insured Grp Alternative Arrangements	1,964,364
Claim Refunds in Process	1,494,883
Pre-funding of ASO Claims	5,530,800
ASO Client Health Improvement Fund	739,772

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Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
PROVIDENCE HEALTH PLAN

Employer identification number
93-0863097

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
See Additional Data Table							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . . . ▶ 38

3 Enter total number of other organizations listed in the line 1 table . . . . . ▶ 0

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

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

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

Identifier	Return Reference	Explanation
Procedure for Monitoring Grants in the U S	Part I, Line 2	Schedule I, Part I, Line 2 We request and condition grants upon each of the following 1) The program summary and budget, 2) Verification of malpractice and liability coverage, 3) Updates provided every six months, 4) Documentation evidencing tax-exempt or municipal status, 5) Documentation showing that they serve the low income and uninsured regardless of ability to pay for services, 6) Provide upon request, financial reporting of the budgeted use of grant funds

Additional Data

Return to Form

Software ID:
Software Version:
EIN: 93-0863097
Name: PROVIDENCE HEALTH PLAN

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Albertina Kerr Centers Foundation 424 NE 22nd Ave Portland, OR 97232	93-1297104	501(c)(3)	25,000				Essential services to the needy
Benton County Health Department PO Box 579 Corvallis, OR 97339	93-6002285	501(c)(3)	25,000				Essential services to the needy

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
Care to SharePO Box 397 Beaverton, OR 97075	93-0900348	501(c)(3)	35,000				Essential services to the needy
Cascade AIDS Project208 SW 5th Avenue Suite 800 Portland, OR 97204	93-0903383	501(c)(3)	59,224				Essential services to the needy

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
Central City Concern232 NW Sixth Avenue Portland, OR 97209	93-0728816	501(c)(3)	20,000				Essential services to the needy
Chehalem Youth & Family ServicesPO Box 636 Newberg, OR 97132	93-0764541	501(c)(3)	25,000				Essential services to the needy

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
Childrens Relief Nursery8425 N Lombard Street Portland,OR 97203	93-1260988	501(c)(3)	25,000				Essential services to the needy
Clackamas Service Center8800 SE 80th Ave Portland,OR 97206	93-0567549	501(c)(3)	25,000				Essential services to the needy

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Community Health Partnership315 SW Fifth Ave Ste 202 Portland, OR 97204	93-1259522	501(c)(3)	25,000				Community health awareness program
De La Salle North Catholic High School7528 N Fenwick Avenue Portland, OR 97217	93-1287554	501(c)(3)	11,000				Behavioral health

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
Essential Health Clinic266 West Main MS 68 Hillsboro, OR 97123	38-3672046	501(c)(3)	45,000				Essential services to the needy
Gorge Ecumenical MinistriesPO Box 25 Hood River, OR 97031	23-7048820	501(c)(3)	30,000				Essential services to the needy

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
La Clinica Del Carino Family Health849 Pacific Avenue Hood River, OR 97031	93-0910794	501(c)(3)	25,000				Access to health and dental care
Loaves and Fishes Centers7710 SW 31st Ave Portland, OR 97219	93-0584318	501(c)(3)	60,000				Meals for the needy

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
Macdonald Center 605 SW Couch St Portland, OR 97209	93- 1060938	501(c)(3)	25,000				Outreach and support svcs for needy
Multicultural Integrated Kidney Ed Program9155 SW Barnes Rd Suite 221 Portland, OR 97225	93- 0593858	501(c)(3)	25,000				Kidney education program

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
Neighbor Impact 2303 SW First St Redmond, OR 97756	93-0884929	501(c)(3)	10,000				Helping break the circle of poverty
New Avenues for Youth1220 SW Columbia Portland, OR 97201	93-0910213	501(c)(3)	25,000				Health for homeless and at-risk youth

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
Northwest Mothers Milk Bank3439 NE Sandy Blvd 130 Portland, OR 97232	26-3458029	501(c)(3)	46,000				Building a milk bank to serve the Northwest
Oregon Food Bank PO Box 55370 Portland, OR 97238	93-0785786	501(c)(3)	10,731				Essential food and other essentials

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
PH&S - Oregon 4400 NE Halsey Bldg 1 Portland, OR 97213	51- 0216587	501(c)(3)	200,000				Healthcare support for needy
Portland Homeless Family Solutions Metro1838 SW Jefferson Portland, OR 97201	26- 3967833	501(c)(3)	20,000				Essentials for homeless families

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
Portland Reading FoundationPO Box 80516 Portland, OR 97280	20-1760894	501(c)(3)	12,500				At-risk, low-income children and youth
Siskiyou Community Health Center25647 Redwood Highway Cave Junction, OR 97523	93-0628804	501(c)(3)	25,000				Affordable healthcare solution

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
Society of St Vincent De PaulPO Box 1189 Seaside,OR 97138	93-0456525	501(c)(3)	25,000				Essential services to the needy
Southern Oregon Children and Family Council1001 Beall Leane Central Point,OR 97502	93-0564896	501(c)(3)	25,000				Essential services to the needy

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
St Vincent De Paul of Crook County 240 E First Street Prineville, OR 97754	87-0747592	501(c)(3)	10,000				Essential services to the needy
Stand for Children 516 SE Morrison St Ste 420 Portland, OR 97238	52-1957214	501(c)(3)	25,000				Essential services to the needy

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
Stand for Children Leadership Center 516 SE Morrison St Ste 420 Portland, OR 97238	52-1957214	501(c)(3)	25,000				Essential services to the needy
Sunshine Pantry 6170 SW Cherry Hill Drive Beaverton, OR 97008	20-3834167	501(c)(3)	25,000				Basic needs/essential services

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
The Dougy Center PO Box 86852 Portland, OR 97286	93-0833241	501(c)(3)	32,583				Support for grieving children, youth and families
The Oregon Community Foundation1221 SW Yamhill St Ste 100 Portland, OR 97205	23-7315673	501(c)(3)	1,220,250				Community health initiative

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
Tualatin Valley Gleaners1316 NE 51st Ave Hillsboro, OR 97124	30-0340412	501(c)(3)	7,500				Food distibution to the poor and needy
Urban Gleaners 4500 SW Humphrey Blvd Portland, OR 97221	20-4641665	501(c)(3)	10,000				Essential services to the needy

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
Virginia Garcia Clinic85 N 12th Ave Cornelius, OR 97113	93-0717997	501(c)(3)	100,000				Essential services to the needy
Wallace Medical ConcernPO Box 3506 Gresham, OR 97030	93-0853709	501(c)(3)	20,000				Healthcare services for the poor/needy

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
White Bird Clinic 341 East 12th Avenue Eugene, OR 97401	93-0585814	501(c)(3)	25,000				Essential services for the poor/needy
Willamette Family Medical Center435 Lancaster Drive NE Salem, OR 97301	93-1180397	501(c)(3)	24,000				Healthcare svcs and education to poor/needy

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
PROVIDENCE HEALTH PLAN

Employer identification number
93-0863097

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items			
	☐ First-class or charter travel	☐ Housing allowance or residence for personal use		
	☐ Travel for companions	☐ Payments for business use of personal residence		
	☐ Tax idemnification and gross-up payments	☐ Health or social club dues or initiation fees		
	☐ Discretionary spending account	☐ Personal services (e g , maid, chauffeur, chef)		
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement orprovision of all the expenses described above? If "No," complete Part III to explain	**1b**		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	**2**		
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply			
	☐ Compensation committee	☐ Written employment contract		
	☐ Independent compensation consultant	☐ Compensation survey or study		
	☐ Form 990 of other organizations	☐ Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization			
a	Receive a severance payment or change-of-control payment?	**4a**	Yes	
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**	Yes	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	**4c**		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	**5a**		No
b	Any related organization?	**5b**		No
	If "Yes," to line 5a or 5b, describe in Part III			
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	**6a**		No
b	Any related organization?	**6b**		No
	If "Yes," to line 6a or 6b, describe in Part III			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	**7**		No
8	Were any amounts reported in Form 990, Part VII, paid or accured pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	**8**		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	**9**		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use 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) Jeffrey W Rogers	(i)	0	0	0	0	0	0	0
	(ii)	428,372	1,171,207	15,000	505,409	19,443	2,139,431	0
(2) Jack Friedman	(i)	0	0	0	0	0	0	0
	(ii)	447,211	2,587,104	31,500	339,020	25,167	3,430,002	0
(3) Alison S Schrupp	(i)	0	0	0	0	0	0	0
	(ii)	274,913	48,908	13,631	45,433	19,629	402,514	0
(4) Barbara L Christensen	(i)	0	0	0	0	0	0	0
	(ii)	243,602	45,410	29,115	62,313	14,126	394,566	0
(5) Michael G White	(i)	0	0	0	0	0	0	0
	(ii)	275,800	49,880	16,500	27,392	2,287	371,859	0
(6) Bruce W Wilkinson	(i)	0	0	0	0	0	0	0
	(ii)	225,537	44,104	16,500	11,284	16,638	314,063	0
(7) Robert A Gluckman	(i)	0	0	0	0	0	0	0
	(ii)	350,273	28,149	44	28,905	17,442	424,813	0
(8) Jeffrey Butcher	(i)	0	0	0	0	0	0	0
	(ii)	201,991	775	16,209	3,293	16,649	238,917	0
(9) Gregory Van Pelt	(i)	0	0	0	0	0	0	0
	(ii)	690,516	2,584,395	36,500	925,680	21,498	4,258,589	0
(10) Shelly M Handkins	(i)	0	0	0	0	0	0	0
	(ii)	344,831	116,242	15,000	233,358	19,562	728,993	0
(11) James H Mackay	(i)	0	0	0	0	0	0	0
	(ii)	288,008	5,948	155	68,398	12,096	374,605	0
(12) Gerald R Corn	(i)	0	0	0	0	0	0	0
	(ii)	234,444	6,065	16,655	14,513	12,097	283,774	0
(13) Stephanie C Dreyfuss	(i)	0	0	0	0	0	0	0
	(ii)	211,915	20,000	0	10,084	16,685	258,684	0
(14) Susan Abate	(i)	0	0	0	0	0	0	0
	(ii)	189,386	24,060	0	27,548	5,904	246,898	0
(15) Carrie L Smith	(i)	0	0	0	0	0	0	0
	(ii)	168,583	29,575	0	7,355	11,146	216,659	0
(16) Kevin W Keck MD	(i)	0	0	0	0	0	0	0
	(ii)	0	0	409,472	0	10,644	420,116	0

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
	Part I, Line 1a	The reporting organization did not provide any of the benefits listed in Part I, Line 1a However, as part of Providence's philosophy of transparency, the narrative that follows relates to the compensation and benefits provided by the related organization Providence Health & Services Expense Reimbursement Procedures include the following policies Discretionary Spending Account Providence Health & Services provides an executive flex spending allowance per year (paid bi-weekly) This benefit is provided as discretionary spending because the organization does not reimburse for or provide additional executive benefits, such as a car allowance, additional executive life or disability insurance, or other market-based executive benefits practices Housing Allowance or Residence for Personal Use Providence Health & Services provides housing allowances for purposes of relocation assistance only Providence may pay temporary living expenses for the employee up to a maximum of 90 calendar days Covered expenses are rent (excluding "rent" which may be paid in order to occupy a new permanent residence until the title clears) and utilities, including heat, electricity, gas, water, local internet and local telephone and garbage services The VP/Chief Human Resources Officer may approve temporary housing assistance for up to six months when family relocation is delayed to accommodate the school year or equivalent circumstances Only in extenuating circumstances is housing extended beyond this six month period During 2011, the following officer received relocation payments Jeffrey Butcher Kevin Keck The amounts reported for these relocation payments are included on Schedule J, Part II, Column B (iii) - Other Reportable Compensation Tax Indemnifications or Gross-Up Payments Providence Health & Services follows the federal and state taxation laws related to relocation expenses paid to the employee or to a third party on the employees behalf They are considered income and are therefore subject to payroll taxes Based on the way Providence has chosen to pay the relocation expenses, Providence reports reimbursements and payments to vendors as income and these expense payments are reflected on the executive's Form W-2 Providence will gross-up the relocation benefits to offset the personal tax burden to the employee for IRS allowable expenses During 2011, the following Employees received gross-up payments Alison Schrupp Robert Gluckman Jeffrey Butcher James Mackay Gerald Corn The amounts reported for these gross-up payments are included on Schedule J, Part II, Column B (iii) - Other Reportable Compensation
	Part I, Lines 4a-b	NONQUALIFIED RETIREMENT PLANS A) DBSERP = Defined Benefit Supplemental Executive Retirement Plan B) DCSERP = Defined Contribution Supplemental Executive Retirement Plan C) DBCBRP = Defined Benefit Cash Balance Restoration Plan D) DCRP = Defined Contribution Restoration Plan E) ESP = Elective Survivor Plan 1) Jack Friedman a) Taxable DBSERP Earned but not Paid - $2,382,870 b) Non-Taxable DBSERP Earned but not Paid - $59,332 c) DBSERP Interest Credit - $209,408 d) Taxable DCSERP Earned but not Paid - $45,262 e) Non-Taxable DCSERP Earned - $50,985 2) Jeffrey W Rogers a) Taxable DBSERP Earned but not Paid - $1,005,741 b) Non-Taxable DBSERP Earned but not Paid - $135,144 c) Taxable DCSERP Earned but not Paid - $8,561 d) Non-Taxable DCSERP Earned - $48,099 e) ESP Interest Credit - $79,952 f) DBSERP Interest Credit - $202,199 3) Alison Schrupp a) Taxable DBCBRP Earned but not Paid - $1,258 b) ESP Interest Credit - $20,201 4) Gregory Van Pelt a) Taxable DBSERP Earned but not Paid - $ 2,008,828 b) Non-Taxable DBSERP Earned but not Paid - $185,993 c) Taxable DCSERP Earned but not Paid - $276,749 d) Non-Taxable DCSERP Earned - $292,233 e) ESP Interest Credit - $88,256 f) DBSERP Interest Credit - $319,032 5) Barbara L Christensen a) ESP Interest Credit - $28,403 6) Robert A Gluckman a) Taxable DCSERP Earned but not Paid - $7,999 7) Shelly M Handkins a) Non-Taxable DCSERP Earned but not Paid - $204,337 8) James Mackay a) Taxable DBCBRP Earned but not Paid - $5,948 b) Non-Taxable DBCBRP Earned - $1,805 c) Non-Taxable DCRP Earned - $7,368 9) Gerald Corn a) Taxable DBCBRP Earned but not Paid - $50 b) Non-Taxable DBCBRP Earned - $155 c) Non-Taxable DCRP Earned - $1,034
	Part I, Lines 4a-b	SEVERANCE Kevin Keck - $395,878
Supplemental Information	Part III	FORM 990, SCHEDULE J, PART II - EXECUTIVE PERFORMANCE AWARDS PROGRAM The Providence Executive Performance Awards Program provides a lump sum award annually as a percent of the executive's base pay Percent opportunities are aligned with our total compensation philosophy as outlined in Part VI, Section B, Line 15 (Process for determining compensation of top management, officers & key employees) The performance award is based on the level of accomplishment of annual system objectives and personal objectives In 2011, 50 percent of the participant awards were based on pre-determined organizational goals consistent with Providences five strategic priorities of mission driven, financially responsible, people centered, service oriented and quality focused In 2011 the percent allocation for each of these strategic priorities was Mission driven 10% Financially responsible 10% People centered 10% Service oriented 10% Quality focused 10% To ensure affordability of the program, the organization (system, region or entity) must meet a threshold of 50 percent of budgeted net operating income

Additional Data

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Software ID:
Software Version:
EIN: 93-0863097
Name: PROVIDENCE HEALTH PLAN

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
Jeffrey W Rogers	(I)	0	0	0	0	0	0	0
	(II)	428,372	1,171,207	15,000	505,409	19,443	2,139,431	0
Jack Friedman	(I)	0	0	0	0	0	0	0
	(II)	447,211	2,587,104	31,500	339,020	25,167	3,430,002	0
Alison S Schrupp	(I)	0	0	0	0	0	0	0
	(II)	274,913	48,908	13,631	45,433	19,629	402,514	0
Barbara L Christensen	(I)	0	0	0	0	0	0	0
	(II)	243,602	45,410	29,115	62,313	14,126	394,566	0
Michael G White	(I)	0	0	0	0	0	0	0
	(II)	275,800	49,880	16,500	27,392	2,287	371,859	0
Bruce W Wilkinson	(I)	0	0	0	0	0	0	0
	(II)	225,537	44,104	16,500	11,284	16,638	314,063	0
Robert A Gluckman	(I)	0	0	0	0	0	0	0
	(II)	350,273	28,149	44	28,905	17,442	424,813	0
Jeffrey Butcher	(I)	0	0	0	0	0	0	0
	(II)	201,991	775	16,209	3,293	16,649	238,917	0
Gregory Van Pelt	(I)	0	0	0	0	0	0	0
	(II)	690,516	2,584,395	36,500	925,680	21,498	4,258,589	0
Shelly M Handkins	(I)	0	0	0	0	0	0	0
	(II)	344,831	116,242	15,000	233,358	19,562	728,993	0
James H Mackay	(I)	0	0	0	0	0	0	0
	(II)	288,008	5,948	155	68,398	12,096	374,605	0
Gerald R Corn	(I)	0	0	0	0	0	0	0
	(II)	234,444	6,065	16,655	14,513	12,097	283,774	0
Stephanie C Dreyfuss	(I)	0	0	0	0	0	0	0
	(II)	211,915	20,000	0	10,084	16,685	258,684	0
Susan Abate	(I)	0	0	0	0	0	0	0
	(II)	189,386	24,060	0	27,548	5,904	246,898	0
Carrie L Smith	(I)	0	0	0	0	0	0	0
	(II)	168,583	29,575	0	7,355	11,146	216,659	0
Kevin W Keck MD	(I)	0	0	0	0	0	0	0
	(II)	0	0	409,472	0	10,644	420,116	0

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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
PROVIDENCE HEALTH PLAN

Employer identification number
93-0863097

Identifier	Return Reference	Explanation
	Form 990, Part VI, Section A, line 6	The sole Corporate Member is Providence Plan Partners

Identifier	Return Reference	Explanation
	Form 990, Part VI, Section A, line 7a	The powers of the Corporate Member include the provision to appoint the number of Directors, appoint the Board of Directors and to remove such Directors at any time with or without cause

Identifier	Return Reference	Explanation
	Form 990, Part VI, Section A, line 7b	The following powers reside with the Member * To adopt or change the mission, philosophy, and values of the Corporation * To amend or repeal the Articles of Incorporation and the Bylaws of the Corporation * To approve the acquisition of assets, the incurrence of indebtedness or the lease, sale, transfer, assignment or encumbering of the assets, in excess of a specified amount * To approve the dissolution and/or liquidation or the consolidation or merger of the Corporation * To approve the annual operating and capital budget and approval any deviations from the budget exceeding a specified amount * To appoint the Corporation's certified public accountants after receiving recommendation of the Board of Directors * To approve the lending of Corporate funds, other than the purchase of publicly traded securities, to unaffiliated organizations * To approve the closure of any institution or major ministry or work within this Corporation

Identifier	Return Reference	Explanation
	Form 990, Part VI, Section B, line 11	The Form 990 is prepared internally by experienced staff and reviewed by the internal Director of Taxes and external tax advisors The Board of Directors reviewed the Form 990 prior to filing with the IRS

Identifier	Return Reference	Explanation
	Form 990, Part VI, Section B, line 12c	Providence Health & Services maintains a conflict of interest policy that applies to board members and management of all Providence-related organizations The purpose of the policy is to guide and direct those serving the Providence Health & Services' corporations and other legal entities so they can (1) fulfill their fiduciary responsibilities and exercise stewardship in ways that promote and protect the best interests of Providence and, (2) avoid situations that create a conflict, or the appearance of a conflict, between the interests of an individual associated with Providence and Providence On an annual basis, each board member and management level employee must complete and submit an updated conflict of interest statement Conflict of interest disclosures are reviewed by the System Integrity Department working in conjunction with the Department of Legal Affairs If it is determined that an actual conflict exists, appropriate follow-up action is taken with the individual to rectify the conflict

Identifier	Return Reference	Explanation
	Form 990, Part VI, Section B, line 15	It is Providence's intention to make financial information accessible and transparent Although the filing of Form 990 provides insight into how Providence achieves its Mission, delivers its programs and stewards its finances, deciphering the information directly from Form 990 can be challenging The following paragraphs provide further information about the process we use to determine compensation for top management, officers and key employees Providence has a single fiduciary Board, with responsibility for financial oversight associated with fulfillment of the Providence Mission, developing system policies, protecting the assets entrusted to the organization and overseeing the strategic and operational affairs of Providence's legal entities Providence also maintains a network of community ministry boards with responsibility for quality of care oversight, community relations, advocacy and community needs assessments Providence has a consistent compensation philosophy for all of its employees, including our senior executives Salaries for senior executives are determined by the Providence Board's Human Resources Committee and approved by the full Board of Directors, none of whom is a Providence employee The Board retains an independent consultant each year to review salaries of those in the most significant leadership roles in the organization Part of the consultant's role is to review an extensive array of compensation surveys of large, not-for-profit health care systems in the United States Providence is one of the larger health systems in the country, and as such, the Board benchmarks executive compensation against other large, not-for-profit health systems whose revenue is similar to that of Providence Base salaries for Providence executives are set at the median level of the market, as identified by the independent consultant and reviewed with the Human Resources Committee Performance incentives allow executives to earn additional compensation if they achieve specific organizational and individual goals for furthering Providence operating principles - advancing the Providence Mission and core values, meeting benchmarks for charity care, achieving quality targets, delivering top-rated customer satisfaction, meeting employee satisfaction goals and reaching financial performance objectives The Board of Directors conducts a thorough process to ensure performance incentives are aligned with appropriate practices for not-for-profit health care systems The Board's process for executive compensation fully complies with IRS standards and mirrors the best practices recommended in the "Report to Congress and the Nonprofit Sector on Governance, Transparency, and Accountability" submitted to the Senate Finance Committee by the Panel on the Nonprofit Sector

Identifier	Return Reference	Explanation
	Form 990, Part VI, Section C, line 19	Public disclosure of governing documents, conflict of interest policy and 990 filings are made available to the public upon written request The consolidated financial statements are available on our public Internet site www2 providence org All governing policies including the conflict of interest policy, as well as 990 filings are available to employees on the Intranet site

Identifier	Return Reference	Explanation
Contact Addresses for Officers, Directors, Etc	Form 990, Part VII	Lucille Dean, SP - 1801 Lind Avenue SW, Renton, WA 98057 M Adrian Davis, LCM - 1801 Lind Avenue SW, Renton, WA 98057 Mary Corita Heid, RSM - 1801 Lind Avenue SW, Renton, WA 98057 Michael A Stein - 1801 Lind Avenue SW, Renton, WA 98057 Michael Holcomb - 1801 Lind Avenue SW, Renton, WA 98057 Dana A Rasmussen - 1801 Lind Avenue SW, Renton, WA 98057 James S Roberts, MD - 1801 Lind Avenue SW, Renton, WA 98057 Peter J Snow - 1801 Lind Avenue SW, Renton, WA 98057 Jeffrey B Clode, MD - 1801 Lind Avenue SW, Renton, WA 98057 Sallye Liner - 1801 Lind Avenue SW, Renton, WA 98057 Owen B Robinson - 1801 Lind Avenue SW, Renton, WA 98057 Cheryl M Scott - 1801 Lind Avenue SW, Renton, WA 98057 Ellen L Wolf - 1801 Lind Avenue SW, Renton, WA 98057 Jeffrey W Rogers - 1801 Lind Avenue SW, Renton, WA 98057

Identifier	Return Reference	Explanation
Changes in Net Assets or Fund Balances	Form 990, Part XI, line 5	Net unrealized gains on investments 327,550

Identifier	Return Reference	Explanation
HOURS WORKED	FORM 990, PART VII, SECTION A	The average hours per week reflect hours worked for the entire Providence Health & Services healthcare system and are not allocated to the individual reporting entity

Identifier	Return Reference	Explanation
AUDIT & COMPLIANCE	FORM 990, PART XII, LINE 2C	The Providence Health & Services Audit and Compliance Committee assists the Board of Directors with the oversight of the integrity of the financial statements and reporting, the audit process and the internal financial controls and policies, compliance with ethical, legal and regulatory standards and requirements, the independence, qualifications and performance of the internal and external auditors, the investment committee, and informs the Board of Directors of critical risk areas and recommended mitigation

Identifier	Return Reference	Explanation
AUDITED FINANCIAL STATEMENTS	FORM 990, PART IV, LINE 12	The audited financial statements of Providence Health Plan are prepared on a statutory basis in conformity with insurance accounting practices prescribed or permitted by the National Association of Insurance Commissioners and the Insurance Division of the Oregon Department of Consumer and Business Services

Identifier	Return Reference	Explanation
RELIGIOUS COMMUNITY MEMBERS	FORM 990, PART VII	As members of the Religious Community, each Sister has taken a vow of poverty as a compulsory part of her religious life Any compensation for services of a Sister inures only for the benefit of the Community, not the individual members All payments for services are made directly to the Religious Community

Identifier	Return Reference	Explanation
EMPLOYEE COMPENSATION	FORM 990, PART II, LINE 5 & PART V, LINE 2A	The employees working at Providence Health Plan are paid by Providence Health & Services - Oregon EIN# 51-0216587 or Providence Health & Services - WA dba Health System Office EIN# 91-0725998 Therefore, no W-2s are issued by the reporting organization

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SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
PROVIDENCE HEALTH PLAN

Employer identification number
93-0863097

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
See Additional Data Table							

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? Yes	(h) No	(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
See Additional Data Table												

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) Providence Health Ventures Inc 4101 Torrance Blvd Torrance, CA 90503 33-0122216	Investment	CA	N/A	C			
(2) Caron Health Corporation 510 West Front Street Missoula, MT 59802 81-0486082	Medical Physician Service	MT	N/A	C			
(3) Providence Health Care Ventures Inc 101 West 8th Ave TAF C-9 Spokane, WA 99204 90-0155714	Clinical/Medical Lab	WA	N/A	C			
(4) Providence Physician Services Co 101 West 8th Ave TAF C-9 Spokane, WA 99208 91-1216033	Clinical/Medical Lab	WA	N/A	C			
(5) Yakima Medical Arts Inc 611 N Perry Suite 100 Spokane, WA 99202 91-0787963	Rental Real Estate	WA	N/A	C			
(6) Bourget Health Services Inc PO Box 2687 Spokane, WA 99220 91-1354431	Clinical/Medical Lab	WA	N/A	C			

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

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

			Yes	No
1	During the tax year, did the orgranization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a	Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties **(iv)** rent from a controlled entity	1a		No
b	Gift, grant, or capital contribution to related organization(s)	1b		No
c	Gift, grant, or capital contribution from related organization(s)	1c		No
d	Loans or loan guarantees to or for related organization(s)	1d		No
e	Loans or loan guarantees by related organization(s)	1e		No
f	Sale of assets to related organization(s)	1f		No
g	Purchase of assets from related organization(s)	1g		No
h	Exchange of assets with related organization(s)	1h		No
i	Lease of facilities, equipment, or other assets to related organization(s)	1i		No
j	Lease of facilities, equipment, or other assets from related organization(s)	1j		No
k	Performance of services or membership or fundraising solicitations for related organization(s)	1k		No
l	Performance of services or membership or fundraising solicitations by related organization(s)	1l		No
m	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1m		No
n	Sharing of paid employees with related organization(s)	1n		No
o	Reimbursement paid to related organization(s) for expenses	1o	Yes	
p	Reimbursement paid by related organization(s) for expenses	1p	Yes	
q	Other transfer of cash or property to related organization(s)	1q	Yes	
r	Other transfer of cash or property from related organization(s)	1r		No

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

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) Providence Plan Partners	O	119,299,599	Cost
(2) Providence Health Assurance	P	2,304,426	Cost
(3) Providence Plan Partners	P	212,129	Cost
(4) Providence Health & Services - Washington	Q	53,000,000	Cost
(5)			
(6)			

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate 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		Yes	No	

Schedule R (Form 990) 2011

Part VII Supplemental Information

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

Identifier	Return Reference	Explanation	

Additional Data

Return to Form

Software ID:
Software Version:
EIN: 93-0863097
Name: PROVIDENCE HEALTH PLAN

Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary Activity	(c) Legal Domicile (State or Foreign Country)	(d) Exempt Code section	(e) Public charity status (if 501(c)(3))	(f) Direct Controlling Entity	g Section 512(b)(13) controlled organization	
Providence Health & Services - Washington 1801 Lind Avenue SW 9016 Renton, WA 980579016 51-0216586	Healthcare System	WA	501(c)(3)	Line 3	Providence Health & Services		No
Providence Health & Services - Oregon 1801 Lind Avenue SW 9016 Renton, WA 980579016 51-0216587	Healthcare System	OR	501(c)(3)	Line 3	Providence Health & Services		No
Providence Health System - So California 1801 Lind Avenue SW 9016 Renton, WA 980579016 51-0216589	Healthcare System	CA	501(c)(3)	Line 3	Providence Health & Services		No
Everett Transitional Care Services PO Box 1067 Everett, WA 982061067 94-3264605	Transitional Care	WA	501(c)(3)	Line 9	N/A		No
Providence Oregon Management Corporation 1801 Lind Avenue SW 9016 Renton, WA 980579016 93-0813977	Shell Corporation	OR	501(c)(3)	Line 1	PH & S - Oregon		No
Providence Plan Partners 3601 SW Murray Blvd 10 Beaverton, OR 97005 91-1861964	Healthcare Services	OR	501(c)(4)	N/A	PH & S - Oregon		No
Providence Health Assurance 3601 SW Murray Blvd 10 Beaverton, OR 97005 55-0828701	Medicaid Healthcare Provider	OR	501(c)(4)	N/A	Providence Health Plan		No
Providence Medical Institute 4101 Torrance Blvd Torrance, CA 90503 33-0283773	Healthcare	CA	501(c)(3)	Line 11/Type I	PHS - So California		No
Little Company of Mary Ancillary Services Corporation 4101 Torrance Blvd Torrance, CA 90503 33-0844408	Imaging Services	CA	501(c)(3)	Line 9	PHS - So California		No
Providence TrinityCare Hospice 2601 Airport Drive 230 Torrance, CA 90505 95-3264139	Hospice	CA	501(c)(3)	Line 9	PHS - So California		No
Providence Blanchet Association 1700 Providence Pl Centralia, WA 98531 91-1789266	Housing	WA	501(c)(3)	Line 7	PH & S - Washington		No
St Luke Association 350 Washington Ave SE Chehalis, WA 98352 94-3176618	Housing	WA	501(c)(3)	Line 7	PH & S - Washington		No
Providence Rossi Association 1700 Providence Pl Centralia, WA 98531 31-1584166	Housing	WA	501(c)(3)	Line 9	PH & S - Washington		No
Lundberg Association 5921 E Burnside Portland, OR 97215 91-1562797	Housing	OR	501(c)(3)	Line 7	PH & S - Oregon		No
Providence St Francis Association 3415 12th Avenue NE Olympia, WA 98506 94-3244854	Housing	WA	501(c)(3)	Line 7	PH & S - Washington		No
Providence Peter Claver Association 7101 38th Avenue South Seattle, WA 98118 31-1629656	Housing	WA	501(c)(3)	Line 7	PH & S - Washington		No
Providence St Elizabeth House Association 3201 SW Graham St Seattle, WA 98126 91-2171539	Housing	WA	501(c)(3)	Line 7	PH & S - Washington		No
Providence Gamelin House Association 4515 MLK Jr Way S Ste 200 Seattle, WA 98108 31-1744654	Housing	WA	501(c)(3)	Line 7	PH & S - Washington		No
The Gamelin Association 312 North Fourth St Yakima, WA 98901 91-1180824	Housing	WA	501(c)(3)	Line 1	PH & S - Washington		No
The Gamelin Oregon Association 5520 NE Glisan Portland, OR 97213 91-1214491	Housing	OR	501(c)(3)	Line 9	PH & S - Oregon		No

Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary Activity	(c) Legal Domicile (State or Foreign Country)	(d) Exempt Code section	(e) Public charity status (if 501(c)(3))	(f) Direct Controlling Entity	g Section 512(b)(13) controlled organization	
The Gamelin California Association 540 23rd St Oakland, CA 94612 91-1293869	Housing	CA	501(c)(3)	Line 9	PHS - So California		No
Gamelin Washington Association 1423 First Avenue Seattle, WA 98101 20-1910170	Housing	WA	501(c)(3)	Line 7	PH & S - Washington		No
Providence Foundation 1801 Lind Avenue SW 9016 Renton, WA 980579016 94-3078543	Support PH&S Institutions	WA	501(c)(3)	Line 11/Type I	PH & S - Washington		No
Providence Alaska Foundation 3300 Providence Drive - B Tower2 Anchorage, AK 99508 92-0093565	Support PHS-Alaska	AK	501(c)(3)	Line 11/Type I	PH & S - Washington		No
Providence St Peter Foundation 413 Lilly Road NE Olympia, WA 985065166 91-1097056	Support Affiliated Tax-Exempt Organization	WA	501(c)(3)	Line 7	PH & S - Washington		No
Providence Health Care Foundation (Centralia) 914 S Scheuber Road Centralia, WA 98531 91-1433382	Support Providence Centralia Hospital	WA	501(c)(3)	Line 7	PH & S - Washington		No
Providence Mount St Vincent Foundation 4831 - 35th Avenue SW Seattle, WA 981262799 91-1188119	Support Providence Mount St Vincent	WA	501(c)(3)	Line 7	PH & S - Washington		No
Providence Marianwood Foundation 3725 Providence Point Drive SE Issaquah, WA 980297219 93-1554288	Support Providence Marianwood	WA	501(c)(3)	Line 11/Type I	PH & S - Washington		No
Providence Newberg Health Foundation 1001 Providence Drive Newberg, OR 97132 93-0889144	Support Providence Newberg Medical Center	OR	501(c)(3)	Line 7	PH & S - Oregon		No
Providence Seaside Hospital Foundation 725 S Wahanna Rd Seaside, OR 97138 93-0927320	Support Providence Seaside Hospital	OR	501(c)(3)	Line 7	PH & S - Oregon		No
Providence Community Health Foundation 1111 Crater Lake Ave Medford, OR 97504 93-0692907	Support Providence Medford Medical Center	OR	501(c)(3)	Line 7	PH & S - Oregon		No
Providence Benedictine Nursing Center Foundation 540 South Main St Mt Angel, OR 973629532 91-1940286	Support Providence Benedictine Nursing Center	OR	501(c)(3)	Line 7	PH & S - Oregon		No
Providence Portland Medical Foundation 4805 NE Glisan St Portland, OR 972132967 93-1231494	Support Providence Portland Medical Center	OR	501(c)(3)	Line 7	PH & S - Oregon		No
Providence St Vincent Medical Foundation 9205 SW Barnes Rd Portland, OR 97225 93-0575982	Support Providence St Vincent Medical Center	OR	501(c)(3)	Line 7	PH & S - Oregon		No
Providence Milwaukie Foundation 10150 SE 32nd Milwaukie, OR 97222 94-3079515	Support Providence Milwaukie Hospital	OR	501(c)(3)	Line 7	PH & S - Oregon		No
Providence Child Center Foundation 830 NE 47th Portland, OR 97213 93-0800140	Support Providence Child Center	OR	501(c)(3)	Line 7	PH & S - Oregon		No
Providence TrinityCare Hospice Foundation 2601 Airport Drive 230 Torrance, CA 90505 33-0261016	Support TrinityCare Hospice	CA	501(c)(3)	Line 7	PHS - So California		No
Providence Little Company of Mary Foundation 4101 Torrance Blvd Torrance, CA 90503 51-0224944	Support Little Company of Mary Service Area	CA	501(c)(3)	Line 7	PHS - So California		No
PH&S FoundationSFVSA & SCVSA 501 S Buena Vista Street Burbank, CA 91505 95-3544877	Support Program & Activities of SFVSA & SCVSA	CA	501(c)(3)	Line 7	PHS - So California		No
Providence Hospice of Seattle Foundation 425 Pontius Avenue North 300 Seattle, WA 981095452 91-2077378	Support Hospice of Seattle	WA	501(c)(3)	Line 11/Type I	PH & S - Washington		No

Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary Activity	(c) Legal Domicile (State or Foreign Country)	(d) Exempt Code section	(e) Public charity status (if 501(c)(3))	(f) Direct Controlling Entity	g Section 512(b)(13) controlled organization	
The John Gabriel Ryan Association 1801 Lind Avenue SW 9016 Renton, WA 980579016 91-1303277	Healthcare	WA	501(c)(3)	Line 3	PH & S - Washington		No
Providence Health & Services 1801 Lind Avenue SW 9016 Renton, WA 980579016 91-1549796	Shell Corporation	WA	501(c)(3)	Line 11/Type I	N/A		No
Providence Health & Services - Montana 500 W Broadway PO Box 4587 Missoula, MT 598064587 81-0231793	Healthcare	MT	501(c)(3)	Line 3	PH & S - Washington		No
Providence St Joseph Medical Center PO Box 1010 Polson, MT 598601010 81-0463482	Healthcare	MT	501(c)(3)	Line 3	PH & S - Washington		No
St Thomas Child and Family Center 1710 Benefis Court Great Falls, MT 59405 81-0233495	Early Childhood Education	MT	501(c)(3)	Line 1	PH & S - Washington		No
Sisters of Providence of Montana Corporation 1801 Lind Avenue SW 9016 Renton, WA 980579016 26-2612415	Shell Corporation	MT	501(c)(3)	Line 1	PH & S - Washington		No
Sacred Heart Children's Foundation PO Box 2555 Spokane, WA 99220 32-0014330	Support Sacred Heart Children's Hospital	WA	501(c)(3)	Line 7	PH & S - Washington		No
St Patrick Hospital Foundation 500 West Broadway PO Box 4587 Missoula, MT 598064587 23-7056976	Support Healthcare in W Montana	MT	501(c)(3)	Line 7	PH & S - Washington		No
University of Great Falls 1301 20th Street South Great Falls, MT 59405 81-0231777	Post Secondary Education	MT	501(c)(3)	Line 2	PH & S - Washington		No
E WA & MT Unemployment Compensation Insurance Trust 1801 Lind Avenue SW 9016 Renton, WA 980579016 91-1082119	Unemployment Benefits	WA	501(c)(3)	Line 11/Type I	PH & S - Washington		No
Providence Willamette Falls Medical Foundation 1500 Division Street Oregon City, OR 97045 93-1003750	Support Willamette Falls Hospital	OR	501(c)(3)	Line 11/Type I	PH & S - Oregon		No
Willamette Falls Hospital dba Providence Willamette Falls Medical Center 1500 Division Street Oregon City, OR 97045 93-0426018	Healthcare	OR	501(c)(3)	Line 3	PH & S - Oregon		No
Providence Hood River Memorial Hospital Foundation Inc 811 13th St Hood River, OR 97031 93-0921990	Support Providence Hood River Memorial Hospital	OR	501(c)(3)	Line 7	PH & S - Oregon		No
Providence Hospice and Home Care Foundation 2731 Wetmore Avenue Suite 500 Everett, WA 98201 27-2552749	Support Program & Activities of PHHC	WA	501(c)(3)	Line 7	PH & S - Washington		No
Providence St Mary Foundation 401 W Poplar St Walla Walla, WA 99362 45-2841492	Support Program & Activities of SMMC	WA	501(c)(3)	Line 7	PH & S - Washington		No

Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income ($)	(g) Share of end-of-year assets ($)	(h) Disproprtionate allocations?		(i) Code V-UBI amount on Box 20 of K-1 ($)	(j) General or Managing Partner?		(k) Percentage ownership
							Yes	No		Yes	No	
Providence Imaging Center 3340 Providence Drive Anchorage, AK 99508 92-0118807	Medical Imaging	AK	N/A									
Providence Surgery Centers LLC PO Box 233889 Anchorage, AK 99523 20-3567411	Surgery	AK	N/A									
Mountainstar Clinical Laboratories LLC 611 N Perry Spokane, WA 99202 26-1345983	Outpatient Lab	MT	N/A									
Broadway Imaging LLC 500 W Broadway Missoula, MT 59802 52-2405971	Medical Imaging	MT	N/A									
Ctr for MedImaging-Tanasbourne LLC 1235 NE 47th Ave Portland, OR 97213 20-0477972	Imaging - Diagnostics	OR	N/A									
Ctr for Med Imaging-Bridgeport LLC 1235 NE 47th Ave Portland, OR 97213 26-0796953	Imaging - Diagnostics	OR	N/A									
Center for Specialty Surgery LLC 11782 SW Barnes Rd Portland, OR 97225 26-3638838	Ambulatory Surgery Center	OR	N/A									
Clackamas Radiation Oncology Center LLC 1235 NE 47th Ave 288 Portland, OR 97213 26-0381897	Radiation Oncology	OR	N/A									
Oregon Outpatient Surgery Center 7300 SW Childs Rd Tigard, OR 97224 22-3883387	Ambulatory Surgery Center	OR	N/A									
Surgery Ctr at Tanasbourne LLC 1235 NE 47th Ave 260 Portland, OR 97213 20-8187971	Ambulatory Surgery Center	OR	N/A									
ProvidenceSilverton Rehab LLC 1235 NE 47th Ave 260 Portland, OR 97213 48-1287267	Rehab Services	OR	N/A									
Portland Medical Imaging LLC 10538 SE Washington St Portland, OR 97216 20-1054971	Imaging - Diagnostics	OR	N/A									
Prov Radiation Oncology Develop Assn LLC 1235 NE 47th Ave Portland, OR 97213 26-0682491	Real Estate - MOB	OR	N/A									
Central Point MRI LLC 870 S Front St Central Point, OR 97502 26-1975164	MRI Services	OR	N/A									
Greater Valley Medical Building LP 501 S Buena Vista St Burbank, CA 91505 95-4570858	Real Estate - MOB	CA	N/A									

Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income ($)	(g) Share of end-of-year assets ($)	(h) Disproprtionate allocations?		(i) Code V-UBI amount on Box 20 of K-1 ($)	(j) General or Managing Partner?		(k) Percentage ownership
							Yes	No		Yes	No	
Pathology Associates Medical Laboratories LLC 611 N Perry Spokane, WA 99202 27-0943279	Outpatient Lab	WA	N/A									
Southern Idaho Regional Laboratory LLC 611 N Perry Spokane, WA 99202 82-0511819	Outpatient Lab	ID	N/A									
Tri-Cities Laboratory LLC 611 N Perry Spokane, WA 99202 91-1773986	Outpatient Lab	WA	N/A									
Alpha Medical Laboratory LLC 611 N Perry Spokane, WA 99202 91-2017347	Outpatient Lab	ID	N/A									
PacLab LLC 611 N Perry Spokane, WA 99202 91-1743952	Outpatient Lab	WA	N/A									
HealthServicesNW LLC PO Box 389672 Seattle, WA 98138 31-1750915	Medical Billing	WA	N/A									
Medalia Healthcare LLC 1801 Lind Ave SW 9016 Renton, WA 98057 91-1660459	Physician Benefits	WA	N/A									
Distribution Operations Center LLC 1801 Lind Ave SW 9016 Renton, WA 98057 27-1054858	Supplies Purchasing Agent	WA	N/A									
Oregon Advanced Imaging LLC 881 OHare Parkway Medford, OR 97504 45-0471748	Medical Imaging	OR	N/A									
ProvidenceUSP Surgery Ctrs LLC 11550 Indian Hills Road 160 Mission Hills, CA 91345 20-0905938	Ambulatory Surgery Center	CA	N/A									
California Laboratory Associates LLC 501 Buena Vista Burbank, CA 91505 27-3888692	Outpatient Lab	CA	N/A									
Canby Medical Center I LLC 2747 Pence Loop SE Salem, OR 97302 20-5470937	Real Estate - MOB	OR	N/A									
ProvidenceUSP Santa Clarita GP LLC 11550 Indian Hills Road 160 Mission Hills, CA 91345 20-2829660	Ambulatory Surgery Center	CA	N/A									

Additional Data

Software ID:
Software Version:
EIN: 93-0863097
Name: PROVIDENCE HEALTH PLAN

Form 990, Special Condition Description:

Special Condition Description

Form 990, Part III - 4 Program Service Accomplishments (See the Instructions)

4d. Other program services

(Code) (Expenses $ 1,476,486 including grants of $ 37,517) (Revenue $ 2,304,218)

Providence Medicare Supplement plans (Medi-Gap) are no longer open plans, but we have membership that continue to be enrolled in these closed-to-new-member plans

Form 990, Part VII - Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Lucille Dean SP Chair of the Board	16 70	X		X				0	0	0
M Adrian Davis LCM Director	5 10	X						0	0	0
Mary Corita Heid RSM Director	4 70	X						0	0	0
Michael A Stein Director	6 40	X						0	19,271	0
Michael Holcomb Director	6 50	X						0	16,045	0
Dana A Rasmussen Director	5 50	X						0	16,420	0
James S Roberts MD Director	6 00	X						0	21,564	0
Peter J Snow Director	5 40	X						0	21,643	0
Jeffrey B Clode MD Director	7 40	X						0	21,545	0
Sallye Liner Director	2 60	X						0	19,893	0
Owen B Robinson Director	5 50	X						0	16,065	0
Cheryl M Scott Director	4 70	X						0	16,143	0
Ellen L Wolf Director	9 00	X						0	16,065	0
Jeffrey W Rogers Corporate Secretary	50 00			X				0	1,614,579	524,852
Jack Friedman CEO	50 00			X				0	3,065,815	364,187
Alison S Schrupp CSO	55 00			X				0	337,452	65,062
Barbara L Christensen Chief Sales & Mkt Officer	45 00			X				0	318,127	76,439
Michael G White COO	50 00			X				0	342,180	29,679
Bruce W Wilkinson CIO	45 00			X				0	286,141	27,922
Robert A Gluckman CMO	50 00			X				0	378,466	46,347
Jeffrey Butcher CFO	50 00			X				0	218,975	19,942
Gregory Van Pelt COO - OR Region	55 00				X			0	3,311,411	947,178
Shelly M Handkins CFO - OR Region	50 00				X			0	476,073	252,920
James H Mackay Medical Director	50 00					X		0	294,111	80,494
Gerald R Corn Medical Director	50 00					X		0	257,164	26,610

Form 990, Part VII - Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Stephanie C Dreyfuss Dir Network Develop	40 00					X		0	231,915	26,769
Susan Abate Dir Quality Med Mgr	40 00					X		0	213,446	33,452
Carrie L Smith Dir Compliance & Gov't Aff	40 00					X		0	198,158	18,501
Kevin W Keck MD CMO - Former	0 00						X	0	409,472	10,644