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Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0047

2015Open to Public
Inspection**A** For the 2015 calendar year, or tax year beginning , 2015, and ending , 20

B Check if applicable: ☒ Address change ☐ Name change ☐ Initial return ☐ Final return/terminated ☐ Amended return ☒ Application pending	C Name of organization SUTTER HEALTH PLAN		D Employer identification number 46-1183948
	Doing business as SUTTER HEALTH PLUS		E Telephone number (916) 286-6665
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	
	C/O SH TAX 2200 RIVER PLAZA DRIVE		
	City or town, state or province, country, and ZIP or foreign postal code SACRAMENTO, CA 95833		G Gross receipts \$ 78,770,824.
F Name and address of principal officer STEPHEN NOLTE SAME AS C ABOVE		H(a) Is this a group return for subordinates? ☐ Yes ☒ No H(b) Are all subordinates included? ☐ Yes ☐ No If "No," attach a list (see instructions)	
I Tax-exempt status ☒ 501(c)(3) ☐ 501(c) () ◀ (insert no) 4947(a)(1) or 527		H(c) Group exemption number ▶	
J Website ▶ WWW.SUTTERHEALTH.ORG			
K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶		L Year of formation 2012	M State of legal domicile CA

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities <u>THE SPECIFIC AND PRIMARY PURPOSE OF THIS CORPORATION IS TO SUPPORT OR BENEFIT SUTTER HEALTH AND ITS CHARITABLE SUBSIDIARIES.</u>		
	2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	8.
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	5.
	5 Total number of individuals employed in calendar year 2015 (Part V, line 2a)	5	85.
	6 Total number of volunteers (estimate if necessary)	6	0.
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
7b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	0.	0.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	31,011,462.	78,657,217.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9b, 10c, and 11e)	61,329.	105,935.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	31,586.	7,672.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	31,104,377.	78,770,824.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	108,000.	200,000.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	7,964,951.	11,631,776.
	16b Total fundraising expenses (Part IX, column (D), line 25)	0.	0.
Expenses	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	42,062,582.	94,401,555.
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	50,135,533.	106,233,331.
	19 Revenue less expenses Subtract line 18 from line 12	-19,031,156.	-27,462,507.
	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
Net Assets or Fund Balances	21 Total liabilities (Part X, line 26)	41,240,511.	41,443,753.
	22 Net assets or fund balances Subtract line 21 from line 20	17,576,968.	31,196,229.
		23,663,543.	10,247,524.

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 <i>Shelly Boehm</i>	Date 11/03/2016
	Type or print name and title SHELLY BOEHM CFO	
Preparer Use Only	Print/Type preparer's name DEBRA HEISKALA	Preparer's signature <i>Debra Heiskala</i>
	Firm's name ▶ ERNST & YOUNG U.S. LLP	Date 11/04/2016
	Firm's address ▶ 4370 LA JOLLA VILLAGE DR, STE 500 SAN DIEGO, CA 92122	Check ☐ if self-employed PTIN P00649485
	Firm's EIN ▶ 34-6565596	Phone no 858-535-7200

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

For Paperwork Reduction Act Notice, see the separate instructions

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Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III ☒ **X****1** Briefly describe the organization's mission

THE SPECIFIC AND PRIMARY PURPOSE OF THIS CORPORATION IS TO SUPPORT OR
BENEFIT SUTTER HEALTH AND ITS CHARITABLE SUBSIDIARIES BY PROVIDING
REASONABLY PRICED COMPREHENSIVE HEALTHCARE COVERAGE OPTIONS TO OUR
SOCIALY AND ECONOMICALLY DIVERSE COMMUNITIES THAT WE SERVE.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☒ **X** Yes ☐ No

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

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

If "Yes," describe these changes on Schedule O

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

4a (Code:) (Expenses \$ 77,952,472 including grants of \$ 200,000) (Revenue \$ 78,657,217)
SEE SCHEDULE O

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

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

4d Other program services (Describe in Schedule O)

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

4e Total program service expenses ► 77,952,472.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A.	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?		X
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.		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II.		X
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.		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I.		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II.		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III.		X
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.		X
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.		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.	X	
b Did the organization report an amount for investments-other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII.		X
c Did the organization report an amount for investments-program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII.		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX.		X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.	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 X.	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII.		X
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.	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E.		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV.		X
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.		X
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.		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions).		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II.		X
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.		X

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Part IV Checklist of Required Schedules (continued)

	Yes	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H.		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II.	X	
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III.		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J.	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a.		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
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?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I.		X
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.		X
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 "Yes," complete Schedule L, Part II.		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III.		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV.		X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV.		X
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.		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M.		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M.		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I.		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II.		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I.		X
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.	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
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.	X	
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.		X
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.		X
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.	X	

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Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck 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 95		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b 0.		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 85		
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	X	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a		X
b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O.	3b		
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		X
b If "Yes," enter the name of the foreign country ▶ See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR)			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a		X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a		X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8822?	7c		X
d If "Yes," indicate the number of Forms 8822 filed during the year	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8 Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8		
9 Sponsoring organizations maintaining donor advised funds.			
a Did the sponsoring organization make any taxable distributions under section 4966?	9a		
b Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b		
10 Section 501(c)(7) organizations. Enter			
a Initiation fees and capital contributions included on Part VIII, line 12	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b		
11 Section 501(c)(12) organizations. Enter			
a Gross income from members or shareholders.	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O	13a		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b		
c Enter the amount of reserves on hand	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a		X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Check if Schedule O contains a response 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 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		
1b Enter the number of voting members included in line 1a, above, who are independent		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? . .		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets? . . .		X
6 Did the organization have members or stockholders?	X	
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	X	
7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	X	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following.		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

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

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► CA,

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request ☐ 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, address, and telephone number of the person who possesses the organization's books and records ►
 SHELLEY BOEHM 2200 RIVER PLAZA DRIVE SACRAMENTO, CA 95833 916-286-6932

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, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (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	Officer	Key employee	Highest compensated employee	Former			
(1) PATRICK FRY CHAIR, PRESIDENT & CEO SH	1.00 40.00	X		X				0.	3,841,745.	3,627,909.
(2) SARAH KREVANS TRUSTEE, VICE CHAIR, COO SH	1.00 40.00	X		X				0.	2,077,694.	496,140.
(3) STEVE NOLTE TRUSTEE, PRESIDENT SH PLAN	40.00 0.	X		X				0.	906,816.	202,821.
(4) JEFF BURDA TRUSTEE	1.00 0.	X						0.	0.	0.
(5) PAUL FELDSTEIN, MD TRUSTEE	1.00 0.	X						0.	0.	0.
(6) JIM GRAY TRUSTEE	1.00 0.	X						0.	0.	0.
(7) STEVE PLAU TRUSTEE	1.00 0.	X						0.	0.	0.
(8) STEPHANIE WALTON, MD TRUSTEE	1.00 0.	X						0.	0.	0.
(9) ROBERT REED CFO SH (PART-YEAR)	1.00 40.00	X						0.	1,725,254.	151,622.
(10) SUZANNE CHAMMOUT SECRETARY (PART YEAR), SH OGC	1.00 40.00			X				0.	231,747.	20,252.
(11) ROBERT CAIONE CFO SH PLAN	40.00 0.			X				0.	421,563.	46,778.
(12) GRETCHEN LACHANCE SECR. (PT YR), ASSIST GEN CNSL	1.00 40.00			X				0.	185,724.	24,049.
(13) DENNIS BALMER INTERIM CFO (PT YR)/FIN. DRCTR	40.00 0.			X				145,900.	0.	19,950.
(14) JENNIFER SCHIRMER V.P. OPERATIONS, SHP	40.00 0.				X			0.	319,400.	58,635.

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

(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	Officer	Key employee	Highest compensated employee	Former			
(15) JENNIFER NUOVO, MD CME SUTTER HEALTH PLAN	40.00 0.				X			0.	499,251.	66,130.
(16) MONICA MAJORS VP, MKTG & STRTG SALES SH PLAN	40.00 0.				X			0.	362,327.	59,661.
(17) ROBERT CARNAROLI VP, SALES SUTTER HEALTH PLAN	40.00 0.				X			0.	397,249.	49,405.
(18) JILL GLENN DIRECTOR UTIL. & CASE MGMT.SAC	40.00 0.					X		190,026.	0.	26,630.
(19) WILLIAM CARPENTER ACCOUNT EXECUTIVE	40.00 0.					X		159,303.	0.	8,962.
(20) ZSOLE MUNOZ DIRECTOR OPERATIONS	40.00 0.					X		162,446.	0.	24,488.
(21) JERI LAZARO DIR. NETWORK DEV. & CONTRCTING	40.00 0.					X		155,998.	0.	15,957.
(22) CHRISTINE KEATING-HAWLISCH DIR. SH PLAN COMMUNICATIONS	40.00 0.					X		157,437.	0.	15,860.
(23) PETER ANDERSON SH VP STRATEGY & BUS. DEVELOP.	0. 40.00						X	0.	1,252,923.	287,635.
1b Sub-total								145,900.	9,709,943.	4,648,156.
c Total from continuation sheets to Part VII, Section A								825,210.	2,511,750.	554,728.
d Total (add lines 1b and 1c)								971,110.	12,221,693.	5,202,884.

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 **17**

	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>	X	
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 1		
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization 23		

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				
	1b	Membership dues				
	1c	Fundraising events				
	1d	Related organizations				
	1e	Government grants (contributions)				
	1f	All other contributions, gifts, grants and similar amounts not included above				
	g	Noncash contributions included in lines 1a-1f \$				
	h	Total. Add lines 1a-1f	0			
Program Service Revenue	2a	Business Code				
	2a	FEFATIUM RE ENCL	524 14	78,217,697	78,217,697	
	b	ADMINISTRATIVE FEES	900000	0	3,900.00	
	c					
	d					
	e					
	f	All other program service revenue				
g	Total. Add lines 2a-2f	78,217,697				
Other Revenue	3	Investment income (including dividends, interest and other similar amounts)	105,935			105,935
	4	Income from investment of tax-exempt bond proceeds	0			
	5	Royalties	0			
	6a	Gross rents				
	b	Less: rental expenses				
	c	Rental income or (loss)				
	d	Net rental income or (loss)	0			
	7a	Gross amount from sales of assets other than inventory				
	b	Less: cost or other basis and sales expenses				
	c	Gain or (loss)				
	d	Net gain or (loss)	0			
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV line 18				
	b	Less: direct expenses				
	c	Net income or (loss) from fundraising events	0			
	9a	Gross income from gaming activities See Part IV line 19				
	b	Less: direct expenses				
	c	Net income or (loss) from gaming activities	0			
	10a	Gross sales of inventory less returns and allowances				
	b	Less: cost of goods sold				
	c	Net income or (loss) from sales of inventory	0			
Miscellaneous Revenue		Business Code				
11a	MISCELLANEOUS REVENUE	000	5,567		5,567	
b	FEES - REFUND	000	2,103		2,103	
c						
d	All other revenue					
e	Total. Add lines 11a-11d		7,672			
12	Total revenue. See instructions		78,225,369	78,225,369		

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 domestic organizations and domestic governments. See Part IV, line 21	200,000.	200,000.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22	0.			
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16	0.			
4 Benefits paid to or for members	0.			
5 Compensation of current officers, directors, trustees, and key employees	2,289,037.		2,289,037.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.			
7 Other salaries and wages	4,930,943.		4,930,943.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	193,228.		193,228.	
9 Other employee benefits	3,763,791.		3,763,791.	
10 Payroll taxes	454,777.		454,777.	
11 Fees for services (non-employees)				
a Management	12,956,082.	3,887,753.	9,068,329.	
b Legal	886,333.		886,333.	
c Accounting	305,805.		305,805.	
d Lobbying	0.			
e Professional fundraising services. See Part IV, line 17.	0.			
f Investment management fees	4,423.		4,423.	
g Other (if line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	54,018.		54,018.	
12 Advertising and promotion	247,147.		247,147.	
13 Office expenses	407,223.		407,223.	
14 Information technology	702,783.		702,783.	
15 Royalties	0.			
16 Occupancy	343,317.		343,317.	
17 Travel	101,193.		101,193.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings	7,102.		7,102.	
20 Interest	4,131.	4,131.		
21 Payments to affiliates	0.			
22 Depreciation, depletion, and amortization	204,987.		204,987.	
23 Insurance	1,651,540.	1,593,710.	57,830.	
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 CLAIMS	68,967,780.	68,967,780.		
b PURCHASED SERVICES	3,440,609.		3,440,609.	
c REPAIRS AND MAINTENANCE	267,202.		267,202.	
d BROKER COMMISSIONS	2,121,529.	2,121,529.		
e All other expenses	1,728,351.	1,177,569.	550,782.	
25 Total functional expenses. Add lines 1 through 24e	106,233,331.	77,952,472.	28,280,859.	
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)	0.			

Form 990 (2015)

Part X Balance Sheet

Check 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	14,819,694.	1	12,093,459.
	2 Savings and temporary cash investments	19,151,584.	2	13,342,535.
	3 Pledges and grants receivable, net	0.	3	0.
	4 Accounts receivable, net	6,200,260.	4	12,691,887.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	0.	5	0.
	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	0.	6	0.
	7 Notes and loans receivable, net	0.	7	0.
	8 Inventories for sale or use	0.	8	0.
	9 Prepaid expenses and deferred charges	143,327.	9	2,267,749.
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 1,443,127.		
	b Less accumulated depreciation	10b 395,004.	10c	1,048,123.
	11 Investments - publicly traded securities	0.	11	0.
	12 Investments - other securities See Part IV, line 11	0.	12	0.
	13 Investments - program-related. See Part IV, line 11	0.	13	0.
	14 Intangible assets	0.	14	0.
	15 Other assets See Part IV, line 11	0.	15	0.
16 Total assets. Add lines 1 through 15 (must equal line 34)	41,240,511.	16	41,443,753.	
Liabilities	17 Accounts payable and accrued expenses	10,236,367.	17	14,964,896.
	18 Grants payable	0.	18	0.
	19 Deferred revenue	6,519,329.	19	15,165,600.
	20 Tax-exempt bond liabilities	0.	20	0.
	21 Escrow or custodial account liability Complete Part IV of Schedule D	0.	21	0.
	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	0.	22	0.
	23 Secured mortgages and notes payable to unrelated third parties	0.	23	0.
	24 Unsecured notes and loans payable to unrelated third parties	0.	24	0.
	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	821,272.	25	1,065,733.
	26 Total liabilities. Add lines 17 through 25	17,576,968.	26	31,196,229.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ☒ and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	23,663,543.	27	10,247,524.
	28 Temporarily restricted net assets	0.	28	0.
	29 Permanently restricted net assets	0.	29	0.
	Organizations that do not follow SFAS 117 (ASC 958), check here ☐ and complete lines 30 through 34			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	23,663,543.	33	10,247,524.
	34 Total liabilities and net assets/fund balances.	41,240,511.	34	41,443,753.

Form 990 (2015)

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	78,770,824.
2	Total expenses (must equal Part IX, column (A), line 25)	2	106,233,331.
3	Revenue less expenses Subtract line 2 from line 1	3	-27,462,507.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	23,663,543.
5	Net unrealized gains (losses) on investments	5	46,488.
6	Donated services and use of facilities	6	0.
7	Investment expenses	7	0.
8	Prior period adjustments	8	0.
9	Other changes in net assets or fund balances (explain in Schedule O)	9	14,000,000.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	10,247,524.

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. ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? 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 ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis		X
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 ☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis	X	
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	X	
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?		X
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		

Form **990** (2015)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

▶ Attach to Form 990 or Form 990-EZ.

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

OMB No 1545-0047

2015

Open to Public Inspection

Name of the organization

SUTTER HEALTH PLAN

Employer identification number

46-1183948

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 (Form 990 or 990-EZ).)
- 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 in lines 11a through 11d that describes the type of supporting organization and complete lines 11e, 11f, and 11g
- a ☐ **Type I** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
- b ☐ **Type II** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
- c ☐ **Type III functionally integrated** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
- d ☐ **Type III non-functionally integrated** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
- e ☐ Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization
- f Enter the number of supported organizations: _____
- g Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
(A)						
(B)						
(C)						
(D)						
(E)						
Total						

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

Schedule A (Form 990 or 990-EZ) 2015

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) 2011	(b) 2012	(c) 2013	(d) 2014	(e) 2015	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2011	(b) 2012	(c) 2013	(d) 2014	(e) 2015	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2015 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2014 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2015. 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 - 2014. 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 - 2015. 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 VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		☐
b 10%-facts-and-circumstances test - 2014. 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 VI 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) 2011	(b) 2012	(c) 2013	(d) 2014	(e) 2015	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	0	0	0	0	0	0
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				31,011,462	78,657,217	109,668,679
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 Total. Add lines 1 through 5				31,011,462	78,657,217	109,668,679
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0
c Add lines 7a and 7b.						0
8 Public support. (Subtract line 7c from line 6)						109,668,679

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2011	(b) 2012	(c) 2013	(d) 2014	(e) 2015	(f) Total
9 Amounts from line 6.				31,011,462	78,657,217	109,668,679
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources			101,518	61,329	101,303	264,150
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b			101,518	61,329	101,303	264,150
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI)			22	31,586	7,672	39,280
13 Total support. (Add lines 9, 10c, 11, and 12)			101,540	31,104,377	78,766,192	109,972,109
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ☒						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2015 (line 8, column (f) divided by line 13, column (f)).	15	%
16 Public support percentage from 2014 Schedule A, Part III, line 15.	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2015 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2014 Schedule A, Part III, line 17	18	%

- 19a 33 1/3% support tests - 2015.** 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 - 2014.** 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 Supporting Organizations

(Complete only if you checked a box in line 11 of Part I. If you checked 11a of Part I, complete Sections A and B. If you checked 11b of Part I, complete Sections A and C. If you checked 11c of Part I, complete Sections A, D, and E. If you checked 11d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2)		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use		
4a Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes," and if you checked 11a or 11b in Part I, answer (b) and (c) below.		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI , including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document)		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI .		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ)		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ)		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI .		
b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI .		
c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI .		
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer 10b below		
b Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings)		

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?	11a	
b A family member of a person described in (a) above?	11b	
c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI .	11c	

Section B. Type I Supporting Organizations

	Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.	1	
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.	2	

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).	1	

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?	1	
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).	2	
3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.	3	

Section E. Type III Functionally-Integrated Supporting Organizations

	Yes	No
1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).		
a ☐ The organization satisfied the Activities Test. Complete line 2 below.		
b ☐ The organization is the parent of each of its supported organizations. Complete line 3 below.		
c ☐ The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
2 Activities Test. Answer (a) and (b) below.		
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.	2a	
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.	2b	
3 Parent of Supported Organizations. Answer (a) and (b) below.		
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI .	3a	
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.	3b	

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

- 1 ☐ Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970. See instructions. All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1 Net short-term capital gain	1		
2 Recoveries of prior-year distributions	2		
3 Other gross income (see instructions)	3		
4 Add lines 1 through 3	4		
5 Depreciation and depletion	5		
6 Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6		
7 Other expenses (see instructions)	7		
8 Adjusted Net Income (subtract lines 5, 6 and 7 from line 4)	8		
Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1 Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):			
a Average monthly value of securities	1a		
b Average monthly cash balances	1b		
c Fair market value of other non-exempt-use assets	1c		
d Total (add lines 1a, 1b, and 1c)	1d		
e Discount claimed for blockage or other factors (explain in detail in Part VI)			
2 Acquisition indebtedness applicable to non-exempt-use assets	2		
3 Subtract line 2 from line 1d	3		
4 Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4		
5 Net value of non-exempt-use assets (subtract line 4 from line 3)	5		
6 Multiply line 5 by .035	6		
7 Recoveries of prior-year distributions	7		
8 Minimum Asset Amount (add line 7 to line 6)	8		
Section C - Distributable Amount			Current Year
1 Adjusted net income for prior year (from Section A, line 8, Column A)	1		
2 Enter 85% of line 1	2		
3 Minimum asset amount for prior year (from Section B, line 8, Column A)	3		
4 Enter greater of line 2 or line 3	4		
5 Income tax imposed in prior year	5		
6 Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6		
7 ☐ Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions)			

Schedule A (Form 990 or 990-EZ) 2015

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions		Current Year
1	Amounts paid to supported organizations to accomplish exempt purposes	
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3	Administrative expenses paid to accomplish exempt purposes of supported organizations	
4	Amounts paid to acquire exempt-use assets	
5	Qualified set-aside amounts (prior IRS approval required)	
6	Other distributions (describe in Part VI) See instructions	
7	Total annual distributions. Add lines 1 through 6	
8	Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI) See instructions	
9	Distributable amount for 2015 from Section C, line 6	
10	Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)		(i) Excess Distributions	(ii) Underdistributions Pre-2015	(iii) Distributable Amount for 2015
1	Distributable amount for 2015 from Section C, line 6			
2	Underdistributions, if any, for years prior to 2015 (reasonable cause required-see instructions)			
3	Excess distributions carryover, if any, to 2015			
a				
b				
c				
d	From 2013			
e	From 2014			
f	Total of lines 3a through e			
g	Applied to underdistributions of prior years			
h	Applied to 2015 distributable amount			
i	Carryover from 2010 not applied (see instructions)			
j	Remainder Subtract lines 3g, 3h, and 3i from 3f			
4	Distributions for 2015 from Section D, line 7 \$			
a	Applied to underdistributions of prior years			
b	Applied to 2015 distributable amount			
c	Remainder. Subtract lines 4a and 4b from 4.			
5	Remaining underdistributions for years prior to 2015, if any Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions)			
6	Remaining underdistributions for 2015. Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions)			
7	Excess distributions carryover to 2016. Add lines 3j and 4c			
8	Breakdown of line 7:			
a				
b				
c	Excess from 2013			
d	Excess from 2014			
e	Excess from 2015			

Schedule A (Form 990 or 990-EZ) 2015

Part VI **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).

SCHEDULE A, PART III, OTHER INCOME

	2013	2014	2015
REBATES & REFUNDS	\$ 22	281	2,105
MISCELLANEOUS INCOME	\$	31,305	5,567

TOTAL	\$ 22	31,586	7,672

**SCHEDULE D
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

► Complete if the organization answered "Yes" on Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

► Attach to Form 990.

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

OMB No 1545-0047

2015

**Open to Public
Inspection**

Name of the organization

SUTTER HEALTH PLAN

Employer identification number

46-1183948

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of 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" on Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or education)	☐ Preservation of a historically important land area
☐ Protection of natural habitat	☐ Preservation of a certified historic structure
☐ Preservation of open space	

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

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

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

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

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

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

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, 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" on 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) Revenue 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 Revenue included in Form 990, Part VIII, line 1 ► \$ _____

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

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

Schedule D (Form 990) 2015

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)
- a ☐ Public exhibition d ☐ Loan or exchange programs
- b ☐ Scholarly research e ☐ Other _____
- c ☐ 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" on 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 |
|---|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? ☐ Yes ☐ No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII ☐ Yes ☐ No

Part V Endowment Funds.

Complete if the organization answered "Yes" on 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 on 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 ☐ Yes ☐ No
- (ii) related organizations ☐ Yes ☐ No
- b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R? ☐ Yes ☐ No
- 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" on 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				
b Buildings				
c Leasehold improvements		525,478.	202,102.	323,376.
d Equipment		793,711.	192,902.	600,809.
e Other		123,938.		123,938.
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10c)				1,048,123.

Schedule D (Form 990) 2015

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" on 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) _____		
(B) _____		
(C) _____		
(D) _____		
(E) _____		
(F) _____		
(G) _____		
(H) _____		
Total (Column (b) must equal Form 990, Part X, col (B) line 12.) ►		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" on 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
(1) _____		
(2) _____		
(3) _____		
(4) _____		
(5) _____		
(6) _____		
(7) _____		
(8) _____		
(9) _____		
Total (Column (b) must equal Form 990, Part X, col (B) line 13.) ►		

Part IX Other Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) _____	
(2) _____	
(3) _____	
(4) _____	
(5) _____	
(6) _____	
(7) _____	
(8) _____	
(9) _____	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ►	

Part X Other Liabilities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) INTERCOMPANY PAYABLES	1,065,733.
(3) _____	
(4) _____	
(5) _____	
(6) _____	
(7) _____	
(8) _____	
(9) _____	
Total (Column (b) must equal Form 990, Part X, col (B) line 25.) ►	

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" on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
a	Net unrealized gains (losses) on investments	2a		
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	
3	Subtract line 2e from line 1		3	
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		
c	Add lines 4a and 4b		4c	
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)		5	

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	
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	
3	Subtract line 2e from line 1		3	
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		
c	Add lines 4a and 4b		4c	
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)		5	

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.

SEE PAGE 5

Part XIII Supplemental Information (continued)

SCHEDULE D, PART X, LINE 2

THIS ORGANIZATION WAS PART OF A CONSOLIDATED FINANCIAL SYSTEM AUDIT. THE
ASC 740 AUDIT FOOTNOTE DISCLOSURE FOR THE SUTTER SYSTEM IS AS FOLLOWS:

SUTTER HEALTH, THE LEGAL ENTITY, AND MOST AFFILIATES HAVE BEEN DETERMINED
TO BE EXEMPT ORGANIZATIONS BY THE INTERNAL REVENUE SERVICE, (PURSUANT TO
INTERNAL REVENUE CODE SECTION 501(C) (3)), AND THE CALIFORNIA FRANCHISE
TAX BOARD (PURSUANT TO CALIFORNIA REVENUE AND TAXATION CODE 23701(D))
AND, GENERALLY, ARE NOT SUBJECT TO TAXES ON INCOME.

CERTAIN ACTIVITIES OF SUTTER ARE SUBJECT TO INCOME TAXES; HOWEVER, SUCH
ACTIVITIES ARE NOT SIGNIFICANT TO THE CONSOLIDATED FINANCIAL STATEMENTS.
WITH RESPECT TO ITS FOR-PROFIT SUBSIDIARIES AND TAXABLE ACTIVITIES,
SUTTER RECORDS INCOME TAXES USING THE LIABILITY METHOD UNDER WHICH
DEFERRED TAX ASSETS AND LIABILITIES ARE DETERMINED BASED ON THE
DIFFERENCES BETWEEN THE FINANCIAL ACCOUNTING AND TAX BASIS OF ASSETS AND
LIABILITIES. DEFERRED TAX ASSETS OR LIABILITIES AT THE END OF EACH PERIOD
ARE DETERMINED USING THE CURRENTLY ENACTED TAX RATE EXPECTED TO APPLY TO
TAXABLE INCOME IN THE PERIODS THAT THE DEFERRED TAX ASSET OR LIABILITY IS
EXPECTED TO BE REALIZED OR SETTLED.

SUTTER RECOGNIZES THE TAX BENEFIT FROM UNCERTAIN TAX POSITIONS ONLY IF IT
IS MORE LIKELY THAN NOT THAT THE TAX POSITIONS WILL BE SUSTAINED ON
EXAMINATION BY THE TAX AUTHORITIES, BASED ON THE TECHNICAL MERITS OF THE
POSITION. THE TAX BENEFIT IS MEASURED BASED ON THE LARGEST BENEFIT THAT
HAS A GREATER THAN 50% LIKELIHOOD OF BEING REALIZED UPON ULTIMATE
SETTLEMENT. SUTTER RECOGNIZES INTEREST AND PENALTIES RELATED TO INCOME

Part XIII Supplemental Information (continued)

TAX MATTERS IN OPERATING EXPENSES. AT DECEMBER 31, 2015 AND 2014, THERE
WERE NO SUCH UNCERTAIN TAX POSITIONS.

SCHEDULE I
(Form 990)

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

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

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

Department of the Treasury
Internal Revenue Service

Name of the organization

SUTTER HEALTH PLAN

Employer identification number

46-1183948

OMB No 1545-0047

2015

Open to Public
Inspection

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☐ Yes ☒ No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) CENTER FOR HEALTHCARE DECISIONS, INC 955 UNIVERSITY AVE SACRAMENTO, CA 95825	68-0441958	501 (C) (3)	10,000				PROGRAM SUPPORT
(2) UNITED WAY OF STANISLAUS COUNTY PO BOX 3066 MODESTO, CA 95353	94-1212129	501 (C) (3)	65,000				PROGRAM SUPPORT
(3) COUNTY OF SONOMA 3313 CHANATE ROAD SANTA ROSA, CA 95404	94-6000539	GOVT	40,000				PROGRAM SUPPORT
(4) SHADI CREEK OUTDOOR EDUCATION FOUNDATION 970 KLAMATH LAKE YUBA CITY, CA 95993	68-0239809	501 (C) (3)	75,000				PROGRAM SUPPORT
(5) STOCKTON UNIFIED SCHOOL DISTRICT 931 E MAGNOLIA STREET STOCKTON, CA 95202	94-6002661	GOVT	10,000				PROGRAM SUPPORT
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table							5.
3 Enter total number of other organizations listed in the line 1 table							

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

Schedule I (Form 990) (2015)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1						
2						
3						
4						
5						
6						
7						

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

SCHEDULE I, PART I, LINE 2

ORGANIZATION'S PROCEDURES FOR MONITORING THE USE OF THE GRANTS

THE SUTTER HEALTH SYSTEM HAS AN OVERLAP IN LEADERSHIP WHICH MONITORS THE
USE OF GRANTS BETWEEN AFFILIATES.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990.

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

OMB No 1545-0047

2015

**Open to Public
Inspection**

Name of the organization

SUTTER HEALTH PLAN

Employer identification number

46-1183948

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 on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|---|--|
| ☐ First-class or charter travel | ☐ Housing allowance or residence for personal use |
| ☐ Travel for companions | ☐ Payments for business use of personal residence |
| ☒ Tax indemnification and gross-up payments | ☐ Health or social club dues or initiation fees |
| ☐ Discretionary spending account | ☐ Personal services (e.g., maid, chauffeur, chef) |

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

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and 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.

- | | |
|---|---|
| ☒ Compensation committee | ☐ Written employment contract |
| ☒ Independent compensation consultant | ☒ Compensation survey or study |
| ☐ Form 990 of other organizations | ☒ Approval by the board or compensation committee |

4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

5 For persons listed on 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 on 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" on line 6a or 6b, describe in Part III.

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

8 Were any amounts reported on 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	X	
2	X	
4a		X
4b	X	
4c		X
5a		X
5b		X
6a		X
6b		X
7	X	
8		X
9		

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

Schedule J (Form 990) 2015

Schedule J (Form 990) 2015

Page 2

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 on 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 in column (B) reported as deferred on prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 PATRICK FRY CHAIR, PRESIDENT & CEO SH	(i) 0.	0.	0.	0.	0.	0.	0.
(ii) 1,562,833.	1,913,420.	365,492.	3,592,743.	35,166.	7,469,654.	1,281,022.	
2 SARAH KREVANS TRUSTEE, VICE CHAIR, COO SH	(i) 0.	0.	0.	0.	0.	0.	0.
(ii) 1,045,572.	888,993.	143,129.	470,092.	26,048.	2,573,834.	559,293.	
3 STEVE NOLTE TRUSTEE, PRESIDENT SH PLAN	(i) 0.	0.	0.	0.	0.	0.	0.
(ii) 566,421.	328,260.	12,135.	176,892.	25,929.	1,109,637.	130,242.	
4 SUZANNE CHAMMOUT SECRETARY (PART YEAR), SH OGC	(i) 0.	0.	0.	0.	0.	0.	0.
(ii) 204,499.	27,248.	0.	12,051.	8,201.	251,999.	0.	
5 JENNIFER SCHIRMER VP OPERATIONS, SHP	(i) 0.	0.	0.	0.	0.	0.	0.
(ii) 243,711.	75,495.	194.	43,523.	15,112.	378,035.	0.	
6 ROBERT CAIONE CFO SH PLAN	(i) 0.	0.	0.	0.	0.	0.	0.
(ii) 322,584.	59,500.	39,479.	29,892.	16,886.	468,341.	0.	
7 JENNIFER NUOVO, MD CME SUTTER HEALTH PLAN	(i) 0.	0.	0.	0.	0.	0.	0.
(ii) 354,891.	136,517.	7,843.	64,292.	1,838.	565,381.	28,839.	
8 PETER ANDERSON SH VP STRATEGY & BUS DEVELOP	(i) 0.	0.	0.	0.	0.	0.	0.
(ii) 592,307.	578,780.	81,836.	269,142.	18,493.	1,540,558.	373,736.	
9 MONICA MAJORS VP, MKTG & STRTG SALES SH PLAN	(i) 0.	0.	0.	0.	0.	0.	0.
(ii) 260,695.	96,499.	5,133.	43,157.	16,504.	421,988.	20,467.	
10 ROBERT REED CFO SH (PART-YEAR)	(i) 0.	0.	0.	0.	0.	0.	0.
(ii) 19,833.	908,476.	796,945.	149,984.	1,638.	1,876,876.	935,017.	
11 JILL GLENN DIRECTOR UTIL. & CASE MGMT SAC	(i) 0.	0.	0.	0.	0.	0.	0.
(ii) 171,546.	18,480.	0.	9,881.	16,749.	216,656.	0.	
12 ROBERT CARNAROLI VP, SALES SUTTER HEALTH PLAN	(i) 0.	0.	0.	0.	0.	0.	0.
(ii) 195,967.	194,963.	6,319.	32,950.	16,455.	446,654.	0.	
13 WILLIAM CARPENTER ACCOUNT EXECUTIVE	(i) 0.	0.	0.	0.	0.	0.	0.
(ii) 72,327.	85,646.	1,330.	8,284.	678.	168,265.	0.	
14 ZSOLE MUNOZ DIRECTOR OPERATIONS	(i) 0.	0.	0.	0.	0.	0.	0.
(ii) 146,440.	16,006.	0.	8,447.	16,041.	186,934.	0.	
15 JERI LAZARO DIR NETWORK DEV & CONTRACTING	(i) 0.	0.	0.	0.	0.	0.	0.
(ii) 155,998.	0.	0.	8,112.	7,845.	171,955.	0.	
16 CHRISTINE KEATING-HAWLI DIR SH PLAN COMMUNICATIONS	(i) 0.	0.	0.	0.	0.	0.	0.
(ii) 147,272.	10,165.	0.	8,187.	7,673.	173,297.	0.	
	0.	0.	0.	0.	0.	0.	0.

Schedule J (Form 990) 2015

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 on 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 in column (B) reported as deferred on prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 GRETCHEN LACHANCE SECR (PT YR), ASSIST GEN CNSL	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 185,724.	0.	0.	9,658.	14,391.	209,773.	0.
2 DENNIS BALMER INTERIM CFO (PT YR)/FIN DRCTR	(i) 144,229.	0.	1,671.	7,500.	12,450.	165,850.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
3	(i)						
	(ii)						
4	(i)						
	(ii)						
5	(i)						
	(ii)						
6	(i)						
	(ii)						
7	(i)						
	(ii)						
8	(i)						
	(ii)						
9	(i)						
	(ii)						
10	(i)						
	(ii)						
11	(i)						
	(ii)						
12	(i)						
	(ii)						
13	(i)						
	(ii)						
14	(i)						
	(ii)						
15	(i)						
	(ii)						
16	(i)						
	(ii)						

Part III Supplemental Information

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

SCHEDULE J, PART I, LINE 1A

TAX INDEMNIFICATION:

STANDARD POLICY FOR ALL SUTTER HEALTH EMPLOYEES IS THAT NON-CASH GIFTS AND AWARDS ARE GROSSED-UP FOR TAX PURPOSES. THE AMOUNT OF THE GROSS-UP IS ADDED TO THE EMPLOYEE'S WAGES AND TAXED ACCORDINGLY.

SCHEDULE J, PART I, LINE 3

THE CEO OF THIS ORGANIZATION IS AN EMPLOYEE OF SUTTER HEALTH, A RELATED TAX-EXEMPT ORGANIZATION. THE COMPENSATION COMMITTEE OF THE SUTTER HEALTH BOARD OF DIRECTORS RETAINS ULTIMATE DISCRETIONARY AUTHORITY OVER ALL ELEMENTS OF COMPENSATION TO ASSURE THAT ORGANIZATIONAL PURPOSES ARE APPROPRIATELY BEING SERVED. THE COMPENSATION COMMITTEE USES CREDIBLE DATA SOURCES AND MAINTAINS AN OBJECTIVE "ARMS LENGTH" DECISION-MAKING PROCESS, ENSURING THE INTEGRITY OF SUTTER'S EXECUTIVE PROGRAMS AND CONSISTENCY WITH THE ORGANIZATION'S OVERALL MISSION.

SEE SCHEDULE O NARRATIVE FOR PART VI, LINE 15 FOR A FULL DESCRIPTION OF THE COMPENSATION APPROVAL PROCESS COMPLETED BY SUTTER HEALTH.

Part III Supplemental Information

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

SCHEDULE J, PART I, LINE 4B

NONQUALIFIED RETIREMENT PLAN:

THE PURPOSE OF THE NONQUALIFIED RETIREMENT PLAN IS TO PROVIDE SUTTER

HEALTH EXECUTIVES WITH A COMPETITIVE RETIREMENT BENEFIT CONSISTENT WITH

SUTTER HEALTH'S OVERALL COMPENSATION PHILOSOPHY FOR ALL EMPLOYEES.

CONTRIBUTIONS ARE DESIGNED TAKING INTO CONSIDERATION LOST RETIREMENT

BENEFITS THAT WOULD OTHERWISE BE OBTAINED THROUGH THE QUALIFIED PENSION

PLAN. SUTTER'S PLANS ARE DESIGNED CONSISTENT WITH COMPETITIVE INDUSTRY

PRACTICES.

THE RETIREMENT PLAN FOR SUTTER HEALTH EMPLOYEES IS A COMBINATION OF

SOCIAL SECURITY, 403(B) EMPLOYER MATCH CONTRIBUTIONS AND QUALIFIED PLAN

BENEFITS. SUTTER HEALTH EXECUTIVES ARE GENERALLY INELIGIBLE FOR EMPLOYER

MATCH CONTRIBUTIONS. ADDITIONALLY, QUALIFIED PLAN BENEFITS CAPS HAVE THE

EFFECT OF SUBSTANTIALLY REDUCING RETIREMENT BENEFITS THAT ARE OTHERWISE

PROVIDED TO ALL EMPLOYEES. THE EFFECT IS THAT EXECUTIVES OFTEN DO NOT

RECEIVE THE SAME LEVEL OF RETIREMENT BENEFIT ON AN INCOME REPLACEMENT

BASIS AS OTHER EMPLOYEES.

Part III Supplemental Information

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

TO ENSURE A COMPETITIVE RETIREMENT BENEFIT AND TO ADDRESS THE SHORTFALLS

DESCRIBED ABOVE, SUTTER HEALTH MAKES AN ANNUAL CONTRIBUTION TO A

NON-QUALIFIED 457(F) PLAN FOR ITS EXECUTIVES. THE FORMULA HAS TWO PARTS:

(1) 4% TO 7% OF BASE SALARY (COMMENSURATE WITH MANAGEMENT LEVEL), PLUS

(2) A CONTRIBUTION STARTING AT 5% (BASED UPON TENURE) FOR ELIGIBLE

EARNINGS BEYOND THE IRS DEFINITION OF INCLUDIBLE COMPENSATION ("PENSION

PAY CAP"). THE LATTER OF WHICH IS DESIGNED TO HELP RESTORE LOST PENSION

BENEFITS FORFEITED UNDER THE QUALIFIED PLAN FOR EARNINGS OVER THE PENSION

PAY CAP LIMIT.

CONTRIBUTIONS ARE ALSO MADE FOR A SMALL GROUP OF SENIOR LEVEL EXECUTIVES

WHOSE ESTIMATED RETIREMENT BENEFIT (SOCIAL SECURITY PLUS QUALIFIED PLAN

BENEFITS PLUS 457(F)) FALLS BELOW 50% - 65% OF FINAL 4-YEAR AVERAGE BASE

SALARY WHEN RETIRING AT AGE 65 WITH 22.5 YEARS OF SERVICE. TARGET BENEFIT

LEVELS ARE DISCOUNTED FOR YEARS OF SERVICE LESS THAN 22.5 AT AGE 65.

UNLIKE SUTTER HEALTH'S QUALIFIED PLAN WHERE EMPLOYEE BENEFITS ARE

GUARANTEED (I.E., A DEFINED BENEFIT), SUTTER'S NON-QUALIFIED PLAN

Part III Supplemental Information

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

BENEFITS ARE NOT GUARANTEED BY SUTTER HEALTH. INVESTMENT RISK IS BORNE BY

PARTICIPANTS AND BENEFITS ARE NOT PROTECTED SHOULD SUTTER HEALTH BECOME

INSOLVENT.

THE FOLLOWING INDIVIDUAL RECEIVED 457(F) NON-QUALIFIED PAYMENTS DURING

THE YEAR:

ROBERT REED - \$570,148

SCHEDULE J, PART I, LINE 7

NON-FIXED PAYMENTS:

SPOT AWARDS ARE INFREQUENTLY USED TO REWARD EMPLOYEES. THERE ARE NO

SPECIFIC GUIDELINES FOR THE AMOUNT OF THE SPOT AWARD BUT THE AMOUNT TENDS

TO NOT EXCEED 5% TO 10% OF GROSS ANNUAL SALARY.

ANNUAL INCENTIVE PLAN (AIP)

THE PURPOSE OF THE PLAN IS TO FOCUS EXECUTIVES ON SPECIFIC, SHORTER-TERM

GOALS THAT ARE CRITICAL TO THE ACHIEVEMENT OF AFFILIATE, REGION, AND

SYSTEM-WIDE OBJECTIVES THAT DRIVE OVERALL ORGANIZATION PERFORMANCE. A

PORTION OF THE PLAN AWARD IS DISCRETIONARY IN THAT THE SUPERVISOR MAY ADD

Part III Supplemental Information

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

UP TO 5% TO THE AWARD PROVIDED THE TOTAL AWARD (FORMULA PORTION PLUS DISCRETIONARY) DOES NOT EXCEED THE MAXIMUM ESTABLISHED FOR ANY GIVEN EXECUTIVE.

LONG TERM PERFORMANCE PLANS

SUTTER HEALTH ALSO EMPLOYS LONG TERM PERFORMANCE PLANS WHICH ARE DESIGNED TO FOCUS ON LONGER TERM STRATEGIC OBJECTIVES OF THE ORGANIZATION.

SUTTER'S LONG TERM PERFORMANCE PLAN APPROACH IS A COMBINATION OF BOTH LONGER TERM MEASURES OF ORGANIZATION SUCCESS AND KEY ORGANIZATION STRATEGIES WHICH REQUIRE THE COMBINED EFFORT OF ALL LEADERSHIP TO ACHIEVE SUCCESS.

SUTTER USES A COMMON FATE APPROACH IN THAT ALL PLAN PARTICIPANTS ARE MEASURED AGAINST THE SAME, ORGANIZATION-WIDE CRITERIA VS. INDIVIDUAL EFFORTS. THIS FOSTERS A COMMON PURPOSE ACROSS LEADERSHIP AND A SHARED SENSE OF ACCOUNTABILITY FOR THE OVERALL SUCCESS OF SUTTER HEALTH. TO ENSURE THAT EXTRAORDINARY EFFORTS BY INDIVIDUALS CAN BE RECOGNIZED AND THAT ACTIONS OF LEADERSHIP ARE CONSISTENT WITH SUPPORTING SUTTER HEALTH'S

Part III Supplemental Information

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

OVERALL MISSION, VISION, AND VALUES, SUTTER'S LONG TERM INCENTIVE PLAN APPROACH ALSO INCORPORATES A COMBINATION OF CEO AND SUTTER HEALTH COMPENSATION COMMITTEE DISCRETION. IN SOME CASES, THE SUTTER HEALTH COMPENSATION COMMITTEE HAS DELEGATED AUTHORITY TO THE PRESIDENT & CEO TO MODIFY INDIVIDUAL AWARDS WITHIN LIMITS THAT HAVE BEEN PRE-APPROVED BY THE SUTTER HEALTH COMPENSATION COMMITTEE. THIS INCLUDES BOTH THE REDUCTION AND INCREASE OF AWARD AMOUNTS. SUCH MODIFICATIONS GENERALLY DO NOT EXCEED +/- 20% AND ARE EMPLOYED JUDICIOUSLY. IN ALL CASES, THE COMPENSATION COMMITTEE OF THE BOARD DETERMINES ACHIEVEMENT OF ORGANIZATION GOALS AND MAKES FINAL AWARD DETERMINATION WHICH MAY RESULT IN A REDUCTION OF AWARD IF APPROPRIATE. ALL SENIOR EXECUTIVE AWARDS ARE REVIEWED FOR COMPENSATION REASONABLENESS AND APPROVED PRIOR TO PAYMENT BY THE COMPENSATION COMMITTEE.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2015

**Open to Public
Inspection**

Name of the organization

SUTTER HEALTH PLAN

Employer identification number

46-1183948

FORM 990, PART III, LINE 2

SIGNIFICANT PROGRAM SERVICES UNDERTAKEN

IN 2015, SUTTER HEALTH PLAN BEGAN COVERING MEMBERS IN THE WEST AND EAST
BAY REGIONS.

FORM 990, PART III, LINE 4A

PROGRAM SERVICE ACCOMPLISHMENTS

SUTTER HEALTH PLAN (DOING BUSINESS AS SUTTER HEALTH PLUS) IS AN AFFILIATE
OF THE SUTTER HEALTH SYSTEM, A COMPREHENSIVE NETWORK OF CARE SPANNING
MORE THAN 20 COUNTIES ACROSS NORTHERN CALIFORNIA. THE SUTTER NETWORK
INCLUDES NINE PHYSICIAN ORGANIZATIONS, TWO DOZEN ACUTE CARE HOSPITALS AND
A WIDE ARRAY OF MEDICAL RESEARCH FACILITIES, TRAINING PROGRAMS, CARE
CENTERS AND SPECIALTY SERVICES.

WE BELIEVE THAT ALL PEOPLE DESERVE ACCESS TO EXCELLENT MEDICAL CARE -
WHOEVER THEY ARE AND WHEREVER THEY LIVE. SUTTER HEALTH DOCTORS, HOSPITALS
AND OTHER CAREGIVERS PARTNER WITH EACH OTHER TO ADVANCE OUR MEDICAL
SERVICES AND INCREASE PATIENTS' ACCESS TO THEM. SUTTER-AFFILIATED
HOSPITALS ARE REGIONAL LEADERS IN CARDIAC CARE, WOMEN'S AND CHILDREN'S
SERVICES, CANCER CARE, ORTHOPEDICS AND ADVANCED PATIENT SAFETY
TECHNOLOGY.

THE PRIMARY PURPOSE OF SUTTER HEALTH PLUS IS TO IMPROVE THE HEALTH OF THE
COMMUNITY BY INCREASING ACCESS TO SUTTER HEALTH'S NETWORK OF HIGH-QUALITY

Name of the organization	Employer identification number
SUTTER HEALTH PLAN	46-1183948

DOCTORS, HOSPITALS AND OTHER HEALTH CARE SERVICES. THE HEALTH PLAN PROMOTES AFFORDABILITY THROUGH THE DELIVERY OF COST-EFFECTIVE HEALTH CARE SERVICES; THIS INCLUDES PARTNERING WITH OUR PROVIDER NETWORK TO IMPROVE QUALITY AND REDUCE COSTS.

SUTTER HEALTH PLUS IS LICENSED BY THE DEPARTMENT OF MANAGED HEALTH CARE AS A KNOX-KEENE HEALTH MAINTENANCE ORGANIZATION WITH PLAN COVERAGE BEGINNING IN JANUARY 2014. SUTTER HEALTH PLUS MEMBERS ARE ASSIGNED PRIMARY CARE PROVIDERS EXCLUSIVELY WITH PHYSICIANS THROUGH RELATED SUTTER HEALTH TAX-EXEMPT MEDICAL FOUNDATIONS. SUTTER HEALTH PLUS DEVELOPS ITS PLAN PRODUCTS UNDER A NOT-FOR-PROFIT MISSION WITH A COMMITMENT TO PROVIDE AFFORDABLY PRICED HMO HEALTH PLANS IN ACCORDANCE WITH PATIENT PROTECTION AND AFFORDABLE CARE ACT AND FEDERAL GUIDELINES THAT ALLOW NORTHERN CALIFORNIA'S SOCIALLY AND ECONOMICALLY DIVERSE COMMUNITIES TO ACCESS HIGH QUALITY AND ACCESSIBLE CARE AT SUTTER HEALTH'S NETWORK OF DOCTORS AND HOSPITALS.

SUTTER HEALTH PLUS PARTICIPATES IN ACTIVITIES DESIGNED TO PROMOTE THE GENERAL HEALTH OF COMMUNITIES, PROMOTES AND ENCOURAGE ADVANCEMENT AND IMPROVEMENT OF HIGH-QUALITY AND COST-EFFECTIVE HEALTH CARE SERVICES; AND FACILITATES THE INTERCHANGE OF IDEAS AMONG HEALTH CARE SERVICE ORGANIZATIONS AND COMMUNITIES SERVED. ADDITIONALLY, SUTTER HEALTH PLUS WILL:

- PARTICIPATE IN AND SUPPORT THE COMMUNITY BENEFIT EFFORTS OF SUTTER

Name of the organization

SUTTER HEALTH PLAN

Employer identification number

46-1183948

HEALTH'S AFFILIATED HOSPITALS AND DOCTORS IN THE SACRAMENTO AND CENTRAL VALLEY AREAS, INCLUDING INCREASING ACCESS TO HEALTH EDUCATION AND CHILD ACCESS TO CARE AND ACTIVITIES.

- PARTICIPATE IN NEW CARE MODELS THAT PROMOTE AND ENCOURAGE THE ADVANCEMENT AND IMPROVEMENT OF HIGH QUALITY AND COST-EFFECTIVE CARE SERVICES;
- FACILITATE THE INTERCHANGE OF IDEAS AMONG PROVIDER ORGANIZATIONS AND THE COMMUNITIES SERVED THROUGH EDUCATION ACTIVITIES AND ADVANCE THE PLANNING FOR AND DELIVERY OF HIGH QUALITY HEALTH CARE SERVICES IN THE COMMUNITIES SERVED;
- TO ENGAGE IN, CONDUCT OR SUPPORT CHARITABLE, EDUCATIONAL OR SCIENTIFIC ACTIVITIES, AND TO FURTHER SUCH ACTIVITIES AS MAY BE DEEMED ADVISABLE FOR THE ADVANCEMENT OF HEALTH CARE;
- TO PROMOTE OR CARRY ON SUCH OTHER ACTIVITIES AS MAY BE DEEMED ADVISABLE FOR THE BETTERMENT OF THE GENERAL HEALTH OF THE COMMUNITIES SERVED.

SUTTER HEALTH PLUS PARTICIPATES IN ACTIVITIES DESIGNED TO PROMOTE THE GENERAL HEALTH OF COMMUNITIES; PROMOTES AND ENCOURAGE ADVANCEMENT AND IMPROVEMENT OF HIGH-QUALITY AND COST-EFFECTIVE HEALTH CARE SERVICES; AND FACILITATES THE INTERCHANGE OF IDEAS AMONG HEALTH CARE SERVICE ORGANIZATIONS AND COMMUNITIES SERVED.

FORM 990, PART VI, LINES 6 & 7A

THIS CORPORATION IS AN AFFILIATE OF SUTTER HEALTH, A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION. SUTTER HEALTH IS THE SOLE MEMBER WITH RIGHT TO ELECT AT LEAST A MAJORITY OF THE MEMBERS OF THE BOARD OF DIRECTORS.

Name of the organization
SUTTER HEALTH PLAN

Employer identification number
46-1183948

FORM 990, PART VI, LINE 7B

SUTTER HEALTH AS THE SOLE MEMBER OF THE ORGANIZATION IS ENTITLED TO EXERCISE FULLY ALL RIGHTS AND PRIVILEGES OF MEMBERS OF NONPROFIT CORPORATIONS UNDER THE CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION LAW, AND ALL OTHER APPLICABLE LAWS. THE MEMBER HAS THE RIGHTS AND POWERS TO APPOINT (AND REMOVE) MEMBERS OF THE CORPORATION'S BOARD OF DIRECTORS, SUBJECT TO THE PROVISIONS OF THE BYLAWS. IN ADDITION, THE MEMBER HAS THE RIGHT TO APPROVE THE FOLLOWING ACTIONS OF THE CORPORATION'S BOARD OF DIRECTORS:

A. MERGER, CONSOLIDATION, REORGANIZATION, OR DISSOLUTION OF THE CORPORATION OR ANY SUBSIDIARY OR AFFILIATE ENTITY;

B. AMENDMENT OR RESTATEMENT OF THE ARTICLES OF INCORPORATION OR THE BYLAWS OF THE CORPORATION OR ANY SUBSIDIARY OR AFFILIATE ENTITY;

C. ADOPTION OF OPERATING BUDGETS OF THE CORPORATION OR ANY SUBSIDIARY OR AFFILIATE ENTITY, INCLUDING CONSOLIDATED OR COMBINED BUDGETS OF THE CORPORATION AND ALL SUBSIDIARY ORGANIZATIONS OF THE CORPORATION;

D. ADOPTION OF CAPITAL BUDGETS OF THE CORPORATION OR ANY SUBSIDIARY OR AFFILIATE ENTITY;

E. AGGREGATE OPERATING OR CAPITAL EXPENDITURES ON AN ANNUAL BASIS THAT EXCEED APPROVED OPERATING OR CAPITAL BUDGETS BY A SPECIFIED DOLLAR AMOUNT TO BE DETERMINED FROM TIME TO TIME BY THE GENERAL MEMBER;

Name of the organization	Employer identification number
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F. LONG-TERM OR MATERIAL AGREEMENTS OF THE CORPORATION OR ANY SUBSIDIARY OR AFFILIATE ENTITY INCLUDING BUT NOT LIMITED TO, BORROWINGS, EQUITY FINANCINGS, CAPITALIZED LEASES AND INSTALLMENT CONTRACTS; AND PURCHASE, SALE, LEASE, DISPOSITION, HYPOTHECATION, EXCHANGE, GIFT, PLEDGE OR ENCUMBRANCE OF ANY ASSET, REAL OR PERSONAL, WITH A FAIR MARKET VALUE IN EXCESS OF A DOLLAR AMOUNT TO BE DETERMINED FROM TIME TO TIME BY THE DIRECTORS OF THE GENERAL MEMBER, WHICH SHALL NOT BE LESS THAN 10% OF THE TOTAL ANNUAL ROUTINE CAPITAL BUDGET OF THE CORPORATION OR ANY SUBSIDIARY OR AFFILIATE ENTITY;

G. APPOINTMENT OF AN INDEPENDENT AUDITOR AND HIRING OF INDEPENDENT COUNSEL EXCEPT IN CONFLICT SITUATIONS BETWEEN THE GENERAL MEMBER AND THE CORPORATION OR ANY SUBSIDIARY OR AFFILIATE ENTITY.

H. THE CREATION OR ACQUISITION OF ANY SUBSIDIARY OR AFFILIATE ENTITY;

I. CONTRACTING WITH ANY THIRD PARTY FOR ALL OR SUBSTANTIALLY ALL OF THE MANAGEMENT OF THE ASSETS OR OPERATIONS OF THE CORPORATION OR ANY SUBSIDIARY OR AFFILIATE ENTITY.

J. APPROVAL OF MAJOR NEW PROGRAMS AND CLINICAL SERVICES OF THE CORPORATION OR ANY SUBSIDIARY OR AFFILIATE ENTITY. THE GENERAL MEMBER SHALL FROM TIME TO TIME DEFINE THE TERM "MAJOR" IN THIS CONTEXT;

Name of the organization	Employer identification number
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K. APPROVAL OF STRATEGIC PLANS OF THE CORPORATION OR ANY SUBSIDIARY OR AFFILIATE ENTITY;

L. ADOPTION OF QUALITY IMPROVEMENT POLICIES NOT IN CONFORMITY WITH POLICIES ESTABLISHED BY THE GENERAL MEMBER;

M. ANY SELF DEALING TRANSACTION BETWEEN A DIRECTOR OF THE CORPORATION AND THE CORPORATION OR A SUBSIDIARY OR THE CORPORATION OR AFFILATE ENTITY OF THE CORPORATION;

N. REHIRING, CONTRACTING WITH, OR OTHERWISE COMPENSATING A SUTTER HEALTH EXECUTIVE, OR ANY OFFICER OR MEMBER OF MANAGEMENT OF THE CORPORATION OR ANY SUBSIDIARY OR AFFILIATE ENTITY AFTER THEIR EMPLOYMENT ENDED. IN ADDITION, THE GENERAL MEMBER SHALL HAVE THE AUTHORITY TO REQUIRE THE PRIOR REVIEW AND APPROVAL OF THOSE ACTIVITIES OF THE CORPORATION OR ANY SUBSIDIARY OR AFFILIATE ENTITY WHICH THE GENERAL MEMBER DETERMINES TO BE MAJOR ACTIVITIES. "MAJOR ACTIVITIES" SHALL BE THOSE WHICH THE GENERAL MEMBER BY A VOTE OF ITS BOARD OF DIRECTORS HAS DECLARED "MAJOR ACTIVITIES".

FORM 990, PART VI, LINE 11B
SUTTER HEALTH HAS A CENTRALIZED TAX DEPARTMENT RESPONSIBLE FOR THE PREPARATION OF THE FORM 990. ANNUALLY THE TAX DEPARTMENT PROVIDES TRAINING AND EDUCATION TO AFFILIATE PERSONNEL WHO ASSIST THE TAX DEPARTMENT IN COLLECTING AND REVIEWING DATA TO BE REPORTED ON THE FORM 990. THE PREPARATION MATERIAL IS REVIEWED BY VARIOUS DEPARTMENTS

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INCLUDING TAX, FINANCE, LEGAL, AND HUMAN RESOURCES. A NATIONAL ACCOUNTING FIRM PREPARES AND/OR REVIEWS THE RETURN. A COMPLETED RETURN IS THEN REVIEWED BY THE TAX DEPARTMENT, THE AFFILIATE, AND THE CFO BEFORE THE RETURN IS FILED.

FORM 990, PART VI, LINE 12C

EMPLOYEES ARE EDUCATED ON THE CONFLICT OF INTEREST POLICY AND THE NEED TO MAKE DISCLOSURE AS PART OF ANNUAL COMPLIANCE EDUCATION. IN ADDITION, ANNUALLY A DISCLOSURE STATEMENT IS COMPLETED BY ALL DIRECTORS AND OFFICERS THAT INCLUDES AN ACKNOWLEDGEMENT THAT THEY HAVE READ THE CONFLICT OF INTEREST POLICY. ON THIS STATEMENT THE INDIVIDUAL WILL LIST A WIDE RANGE OF INFORMATION WHICH INCLUDES BUSINESS RELATIONSHIPS, EMPLOYMENT RELATIONSHIPS, PROPERTY INTERESTS, AND THOSE OF RELATED PARTIES. THE CEO AND BOARD CHAIR WILL REVIEW THE STATEMENTS AND MONITOR SITUATIONS THAT MAY POSE A POTENTIAL CONFLICT OF INTEREST. THE CEO AND BOARD CHAIR MAY CONSULT WITH THE OFFICE OF THE GENERAL COUNSEL AS NECESSARY. IF THERE IS A POTENTIAL CONFLICT OF INTEREST RELATED TO A PARTICULAR TRANSACTION, THE INTERESTED INDIVIDUAL MUST DISCLOSE THE EXISTENCE AND NATURE OF THE RELATIONSHIP. THE BOARD CHAIR MAY APPOINT A DISINTERESTED PERSON OR COMMITTEE TO INVESTIGATE THE CONFLICT. UNTIL THE POTENTIAL CONFLICT IS RESOLVED, THE BOARD CHAIR MAY REQUEST THE INDIVIDUAL TO NOT PARTICIPATE DURING RELATED PRESENTATIONS AND DISCUSSIONS. IN ALL CIRCUMSTANCES INVOLVING AN ACTUAL CONFLICT, THE INTERESTED INDIVIDUAL SHALL REFRAIN FROM VOTING ON ANY MATTER RELATED TO THE TRANSACTION.

Name of the organization
SUTTER HEALTH PLAN

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FORM 990, PART VI, LINES 15A & 15B

THE COMPENSATION COMMITTEE OF THE SUTTER HEALTH BOARD OF DIRECTORS
RETAINS ULTIMATE DISCRETIONARY AUTHORITY OVER ALL ELEMENTS OF
COMPENSATION TO ASSURE THAT ORGANIZATIONAL PURPOSES ARE APPROPRIATELY
BEING SERVED. THE COMPENSATION COMMITTEE USES CREDIBLE DATA SOURCES AND
MAINTAINS AN OBJECTIVE "ARMS LENGTH" DECISION-MAKING PROCESS, ENSURING
THE INTEGRITY OF SUTTER'S EXECUTIVE PROGRAMS AND CONSISTENCY WITH THE
ORGANIZATION'S OVERALL MISSION.

IN ORDER TO ENSURE EXTERNAL COMPETITIVENESS, NATIONAL, CALIFORNIA AND
LOCAL MARKET AREA COMPENSATION DATA COMPARISONS ARE REVIEWED. COMPETITIVE
ANALYSIS INCLUDES: (A) BASE SALARY, (B) TOTAL CASH (BASE SALARY + ANNUAL
INCENTIVE) AND (C) TOTAL REMUNERATION (BASE SALARY + ANNUAL INCENTIVE +
BENEFITS AND LONG TERM INCENTIVE).

THIS ANALYSIS INCLUDES COMPARABLE ORGANIZATIONS AND GEOGRAPHIC
CONSIDERATIONS. FOR THE MOST SENIOR EXECUTIVE POSITIONS, NATIONAL
COMPARISONS FOR ORGANIZATIONS SIMILAR IN SIZE, SCOPE AND COMPLEXITY AS
SUTTER HEALTH ARE MOST APPROPRIATE SINCE IT IS A NATIONAL MARKETPLACE IN
WHICH SUTTER COMPETES FOR EXECUTIVE TALENT. ON THE OTHER HAND, BECAUSE
CALIFORNIA'S UNDERLYING COMPENSATION STRUCTURE IS HIGHER THAN NATIONAL
DATA (ESPECIALLY IN THE BAY AREA), REGIONAL PAY ADJUSTMENTS MAY BE
MADE.

OFFICERS AND KEY EMPLOYEES OF THIS ORGANIZATION UNDERGO A REVIEW AND
COMPENSATION COMMITTEE APPROVAL ANNUALLY, AND SUCH APPROVAL IS RECORDED

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IN THE MINUTES. THE COMPENSATION REVIEW PROCESS WAS LAST COMPLETED IN
DECEMBER 2015.

FORM 990, PART VI, LINE 19

THE SUTTER HEALTH SYSTEM POSTS ITS CURRENT AND PAST AUDITED FINANCIAL
STATEMENTS AT SUTTERHEALTH.ORG. OTHER DOCUMENTS ARE ALSO LOCATED AT THIS
WEBSITE INCLUDING THE ANNUAL REPORT, MISSION STATEMENT, HISTORY, AND
LINKS TO AFFILIATE WEBSITES. THE GOVERNING DOCUMENTS ARE NOT AVAILABLE
TO THE PUBLIC AT THIS TIME.

FORM 990, PART XI, LINE 9

OTHER CHANGES IN NET ASSETS:

EQUITY TRANSFERS: \$14,000,000

ATTACHMENT 1

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
HEALTHEDGE SOFTWARE INC PO BOX 347589 PITTSBURGH, PA 15251-4816	CONSULTING	4,484,675.
OPTUMINSIGHT INC PO BOX 860215 MINNEAPOLIS, MN 55486-0215	CONSULTING	4,159,297.
HIGH POINT SOLUTIONS LLC 301 E. GERMANTOWN PIKE EAST NORRITON, PA 19401	CONSULTING	2,547,712.
ITC INFOTECH USA INC 12 ROUTE 17 NO STE 303 PARAMUS, NJ 07652	CONSULTING	1,913,660.
LICHLYTER CONSULTING INC 10151 DEERWOOD PARK BLVD, BLDG 200, #250 SAN FRANCISCO, CA 94105	CONSULTING	985,534.

**SCHEDULE R
(Form 990)**Department of the Treasury
Internal Revenue Service**Related Organizations and Unrelated Partnerships**

- ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
▶ Attach to Form 990.
- ▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2015Open to Public
Inspection

Name of the organization

SUTTER HEALTH PLAN

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46-1183948

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

(1)	(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
(2)						
(3)						
(4)						
(5)						
(6)						

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.

(1)	(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)	ADOLESCENT TREATMENT CENTERS, INC C/O SH TAY 2200 RIVER PLAZA DR SACRAMENTO, CA 95833	HEALTHCARE	CA	501 (C) (3)	3	SUTTER EBH		X
(2)	BETTER HEALTH EAST BAY FOUNDATION C/O SH TAY 2200 RIVER PLAZA DR SACRAMENTO, CA 95833	FUNDRAISING	CA	501 (C) (3)	7	SUTTER EBH		X
(3)	CALIFORNIA PACIFIC MEDICAL CENTER FOUND C/O SH TAY 2200 RIVER PLAZA DR SACRAMENTO, CA 95833	FUNDRAISING	CA	501 (C) (3)	7	SUTTER WBH		X
(4)	EAST BAY PERINATAL CENTER 3012 SUMMIT ST, 3RD FLR OAKLAND, CA 94609	HEALTHCARE	CA	501 (C) (3)	3	SUTTER EBH		X
(5)	EDEN MEDICAL CENTER C/O SH TAY 2200 RIVER PLAZA DR SACRAMENTO, CA 95833	HEALTHCARE	CA	501 (C) (3)	9	SUTTER HLTH		X
(6)	MEMORIAL HOSPITAL FOUNDATION C/O SH TAY 2200 RIVER PLAZA DR SACRAMENTO, CA 95833	FUNDRAISING	CA	501 (C) (3)	11A-I	SUTTER CVH		X
(7)	MILLS-PENINSULA HEALTH SERVICES C/O SH TAY 2200 RIVER PLAZA DR SACRAMENTO, CA 95833	HOSPITAL	CA	501 (C) (3)	3	PAMF		X

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

Schedule R (Form 990) 2015

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**SCHEDULE R
(Form 990)**Department of the Treasury
Internal Revenue Service
Name of the organization

SUTTER HEALTH PLAN

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.

▶ Attach to Form 990.

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

OMB No 1545-0047

2015Open to Public
Inspection

Employer identification number

46-1183948

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

(1)	(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
(1)						
(2)						
(3)						
(4)						
(5)						
(6)						

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.

(1)	(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)	MILLS-PENINSULA HOSPITAL FOUNDATION 23-7288765 C/O SH TAX 2200 RIVER PLAZA DR SACRAMENTO, CA 95833	FUNDRAISING	CA	501 (C) (3)	7	MPHS		X
(2)	PALO ALTO MEDICAL FOUNDATION 94-1156581 C/O SH TAX 2200 RIVER PLAZA DR SACRAMENTO, CA 95833	HEALTHCARE	CA	501 (C) (3)	3	SUTTER HLTH	X	
(3)	SAMUEL MERRITT UNIVERSITY 94-2992642 450 30TH STREET, STE 2820 OAKLAND, CA 94609	UNIVERSITY	CA	501 (C) (3)	2	SUTTER EBH	X	
(4)	SUTTER AUBURN FAITH HOSPITAL FOUNDATION 94-2594966 C/O SH TAX 2200 RIVER PLAZA DR SACRAMENTO, CA 95833	FUNDRAISING	CA	501 (C) (3)	7	SUTTER SSR	X	
(5)	SUTTER DAVIS HOSPITAL FOUNDATION 68-0217870 C/O SH TAX 2200 RIVER PLAZA DR SACRAMENTO, CA 95833	FUNDRAISING	CA	501 (C) (3)	7	SUTTER SSR	X	
(6)	SUTTER CENTRAL VALLEY HOSPITALS 94-1080917 C/O SH TAX 2200 RIVER PLAZA DR SACRAMENTO, CA 95833	HOSPITAL	CA	501 (C) (3)	3	SUTTER HLTH	X	
(7)	SUTTER COAST HOSPITAL 94-2988520 C/O SH TAX 2200 RIVER PLAZA DR SACRAMENTO, CA 95833	HOSPITAL	CA	501 (C) (3)	3	SUTTER HLTH	X	

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

Schedule R (Form 990) 2015

**SCHEDULE R
(Form 990)****Related Organizations and Unrelated Partnerships**

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.

▶ Attach to Form 990.

▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.Department of the Treasury
Internal Revenue Service

Name of the organization

SUTTER HEALTH PLAN

Employer identification number

46-1183948

OMB No 1545-0047

2015Open to Public
Inspection**Part I Identification of Disregarded Entities** Complete if the organization answered "Yes" on Form 990, Part IV, line 33

(1)	(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
(2)						
(3)						
(4)						
(5)						
(6)						

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.

(1)	(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)	SUTTER EAST BAY HOSPITALS C/O SH TAX 2200 RIVER PLAZA DR SACRAMENTO, CA 95833	HOSPITAL	CA	501(C)(3)	3	SUTTER HLTH	X	
(2)	SUTTER EAST BAY MEDICAL FOUNDATION C/O SH TAX 2200 RIVER PLAZA DR SACRAMENTO, CA 95833	HEALTHCARE	CA	501(C)(3)	11A-I	SUTTER HLTH	X	
(3)	SUTTER GOULD MEDICAL FOUNDATION C/O SH TAX 2200 RIVER PLAZA DR SACRAMENTO, CA 95833	HEALTHCARE	CA	501(C)(3)	3	SUTTER HLTH	X	
(4)	SUTTER HEALTH 2200 PIVER PLAZA DR SACRAMENTO, CA 95833	SUPPORT. ORG.	CA	501(C)(3)	11C-III-FI	NA		X
(5)	SUTTER HEALTH PACIFIC 91-2301 FORT WEAVER ROAD EWA BEACH, HI 96706	HOSPITAL	CA	501(C)(3)	3	SUTTER HLTH	X	
(6)	SUTTER HEALTH SACRAMENTO SIERRA REGION C/O SH TAX 2200 RIVER PLAZA DR SACRAMENTO, CA 95833	HOSPITAL	CA	501(C)(3)	3	SUTTER HLTH	X	
(7)	SUTTER INSURANCE SERVICES CORPORATION 745 FORT ST, SUITE 1100 HONOLULU, HI 96813	INSUR. SVCS.	HI	501(C)(3)	11C-III-FI	SUTTER HLTH	X	

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

Schedule R (Form 990) 2015

SCHEDULE R
(Form 990)**Related Organizations and Unrelated Partnerships**

- ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
▶ Attach to Form 990.

Department of the Treasury
Internal Revenue Service
Name of the organization

SUTTER HEALTH PLAN

- ▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2015Open to Public
Inspection

Employer identification number

46-1183948

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

(1)	(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
(1)						
(2)						
(3)						
(4)						
(5)						
(6)						

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

(1)	(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)	SUTTER MEDICAL CENTER CASTRO VALLEY 77-0146047 C/O SH TAX 2200 RIVER PLAZA DR SACRAMENTO, CA 95833	HOSPITAL	CA	501 (C) (3)	3	SUTTER HLTH		X
(2)	SUTTER MEDICAL CENTER FOUNDATION 94-2788906 C/O SH TAX 2200 RIVER PLAZA DR SACRAMENTO, CA 95833	FUNDRAISING	CA	501 (C) (3)	7	SUTTER SSR		X
(3)	SUTTER VALLEY MEDICAL FOUNDATION 68-0273974 C/O SH TAX 2200 RIVER PLAZA DR SACRAMENTO, CA 95833	HEALTHCARE	CA	501 (C) (3)	11B-II	SUTTER HLTH		X
(4)	SUTTER ROSEVILLE MEDICAL CENTER FOUND 68-0040113 C/O SH TAX 2200 RIVER PLAZA DR SACRAMENTO, CA 95833	FUNDRAISING	CA	501 (C) (3)	7	SUTTER SSR		X
(5)	SUTTER SOLANO CHARITABLE FOUNDATION 94-2668262 C/O SH TAX 2200 RIVER PLAZA DR SACRAMENTO, CA 95833	FUNDRAISING	CA	501 (C) (3)	7	SUTTER SSR		X
(6)	SUTTER VISITING NURSE ASSOCIATION & HOS 94-6068843 C/O SH TAX 2200 RIVER PLAZA DR SACRAMENTO, CA 95833	HEALTHCARE	CA	501 (C) (3)	9	SUTTER HLTH		X
(7)	SUTTER WEST BAY HOSPITALS 94-0562680 C/O SH TAX 2200 RIVER PLAZA DR SACRAMENTO, CA 95833	HOSPITAL	CA	501 (C) (3)	3	SUTTER HLTH		X

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

Schedule R (Form 990) 2015

**SCHEDULE R
(Form 990)**Department of the Treasury
Internal Revenue Service

Name of the organization

SUTTER HEALTH PLAN

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.

▶ Attach to Form 990.

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

OMB No. 1545-0047

2015Open to Public
Inspection

Name of the organization

SUTTER HEALTH PLAN

Employer identification number

46-1183948

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

(1)	(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
(1)						
(2)						
(3)						
(4)						
(5)						
(6)						

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.

(1)	(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)	SUTTER WEST BAY MEDICAL FOUNDATION 94-2948131 C/O SH TAY 2200 RIVER PLAZA DR SACRAMENTO, CA 95833	HEALTHCARE	CA	501(C)(3)	3	SUTTER HLTH	X
(2)	TRACY HOSPITAL FOUNDATION 68-0318845 C/O SH TAY 2200 RIVER PLAZA DR SACRAMENTO, CA 95833	FUNDRAISING	CA	501(C)(3)	11A-I	SUTTER CVH	X
(3)							
(4)							
(5)							
(6)							
(7)							

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

Schedule R (Form 990) 2015

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) MAGNETIC IMAGING AF 94-2953833 2125 OAK GROVE WLN CK CA 94598	PATIENT CARE	CA	N/A									
(2) SURG CTR OF ABSMC 47-0946086 3875 TELEGRAPH OAKLAND, CA	OUTPATIENT SURGER	CA	N/A									
(3) ALTA CT SERVICES LP 94-3083464 2125 OAK GROVE WLN CK CA 94598	PATIENT CARE	CA	N/A									
(4) CA PACIFIC ADV IMAG 56-2311840 PO BOX 6102 NOVATO, CA 94948	MRI JOINT VENTURE	CA	N/A									
(5) SF ENDOSCOPY CENTER 91-2160588 3000 RIVERCHASE BIRMINGHAM, AL	ENDOSCOPY JV	CA	N/A									
(6) PRESIDIO SURG CNTP 32-0144060 1635 DIVISADERO SF, CA 94115	AMBULATORY SURG	CA	N/A									
(7) SUT FAIRFIELD SURG 30-0233892 2700 LOW CT FAIRFIELD CA 94533	SURGERY	CA	N/A									

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) TWIN CITY SURG HOSP 35-2182617 250 S WACKEP CHICAGO, IL 60606	SURGERY	CA	N/A									
(2) SUT AMADOR SURG CTR 46-1298093 2200 RIVER PLAZA SACRAMENTO CA	SURGERY	CA	N/A									
(3) ROSEVILLE ENDOSCOPY 87-0710513 4 MEDICAL PLAZA ROSEVILLE, CA	ENDOSCOPY JV	CA	N/A									
(4) MEMORIAL MED BLDG 1 77-0234236 1800 COFFEE RD #76 MODESTO, CA	OFFICE RENTAL	CA	N/A									
(5) MEMORIAL MED BLDG 2 77-0287288 1800 COFFEE RD #76 MODESTO, CA	OFFICE RENTAL	CA	N/A									
(6) DRZ EMERGING MRAETS 61-1729868 250 PARK AVE S WINTER PARK, FL	INVESTMENTS	FL	N/A									
(7) ASC OPTRS-SLO, LLC 27-2673776 PATIENT CARE		CA	N/A									

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?
								Yes No
(1)								
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	(k) Percentage ownership
							Yes	No		Yes	No
(1) NGNTC IMENG AF LLC 47-3696031 2125 OAK GROVE BLVD CK CA 94598	PATIENT CARE	CA	N/A								
(2)											
(3)											
(4)											
(5)											
(6)											
(7)											

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?
								Yes No
(1)								
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								

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?

	Yes	No
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity		1a X
b Gift, grant, or capital contribution to related organization(s)		1b X
c Gift, grant, or capital contribution from related organization(s)		1c X
d Loans or loan guarantees to or for related organization(s)		1d X
e Loans or loan guarantees by related organization(s)		1e X
f Dividends from related organization(s)		1f X
g Sale of assets to related organization(s)		1g X
h Purchase of assets from related organization(s)		1h X
i Exchange of assets with related organization(s)		1i X
j Lease of facilities, equipment, or other assets to related organization(s)		1j X
k Lease of facilities, equipment, or other assets from related organization(s)		1k X
l Performance of services or membership or fundraising solicitations for related organization(s)		1l X
m Performance of services or membership or fundraising solicitations by related organization(s)		1m X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		1n X
o Sharing of paid employees with related organization(s)		1o X
p Reimbursement paid to related organization(s) for expenses		1p X
q Reimbursement paid by related organization(s) for expenses		1q X
r Other transfer of cash or property to related organization(s)		1r X
s Other transfer of cash or property from related organization(s)		1s X

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
(1)	SUTTER CENTRAL VALLEY HOSPITALS	R	5,715,059.	FMV
(2)	SUTTER GOULD MEDICAL FOUNDATION	R	4,085,376.	FMV
(3)	SUTTER HEALTH SACRAMENTO SIERRA REGION	R	24,072,570.	FMV
(4)	SUTTER VALLEY MEDICAL FOUNDATION	R	17,050,716.	FMV
(5)	SUTTER WEST BAY HOSPITALS	R	282,221.	FMV
(6)	SUTTER WEST BAY MEDICAL FOUNDATION	R	196,576.	FMV

Schedule R (Form 990) 2015

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

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

(a) Name, address and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V - UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1)													
(2)													
(3)													
(4)													
(5)													
(6)													
(7)													
(8)													
(9)													
(10)													
(11)													
(12)													
(13)													
(14)													
(15)													
(16)													

Part VII **Supplemental Information**

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