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2013

Open to Public Inspection

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 private foundations)

► Do not enter Social Security numbers on this form as it may be made public. By law, the IRS generally cannot redact the information on the form.

► Information about Form 990 and its instructions is at www.irs.gov/form990

A For the 2013 calendar year, or tax year beginning 01-01-2013, 2013, and ending 12-31-2013

B Check if applicable	C Name of organization SWOPE HEALTH SERVICES		D Employer identification number 43-0957840
<input type="checkbox"/> Address change	Doing Business As		
<input type="checkbox"/> Name change			
<input type="checkbox"/> Initial return	Number and street (or P O box if mail is not delivered to street address) 3801 BLUE PARKWAY		E Telephone number (816) 627-2013
<input type="checkbox"/> Terminated			
<input type="checkbox"/> Amended return	City or town, state or province, country, and ZIP or foreign postal code KANSAS CITY, MO 64130		G Gross receipts \$ 52,556,518
<input type="checkbox"/> Application pending	F Name and address of principal officer DAVID BARBER 3801 BLUE PARKWAY KANSAS CITY, MO 64130		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
			H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			H(c) Group exemption number ►
J Website: ► WWW.SWOPEHEALTH.ORG			K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►
			L Year of formation 1969
			M State of legal domicile MO

Part I Summary

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

SWOPE HEALTH SERVICES (SHS) IMPROVES THE WELL BEING OF INDIVIDUALS AND FAMILIES BY DELIVERING QUALITY COMPREHENSIVE PHYSICAL AND BEHAVIORAL HEALTH CARE SERVICES. WE COORDINATE SERVICES FOR THE NEEDS OF ALL WHO SEEK CARE REGARDLESS OF SOCIO-ECONOMIC STATUS. WE PARTNER FOR CREATIVE SOLUTIONS TO MEET THE DIVERSE NEEDS OF INDIVIDUALS, FAMILIES, AND COMMUNITIES

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	14
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 2013 (Part V, line 2a)	5	643
6 Total number of volunteers (estimate if necessary)	6	13
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

8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
9 Program service revenue (Part VIII, line 2g)	14,537,027	14,702,371
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	29,451,259	28,082,317
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	523,345	1,111,273
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	516,965	378,506
	45,028,596	44,274,467

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0	0
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)	27,879,862	27,975,830
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)	14,458,794	15,876,245
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	42,338,656	43,852,075
19 Revenue less expenses Subtract line 18 from line 12	2,689,940	422,392

		Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)		42,729,584	45,750,388
21 Total liabilities (Part X, line 26)		4,643,315	6,447,630
22 Net assets or fund balances Subtract line 21 from line 20		38,086,269	39,302,758

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	2014-10-29 Date
	NAIMISH PATEL CFO Type or print name and title	

Paid Preparer Use Only	Print/Type preparer's name CONNIE HENDERSON	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed PTIN P00156688
	Firm's name ► MCGLADREY LLP			Firm's EIN ► 42-0714325
	Firm's address ► 4801 MAIN STREET SUITE 400 KANSAS CITY, MO 64112			Phone no (816) 753-3000

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

Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part II

to describe the organization's mission

SWOPE HEALTH SERVICES (SHS) IMPROVES THE WELL-BEING OF INDIVIDUALS AND FAMILIES BY DELIVERING QUALITY COMPREHENSIVE PHYSICAL AND BEHAVIORAL HEALTH CARE SERVICES. WE COORDINATE SERVICES FOR THE NEEDS OF ALL WHO SEEK CARE REGARDLESS OF SOCIO-ECONOMIC STATUS. WE PARTNER FOR CREATIVE SOLUTIONS TO MEET THE DIVERSE NEEDS OF INDIVIDUALS, FAMILIES, AND COMMUNITIES.

Has the organization undertaken any significant program services during the year which were not listed on Part V of Form 990 or Form 990-EZ?

Yes No

If "Yes," describe these new services on Schedule O

e organization cease conducting, or make significant changes in how it conducts, any programs?

Yes No

If "Yes," describe these changes on Schedule O

be the organization's program service accomplishments for each of its three largest program services, as measured by Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, total expenses, and revenue, if any, for each program service reported

) (Expenses \$ 37,004,792 including grants of \$) (Revenue \$ 28,460,823)

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

) (Expenses \$ **1,000**) including grants of \$ **1,000**) (Revenue \$ **1,000**)

or program services (Describe in Schedule O)

(Expenses \$

including grants of \$

) (Revenue

11. *What is the primary purpose of the following statement?*

1 program service expenses ➔

37,004,792

Part IV Checklist of Required Schedules

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

2 Is the organization required to complete Schedule B, *Schedule of Contributors* (see instructions)?

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

4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II

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

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

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

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

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

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

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

a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI

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

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

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

e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X

f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part XI

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

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 and XII is optional

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

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

b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV

15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV

16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV

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

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

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

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

b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

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

Part IV Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21		No
22	Did the organization report more than \$5,000 of grants or 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, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a	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	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, 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 employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? 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)	28a		No
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		No
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	29		No
30	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	30		No
31	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	31		No
32	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	32		No
33	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	33		No
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	Yes	
b	If 'Yes' to line 35a, 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	Yes	
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		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? 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 11b 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 or note to any line in this Part V

		Yes	No
1a Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . . .	1a	74	
1b 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	643	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions) . . .	2b	Yes	
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" to line 3b, provide an explanation in Schedule O . . .	3b	No	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? . . .	4a	Yes	
b If "Yes," enter the name of the foreign country CJ See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts . . .	5a	No	
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . .	5b	No	
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? . . .	5c	No	
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T? . . .	6a	No	
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 as charitable contributions? . . .	6b	No	
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . .	7a	No	
7 Organizations that may receive deductible contributions under section 170(c).	7b	No	
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? . . .	7c	No	
b If "Yes," did the organization notify the donor of the value of the goods or services provided? . . .	7d	No	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . .	7e	No	
d If "Yes," indicate the number of Forms 8282 filed during the year . . .	7f	No	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . .	7g	No	
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . .	7h	No	
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? . . .	8	No	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? . . .	9a	No	
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? . . .	9b	No	
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966? . . .	10a		
b Did the organization make a distribution to a donor, donor advisor, or related person? . . .	10b		
10 Section 501(c)(7) organizations. Enter			
a Initiation fees and capital contributions included on Part VIII, line 12 . . .	11a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities . . .	11b		
11 Section 501(c)(12) organizations. Enter			
a Gross income from members or shareholders . . .	12a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) . . .	12b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? . . .			
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year . . .	13a		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O . . .	13b		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans . . .	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 or note to any line 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	14		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O				
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		Yes	
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	8a		Yes	
a The governing body?	8b		Yes	
b Each committee with authority to act on behalf of the governing body?	9		No	
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				

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	Yes	
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	Yes	
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 this 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		No
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?	15a	Yes	
a The organization's CEO, Executive Director, or top management official	15b	Yes	
b Other officers or key employees of the organization			
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	Yes	
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	Yes	

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed	
18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you made these available. Check all that apply	
<input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O)	
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year	
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization	
►GREGORY ADAMS 3801 BLUE PARKWAY KANSAS CITY, MO 64130 (816) 627-2013	

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response or note to any line in this Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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	Office	Key Employee	Highest Compensated	Former			
(1) EDWARD RICHARD JONES BOARD MEMBER	2 00	X						0	0	0
(2) RUPERT G THOMAS BOARD MEMBER	2 00	X						0	0	0
(3) CHARLOTTE M TILLMAN BOARD MEMBER	2 00	X						0	0	0
(4) WILLIAM M WASHINGTON BOARD MEMBER	2 00	X						0	0	0
(5) DR LESLIE E BECKER MD BOARD MEMBER	2 00	X						0	0	0
(6) JUDGE LISA WHITE HARDWICK BOARD VICE CHAIR	2 00	X	X					0	0	0
(7) SHARON JACKSON BOARD MEMBER	2 00	X						0	0	0
(8) E WYNN PRESSON BOARD MEMBER/FINANCE CHAIR	2 00	X	X					0	0	0
(9) E FRANK ELLIS BOARD CHAIR	8 00 41 30	X	X					0	688,191	42,405
(10) ELLEN JUNGER BOARD MEMBER	2 00	X						0	0	0
(11) DR HARRY E WILKINS III MD BOARD MEMBER	2 00	X						0	0	0
(12) DAN CRANSHAW BOARD MEMBER	2 00	X						0	0	0
(13) FRED MITCHELL BOARD MEMBER	2 00	X						0	0	0
(14) CARLOS GOMEZ BOARD MEMBER	2 00	X						0	0	0
(15) NAIMISH PATEL CFO	50 00		X					223,948	0	36,010
(16) DAVID BARBER PRESIDENT	50 00		X					334,276	0	10,159
(17) DICK GREGORY VP, BEHAVIORAL HEALTH	50 00			X				198,756	0	4,371

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

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: 38

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3	No
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	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? <i>If "Yes," complete Schedule J for such person</i>	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
	MCQUEARY HENRY BOWLES TROY LLP PO BOX 610470 DALLAS TX 75261		INSURANCE BROKER		350,515
	ECLINICALWORKS LLC PO BOX 847950 BOSTON MA 02284		EQUIPMENT MAINTENANCE		324,581
	STINSON MORRISON HECKER LLP PO BOX 843052 KANSAS CITY MO 64184		LEGAL FEES		211,145
	CENTERPOINTE BEHAVIORAL HEALTH 763 SOUTH NEW BALLAS ROADSUITE 300 ST LOUIS MO 63141		TEMP SERVICE		175,800
	EMDEON PO BOX 572490 MURRAY UT 84157		GENERATE PATIENT STATEMENTS		123,531
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	5			

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

Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e	12,894,790			
	f All other contributions, gifts, grants, and similar amounts not included above	1f	1,807,581			
	g Noncash contributions included in lines 1a-1f \$					
	h Total. Add lines 1a-1f		14,702,371			
Program Service Revenue	2a CONTRACTS REVENUE	Business Code 621400	14,678,587	14,678,587		
	b PATIENT CARE	621400	12,896,785	12,896,785		
	c SETTLEMENTS	621400	506,945	506,945		
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f		28,082,317			
	3 Investment income (including dividends, interest, and other similar amounts)		560,427		560,427	
4 Income from investment of tax-exempt bond proceeds						
5 Royalties						
6a Gross rents	(I) Real 98,310					
b Less rental expenses	0					
c Rental income or (loss)	98,310					
d Net rental income or (loss)		98,310	98,310			
7a Gross amount from sales of assets other than inventory	(I) Securities 8,831,697	(II) Other 1,200				
b Less cost or other basis and sales expenses	8,282,051	0				
c Gain or (loss)	549,646	1,200				
d Net gain or (loss)		550,846	550,846			
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 MISCELLANEOUS REVENUES	900099	280,196	280,196			
b						
c						
d All other revenue						
e Total. Add lines 11a-11d		280,196				
12 Total revenue. See Instructions		44,274,467	28,460,823	0	1,111,273	

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)

Check if Schedule O contains a response or note to any line 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 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	2,384,867	1,606,098	778,769	
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	20,647,058	19,557,131	1,089,927	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	3,322,009	3,056,248	265,761	
10 Payroll taxes	1,621,896	1,492,145	129,751	
11 Fees for services (non-employees)				
a Management	2,354,206	1,530,234	823,972	
b Legal	309,549	201,207	108,342	
c Accounting	69,100	44,915	24,185	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)				
12 Advertising and promotion				
13 Office expenses	632,560	503,151	129,409	
14 Information technology	487,186	472,571	14,615	
15 Royalties				
16 Occupancy	3,573,277	2,173,044	1,400,233	
17 Travel	336,839	323,366	13,473	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	174,420	167,443	6,977	
20 Interest	55,340	55,340		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,509,337	1,176,594	332,743	
23 Insurance	347,813	215,645	132,168	
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a HEALTHCARE SUPPLIES	4,006,966	4,006,966		
b FLSA	1,370,000		1,370,000	
c MISCELLANEOUS	649,652	422,694	226,958	
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	43,852,075	37,004,792	6,847,283	0
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ► if following SOP 98-2 (ASC 958-720)				

Part X Balance SheetCheck if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year	(B) End of year
Assets			
1	Cash—non-interest-bearing	1	
2	Savings and temporary cash investments	6,771,855	2
3	Pledges and grants receivable, net	1,808,597	3
4	Accounts receivable, net	388,975	4
5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		
		5	
6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		
		6	
7	Notes and loans receivable, net	500,000	7
8	Inventories for sale or use	228,782	8
9	Prepaid expenses and deferred charges	72,479	9
10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	31,511,230
b	Less accumulated depreciation	10b	16,161,253
		15,456,524	10c
		15,349,977	
11	Investments—publicly traded securities	4,382,583	11
12	Investments—other securities See Part IV, line 11	11,587,910	12
13	Investments—program-related See Part IV, line 11	241,474	13
14	Intangible assets		14
15	Other assets See Part IV, line 11	1,290,405	15
16	Total assets. Add lines 1 through 15 (must equal line 34)	42,729,584	16
		45,750,388	
Liabilities			
17	Accounts payable and accrued expenses	4,169,568	17
18	Grants payable		18
19	Deferred revenue	112,425	19
20	Tax-exempt bond liabilities		351,905
21	Escrow or custodial account liability Complete Part IV of Schedule D		20
22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		21
23	Secured mortgages and notes payable to unrelated third parties		22
24	Unsecured notes and loans payable to unrelated third parties	86,338	23
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	24	107,577
26	Total liabilities. Add lines 17 through 25	274,984	25
		257,502	
		4,643,315	26
		6,447,630	
Net Assets or Fund Balances			
	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
27	Unrestricted net assets	38,086,269	27
28	Temporarily restricted net assets		39,302,758
29	Permanently restricted net assets		28
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.		
30	Capital stock or trust principal, or current funds		29
31	Paid-in or capital surplus, or land, building or equipment fund		30
32	Retained earnings, endowment, accumulated income, or other funds		31
33	Total net assets or fund balances	38,086,269	32
34	Total liabilities and net assets/fund balances	42,729,584	33
		45,750,388	34

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	44,274,467
2	Total expenses (must equal Part IX, column (A), line 25)	2	43,852,075
3	Revenue less expenses Subtract line 2 from line 1	3	422,392
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	38,086,269
5	Net unrealized gains (losses) on investments	5	794,097
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	39,302,758

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	No
2b Were the organization's financial statements audited by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	Yes
2c If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	Yes
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	Yes
3b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	Yes

SCHEDULE A
(Form 990 or 990EZ)**Public Charity Status and Public Support**

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

2013**Open to Public
Inspection**Department of the
Treasury
Internal Revenue Service

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

► Information about Schedule A (Form 990 or 990-EZ) and its instructions is at
www.irs.gov/form990.**Name of the organization**
SWOPE HEALTH SERVICES**Employer identification number**

43-0957840

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

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

1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.

2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)

3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.

4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state _____

5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)

6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.

7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II)

8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)

10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.

11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h

e a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii) A family member of a person described in (i) above?

(iii) A 35% controlled entity of a person described in (i) or (ii) above?

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

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
Total									

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	13,766,050	13,871,892	13,534,131	14,537,027	14,702,371	70,411,471
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	13,766,050	13,871,892	13,534,131	14,537,027	14,702,371	70,411,471
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						70,411,471

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	13,766,050	13,871,892	13,534,131	14,537,027	14,702,371	70,411,471
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	292,836	366,098	421,182	523,811	658,737	2,262,664
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)	1,118,128	443,437	440,940	463,110	280,196	2,745,811
11 Total support (Add lines 7 through 10)						75,419,946
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	93 360 %
15 Public support percentage for 2012 Schedule A, Part II, line 14	15	94 500 %
16a 33 1/3% support test—2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		►✓
b 33 1/3% support test—2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		►□
17a 10%-facts-and-circumstances test—2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		►□
b 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		►□
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		►□

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support. (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ►						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15
16 Public support percentage from 2012 Schedule A, Part III, line 15	16

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18
19a 33 1/3% support tests—2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization ►	
b 33 1/3% support tests—2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization ►	
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►	

Part IV Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).**Facts And Circumstances Test**

Return Reference

Explanation

SCHEDULE C

(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

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

► Complete if the organization is described below. ► Attach to Form 990 or Form 990-EZ.
► See separate instructions. ► Information about Schedule C (Form 990 or 990-EZ) and its
instructions is at www.irs.gov/form990.

2013

**Open to Public
Inspection**

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

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

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

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

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

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

Name of the organization
SWOPE HEALTH SERVICES

Employer identification number

43-0957840

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

- 1** Provide a description of the organization's direct and indirect political campaign activities in Part IV
- 2** Political expenditures
- 3** Volunteer hours

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

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

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

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

4a Was a correction made? Yes No

b If "Yes," describe in Part IV

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

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

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

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

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

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

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

A Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)			
b Total lobbying expenditures to influence a legislative body (direct lobbying)		36,000	
c Total lobbying expenditures (add lines 1a and 1b)		36,000	
d Other exempt purpose expenditures		43,816,075	
e Total exempt purpose expenditures (add lines 1c and 1d)		43,852,075	
f Lobbying nontaxable amount Enter the amount from the following table in both columns		1,000,000	
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:		
Not over \$500,000	20% of the amount on line 1e		
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000		
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000		
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000		
Over \$17,000,000	\$1,000,000		
g Grassroots nontaxable amount (enter 25% of line 1f)		250,000	
h Subtract line 1g from line 1a If zero or less, enter -0-		0	
i Subtract line 1f from line 1c If zero or less, enter -0-		0	
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No	

4-Year Averaging Period Under Section 501(h)

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) Total
2a Lobbying nontaxable amount	1,000,000	1,000,000	1,000,000	1,000,000	4,000,000
b Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000
c Total lobbying expenditures	44,000	20,878	82,346	36,000	183,224
d Grassroots nontaxable amount	250,000	250,000	250,000	250,000	1,000,000
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000
f Grassroots lobbying expenditures					

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

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

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

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

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

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

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

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, Part II-A (affiliated group list), Part II-A, line 2, and Part II-B, line 1. Also, complete this part for any additional information.

Return Reference	Explanation
PART II-A, LINE 1, LOBBYING ACTIVITIES	SWOPE HEALTH SERVICES (SHS) PAID DENTON US LLP (\$36,000) TO REVIEW PROSPECTIVE STATE LEGISLATION AND ADVISE SHS AND STATE LEGISLATIVE OFFICIALS OF THE IMPACT OF SUCH LEGISLATION

Part IV **Supplemental Information (continued)**

Return Reference	Explanation

Schedule D (Form 990) 2013

SCHEDULE D
(Form 990)**Supplemental Financial Statements**

OMB No 1545-0047

2013

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
 ► Attach to Form 990. ► See separate instructions. ► Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

Open to Public InspectionDepartment of the Treasury
Internal Revenue Service**Name of the organization**
SWOPE HEALTH SERVICES**Employer identification number**

43-0957840

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

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

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

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)	<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education) <input type="checkbox"/> Preservation of an historically important land area
	<input type="checkbox"/> Protection of natural habitat <input type="checkbox"/> Preservation of a certified historic structure
	<input type="checkbox"/> Preservation of open space
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year	
	Held at the End of the Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

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

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

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

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

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

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

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

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

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

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

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

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

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

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

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

a <input type="checkbox"/> Public exhibition	d <input type="checkbox"/> Loan or exchange programs
b <input type="checkbox"/> Scholarly research	e <input type="checkbox"/> Other
c <input type="checkbox"/> Preservation for future generations	

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

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 XIII and complete the following table

	Amount
1c	
1d	
1e	
1f	

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

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

a Board designated or quasi-endowment

b Permanent endowment

c Temporarily restricted endowment

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

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

(i) unrelated organizations

(ii) related organizations

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

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

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

Part VI Land, Buildings, and Equipment. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. 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		846,955			846,955
b Buildings		19,560,683	9,550,993		10,009,690
c Leasehold improvements		737,933	313,386		424,547
d Equipment		4,675,917	2,453,185		2,222,732
e Other		5,689,742	3,843,689		1,846,053
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)					15,349,977

Part VII Investments—Other Securities. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) MUTUAL FUNDS	9,184,725	C
(B) ALTERNATIVE INVESTMENTS	2,794,799	C
(C) FIXED INCOME SECURITIES	1,774,905	C
Total. (Column (b) must equal Form 990, Part X, col (B) line 12)	13,754,429	

Part VIII Investments—Program Related. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

Part IX Other Assets. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11d. See Form 990, Part X, line 15

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

Part X Other Liabilities. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

(a) Description of liability	(b) Book value
Federal income taxes	
CAPITAL LEASE	257,502
Total. (Column (b) must equal Form 990, Part X, col (B) line 25)	257,502

2. Liability for uncertain tax positions In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements	1	45,067,364
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	794,097
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	
e	Add lines 2a through 2d	2e	794,097
3	Subtract line 2e from line 1	3	44,273,267
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	1,200
c	Add lines 4a and 4b	4c	1,200
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	44,274,467

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return. Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements	1	43,850,875
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 XIII)	2d	
e	Add lines 2a through 2d	2e	0
3	Subtract line 2e from line 1	3	43,850,875
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	1,200
c	Add lines 4a and 4b	4c	1,200
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	43,852,075

Part XIII Supplemental Information

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

Return Reference	Explanation
PART X, LINE 2	UNCERTAIN TAX PROVISIONS, IF ANY, ARE RECORDED IN ACCORDANCE WITH FASB ASC 740, INCOME TAXES (PREVIOUSLY FIN 48) FASB ASC 740 REQUIRES THE RECOGNITION OF A LIABILITY FOR TAX POSITIONS TAKEN THAT DO NOT MEET THE MORE-LIKELY-THAN-NOT STANDARD THAT THE POSITION WILL BE SUSTAINED UPON EXAMINATION BY THE TAXING AUTHORITIES THERE IS NO LIABILITY FOR UNCERTAIN TAX POSITIONS RECORDED AT DECEMBER 31, 2013, OR 2012
PART XI, LINE 4B - OTHER ADJUSTMENTS	GAIN ON SALE OF FIXED ASSETS 1,200
PART XII, LINE 4B - OTHER ADJUSTMENTS	GAIN ON SALE OF FIXED ASSETS 1,200

Part XIII Supplemental Information (continued)

Return Reference	Explanation

2013

Open to Public
InspectionSCHEDULE F
(Form 990)

Statement of Activities Outside the United States

► Complete if the organization answered "Yes" to Form 990,
Part IV, line 14b, 15, or 16.

► Attach to Form 990. ► See separate instructions.

► Information about Schedule F (Form 990) and its instructions is at www.irs.gov/form990.

Department of the Treasury
Internal Revenue Service

Name of the organization

SWOPE HEALTH SERVICES

Employer identification number

43-0957840

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 **For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 **For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region (The following Part I, line 3 table can be duplicated if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) CENTRAL AMERICA & THE CARIBBEAN	0	0	INVESTMENTS		1,100,000
(2)					
(3)					
(4)					
(5)					
3a Sub-total	0	0			1,100,000
b Total from continuation sheets to Part I	0	0			0
c Totals (add lines 3a and 3b)	0	0			1,100,000

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter . . . ►

Schedule F (Form 990) 2013

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 16. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

1 Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No

2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* Yes No

3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with Respect to Certain Foreign Corporations. (see Instructions for Form 5471)* Yes No

4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* Yes No

5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with Respect to Certain Foreign Partnerships. (see Instructions for Form 8865)* Yes No

6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713).* Yes No

Additional Data

Software ID:

Software Version:

EIN: 43-0957840

Name: SWOPE HEALTH SERVICES

Part V

Supplemental Information

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

Schedule J
(Form 990)**Compensation Information**

OMB No 1545-0047

2013**Open to Public
Inspection**Department of the Treasury
Internal Revenue ServiceFor certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees

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

► Attach to Form 990. ► See separate instructions.

► Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.Name of the organization
SWOPE HEALTH SERVICES

Employer identification number

43-0957840

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

<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)

b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III

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

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization**a** Receive a severance payment or change-of-control payment?**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?**c** Participate in, or receive payment from, an equity-based compensation arrangement?

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

Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.**5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of**a** The organization?**b** Any related organization?

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

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

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

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III**9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

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

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

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

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
See Additional Data Table							

Part III Supplemental Information

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

Return Reference	Explanation
PART I, LINE 4A	DICK GREGORY RECEIVED A SEVERANCE PAYMENT FROM SWOPE HEALTH SERVICES IN THE AMOUNT OF \$135,000 06
PART I, LINE 7	E FRANK ELLIS RECEIVED A BONUS OF \$109,000 FROM SWOPE COMMUNITY ENTERPRISES VARIOUS OTHER INDIVIDUALS RECEIVED A BONUS FROM SWOPE HEALTH SERVICES AS SHOWN IN PART II BONUSES WERE PAID FOR ACHIEVEMENTS DURING THE YEAR

Additional Data

Software ID:
Software Version:
EIN: 43-0957840
Name: SWOPE HEALTH SERVICES

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				
E FRANK ELLIS BOARD CHAIR	(i) 0 (ii) 512,167	0 109,000	0 67,024	0 11,000	0 31,405	0 730,596	0 0
NAIMISH PATEL CFO	(i) 183,403 0	25,000 0	15,545 0	3,606 0	32,404 0	259,958 0	0 0
DAVID BARBER PRESIDENT	(i) 264,208 0	58,000 0	12,068 0	3,906 0	6,253 0	344,435 0	0 0
DICK GREGORY VP, BEHAVIORAL HEALTH	(i) 54,369 0	8,044 0	136,343 0	752 0	3,619 0	203,127 0	0 0
ROBIN WHEELER VP HUMAN RESOURCE DIRECTOR	(i) 167,628 0	30,000 0	683 0	3,197 0	15,347 0	216,855 0	0 0
OTIS LATIMER PHYSICIAN	(i) 228,516 0	1,000 0	6,228 0	5,273 0	18,061 0	259,078 0	0 0
DHANALAKSHMI RENGACHARY PHYSICIAN	(i) 327,943 0	5,000 0	62,941 0	9,674 0	14,850 0	420,408 0	0 0
JAMES TRUE PSYCHIATRIST	(i) 252,911 0	2,500 0	7,205 0	7,977 0	24,061 0	294,654 0	0 0
DAVID DEMBINKSKI PHYSICIAN	(i) 208,705 0	1,000 0	33,152 0	6,742 0	28,864 0	278,463 0	0 0
DOROTHY JACKSON PHYSICIAN	(i) 214,301 0	1,500 0	3,964 0	3,900 0	17,454 0	241,119 0	0 0

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.

► Information about Schedule O (Form 990 or 990-EZ) and its instructions is at
www.irs.gov/form990.

2013**Open to Public
Inspection**Name of the organization
SWOPE HEALTH SERVICES

Employer identification number

43-0957840

Return Reference	Explanation	
	FORM 990, PART III, LINE 4A - PROGRAM SERVICE ACCOMPLISHMENTS (CONTINUED)	<p>INTAKES ARE PROVIDED TO HELP DETERMINE WHAT SERVICES ONE MIGHT NEED AND WHAT SERVICES ONE MIGHT QUALIFY FOR. CASE MANAGERS ASSIST THOSE WHO NEED HELP OBTAINING PHYSICAL AND MENTAL HEALTH TREATMENT AS WELL AS HOUSING, TRANSPORTATION, AND FINANCIAL ASSISTANCE. CASE MANAGERS ALSO WORK TO FIND PERMANENT HOUSING FOR THE HOMELESS THROUGH PROGRAMS SUCH AS SECTION 8, SUPPORTED COMMUNITY LIVING SERVICES AND SHELTER PLUS CARE, AS WELL AS LOW INCOME AND OTHER SUBSIDIZED HOUSING FOR THOSE WITH MENTAL HEALTH CONCERN. BOTH INDIVIDUAL AND GROUP THERAPY ARE OFFERED TO ASSIST WITH OBTAINING OVERALL MENTAL AND PHYSICAL HEALTH GOALS. MEDICAL STAFF INCLUDING DOCTORS AND NURSES HELPS TO ASSESS MEDICAL ISSUES AND OFFER TREATMENT AS NECESSARY, INCLUDING MEDICATION MANAGEMENT, AND MEDICATION ASSISTANCE. WE ALSO PROVIDE DENTAL SERVICES TO OUR HOMELESS CLIENTS ON A WEEKLY BASIS BY COLLABORATING WITH THE AREA HOMELESS SHELTERS TO IDENTIFY INDIVIDUAL IN NEED OF CHECK-UPS. OUR OUTREACH STAFF TRANSPORTS THESE HOMELESS INDIVIDUALS TO WALK-IN APPOINTMENTS TO RECEIVE FREE CHECK-UPS. DENTAL CARE IS A PREREQUISITE TO GOOD HEALTH. IN FACT, STUDIES SHOW THAT CHILDREN WITH POOR ORAL HYGIENE ARE AT INCREASED RISK FOR HEART DISEASE, STROKE AND A NUMBER OF OTHERAILMENTS LATER IN LIFE. UNFORTUNATELY, MOST LOW-INCOME PEOPLE DO NOT RECEIVE ADEQUATE DENTAL CARE, AND PUBLIC INSURANCE PROGRAMS, SUCH AS MEDICAID AND MEDICARE, INCREASINGLY LIMIT THE DENTAL SERVICES THEY WILL COVER, PARTICULARLY FOR ADULTS. IN 2013, SHS PROVIDED COMPREHENSIVE DENTAL CARE (SCREENINGS, EXAMINATIONS, X-RAYS, FILLINGS, EXTRACTIONS, SEALANTS, FLUORIDE VARNISHES, TREATMENT OF GUM DISEASE, AND DENTURES) TO NEARLY 7,500 ADULTS AND CHILDREN. WE ACCEPT EMERGENCY WALK-IN PATIENTS IN PAIN. WE PROVIDE SAME-DAY TREATMENT TO GIVE PATIENTS ANOTHER OPTION BESIDES THE EXPENSIVE EMERGENCY DEPARTMENT AT A LOCAL HOSPITAL. WE WORK WITH OB PROVIDERS AND PEDIATRIC PROVIDERS TO SCHEDULE PRIORITY APPOINTMENTS FOR THESE DENTALLY VULNERABLE POPULATIONS. BEHAVIORAL HEALTH ACCORDING TO A REPORT BY THE GREATER KANSAS CITY HEALTH CARE FOUNDATION ONE IN 10 ADULTS IN THE GREATER KANSAS CITY AREA HAS A SERIOUS MENTAL ILLNESS (SMI). IT GOES ON TO SAY "ALTHOUGH SERIOUS ILLNESS SUCH AS DEPRESSION, SCHIZOPHRENIA, BIPOLAR DISORDER, AND ANXIETY DISORDERS CAN BE EFFECTIVELY TREATED, ABOUT 40 PERCENT OF CASES ARE UNTREATED." THE STUDY ESTIMATES USING THE FORMULA OF COMBINING CENSUS DATA WITH MENTAL ILLNESS PREVALENCE DATA THAT THERE ARE OVER 94,000 CASES OF UNTREATED MENTAL ILLNESS IN THE GREATER KANSAS CITY AREA. IN 2013, SWOPE HEALTH SERVICES PROVIDED MENTAL HEALTH AND/OR SUBSTANCE ABUSE SERVICES TO NEARLY 6,000 PATIENTS RESULTING IN OVER 100,000 VISITS. MANY OF THESE CLIENTS HAVE VERY FEW RESOURCES AND HAVE A DESPERATE NEED FOR THE CARE THAT IS PROVIDED BY SHS. THE CARE PROVIDED BY SHS INCLUDES VISITS FOR PSYCHIATRIC EVALUATION, MEDICATION MANAGEMENT, OUTPATIENT THERAPY, CASE MANAGEMENT, SUBSTANCE ABUSE TREATMENT AND INTENSIVE RESIDENTIAL TREATMENT. SUPPORT WAS PROVIDED FOR SERVICES FOR THOSE EXPERIENCING ACUTE CRISSES AS WELL PROGRAMMING FOR THOSE WITH A PERSISTENT MENTAL ILLNESS. IN 2013, SWOPE HEALTH SERVICES JOINED OTHER AREA SERVICE PROVIDERS TO CREATE A HOSPITAL DIVERSION PROGRAM. THIS PROGRAM IS DESIGNED TO HELP THOSE THAT ARE SEEKING SERVICES VIA THE AREA HOSPITAL EMERGENCY ROOMS TO RECEIVE INTENSIVE CASE MANAGEMENT SERVICES AND TREATMENT ENGAGEMENT TO HELP BREAK THE CYCLE OF HOSPITALIZATIONS. THESE CLIENTS CAN RECEIVE MUCH MORE COMPREHENSIVE TREATMENT BY THE COMMUNITY PROVIDERS WHICH WILL LEAD TO BETTER UTILIZATION OF THE RESOURCES AVAILABLE TO HELP THOSE IN CRISIS OR NEED. AS ONE OF THE FEW SAFETY NET AGENCIES IN THE GREATER KANSAS CITY AREA LOCATED IN THE URBAN CORE, SHS WORKS HARD TO ACHIEVE ITS MISSION TO HELP PROVIDE NEEDED MENTAL HEALTH, SUBSTANCE ABUSE AND PRIMARY CARE SERVICES IN AN INTEGRATED FASHION TO A POPULATION THAT IS AT RISK FOR UNEMPLOYMENT, BEING A VICTIM OF VIOLENT CRIME AND EXPERIENCING A MUCH SHORTER LIFE EXPECTANCY THAN OTHERS BORN IN ZIP CODES JUST A FEW MILES AWAY. CREATING A ONE-STOP, INTEGRATED HEALTH CARE SYSTEM. SHS HAS MADE SIGNIFICANT PROGRESS IN DEVELOPING AND IMPLEMENTING A MODEL FOR A FULLY INTEGRATED HEALTH CARE DELIVERY SYSTEM. THE REASON WHEN PATIENTS MUST TRAVEL TO DIFFERENT SITES ON DIFFERENT DAYS TO GET ALL THE MEDICAL, DENTAL AND BEHAVIORAL HEALTH CARE THEY NEED - THE NORM IN MOST HEALTH CARE SYSTEMS - THEY OFTEN FAIL TO KEEP ONE OR MORE APPOINTMENTS. SHS' NEW INTEGRATED MODEL ALLOWS PATIENTS TO RECEIVE ONE OR MORE MEDICAL, DENTAL AND BEHAVIORAL HEALTH CARE AT ONE FACILITY DURING A SINGLE VISIT, THEREBY SAVING THEIR TIME AND MAXIMIZING THE USE OF SHS' RESOURCES. SHS CONTINUED TO BUILD UPON THE INTEGRATED HEALTHCARE SYSTEM DEVELOPMENT INCLUDING DISCUSSIONS WITH KEY STAKEHOLDERS IN THE COMMUNITY INCLUDING EXPANDING MEDICAL SERVICES IN DIFFERENT GEOGRAPHIC AREAS AROUND KANSAS CITY. SHS HAS IMPLEMENTED AN INTEGRATED MODEL WITHIN A LOCAL COMMUNITY.</p>

Return Reference	Explanation	
	FORM 990, PART III, LINE 4A - PROGRAM SERVICE ACCOMPLISHMENTS (CONTINUED)	NTAL HEALTH CENTER IN THE EASTERN PORTION OF KANSAS CITY. THESE EFFORTS AND THE HEALTH CARE HOME INITIATIVES DESCRIBED EARLIER DEMONSTRATE SHS COMMITMENT TO INTEGRATED CARE. IN 2012, SHS BEGAN EFFORTS TO GAIN NCQA RECOGNITION FOR THE PRIMARY CARE MEDICAL HOME AND ACCREDITATION BY THE COMMISSION ON ACCREDITATION OF REHABILITATION FACILITIES (CARF) FOR THE BEHAVIORAL HEALTH CARE HOME

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 4	SHS AND SCE COMPLETED A CORPORATE RESTRUCTURING TO END THE AFFILIATION OF THE MISSOURI NONPROFIT CORPORATIONS EFFECTIVE AS OF DECEMBER 31, 2013. SCE RESIGNED AS THE SOLE VOTING MEMBER OF SHS AS OF 11 59 PM ON DECEMBER 31, 2013. IN FURTHERANCE OF THE RESTRUCTURING, AMENDED AND RESTATED ARTICLES OF INCORPORATION FOR SHS PROVIDING FOR A SELF-PERPETUATING BOARD OF DIRECTORS AND ELIMINATING ANY VOTING MEMBERS OF THE CORPORATION WERE FILED WITH THE MISSOURI SECRETARY OF STATE AND EFFECTIVE AS OF DECEMBER 31, 2013.

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 6	THE ORGANIZATION HAS A SOLE MEMBER WHICH IS SWOPE COMMUNITY ENTERPRISES, A NONPROFIT 501(C)(3) ORGANIZATION

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7A	THE ORGANIZATION HAS A SOLE MEMBER WHICH IS SWOPE COMMUNITY ENTERPRISES, A NONPROFIT 501 (C)(3) ORGANIZATION, WHO APPROVES ALL DIRECTORS

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7B	THE ORGANIZATION HAS A SOLE MEMBER WHICH IS SWOPE COMMUNITY ENTERPRISES, A NONPROFIT 501(C)(3) ORGANIZATION, WHO APPROVES ALL MATERIAL TRANSACTIONS OF SHS

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 11	THE ORGANIZATION PRESENTS AND DISCUSSES A DRAFT OF ITS FORM 990 WITH THE ORGANIZATION'S SENIOR MANAGEMENT, AS WELL AS THE FINANCE COMMITTEE OF THE BOARD OF DIRECTORS. THE REMAINING BOARD MEMBERS ARE PROVIDED WITH A COPY FOR REVIEW AND COMMENT, AS WELL. COMMENTS AND QUESTIONS OF THE REVIEWING INDIVIDUALS ARE ADDRESSED BY THOSE RESPONSIBLE FOR PREPARING THE FORM 990, AND APPROPRIATE MODIFICATIONS ARE MADE TO THE DRAFT BEFORE IT IS FILED

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 12C	ALL DIRECTORS, OFFICERS AND KEY EMPLOYEES ARE REQUIRED TO COMPLETE ANNUALLY THE CONFLICT OF INTEREST DISCLOSURE FORM AND PROVIDE PERIODIC UPDATES TO THE FORM AS MAY BE NECESSARY. ALL COMPLETED FORMS AND PERIOD UPDATES ARE PROVIDED TO GENERAL COUNSEL FOR THE CORPORATION FOR REVIEW AND SUBMISSION TO MEMBERS OF THE BOARD OF DIRECTORS. CONFLICTS IDENTIFIED THROUGH THIS PROCESS WILL REQUIRE RECUSAL OF THE DIRECTOR, OFFICER, OR KEY EMPLOYEE WHERE APPROPRIATE.

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 15	<p>THE ORGANIZATION'S GOVERNANCE PROCESS FOR DETERMINING COMPENSATION OF THE PRESIDENT/CEO INCLUDES AN ANNUAL REVIEW OF SUCH COMPENSATION BY THE COMPANY'S BOARD OF DIRECTORS. IN CARRYING OUT THIS ANNUAL REVIEW, THE BOARD RETAINS INDEPENDENT COUNSEL AND ENGAGES AN INDEPENDENT COMPENSATION CONSULTANT TO ADVISE AND ASSESS THE REASONABLENESS OF THE COMPENSATION OF THE PRESIDENT/CEO AND OTHER MEMBERS OF THE SENIOR LEADERSHIP TEAM, NONE OF WHOM PARTICIPATE IN THIS REVIEW OF HIS/HER OWN COMPENSATION. THE BOARD ALSO CONSIDERS RECOMMENDATIONS FROM THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS OF SWOPE COMMUNITY ENTERPRISES, WHICH ALSO RETAINS INDEPENDENT COUNSEL AND ENGAGES AN INDEPENDENT COMPENSATION CONSULTANT TO ADVISE AND ASSESS THE REASONABLENESS OF THE COMPENSATION OF VARIOUS MEMBERS OF MANAGEMENT ACROSS THE SCE MEMBER COMPANIES, INCLUDING THE SHS PRESIDENT/CEO. THE SCE COMPENSATION COMMITTEE MET FIVE TIMES IN 2013 AND CONSIDERED COMPARABILITY DATA RELATED TO THE BASE AND TOTAL COMPENSATION PAID TO SIMILARLY SITUATED EXECUTIVES AT SIMILAR ENTITIES, AS PRESENTED BY ITS INDEPENDENT COMPENSATION CONSULTANT AND CONTEMPORANEOUSLY DOCUMENTED ITS DECISIONS AND DELIBERATIONS.</p>

Return Reference	Explanation
FORM 990, PART VI, SECTION C, LINE 19	THE GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, FINANCIAL STATEMENTS AND FORM 990 ARE MADE AVAILABLE ON REQUEST

Return Reference	Explanation
FORM 990, PART XII, LINE 2C - AUDIT PROCESS	THE ORGANIZATION'S GOVERNANCE STRUCTURE INCLUDES A FINANCE COMMITTEE, WHICH IS A SEPARATE STANDING COMMITTEE OF THE BOARD OF DIRECTORS. THIS COMMITTEE ASSUMES RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT PROCESS, INCLUDING REVIEWING AND DISCUSSING THE RESULTS OF THE ANNUAL AUDIT WITH THE INDEPENDENT ACCOUNTANT AS WELL AS THE SELECTION AND ENGAGEMENT OF THE INDEPENDENT ACCOUNTANT (IN CONJUNCTION WITH THE FINANCE AND AUDIT COMMITTEE OF SWOPE COMMUNITY ENTERPRISES, PARENT AND SOLE MEMBER OF SWOPE HEALTH SERVICES)

Return Reference	Explanation
FORM 990, PART V, LINE 4B - FOREIGN FINANCIAL ACCOUNT	SHS INVESTS IN A PROFESSIONALLY-MANAGED PORTFOLIO SUPERVISED BY THE FINANCE COMMITTEE APPROVED BY THE BOARD OF DIRECTORS. SHS'S FORMAL INVESTMENT POLICY STATEMENT CREATES THE FRAMEWORK FOR A WELL-DIVERSIFIED PORTFOLIO, DESIGNED TO GENERATE LONG TERM RETURNS WITH AN ACCEPTABLE LEVEL OF RISK. THE PORTFOLIO IS ALLOCATED ACROSS VARIOUS TYPES OF INVESTMENTS: EQUITIES, FIXED INCOME SECURITIES, AND ALTERNATIVE INVESTMENTS. AT CERTAIN TIMES DURING 2013, AS MUCH AS 13% OF THE PORTFOLIO WAS INVESTED IN ALTERNATIVE HEDGE FUND POOLS IN ACCORDANCE WITH SHS'S INVESTMENT POLICY STATEMENT. THESE WERE THE ONLY ASSETS IN CUSTODY OUTSIDE OF THE UNITED STATES.

SCHEDULE R (Form 990)

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
SWOPE HEALTH SERVICES

Employer identification number

43-0957840

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on Form 990, Part IV, Line 33.

(a) Name, address, and EIN (if applicable) 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 entity?	
						Yes	No
(1) SWOPE COMMUNITY ENTERPRISES 4001 BLUE PARKWAY SUITE 102 KANSAS CITY, MO 64130 54-2081401	PERFORM STRATEGIC & BUSINESS PLANNING FOR, & TO COORDINATE THE ACTIVITIES	MO	501(C)(3)	LINE 11C, III-FI	SWOPE COMMUNITY ENTERPRISES		No
(2) SWOPE COMMUNITY BUILDERS 4001 BLUE PARKWAY SUITE 102 KANSAS CITY, MO 64130 43-1583953	FOCUSED ON IMPROVING THE GENERAL WELL BEING OF COMMUNITIES	MO	501(C)(3)	LINE 7	SWOPE COMMUNITY ENTERPRISES		No
(3) APPLIED URBAN RESEARCH INSTITUTE 4001 BLUE PARKWAY SUITE 102 KANSAS CITY, MO 64130 43-1685733	INACTIVE	MO	501(C)(3)	LINE 11B, II	SWOPE COMMUNITY ENTERPRISES		No
(4) SWOPE HEALTH FOUNDATION 3801 BLUE PARKWAY KANSAS CITY, MO 64130 43-1497518	RAISE FUNDS TO SUPPORT THE CLINICAL PROGRAMS OF SWOPE HEALTH SERVICES	MO	501(C)(3)	LINE 7	SWOPE HEALTH SERVICES	Yes	
(5) SWOPE PARKWAY HOUSING 4001 BLUE PARKWAY SUITE 102 KANSAS CITY, MO 64130 43-1531202	PROVIDES HOUSING TO ELDERLY AND DISABLED PERSONS	MO	501(C)(3)	LINE 7	SWOPE HEALTH SERVICES	Yes	

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.

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.

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

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

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

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)

- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)

- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)

- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses

- r** Other transfer of cash or property to related organization(s)
- s** Other transfer of cash or property from related organization(s)

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

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 related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
See Additional Data Table			

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.

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions)

Return Reference	Explanation
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Schedule R (Form 990) 2013

Additional Data

Software ID:
Software Version:
EIN: 43-0957840
Name: SWOPE HEALTH SERVICES

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

Form 990, Schedule R, Part V - Transactions With Related Organizations

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
SWOPE HEALTH FOUNDATION	Q	156,538	FMV
SWOPE PARKWAY HOUSING	L	77,278	FMV
SWOPE COMMUNITY BUILDERS	K	164,105	FMV
SWOPE HEALTH FOUNDATION	L	53,031	FMV
SWOPE COMMUNITY BUILDERS	L	198,000	FMV
SWOPE COMMUNITY ENTERPRISE	L	55,009	FMV
SWOPE COMMUNITY BUILDERS	S	1,037,651	FMV