

For Paperwork Reduction Act Notice, see the separate instructions. Cat No 11282Y Form **990** (2016)

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

TO SUPPORT HEALTH IMPROVEMENT IN THE COMMUNITIES WE SERVE BY OFFERING COMPETITIVE INSURANCE PRODUCTS BASED ON QUALITY OUTCOMES AND EVIDENCED BASED HEALTHCARE

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 \$	4,998,843	including grants of \$	(Revenue \$	10,315,961)
See Additional Data						

4b	(Code)	(Expenses \$	1,871,146	including grants of \$	(Revenue \$	3,105,208)
See Additional Data						

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 ▶		6,869,989			
-----------	---	--	-----------	--	--	--

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	1	No
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (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? <i>If "Yes," complete Schedule C, Part I</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? <i>If "Yes," complete Schedule C, Part II</i>	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? <i>If "Yes," complete Schedule C, Part III</i>	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? <i>If "Yes," complete Schedule D, Part I</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? <i>If "Yes," complete Schedule D, Part II</i> 🗑️	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> 🗑️	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? <i>If "Yes," complete Schedule D, Part IV</i> 🗑️	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> 🗑️	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? <i>If "Yes," complete Schedule D, Part VI</i> 🗑️	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? <i>If "Yes," complete Schedule D, Part VII</i> 🗑️	11b	Yes
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i> 🗑️	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? <i>If "Yes," complete Schedule D, Part IX</i> 🗑️	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> 🗑️	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)? <i>If "Yes," complete Schedule D, Part X</i> 🗑️	11f	Yes
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> 🗑️	12a	Yes
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i> 🗑️	12b	Yes
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	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? <i>If "Yes," complete Schedule F, Parts I and IV</i>	14b	No
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? <i>If "Yes," complete Schedule F, Parts II and IV</i>	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? <i>If "Yes," complete Schedule F, Parts III and IV</i>	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? <i>If "Yes," complete Schedule G, Part I</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? <i>If "Yes," complete Schedule G, Part II</i>	18	No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19	No

Part IV Checklist of Required Schedules (continued)

	Yes	No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		No
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? <i>If "Yes," complete Schedule I, Parts I and II</i>		No
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>		No
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	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>		No
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? <i>If "Yes," complete Schedule L, Part I</i>		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>		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>		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>		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>		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>		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>		No
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		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>		No
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		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>		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>	Yes	
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>	Yes	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	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>	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>		
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>		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	Yes	

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	1,649
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	0
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	No
b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O	3b	
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	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
8	Sponsoring organizations maintaining donor advised funds. 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?	Yes	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	Yes	
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	Yes	
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.		No
15b	Other officers or key employees of the organization.		No
	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:
 ▶ LISA ODOM CFO PO BOX 5750 SPRINGFIELD, MO 65801 (417) 269-2900

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) DR JAMES H CEASER DIRECTOR	1 0 39 0	X						0	631,168	14,784
(2) DR MARK COSTLEY CHAIRMAN/DIRECTOR	1 0 39 0	X		X				0	217,591	25,992
(3) MR CHRIS W NATTINGER DIRECTOR	1 0 1 0	X						0	0	0
(4) MR JERRY G JARED DIRECTOR	1 0 2 0	X						0	0	0
(5) MR JOSEPH W TURNER DIRECTOR	1 0 5 0	X						0	0	0
(6) MR KENNETH E MEYER DIRECTOR	1 0 1 0	X						0	0	0
(7) MR LARRY SCHMITT DIRECTOR	1 0 1 0	X						0	0	0
(8) MR STEVEN D EDWARDS VICE CHAIRMAN/DIRECTOR	1 0 39 0	X		X				0	1,532,608	276,827
(9) MS RITA M NEEDHAM DIRECTOR	1 0 1 0	X						0	0	0
(10) JOHN D GAMBLE CFO ENDING 7/2016	20 0 20 0			X				0	109,283	10,341
(11) MATTHEW AUG CHIEF EXECUTIVE OFFICER	20 0 20 0			X				0	328,984	20,129
(12) SUSAN BUTTS CHIEF INFORMATION OFFICER	20 0 20 0			X				0	132,189	7,014
(13) LISA ODOM CFO BEGINNING 7/2016	20 0 20 0			X				0	50,612	4,447

[illegible]

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

Section B. Independent Contractors

(A) Name and business address	(B) Description of services	(C) Compensation
TRIZETTO GROUP INC, 12250 WEBER HILL ROAD SUITE 100 ST LOUIS, MO 63127	HEALTHCARE IT SVC	331,620
ENVISION PHARMACEUTICAL SOLUTIONS, 2181 E AURORA RD SUITE 201 TWINSBURG, OH 44087	PHARM BENEFITS MGR	317,531
MILLIMAN, 500 NORTH BROADWAY SUITE 1750 ST LOUIS, MO 63102	CONSULTING	280,545
BKD LLP, 200 E MAIN ST SUITE 700 FORT WAYNE, IN 468021900	AUDIT/TAX/CONSULTING	175,518
OZARK MAILING SERVICE LLC, 2804 NORTH OAK GROVE AVENUE SPRINGFIELD, MO 65803	MAILING	252,611

Form 990 (2016)

Part VIII **Statement of Revenue**

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

**Contributions, Gifts, Grants
and Other Similar Amounts**

1a Federated campaigns . . .	1a	
b Membership dues . . .	1b	
c Fundraising events . . .	1c	
d Related organizations	1d	
e Government grants (contributions)	1e	
f All other contributions, gifts, grants, and similar amounts not included above	1f	
g Noncash contributions included in lines 1a-1f \$ _____		
h Total. Add lines 1a-1f		0

Program Service Revenue

	Business Code				
2a ADMINISTRATIVE SERVICES	561000	13,225,335	13,225,335		
b HEALTH CLAIMS REIMBURSEMENT	524114	187,231	187,231		
c PREMIUM INCOME	524114	8,603	8,603		
d _____					
e _____					
f All other program service revenue					
g Total. Add lines 2a-2f		13,421,169			

Other Revenue

3 Investment income (including dividends, interest, and other similar amounts)		42,284			42,284
4 Income from investment of tax-exempt bond proceeds		0			
5 Royalties		0			
6a Gross rents	(i) Real	(ii) Personal			
b Less rental expenses					
c Rental income or (loss)	0	0			
d Net rental income or (loss)			0		
7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
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	a	0			
b Less direct expenses	b	0			
c Net income or (loss) from fundraising events			0		
9a Gross income from gaming activities See Part IV, line 19	a	0			
b Less direct expenses	b	0			
c Net income or (loss) from gaming activities			0		
10a Gross sales of inventory, less returns and allowances	a	0			
b Less cost of goods sold	b	0			
c Net income or (loss) from sales of inventory			0		
Miscellaneous Revenue	Business Code				
11a					
b					
c					
d All other revenue					
e Total. Add lines 11a-11d			0		
12 Total revenue. See Instructions		13,463,453	13,421,169		42,284

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.	0			
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, line 15 and 16.	0			
4 Benefits paid to or for members.	0			
5 Compensation of current officers, directors, trustees, and key employees.	0			
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.	3,979,794	2,910,395	1,069,399	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	120,781	88,326	32,455	
9 Other employee benefits.	978,190	715,344	262,846	
10 Payroll taxes.	272,686	199,413	73,273	
11 Fees for services (non-employees):				
a Management.	0			
b Legal.	5,143		5,143	
c Accounting.	175,518		175,518	
d Lobbying.	0			
e Professional fundraising services. See Part IV, line 17.	0			
f Investment management fees.	320,106	320,106		
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	785,614	647,676	137,938	
12 Advertising and promotion.	181,393	132,651	48,742	
13 Office expenses.	691,020	519,442	171,578	
14 Information technology.	943,221	689,771	253,450	
15 Royalties.	0			
16 Occupancy.	294,906	215,663	79,243	
17 Travel.	28,478	20,826	7,652	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.	0			
19 Conferences, conventions, and meetings.	5,885	4,304	1,581	
20 Interest.	625	457	168	
21 Payments to affiliates.	0			
22 Depreciation, depletion, and amortization.	372,519	272,421	100,098	
23 Insurance.	57,501	42,050	15,451	
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 LICENSES, DUES & SUBSCRIPTIONS	57,251	41,867	15,384	
b CLAIMS FEES	10,096	10,096		
c MISCELLANEOUS	53,577	39,181	14,396	
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e.	9,334,304	6,869,989	2,464,315	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 <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

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

				(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing		5,659,068	1	1,699,938
	2	Savings and temporary cash investments		5,568,674	2	10,603,227
	3	Pledges and grants receivable, net		0	3	0
	4	Accounts receivable, net		1,651,895	4	858,727
	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		529,283	9	587,108
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D.	10a 7,562,641			
	b	Less: accumulated depreciation	10b 7,146,529	588,035	10c	416,112
	11	Investments—publicly traded securities		0	11	0
	12	Investments—other securities. See Part IV, line 11		17,498,070	12	14,716,588
	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	940,151
	16	Total assets. Add lines 1 through 15 (must equal line 34)		31,495,025	16	29,821,851
Liabilities	17	Accounts payable and accrued expenses		1,536,644	17	881,781
	18	Grants payable		0	18	0
	19	Deferred revenue		439	19	0
	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.		221,739	25	826,961
	26	Total liabilities. Add lines 17 through 25		1,758,822	26	1,708,742
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ► <input type="checkbox"/> 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 ► <input checked="" type="checkbox"/> and complete lines 30 through 34. 30 Capital stock or trust principal, or current funds			14,063,160	30	14,092,409
	31 Paid-in or capital surplus, or land, building or equipment fund			20,605,010	31	8,268,000
	32 Retained earnings, endowment, accumulated income, or other funds			-4,931,967	32	5,752,700
	33 Total net assets or fund balances			29,736,203	33	28,113,109
	34 Total liabilities and net assets/fund balances			31,495,025	34	29,821,851

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	13,463,453
2	Total expenses (must equal Part IX, column (A), line 25)	2	9,334,304
3	Revenue less expenses Subtract line 2 from line 1	3	4,129,149
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	29,736,203
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-5,752,243
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	28,113,109

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

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		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 <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input checked="" type="checkbox"/> 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		

Additional Data

Software ID:
Software Version:
EIN: 43-1757075
Name: COX HEALTH SYSTEMS HMO INC

Form 990 (2016)

Form 990, Part III, Line 4a:

COX HMO PROVIDES OPERATIONAL SUPPORT SERVICES TO ITS WHOLLY OWNED SUBSIDIARY CHSIC SUCH ADMINISTRATIVE SERVICES PROVIDED TO CHSIC INCLUDE COMPREHENSIVE ADMINISTRATIVE SERVICES, FINANCIAL AND MANAGERIAL SERVICES, PREMIUM PROCESSING, CLAIMS MANAGEMENT AND PROVIDER NETWORK ADMINISTRATION

Form 990, Part III, Line 4b:

COX HMO SERVES AS THE THIRD PARTY ADMINISTRATOR (TPA) FOR COX HEALTH SYSTEMS HOSPITALS' SELF-FUNDED EMPLOYEE HEALTH PLAN THE CHS HOSPITALS' SELF-FUNDED PLAN COVERS APPROXIMATELY 13,300 MEMBERS INCLUDING EMPLOYEES AND DEPENDENTS

efile GRAPHIC print - DO NOT PROCESS

As Filed Data -

DLN: 93493317077187

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

2016

Open to Public Inspection

Name of the organization
COX HEALTH SYSTEMS HMO INC

Employer identification number
43-1757075

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 an 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

2a

2b

2c

2d

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

► \$

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

Cat No 52283D

Schedule D (Form 990) 2016

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

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
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 in Part XIII

☐

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

(ii) related organizations

b

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

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

4

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

Part VI

Land, Buildings, and Equipment.

Complete if the organization answered 'Yes' 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		144,031	126,744	17,287
d Equipment		7,418,610	7,019,785	398,825
e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)) . . . ▶				416,112

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) INVESTMENTS IN CHSIC	14,716,588	C
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12) ▶	14,716,588	

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	0
CLAIMS PAYABLE	5,000
DUE TO RELATED PARTIES	821,961
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ▶	826,961

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	8,603
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	8,603
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	13,454,850
c	Add lines 4a and 4b	4c	13,454,850
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)	5	13,463,453

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	60,848
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	60,000
e	Add lines 2a through 2d	2e	60,000
3	Subtract line 2e from line 1	3	848
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	9,333,456
c	Add lines 4a and 4b	4c	9,333,456
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)	5	9,334,304

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
See Additional Data Table	

Part XIII Supplemental Information *(continued)*

Return Reference	Explanation

Additional Data

Software ID:
Software Version:
EIN: 43-1757075
Name: COX HEALTH SYSTEMS HMO INC

Supplemental Information

Return Reference	Explanation
SCHEDULE D, PART X, LINE 2	UNCERTAIN TAX POSITIONS EFFECTIVE JANUARY 1, 2015, THE COMPANY ELECTED 501(C) NONPROFIT TAX-EXEMPT STATUS AS A RESULT OF THIS ELECTION, THE COMPANY IS NO LONGER SUBJECT TO INCOME TAXES AT THE ENTITY LEVEL THE COMPANY FILES A CONSOLIDATED INFORMATIONAL TAX RETURN (990) WITH ITS SUBSIDIARY, COX HEALTHPLANS, LLC THE COMPANY IS NOT AWARE OF ANY UNCERTAIN TAX POSITIONS AT DECEMBER 31, 2016 OR 2015

Supplemental Information

Return Reference	Explanation
SCHEDULE D, PART XI, LINE 4B	OTHER AMOUNTS INCLUDED ON FORM 990, PART VIII, LINE 12, BUT NOT LINE 1 \$ 13,264,833 COXHE ALTH PLANS, LLC REVENUE 187,231 HEALTH CLAIMS REVENUE 2,786 INTEREST INCOME ----- \$ 13,454,850

Supplemental Information	
Return Reference	Explanation
SCHEDULE D, PART XII, LINE 2D	OTHER AMOUNTS INCLUDED ON LINE 1, BUT NOT FORM 990, PART IX, LINE 25 \$ 60,000 ELIMINATED FEES PAID TO LLC FROM HMO

Supplemental Information	
Return Reference	Explanation
SCHEDULE D, PART XII, LINE 4B	OTHER AMOUNTS INCLUDED ON FORM 990, PART IX, LINE 25, BUT NOT LINE 1 \$ 9,322,735 COXHEALT H PLANS, LLC EXPENSES 625 INTEREST EXPENSE 10,096 CLAIMS FEES ----- \$ 9,333,456

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
COX HEALTH SYSTEMS HMO INC

Employer identification number
43-1757075

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. <div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Discretionary spending account</div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div>		
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	
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	
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. <div><div><input type="checkbox"/> Compensation committee</div><div><input type="checkbox"/> Independent compensation consultant</div><div><input type="checkbox"/> Form 990 of other organizations</div><div><input type="checkbox"/> Written employment contract</div><div><input type="checkbox"/> Compensation survey or study</div><div><input type="checkbox"/> Approval by the board or compensation committee</div></div>		
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	No
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	Yes
c Participate in, or receive payment from, an equity-based compensation arrangement? 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				
1 DR JAMES H CEASER DIRECTOR	(i)	0 -----	0 -----	0 -----	0 -----	0 -----	0 -----	0 -----
	(ii)	586,138	45,030	0	0	14,784	645,952	0
2 DR MARK COSTLEY CHAIRMAN/DIRECTOR	(i)	0 -----	0 -----	0 -----	0 -----	0 -----	0 -----	0 -----
	(ii)	215,916	0	1,675	11,190	14,802	243,583	0
3 MATTHEW AUG CHIEF EXECUTIVE OFFICER	(i)	0 -----	0 -----	0 -----	0 -----	0 -----	0 -----	0 -----
	(ii)	264,001	58,683	6,300	12,985	7,144	349,113	0
4 MR STEVEN D EDWARDS VICE CHAIRMAN/DIRECTOR	(i)	0 -----	0 -----	0 -----	0 -----	0 -----	0 -----	0 -----
	(ii)	948,127	331,733	252,748	253,616	23,211	1,809,435	238,103

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
SCHEDULE J, PART I, LINE 3	ESTABLISHMENT OF TOP MANAGEMENT OFFICIAL COMPENSATION. LESTER E. COX MEDICAL CENTERS, A RELATED ORGANIZATION, USES THE FOLLOWING TO ESTABLISH THE COMPENSATION OF THE COX HEALTH SYSTEMS HMO TOP MANAGEMENT OFFICIAL: COMPENSATION COMMITTEE, INDEPENDENT COMPENSATION CONSULTANT, WRITTEN EMPLOYMENT CONTRACT, COMPENSATION SURVEY OR STUDY, AND APPROVAL BY THE BOARD OR COMPENSATION COMMITTEE.
SCHEDULE J, PART I, LINE 4B	SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN. STEVE EDWARDS PARTICIPATES IN A 457(F) NONQUALIFIED RETIREMENT PLAN WITH LESTER E. COX MEDICAL CENTERS ("COX"). HE RECEIVED AN EXECUTIVE 457(F) CONTRIBUTION OF \$240,366 AND A 457(F) DISTRIBUTION OF \$238,103, WHICH WAS REPORTED AS DEFERRED COMPENSATION ON A PRIOR FORM 990 OF COX.
SCHEDULE J, PART II, COLUMN F	COMPENSATION REPORTED ON PRIOR FORM 990. THE AMOUNT REPORTED IN SCHEDULE J, PART II, COLUMN F, WAS REPORTED ON A PRIOR FORM 990 OF LESTER E. COX MEDICAL CENTERS, A RELATED ORGANIZATION. COMPENSATION IS REPORTED ON THE FORM 990 IN THE YEAR THAT THE COMPENSATION IS EARNED BY OR AWARDED TO AN INDIVIDUAL, EVEN IF THE COMPENSATION IS NOT PAID TO THE INDIVIDUAL, IS NOT FULLY VESTED, OR IS SUBJECT TO SUBSTANTIAL RISK OF FORFEITURE. IF COMPENSATION IS EARNED OR AWARDED IN ONE YEAR BUT PAID IN A LATER YEAR, THEN THE COMPENSATION IS REPORTED A SECOND TIME ON THE FORM 990 IN THE YEAR THE COMPENSATION IS VESTED OR PAID TO THE INDIVIDUAL.

SCHEDULE O (Form 990 or 990-EZ) <small>Department of the Treasury Internal Revenue Service</small>	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 .	<small>OMB No 1545-0047</small> 2016 Open to Public Inspection
---	--	--

<small>Name of the organization</small> COX HEALTH SYSTEMS HMO INC	<small>Employer identification number</small> 43-1757075
---	---

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART III, LINE 3	SIGNIFICANT CHANGES IN PROGRAM SERVICES AS OF 1/1/16, ALL REMAINING MEMBERS WITH HMO PLANS WERE TRANSFERRED TO NEW PLANS IN COX HEALTH SYSTEMS INSURANCE COMPANY, A RELATED ORGANIZATION

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	FAMILY & BUSINESS RELATIONSHIPS STEVEN EDWARDS SERVES AS THE PRESIDENT & CEO, AND JAMES CEASER, MARK COSTLEY, MATTHEW AUG, JOHN GAMBLE, LISA ODOM, AND SUSAN BUTTS ARE ALL EMPLOYED BY LESTER E COX MEDICAL CENTERS, A RELATED ORGANIZATION NO COMPENSATION WAS PROVIDED FOR RESPONSIBILITIES ASSOCIATED WITH BEING A BOARD DIRECTOR COMPENSATION REPORTED FOR BOARD MEMBERS LISTED ON FORM 990, PART VII, AND SCHEDULE J REPRESENTS EMPLOYEE OR INDEPENDENT CONTRACTOR COMPENSATION UNRELATED TO SERVICE AS A BOARD MEMBER

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 6	MEMBERS THE MEMBER IS LESTER E COX MEDICAL CENTERS ("MEMBER"), A RELATED ORGANIZATION AND SUBSIDIARY OF COXHEALTH ("PARENT"), ANOTHER RELATED ORGANIZATION

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7A	ELECTION/APPOINTMENT OF BOARD MEMBERS THE BOARD SHALL CONSIST OF NO LESS THAN EIGHT (8) AND NO MORE THAN TWENTY-ONE (21) DIRECTORS, EACH OF WHOM SHALL BE APPOINTED BY COXHEALTH ("PARENT") ONE (1) DIRECTOR SHALL RESIDE IN THE BRANSON, MISSOURI AREA, WHICH IS DEFINED AS THE SKAGGS COMMUNITY HOSPITAL ASSOCIATION D/B/A COX MEDICAL CENTER BRANSON ("CMCB") SERVICE AREA INCLUDING STONE AND TANEY COUNTIES ("CMCB DIRECTOR") THE BOARD SHALL RECEIVE NOMINATIONS FROM THE CMCB BOARD PRIOR TO THE ANNUAL MEETING FOR ELECTION AS DIRECTOR THE BOARD OF DIRECTORS OF COX MEDICAL GROUP ("CMG") SHALL NOMINATE TWO (2) PHYSICIANS TO SERVE ON THE BOARD (EACH A "CMG DIRECTOR") ONE CMG DIRECTOR SHALL BE EMPLOYED BY FERRELL-DUNCAN CLINIC, INC AND THE OTHER SHALL BE EMPLOYED BY LESTER E COX MEDICAL CENTERS ("MEMBER"), EMPLOYED BY CMG, OR EMPLOYED BY MEMBER AND LEASED TO CMG THE PARENT SHALL RECEIVE NOMINATIONS FROM THE CMG BOARD PRIOR TO THE ANNUAL MEETING AT WHICH DIRECTORS ARE ELECTED

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7B	<p>MEMBER POWERS THE BYLAWS ARE REVIEWED BY THE PRESIDENT AND CEO OF COXHEALTH ("PARENT") OR HIS/HER DESIGNEE TOGETHER WITH THE GENERAL COUNSEL, AT LEAST EVERY THREE (3) YEARS THE P ARENT MAY ADOPT, AMEND AND REPEAL THE BYLAWS, SUBJECT TO ANY LIMITATIONS SET FORTH IN THE BYLAWS, AT ANY MEETING, PROVIDED THAT A COPY OF THE BYLAWS TO BE CONSIDERED AT THE MEETING ACCOMPANIES THE NOTICE THEREOF EXCEPT AS SPECIFIED BELOW OR AS SET FORTH ELSEWHERE IN TH E BYLAWS, THE FOLLOWING RESERVED POWERS MAY BE EXERCISED BY THE PARENT WITHOUT PRIOR ACTION BY THE BOARD SAID RESERVED POWERS ARE (A) TO ESTABLISH AND CHANGE THE BUSINESS PURPOSE S, MISSION, VISION OR VALUES OF THE CORPORATION, (B) TO APPROVE AMENDMENTS TO THE ARTICLES OF ACCEPTANCE OF THE CORPORATION AS PROVIDED THEREIN, (C) TO APPROVE AMENDMENTS TO THE BY LAWS OF THE CORPORATION, (D) TO APPROVE THE ADOPTION OF AND ANY REVISION TO THE CHARTERS F OR ALL COMMITTEES ESTABLISHED BY THE BOARD, (E) TO APPOINT AND REMOVE THE DIRECTORS OF THE CORPORATION, SUBJECT TO THE REQUIREMENTS OF ARTICLE FIVE, AND TO APPOINT AND REMOVE THE O FFICERS OF THE BOARD AND THE CORPORATION, (F) TO APPROVE THE APPOINTMENT AND REMOVAL OF TH E PRESIDENT OF THE CORPORATION, (G) TO APPOINT THE AUDITOR AND THE CORPORATE COUNSEL FOR T HE CORPORATION AND ITS CONTROLLED SUBSIDIARIES OR REMOTELY CONTROLLED SUBSIDIARIES SO LONG AS SUCH APPOINTMENT IS CONSISTENT WITH ALL APPLICABLE LAWS AND REGULATIONS, INCLUDING MIS SOURI DEPARTMENT OF INSURANCE REGULATIONS AND GUIDELINES, (H) TO ESTABLISH CENTRALIZED EMP LOYEE BENEFIT, INSURANCE, INVESTMENT, FINANCING, MARKETING, LEGAL, CORPORATE COMPLIANCE, P ERFORMANCE ASSESSMENT AND IMPROVEMENT AND OTHER OPERATIONAL AND SUPPORT PROGRAMS, TO REQUI RE THE PARTICIPATION OF THE CORPORATION IN SUCH PROGRAMS, AND TO AUTHORIZE THE OPENING AND CLOSING OF BANK ACCOUNTS AND INVESTMENT ACCOUNTS IN THE NAME OF THE CORPORATION, (I) TO A PPROVE THE MERGER, CONSOLIDATION OR DISSOLUTION OF THE CORPORATION OR THE SALE OF ALL OR S UBSTANTIALLY ALL OF THE ASSETS OF THE CORPORATION, TI) TO APPROVE THE FORMATION OF A CONTR OLLED SUBSIDIARY OR A REMOTELY CONTROLLED SUBSIDIARY, (K) TO APPROVE THE ACQUISITION OR DI SPOSITION BY THE CORPORATION OF ANOTHER LEGAL ENTITY OR AN INTEREST IN ANOTHER LEGAL ENTIT Y, (1) TO APPROVE THE STRATEGIC PLAN AND THE OPERATING AND CAPITAL BUDGETS OF THE CORPORAT ION, (M) APPROVAL OF THE CORPORATION'S UNBUDGETED DEBT AND CAPITAL EXPENDITURES OF ONE HUN DRED THOUSAND DOLLARS (\$100,000) OR GREATER, (N) TO AUTHORIZE OR APPROVE THE ACQUISITION O R DISPOSITION BY THE CORPORATION OF REAL PROPERTY OR ANY INTEREST IN REAL PROPERTY HAVING A VALUE OF ONE HUNDRED THOUSAND DOLLARS (\$100,000) OR GREATER, (O) TO APPROVE THE SALE OR PURCHASE OF ANY PROPERTY OF THE CORPORATION HAVING A VALUE OF ONE HUNDRED THOUSAND DOLLARS (\$100,000) OR GREATER, (P) TO AUTHORIZE AND APPROVE BORROWING MONEY OR ENTERING INTO FINA NCIAL GUARANTIES BY THE CORPORATION, INCLUDING ACTIONS RELATING TO THE FORMATION, JOINING, OPERATION, WITHDRAWAL FROM AN</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7B	D TERMINATION OF A CREDIT GROUP OR AN OBLIGATED GROUP AND THE GRANTING OF SECURITY INTERESTS IN THE PROPERTY OF THE CORPORATION, (Q) TO APPROVE THE TRANSFER OF ASSETS BY THE CORPORATION TO ANY ENTITY OTHER THAN THE MEMBER AND/ OR PARENT, OTHER THAN TRANSFERS MADE IN THE ORDINARY COURSE OF OPERATIONS OF THE CORPORATION WHICH WILL NOT REQUIRE APPROVAL OF THE PARENT, (R) TO DETERMINE THE EXTENT TO WHICH AND THE MANNER IN WHICH THE POWERS DESCRIBED IN THIS SECTION WHICH ARE RESERVED TO THE PARENT WITH RESPECT TO THE CORPORATION ARE TO BE INCLUDED IN THE GOVERNING DOCUMENTS OF ANY CONTROLLED SUBSIDIARY OR REMOTELY CONTROLLED SUBSIDIARY AND EXERCISED WITH RESPECT TO ANY CONTROLLED SUBSIDIARY OR ANY REMOTELY CONTROLLED SUBSIDIARY

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 11B	FORM 990 REVIEW THE FORM 990 IS PREPARED BY AN INDEPENDENT ACCOUNTING FIRM BASED ON THE AUDITED FINANCIAL STATEMENTS AND INFORMATION PROVIDED BY THE ORGANIZATION THE FORM 990 IS PROVIDED TO THE DIRECTOR OF ACCOUNTING AND CFO FOR A DETAILED REVIEW TO ENSURE ACCURACY A COPY IS THEN PROVIDED TO THE CEO AND GOVERNING BODY FOR REVIEW PRIOR TO FILING

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 12C	<p>CONFLICT OF INTEREST POLICY COXHEALTH OFFICERS, DIRECTORS AND KEY EMPLOYEES, AS WELL AS OFFICERS, DIRECTORS AND KEY EMPLOYEES OF THE COXHEALTH AFFILIATES AND/OR COMMITTEES WITH DELEGATED AUTHORITY TO MAKE DECISIONS, ARE ANNUALLY REQUIRED TO DISCLOSE POTENTIAL CONFLICTS OF INTEREST FOLLOWING THE POLICY SET FORTH BELOW THE POLICY REQUIRES THAT BOARD MEMBERS MAKE DECISIONS THAT ARE CONFLICT FREE, OR IF A CONFLICT IS PRESENT, THAT IT IS FULLY DISCLOSED FOR THE BOARD'S CONSIDERATION COXHEALTH'S EMPLOYEES AND BOARD MEMBERS MUST AVOID ALL ACTIVITIES, ASSOCIATIONS OR INTERESTS THAT CREATE A CONFLICT OF INTEREST CONFLICTS OF INTEREST FOR EMPLOYEES MUST BE REPORTED TO THE CORPORATE INTEGRITY DEPARTMENT A FILE WILL BE MAINTAINED OF ALL REPORTED CONFLICTS OF INTEREST FOR MEDICAL STAFF MEMBERS, THE CONFLICT OF INTEREST PROCESS MAY BE ACCESSED THROUGH THE MEDICAL STAFF OFFICE FOR BOARD MEMBERS, THE CONFLICT OF INTEREST PROCESS IS HANDLED THROUGH THE GOVERNANCE SUB-COMMITTEE OF THE BOARD WITH THE ASSISTANCE OF THE EXECUTIVE OFFICE AND IS DEFINED IN THE CHARTER OF THE GOVERNANCE SUB-COMMITTEE IF ANY OFFICER OR DIRECTOR IS FOUND TO HAVE A CONFLICT OF INTEREST, SUCH PERSON SHALL NEITHER VOTE NOR USE HIS OR HER INFLUENCE TO AFFECT ANY DECISION RELATING TO THE CONFLICT, AND SUCH PERSON SHOULD NOT BE INCLUDED IN DETERMINING WHETHER A QUORUM PARTICIPATED IN THE DECISION SUCH PERSON IS PERMITTED TO BRIEFLY STATE HIS OR HER POSITION ON THE MATTER, AND ANSWER PERTINENT QUESTIONS ABOUT IT, IF HIS OR HER KNOWLEDGE OR EXPERTISE COULD ASSIST THOSE PARTICIPATING IN THE DECISION FOR VENDORS, THE POLICY IS DISTRIBUTED WITH THEIR INITIAL CONTRACT WITH COXHEALTH</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINES 15A & 15B	COMPENSATION REVIEW COXHEALTH EMPLOYS A DEFINED GOVERNANCE STRUCTURE AROUND EXECUTIVE COMPENSATION THE BOARD OF DIRECTORS MAINTAINS A COMPENSATION COMMITTEE THAT IS CHARGED WITH CARRYING OUT THE FUNCTIONS OF EVALUATING AND SETTING EXECUTIVE COMPENSATION THROUGH FORMAL DOCUMENTED MEETINGS THAT OCCUR SEVERAL TIMES DURING THE YEAR THE COMPENSATION COMMITTEE UTILIZES A WELL RESPECTED INDEPENDENT EXTERNAL ADVISOR TO PROVIDE THIRD PARTY ASSESSMENT AND RECOMMENDATIONS REGARDING COMPENSATION LEVELS AND BENEFIT PROGRAMS FOR THE TOP EXECUTIVES OF THE ORGANIZATION TO ENSURE THE COMPENSATION PROGRAM IS COMPETITIVE AND WITHIN FAIR MARKET VALUE AFTER A FULL REVIEW OF THE DATA AND THOROUGH DISCUSSION THE COMMITTEE MAKES A SELF DETERMINATION OF COMPENSATION LEVELS SET JANUARY 1 OF EACH YEAR ANNUALLY THE STEPS NECESSARY TO DOCUMENT REBUTTABLE PRESUMPTION ARE TAKEN AND RECORDED ADDITIONALLY, COMPENSATION LEVELS FOR THE VICE PRESIDENT TIER OF MANAGEMENT IS OVERSEEN BY THE CEO USING EXTERNAL COMPARABLE DATA FOR ASSESSMENT AND IS PROVIDED TO THE COMPENSATION COMMITTEE FOR REVIEW ON AN ANNUAL BASIS

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION C, LINE 19	DOCUMENT DISCLOSURE COX HEALTH SYSTEMS HMO'S GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY ARE AVAILABLE FOR PUBLIC INSPECTION AS AN ATTACHMENT TO THE APPLICATION FOR RECOGNITION OF EXEMPTION

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART XI, LINE 9	OTHER CHANGES IN NET ASSETS \$ 29,249 CAPITAL CONTRIBUTIONS 383,955 CHANGE IN NONADMITTED ASSETS (6,165,447) CHANGE IN EQUITY OF AFFILIATES ----- \$(5,752,243)

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

2016

Open to Public Inspection

Name of the organization
COX HEALTH SYSTEMS HMO INC

Employer identification number
43-1757075

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
(1) COX HEALTHPLANS LLC 3200 S NATIONAL BLDG B SPRINGFIELD, MO 65807 43-1754751	MANAGEMENT	MO	13,285,335	12,709,777	COX HMO

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.

See Additional Data Table

(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

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) MEDICAL DEVELOPMENTS 1423 N JEFFERSON AVE SPRINGFIELD, MO 65802 43-1622182	PHARMACY	MO	LESTER E COX	C CORP			0 %		No
(2) INSURANCE COMPANY OF SPRINGFIELD INC GRAND PAVILLION CORPORATE CENTRE GRAND CAYMAN KY1-110 CJ	CAPTIVE INSURANCE	CJ	LESTER E COX	C CORP			0 %		No
(3) COX TAXABLE CLOSE CORPORATION 1423 N JEFFERSON AVE SPRINGFIELD, MO 65802 47-2573263	MEDICAL CLINIC	MO	COX MED GROUP	C CORP			0 %		No
(4) FERRELL-DUNCAN CLINIC INC 1001 E PRIMROSE SPRINGFIELD, MO 65808 43-0991578	PHYSICIANS	MO	CTCC	C CORP			0 %		No

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		No
b Gift, grant, or capital contribution to related organization(s)	Yes	
c Gift, grant, or capital contribution from related organization(s)		No
d Loans or loan guarantees to or for related organization(s)	Yes	
e Loans or loan guarantees by related organization(s)	Yes	
f Dividends from related organization(s)		No
g Sale of assets to related organization(s)		No
h Purchase of assets from related organization(s)		No
i Exchange of assets with related organization(s)		No
j Lease of facilities, equipment, or other assets to related organization(s)		No
k Lease of facilities, equipment, or other assets from related organization(s)		No
l Performance of services or membership or fundraising solicitations for related organization(s)	Yes	
m Performance of services or membership or fundraising solicitations by related organization(s)		No
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	Yes	
o Sharing of paid employees with related organization(s)	Yes	
p Reimbursement paid to related organization(s) for expenses	Yes	
q Reimbursement paid by related organization(s) for expenses		No
r Other transfer of cash or property to related organization(s)		No
s Other transfer of cash or property from related organization(s)		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) COX HEALTH SYSTEMS INSURANCE COMPANY	B	3,000,000	FMV
(2) COX HEALTH SYSTEMS INSURANCE COMPANY	D	65,897	FMV
(3) COX HEALTH SYSTEMS INSURANCE COMPANY	E	87,726	FMV
(4) COX HEALTH SYSTEMS INSURANCE COMPANY	L	10,115,537	FMV

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
------------------	-------------

Additional Data

Software ID:
Software Version:
EIN: 43-1757075
Name: COX HEALTH SYSTEMS HMO INC

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c) (3))	(f) Direct controlling entity	(g) Section 512 (b)(13) controlled entity?	
						Yes	No
(1) 3200 S NATIONAL BLDG B SPRINGFIELD, MO 65807 43-1684044	INSURANCE	MO	501(C)(4)		COX HMO	Yes	
(1) 1423 N JEFFERSON SPRINGFIELD, MO 65802 44-0577118	HOSPITAL	MO	501(C)(3)	3	COXHEALTH		No
(2) PO BOX 10939 SPRINGFIELD, MO 65808 43-1641925	HOME HEALTH	MO	501(C)(3)	10	LESTER E COX		No
(3) 3525 S NATIONAL SUITE 204 SPRINGFIELD, MO 65807 43-6810485	FUNDRAISING	MO	501(C)(3)	12 A I	LESTER E COX		No
(4) 3850 S NATIONAL SPRINGFIELD, MO 65807 26-4781194	HOME HEALTH	MO	501(C)(3)	10	LESTER E COX		No
(5) 2220 W SUNSET SPRINGFIELD, MO 65807 43-1641927	HOME HEALTH	MO	501(C)(3)	10	LESTER E COX		No
(6) 801 N LINCOLN AVE MONETT, MO 65708 43-1656689	HOSPITAL	MO	501(C)(3)	3	LESTER E COX		No
(7) 801 N LINCOLN AVE MONETT, MO 65708 43-1852817	SUPPORT	MO	501(C)(3)	10	LESTER E COX		No
(8) 3801 S NATIONAL SPRINGFIELD, MO 65807 36-3263313	MED SERVICES	MO	501(C)(3)	7	LESTER E COX		No
(9) PO BOX 10939 SPRINGFIELD, MO 65808 43-1641928	HOME HEALTH	MO	501(C)(3)	10	LESTER E COX		No
(10) 1115 E PRIMROSE SPRINGFIELD, MO 65807 43-1183783	SUPPORT	MO	501(C)(3)	12 A I	LESTER E COX		No
(11) 3801 S NATIONAL SPRINGFIELD, MO 65807 43-1090590	SUPPORT	MO	501(C)(3)	10	LESTER E COX		No
(12) 1423 N JEFFERSON SPRINGFIELD, MO 65802 36-6668576	SELF-INSURANC	MO	501(C)(3)	12 A I	LESTER E COX		No
(13) 525 BRANSON LANDING BOULEVARD BRANSON, MO 65616 44-0584290	HOSPITAL	MO	501(C)(3)	3	LESTER E COX		No
(14) 1423 NORTH JEFFERSON SPRINGFIELD, MO 65802 47-5148345	EDUCATION	MO	501(C)(3)	2	LESTER E COX		No
(15) 1423 N JEFFERSON SPRINGFIELD, MO 65802 47-1087427	HOLDING CO	MO	501(C)(3)	12 B II	NA		No
(16) 1423 N JEFFERSON SPRINGFIELD, MO 65802 47-1087566	PHYSICIANS	MO	501(C)(3)	10	COXHEALTH		No
(17) 3801 S NATIONAL SPRINGFIELD, MO 65807 37-1830627	HEALTHCARE	MO	501(C)(3)	10	COXHEALTH		No