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For the 2015 calendar year, or tax year beginning 01-01-2015, and ending 12-31-2015

B Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Final return/terminated

☐ Amended return

☐ Application pending

C Name of organization

THE HEALTH PLAN OF THE UPPER OHIO VALLEY INC

Doing business as

THE HEALTH PLAN

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

52160 NATIONAL ROAD EAST

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

ST CLAIRSVILLE, OH 43950

F Name and address of principal officer

JAMES M PENNINGTON
52160 NATIONAL ROAD EAST
ST CLAIRSVILLE, OH 43950

H(a) Is this a group return for subordinates?

No

☐ Yes

☒ No

H(b) Are all subordinates included?

☐ Yes

☐ No

If "No," attach a list (see instructions)

H(c) Group exemption number

I Tax-exempt status

☐ 501(c)(3)

☒ 501(c) (4)

◀(insert no)

☐ 4947(a)(1) or

☐ 527

J Website:

▶ WWW.HEALTHPLAN.ORG

K Form of organization

☒ Corporation

☐ Trust

☐ Association

☐ Other ▶

L Year of formation

1979

M State of legal domicile

WV

Part I Summary																										
Activities & Governance	1 Briefly describe the organization’s mission or most significant activities ESTABLISHED AS A COMMUNITY HEALTH ORGANIZATION, THE HEALTH PLAN DELIVERS A CLINICALLY-DRIVEN, TECHNOLOGY-ENHANCED, CUSTOMER-FOCUSED PLATFORM BY DEVELOPING AND IMPLEMENTING PRODUCTS AND SERVICES THAT MANAGE AND IMPROVE THE HEALTH AND WELL-BEING OF OUR MEMBERS. WE ACHIEVE THESE RESULTS THROUGH A TEAM OF HEALTH CARE PROFESSIONALS AND PARTNERS ACROSS THE COMMUNITY.																									
	2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets																									
	<table><tr><td>3</td><td>Number of voting members of the governing body (Part VI, line 1a)</td><td>3</td><td>12</td></tr><tr><td>4</td><td>Number of independent voting members of the governing body (Part VI, line 1b)</td><td>4</td><td>11</td></tr><tr><td>5</td><td>Total number of individuals employed in calendar year 2015 (Part V, line 2a)</td><td>5</td><td>509</td></tr><tr><td>6</td><td>Total number of volunteers (estimate if necessary)</td><td>6</td><td>0</td></tr><tr><td>7a</td><td>Total unrelated business revenue from Part VIII, column (C), line 12</td><td>7a</td><td>277,280</td></tr><tr><td>7b</td><td>Net unrelated business taxable income from Form 990-T, line 34</td><td>7b</td><td>75,632</td></tr></table>			3	Number of voting members of the governing body (Part VI, line 1a)	3	12	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	11	5	Total number of individuals employed in calendar year 2015 (Part V, line 2a)	5	509	6	Total number of volunteers (estimate if necessary)	6	0	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	277,280	7b	Net unrelated business taxable income from Form 990-T, line 34	7b
3	Number of voting members of the governing body (Part VI, line 1a)	3	12																							
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	11																							
5	Total number of individuals employed in calendar year 2015 (Part V, line 2a)	5	509																							
6	Total number of volunteers (estimate if necessary)	6	0																							
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	277,280																							
7b	Net unrelated business taxable income from Form 990-T, line 34	7b	75,632																							
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)	384,189,943	419,654,145																						
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	10,391,820	14,489,913																						
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	140,637	67,101																						
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	394,722,400	434,211,159																						
	14	Benefits paid to or for members (Part IX, column (A), line 4)	836,403	300,624																						
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	343,357,648	390,266,659																						
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	16,075,721	24,543,853																						
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶0	0	0																						
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	23,153,713	18,630,200																						
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	383,423,485	433,741,336																						
Net Assets or Fund Balances	19	Revenue less expenses Subtract line 18 from line 12	11,298,915	469,823																						
	20	Total assets (Part X, line 16)	Beginning of Current Year	End of Year																						
	21	Total liabilities (Part X, line 26)	259,939,459	273,979,408																						
	22	Net assets or fund balances Subtract line 21 from line 20	64,694,414	102,956,822																						
			195,245,045	171,022,586																						

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

2016-11-14

Date

JEFFREY M KNIGHT CFO

Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name

SUSAN S DULL

Preparer's signature

SUSAN S DULL

Date

2016-11-14

Check ☐ if self-employed

PTIN

P00233523

Firm's name

▶ DIXON HUGHES GOODMAN LLP

Firm's EIN

▶ 56-0747981

Firm's address

▶ PO BOX 1747

CHARLESTON, WV 253261747

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

☒ Yes

☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990(2015)

Part III

Statement of Program Service Accomplishments

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

☐

☒

1

Briefly describe the organization's mission

ESTABLISHED AS A COMMUNITY HEALTH ORGANIZATION, THE HEALTH PLAN DELIVERS A CLINICALLY-DRIVEN, TECHNOLOGY-ENHANCED, CUSTOMER-FOCUSED PLATFORM BY DEVELOPING AND IMPLEMENTING PRODUCTS AND SERVICES THAT MANAGE AND IMPROVE THE HEALTH AND WELL-BEING OF OUR MEMBERS WE ACHIEVE THESE RESULTS THROUGH A TEAM OF HEALTH CARE PROFESSIONALS AND PARTNERS ACROSS THE COMMUNITY

2

Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

☐ Yes

☒ No

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

3

Did the organization cease conducting, or make significant changes in how it conducts, any program services?

☐ Yes

☒ No

If "Yes," describe these changes on Schedule O

4

Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations 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 \$ 161,373,382 including grants of \$ 300,624) (Revenue \$ 132,237,715)

THE PRIMARY EXEMPT PURPOSE OF THE HEALTH PLAN OF THE UPPER OHIO VALLEY, INC IS TO OPERATE A STATE CERTIFIED, FEDERALLY QUALIFIED HEALTH MAINTENANCE ORGANIZATION (HMO) WHICH PROVIDES COMPREHENSIVE HEALTH CARE SERVICES ON A PREPAID BASIS HEALTH COVERAGE INCLUDES INPATIENT, EMERGENCY ROOM, OUTPATIENT, DOCTOR ORDERED, PHYSICIAN, PHARMACY, MENTAL HEALTH, AND VISION SERVICES THE NUMBER OF HMO MEMBERS AT DECEMBER 31, 2015 WAS 30,200

4b

(Code) (Expenses \$ 106,513,375 including grants of \$) (Revenue \$ 146,991,907)

THE HEALTH PLAN CONTINUES TO OFFER THE MEDICAID PROGRAM SERVICING 67,735 MEMBERS, 30,348 OF WHICH WERE ENROLLED AS MEMBERS OF THE EXPANSION POPULATION AT DECEMBER 31, 2015 HEALTH COVERAGE INCLUDES INPATIENT, OUTPATIENT, EMERGENCY ROOM, DOCTOR ORDERED, PHYSICIAN, AND VISION SERVICES

4c

(Code) (Expenses \$ 164,036,439 including grants of \$) (Revenue \$ 140,095,308)

THE HEALTH PLAN OF THE UPPER OHIO VALLEY, INC CONTINUES TO OFFER A MEDICARE ADVANTAGE PROGRAM KNOWN AS SECURE CARE THIS PRODUCT ENABLES THE MEDICARE AGE POPULATION TO SELECT SUPPLEMENTAL MEDICARE COVERAGE AT A MUCH LOWER COST DUE TO THEIR AGREEMENT TO UTILIZE THE HEALTH PLAN NETWORK THE ENROLLMENT AT DECEMBER 31, 2015 FOR THIS PROGRAM WAS 11,905 HEALTH COVERAGE INCLUDES INPATIENT, OUTPATIENT, DOCTOR ORDERED, EMERGENCY ROOM, AND PHYSICIAN COVERAGE PHARMACEUTICAL AND VISION SERVICES ARE OFFERED AS OPTIONS IN ADDITION TO THE STANDARD SERVICES LISTED ABOVE

4d

Other program services (Describe in Schedule O)

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

4e

Total program service expenses ▶ 431,923,196

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1	No
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2	No
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6	No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8	No
9 Did the organization report an amount in Part X, line 21 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	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	10	No
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	11a	Yes
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b	No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c	No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e	Yes
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f	No
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	12a	No
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	12b	No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b	Yes
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	15	No
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	16	No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17	No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18	No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> 	21	Yes	
22	Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> 	22	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> 	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	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? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> 	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> 	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	Yes	
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> 	35b	Yes	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> 	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

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

			Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a	3,897	
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0	
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	2a	509	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	Yes	
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	Yes	
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		No
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		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7	Organizations that may receive deductible contributions under section 170(c).			
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a		No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		No
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7d		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8		
9a	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		No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b		

Part VI Governance, Management, and Disclosure

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

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year 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?	Yes	
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?		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Did the organization have members or stockholders?		No
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?		No
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	Yes	
8b	Each committee with authority to act on behalf of the governing body?	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		No

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

Section C. Disclosure

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

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request ☐ 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
 ▶ JEFFREY M KNIGHT CFO 52160 NATIONAL ROAD EAST ST CLAIRSVILLE, OH 43950 (740) 695-7585

Part VII

Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

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

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JOHN HOLLOWAY CHAIRMAN OF BOARD	1 00	X		X				8,400	0	0
(2) JOHN WRIGHT IV VICE CHAIRMAN OF BOARD	1 00	X		X				7,800	0	0
(3) ROBERT DUNLEVY MEMBER	1 00	X						7,200	0	0
(4) FRANK JOANOU MEMBER	1 00	X						8,400	0	0
(5) CHARLES MONFRADI MEMBER	1 00	X						8,400	0	0
(6) JAMES NEWTON MEMBER	1 00	X						7,200	0	0
(7) E PHILLIPS POLACK MD SECRETARY	1 00	X						7,200	0	0
(8) NICK ZERVOS MEMBER	1 00	X						7,800	0	0
(9) MARK LANCELLOTTI MEMBER	1 00	X						6,000	0	0
(10) JOHN MCDONALD CPA MEMBER	1 00	X						3,600	0	0
(11) SUSAN BUCHANAN CPA MEMBER	1 00	X						6,000	0	0
(12) JILL E HALL MEMBER	1 00	X						7,200	0	0
(13) JAMES PENNINGTON PRESIDENT/CEO	40 00			X				546,573	0	34,026
(14) JEFFREY M KNIGHT TREASURER/CFO	40 00			X				205,362	0	41,771

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) PATRICIA M FAST VP - GOVERNMENT PROGRAMS/OPERATIONS	40 00				X			223,574	0	43,425
(16) E DAVID MATHIEU VP - COMMERCIAL PRODUCTS	40 00				X			222,954	0	43,425
(17) ROBERT J ROSET VP - IS/CIO	40 00				X			217,338	0	42,887
(18) RICHARD LEGG VP - BENEFIT SERVICES	40 00				X			279,292	0	0
(19) JOHN FISCHER VP - CLINICAL SERVICES	40 00				X			225,129	0	20,039
(20) MARK KENAMOND MEDICAL DIRECTOR	40 00					X		223,040	0	29,718
(21) THOMAS MINTON VP - NETWORK SERVICES	40 00					X		143,121	0	35,521
(22) SHAWN ARMSTRONG VP - STRATEGIC INITIATIVES	40 00					X		149,718	0	28,716
(23) DAVID THOMAS DIRECTOR - SALES NATIONAL ACCOUNTS	40 00					X		368,125	0	19,231
(24) KENTON ROEPKA DIRECTOR - ACTUARIAL SERVICES	40 00					X		215,476	0	19,231
(25) PHILIP D WRIGHT PRESIDENT/CEO RTD 6 30 14	0 00						X	357,292	0	0
1b Sub-Total ▶										
c Total from continuation sheets to Part VII, Section A ▶										
d Total (add lines 1b and 1c) ▶								3,462,194	0	357,990

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 ▶ 16

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3 Yes	
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	4 Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	No

Section B. Independent Contractors

1

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

(A) Name and business address	(B) Description of services	(C) Compensation
OPTUMNSIGHT 2771 MOMENTUM PL CHICAGO, IL 606895327	MEDICARE CONSULTING	1,054,197
AUGE GRAY COLLECTIVE WORKS LLC 201 BROOKS ST STE 301 CHARLESTON, WV 25301	ADVERTISING/MARKETING	767,062
RED CARD 744 OFFICE PARKWAY ST LOUIS, MO 63141	CLAIMS PAYMENT PROCESSING	746,801
DIXON HUGHES GOODMAN LLP PO BOX 602828 CHARLOTTE, NC 282602828	AUDIT/TAX PREPARATION	205,175
CLARK HILL PLC 1 OXFORD CTR 301 GRANT ST 14TH FL PITTSBURGH, PA 152191425	LEGAL SERVICES	182,502

2

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

Part VIII

Statement of Revenue

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

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . . .	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations . . .	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f				
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f					
Program Service Revenue	2a	MEDICAID	Business Code 524114	146,991,907	146,991,907		
	b	MEDICARE	524114	140,095,308	140,095,308		
	c	HMO	524114	132,237,715	132,237,715		
	d	CLAIMS PROCESSING	524292	329,215	51,935	277,280	
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		419,654,145			
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		7,168,012		
4		Income from investment of tax-exempt bond proceeds . .					
5		Royalties					
6a		Gross rents	(i) Real 52,958	(ii) Personal			
b		Less rental expenses	0				
c		Rental income or (loss)	52,958				
d		Net rental income or (loss)		52,958	52,958		
7a		Gross amount from sales of assets other than inventory	(i) Securities 7,321,901	(ii) Other			
b		Less cost or other basis and sales expenses	0				
c		Gain or (loss)	7,321,901				
d		Net gain or (loss)		7,321,901			7,321,901
8a		Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 . . .	a				
b		Less direct expenses	b				
c		Net income or (loss) from fundraising events . .					
9a		Gross income from gaming activities See Part IV, line 19	a				
b		Less direct expenses	b				
c		Net income or (loss) from gaming activities . . .					
10a		Gross sales of inventory, less returns and allowances . .	a				
b		Less cost of goods sold . . .	b				
c		Net income or (loss) from sales of inventory . .					
		Miscellaneous Revenue	Business Code				
11a		MISCELLANEOUS REVENUE	900099	14,143	14,143		
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d		14,143				
12	Total revenue. See Instructions		434,211,159	419,443,966	277,280	14,489,913	

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

☐		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.					
1	Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21.	6,250	6,250		
2	Grants and other assistance to domestic individuals. See Part IV, line 22.	294,374	294,374		
3	Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16.				
4	Benefits paid to or for members.	390,266,659	390,266,659		
5	Compensation of current officers, directors, trustees, and key employees.	3,104,902	1,552,451	1,552,451	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).				
7	Other salaries and wages.	13,377,537	13,240,007	137,530	
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	1,448,777	1,448,777		
9	Other employee benefits.	5,218,927	5,218,927		
10	Payroll taxes.	1,393,710	1,393,710		
11	Fees for services (non-employees):				
a	Management.				
b	Legal.	625,110	624,004	1,106	
c	Accounting.	396,086	396,086		
d	Lobbying.	48,000	48,000		
e	Professional fundraising services. See Part IV, line 17.				
f	Investment management fees.	462,406	462,406		
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	2,514,389	2,475,729	38,660	
12	Advertising and promotion.	1,035,400	1,035,400		
13	Office expenses.	1,487,263	1,476,769	10,494	
14	Information technology.	1,666,838	1,662,614	4,224	
15	Royalties.				
16	Occupancy.	784,501	784,501		
17	Travel.	696,515	696,515		
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19	Conferences, conventions, and meetings.	213,574	213,574		
20	Interest.	8,976	8,976		
21	Payments to affiliates.				
22	Depreciation, depletion, and amortization.	573,947	573,769	178	
23	Insurance.	331,117	331,117		
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	ACA HEALTH INSURANCE FE	5,272,912	5,272,912		
b	BROKER EXPENSE	1,541,230	1,541,230		
c	PREMIUM TAX EXPENSE	533,770	533,770		
d	LOSS ADJUSTMENT EXPENSE	363,806	363,806		
e	All other expenses	74,360	863	73,497	
25	Total functional expenses. Add lines 1 through 24e.	433,741,336	431,923,196	1,818,140	0
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ☐ if following SOP 98-2 (ASC 958-720).				

Part X

Balance Sheet

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

				(A)		(B)	
				Beginning of year		End of year	
Assets	1	Cash—non-interest-bearing			1		
	2	Savings and temporary cash investments		24,975,801	2	17,081,887	
	3	Pledges and grants receivable, net			3		
	4	Accounts receivable, net		14,336,188	4	38,170,759	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L			5		
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L			6		
	7	Notes and loans receivable, net			7		
	8	Inventories for sale or use			8		
	9	Prepaid expenses and deferred charges			9		
	10a	Land, buildings, and equipment—cost or other basis. Complete Part VI of Schedule D	10a	11,163,588			
	b	Less: accumulated depreciation	10b	5,337,175	5,319,953	10c	5,826,413
	11	Investments—publicly traded securities		213,886,500	11	211,308,965	
	12	Investments—other securities. See Part IV, line 11			12		
	13	Investments—program-related. See Part IV, line 11			13		
	14	Intangible assets			14		
	15	Other assets. See Part IV, line 11		1,421,017	15	1,591,384	
16	Total assets. Add lines 1 through 15 (must equal line 34)		259,939,459	16	273,979,408		
Liabilities	17	Accounts payable and accrued expenses		59,317,918	17	97,232,761	
	18	Grants payable			18		
	19	Deferred revenue		2,384,101	19	2,317,035	
	20	Tax-exempt bond liabilities			20		
	21	Escrow or custodial account liability. Complete Part IV of Schedule D			21		
	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			22		
	23	Secured mortgages and notes payable to unrelated third parties			23		
	24	Unsecured notes and loans payable to unrelated third parties			24		
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17–24). Complete Part X of Schedule D		2,992,395	25	3,407,026	
	26	Total liabilities. Add lines 17 through 25		64,694,414	26	102,956,822	
	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			27		
28		Temporarily restricted net assets			28		
29		Permanently restricted net assets			29		
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		194,695,045	30	172,209,052	
31		Paid-in or capital surplus, or land, building or equipment fund		0	31	-1,736,466	
32		Retained earnings, endowment, accumulated income, or other funds		550,000	32	550,000	
33		Total net assets or fund balances		195,245,045	33	171,022,586	
34		Total liabilities and net assets/fund balances		259,939,459	34	273,979,408	

Part XI **Reconciliation of Net Assets**

Check 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	434,211,159
2	Total expenses (must equal Part IX, column (A), line 25)	2	433,741,336
3	Revenue less expenses Subtract line 2 from line 1	3	469,823
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . .	4	195,245,045
5	Net unrealized gains (losses) on investments	5	-11,726,906
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	-412,647
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-12,552,729
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	171,022,586

Part XII **Financial Statements and Reporting**

Check 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		No
b	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	Yes	
c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE D
(Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2015

Open to Public Inspection

► 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.

Name of the organization
THE HEALTH PLAN OF THE UPPER OHIO VALLEY
INC

Employer identification number
55-0585592

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)

☐ Protection of natural habitat

☐ Preservation of open space

☐ Preservation of an historically important land area

☐ Preservation of a certified historic structure

2

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

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

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 on 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 on Form 990, Part VIII, line 1

► \$

b

Assets included in Form 990, Part X

► \$

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets

(continued)

3

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

a☐ Public exhibition

b☐ Scholarly research

c☐ Preservation for future generations

d☐ Loan or exchange programs

e☐ Other

4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part 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
d	Additions during the year
e	Distributions during the year
f	Ending balance

2a

Did the organization include an amount on Form 990, Part X, line 21, 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 in Part XIII

☐

Part V

Endowment Funds.

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

	(a)Current year	(b)Prior year	b (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

(ii)

related organizations

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

b

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

4

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

Part VI

Land, Buildings, and Equipment.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a	Land	800,000		800,000
b	Buildings	7,895,415	3,767,361	4,128,054
c	Leasehold improvements			
d	Equipment	2,468,173	1,569,814	898,359
e	Other			
Total.	Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))			5,826,413

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.

Return Reference	Explanation

Part XIII

Supplemental Information *(continued)*

Return Reference	Explanation

SCHEDULE F
(Form 990)

Department of the Treasury
Internal Revenue Service

OMB No 1545-0047

2015

Open to Public Inspection

Statement of Activities Outside the United States

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

► Attach to Form 990.

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

Name of the organization

THE HEALTH PLAN OF THE UPPER OHIO VALLEY INC

Employer identification number

55-0585592

Part I

General Information on Activities Outside the United States.

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

- 1

For grantmakers.

Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees’ eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☐ Yes

☐ No
- 2

For grantmakers.

Describe in Part V the organization’s procedures for monitoring the use of its grants and other assistance outside the United States
- 3

Activites per Region

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e g , fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) See Add'l Data					
(2)					
(3)					
(4)					
(5)					
3a Sub-total	0	0			1,348,567
b Total from continuation sheets to Part I	0	0			0
c Totals (add lines 3a and 3b)	0	0			1,348,567

Part II

Grants and Other Assistance to Organizations or Entities Outside the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)									
(2)									
(3)									
(4)									

2

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

3

Enter total number of other organizations or entities ▶

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

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

Part IV Foreign Forms

- 1

Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U S Transferor of Property to a Foreign Corporation (see Instructions for Form 926)*

☐

Yes

☒

No
- 2

Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U S Owner (see Instructions for Forms 3520 and 3520-A, do not file with Form 990)*

☐

Yes

☒

No
- 3

Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U S Persons with Respect to Certain Foreign Corporations (see Instructions for Form 5471)*

☐

Yes

☒

No
- 4

Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621)*

☐

Yes

☒

No
- 5

Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U S Persons with Respect to Certain Foreign Partnerships (see Instructions for Form 8865)*

☐

Yes

☒

No
- 6

Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713, do not file with Form 990)*

☐

Yes

☒

No

Additional Data

Software ID:

Software Version:

EIN: 55-0585592

Name: THE HEALTH PLAN OF THE UPPER OHIO VALLEY
INC

Part V Supplemental Information

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

Form 990 Schedule F Part I - Activities Outside The United States

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for region
EAST ASIA & PACIFIC			BOND INVESTMENT SECURITIES		10,280
EUROPE			BOND INVESTMENT SECURITIES		80,136
NORTH AMERICA			BOND INVESTMENT SECURITIES		55,064

Form 990 Schedule F Part I - Activities Outside The United States

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for region
SOUTH AMERICA			BOND INVESTMENT SECURITIES		4,633
VARIOUS			STOCK INVESTMENT SECURITIES		1,103,267
EAST ASIA & PACIFIC			STOCK INVESTMENT SECURITIES		85,867

Form 990 Schedule F Part I - Activities Outside The United States

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i e , fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service (s) in region	(f) Total expenditures for region
CENTRAL AMERICA & CARIBBEAN			BOND INVESTMENT SECURITIES		4,450
MIDDLE EAST & NORTH AFRICA			BOND INVESTMENT SECURITIES		4,870

2015

55-0585592

Part III

Grants and Other Assistance to Domestic Individuals. 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) MEDICAL STUDENT SCHOLARSHIPS	21	294,374		FMV	TUITION PAID

Part IV

Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

Return Reference	Explanation
PART I, LINE 2	THE HPUOV MEDICAL STUDENT (DOCTORS/NURSES) SCHOLARSHIP PROGRAM BEGAN IN THE FALL OF 2009 MEDICAL STUDENTS SUBMIT SCHOLARSHIP APPLICATIONS TO A SUB-COMMITTEE OF THE BOARD THESE APPLICATIONS ARE REVIEWED BY THE SUB-COMMITTEE BASED ON THE STUDENT'S FINANCIAL NEED THE PREFERRED APPLICANTS ARE RECOMMENDED TO THE FULL BOARD, WHICH APPROVES ANY SCHOLARSHIP AWARDS THE TUITION PAYMENTS ARE MADE DIRECTLY TO THE SCHOOL, AND BOOK EXPENSES ARE REIMBURSED DIRECTLY TO THE STUDENTS THE GRANT TERM IS OPEN UNTIL THE STUDENT GRADUATES

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
THE HEALTH PLAN OF THE UPPER OHIO VALLEY
INC

Employer identification number
55-0585592

Part I Questions Regarding Compensation

	Yes	No
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 in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b Yes	
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?	2 Yes	
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?	4a Yes	
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	No
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.	4c	No
Only 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?	5a	No
b Any related organization? If "Yes," on line 5a or 5b, describe in Part III.	5b	No
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?	6a	No
b Any related organization? If "Yes," on line 6a or 6b, describe in Part III.	6b	No
7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III.	7	No
8 Were any amounts reported 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.	8	No
9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use 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				
See Additional Data Table							

Part III Supplemental Information

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

Return Reference	Explanation
PART I, LINE 1A	PER WRITTEN EMPLOYMENT AGREEMENT EXECUTED FOR CEO
PART I, LINE 4A	PHILIP WRIGHT - \$357,292 SEVERANCE PAY UPON RETIREMENT

Additional Data

Software ID:

Software Version:

EIN: 55-0585592

Name: THE HEALTH PLAN OF THE UPPER OHIO VALLEY
INC

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

(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				
1JAMES PENNINGTON PRESIDENT/CEO	(i)	476,573	70,000	0	26,500	7,526	580,599	0
	(ii)	0	0	0	0	-	-	0
1JEFFREY M KNIGHT TREASURER/CFO	(i)	205,362	0	0	20,692	21,079	247,133	0
	(ii)	0	0	0	0	-	-	0
2PATRICIA M FAST VP - GOVERNMENT PROGRAMS/OPERATIONS	(i)	223,574	0	0	22,346	21,079	266,999	0
	(ii)	0	0	0	0	-	-	0
3E DAVID MATHIEU VP - COMMERCIAL PRODUCTS	(i)	222,954	0	0	22,346	21,079	266,379	0
	(ii)	0	0	0	0	-	-	0
4ROBERT J ROSET VP - IS/CIO	(i)	217,338	0	0	21,808	21,079	260,225	0
	(ii)	0	0	0	0	-	-	0
5RICHARD LEGG VP - BENEFIT SERVICES	(i)	279,292	0	0	0	0	279,292	0
	(ii)	0	0	0	0	-	-	0
6JOHN FISCHER VP - CLINICAL SERVICES	(i)	225,129	0	0	0	20,039	245,168	0
	(ii)	0	0	0	0	-	-	0
7MARK KENAMOND MEDICAL DIRECTOR	(i)	223,040	0	0	22,192	7,526	252,758	0
	(ii)	0	0	0	0	-	-	0
8THOMAS MINTON VP - NETWORK SERVICES	(i)	143,121	0	0	14,442	21,079	178,642	0
	(ii)	0	0	0	0	-	-	0
9SHAWN ARMSTRONG VP - STRATEGIC INITIATIVES	(i)	149,718	0	0	7,637	21,079	178,434	0
	(ii)	0	0	0	0	-	-	0
10DAVID THOMAS DIRECTOR - SALES NATIONAL ACCOUNTS	(i)	368,125	0	0	0	19,231	387,356	0
	(ii)	0	0	0	0	-	-	0
11KENTON ROEPKA DIRECTOR - ACTUARIAL SERVICES	(i)	215,476	0	0	0	19,231	234,707	0
	(ii)	0	0	0	0	-	-	0
12PHILIP D WRIGHT PRESIDENT/CEO RTD 6 30 14	(i)	357,292	0	0	0	0	357,292	0
	(ii)	0	0	0	0	-	-	0

**SCHEDULE O
(Form 990 or
990-EZ)**Department of the
Treasury
Internal Revenue
Service**Supplemental Information to Form 990 or 990-EZ**Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

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

OMB No 1545-0047

2015**Open to Public
Inspection**Name of the organization
THE HEALTH PLAN OF THE UPPER OHIO VALLEY
INC**Employer identification number**

55-0585592

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	1 FAMILY MEMBER JESSICA LEGG RELATED OFFICER RICHARD LEGG TITLE PROVIDER RELATIONS REP COMPENSATION 22,794 2 FAMILY MEMBER RICHARD LEGG RELATED OFFICER JAMES M PENNINGTON TITLE VP - BENEFIT SERVICES COMPENSATION 279,292
FORM 990, PART VI, SECTION B, LINE 11	THE CFO AND THE CONTROLLER REVIEW THE FORM 990 FOR REASONABLENESS COMPARED TO THE INTERNAL FINANCIAL STATEMENTS THE CFO PORVIDES COPIES TO THE BOARD OF DIRECTORS PRIOR TO FILING T HE RETURN

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 12C	CONFLICT OF INTEREST STATEMENTS ARE SIGNED ON AN ANNUAL BASIS AND MAINTAINED BY THE HUMAN RESOURCES DEPARTMENT
FORM 990, PART VI, SECTION B, LINE 15	THE BOARD OF DIRECTORS AND/OR IMMEDIATE SUPERVISOR REVIEWS PERFORMANCE THE BOARD APPROVES COMPENSATION FOR THE CEO, THE CEO APPROVES ALL OTHERS' COMPENSATION OUTSIDE SURVEY TOOLS HAVE BEEN REFERENCED TO AID IN COMPENSATION DETERMINATION

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION C, LINE 19	THESE DOCUMENTS ARE FILED WITH THE DEPARTMENT OF INSURANCE AND ARE AVAILABLE UPON REQUEST
FORM 990, PART XI, LINE 9	CHANGE IN NONADMITTED ASSETS 1,220,543 ASSET ASSIGNMENT -4,482,002 CHANGE IN RESERVES -9,291,270

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART XII, LINE 2C	PROCESS HAS NOT CHANGED FROM PRIOR YEAR

SCHEDULE R
(Form 990)

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2015

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

► 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.

Name of the organization
THE HEALTH PLAN OF THE UPPER OHIO VALLEY
INC

Employer identification number
55-0585592

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on Form 990, Part IV, line 33.					
(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.							
(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1)HOMETOWN HEALTH PLAN 100 LILLIAN GISH BLVD MASSILLON, OH 44647 34-1523541	INSURANCE	OH	501(C)(4)	N/A	HPUOV	Yes	

Part III

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of- year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) THP INSURANCE COMPANY 1137 VANVOORHIS RD CHELSEA SQUARE S MORGANTOWN, WV 26505 55-0765726	INSURANCE	WV	N/A	C	-823,267	38,818,451	100 000 %	Yes	
(2) HP AGENCY INC 52160 NATIONAL ROAD EAST ST CLAIRSVILLE, OH 43950 34-1764520	SVC TO SELF-INS	OH	N/A	C		359,176	100 000 %	Yes	
(3) HOMETOWN HHP SERVICES CORP 100 LILLIAN GISH BLVD MASSILLON, OH 44647 34-1588625	SVC TO SELF-INS	OH	N/A	C	-27,768	728,303	100 000 %	Yes	

Part V

Transactions With Related Organizations

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

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

1

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

a

Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity

1a

No

b

Gift, grant, or capital contribution to related organization(s)

1b

No

c

Gift, grant, or capital contribution from related organization(s)

1c

No

d

Loans or loan guarantees to or for related organization(s)

1d

No

e

Loans or loan guarantees by related organization(s)

1e

No

f

Dividends from related organization(s)

1f

No

g

Sale of assets to related organization(s)

1g

No

h

Purchase of assets from related organization(s)

1h

No

i

Exchange of assets with related organization(s)

1i

No

j

Lease of facilities, equipment, or other assets to related organization(s)

1j

No

k

Lease of facilities, equipment, or other assets from related organization(s)

1k

No

l

Performance of services or membership or fundraising solicitations for related organization(s)
.

1l

Yes

m

Performance of services or membership or fundraising solicitations by related organization(s)

1m

No

n

Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

1n

Yes

o

Sharing of paid employees with related organization(s)

1o

No

p

Reimbursement paid to related organization(s) for expenses

1p

No

q

Reimbursement paid by related organization(s) for expenses

1q

Yes

r

Other transfer of cash or property to related organization(s)

1r

No

s

Other transfer of cash or property from related organization(s)

1s

No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds			
(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)THP INSURANCE COMPANY	L	1,573,794	ADMIN ALLOCATION
(2)HP AGENCY	L	1,127,728	ADMIN ALLOCATION
(3)HOMETOWN HHP SERVICES INC	L	343,514	ADMIN ALLOCATION
(4)THP INSURANCE COMPANY	Q	6,535,321	EXPENSE REIMBURSEMENT

Schedule R (Form 990) 2015

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.

[illegible]

Part VII **Supplemental Information**

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

Return Reference	Explanation
------------------	-------------