

Form **990**
Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No 1545-0047
2018
Open to Public Inspection

A For the 2019 calendar year, or tax year beginning 01-01-2018, and ending 12-31-2018

- B** Check if applicable
- Address change
 - Name change
 - Initial return
 - Final return/terminated
 - Amended return
 - Application pending

C Name of organization
Covenant Health

Doing business as

Number and street (or P O box if mail is not delivered to street address) Room/suite
1420 Centerpoint Blvd Bldg C

City or town, state or province, country, and ZIP or foreign postal code
Knoxville, TN 379321960

D Employer identification number
62-1646734

E Telephone number
(865) 374-3140

G Gross receipts \$ 199,850,259

F Name and address of principal officer
James D VanderSteeg
100 Ft Sanders W Blvd
Knoxville, TN 37922

H(a) Is this a group return for subordinates? Yes No

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

H(c) Group exemption number ▶

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

J Website: ▶ www.covenanthealth.com

K Form of organization Corporation Trust Association Other ▶

L Year of formation 1996

M State of legal domicile TN

Part I Summary

1 Briefly describe the organization's mission or most significant activities
Covenant Health is the parent organization in a community-owned health care system in East Tenn

2 Check this box if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a)	18
4 Number of independent voting members of the governing body (Part VI, line 1b)	16
5 Total number of individuals employed in calendar year 2018 (Part V, line 2a)	1,266
6 Total number of volunteers (estimate if necessary)	1,367
7a Total unrelated business revenue from Part VIII, column (C), line 12	902,126
7b Net unrelated business taxable income from Form 990-T, line 34	175,724

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	23,075	0
9 Program service revenue (Part VIII, line 2g)	118,562,071	127,079,745
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	65,794,421	66,023,760
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	160,106	146,761
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	184,539,673	193,250,266
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	737,483	571,601
14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	71,830,744	73,341,317
16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 328,228		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	56,494,910	92,522,609
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	129,063,137	166,435,527
19 Revenue less expenses Subtract line 18 from line 12	55,476,536	26,814,739
	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	1,562,028,002	1,386,644,162
21 Total liabilities (Part X, line 26)	889,440,956	884,831,215
22 Net assets or fund balances Subtract line 21 from line 20	672,587,046	501,812,947

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: ***** Date: 2019-10-03

JOHN T GEPPI EVP/CFO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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

Covenant Health supports its member hospitals and other organizations (see Schedule A) serve the community by improving the quality of life through better health, regardless of a patient's ability to pay

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 \$ 155,158,807 including grants of \$ 571,601) (Revenue \$ 192,098,265)
See Additional Data

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

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

4d Other program services (Describe in Schedule O)
(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ▶ 155,158,807

Part IV Checklist of Required Schedules

Table with 3 columns: Question ID, Question Text, Yes, No. Contains 22 numbered questions regarding organizational requirements and financial reporting.

Part IV Checklist of Required Schedules (continued)

		Yes	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>	Yes	
24b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		No
24c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		No
24d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		No
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
25b	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)		
28a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		No
28b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		No
28c	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	
35b	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>		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <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 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		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	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	1,266		
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? <i>If "No" to line 3b, provide an explanation in Schedule O</i>	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		No	
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		No	
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?					
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? <i>If "No," provide an explanation in Schedule O</i>	14b			
15	Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? If "Yes," see instructions and file Form 4720, Schedule N	15	Yes		
16	Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If "Yes," complete Form 4720, Schedule O	16		No	

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

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year (1a: 18, 1b: 16); 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? (2: No); 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? (3: No); 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? (4: Yes); 5 Did the organization become aware during the year of a significant diversion of the organization's assets? (5: No); 6 Did the organization have members or stockholders? (6: 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? (7a: 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? (7b: No); 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? (8a: Yes); b Each committee with authority to act on behalf of the governing body? (8b: Yes); 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O (9: No)

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates? (10a: 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? (10b:); 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? (11a: Yes); 11b Describe in Schedule O the process, if any, used by the organization to review this Form 990 (11b:); 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 (12a: Yes); 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? (12b: 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 (12c: Yes); 13 Did the organization have a written whistleblower policy? (13: Yes); 14 Did the organization have a written document retention and destruction policy? (14: Yes); 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? a The organization's CEO, Executive Director, or top management official (15a: Yes); b Other officers or key employees of the organization (15b: Yes); If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions); 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? (16a: Yes); 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? (16b: Yes)

Section C. Disclosure

Table with 3 columns: Question, Yes, No. Rows include: 17 List the States with which a copy of this Form 990 is required to be filed (17:); 18 Section 6104 requires an organization to make its Form 1023 (or 1024-A 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 (checked), 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 (19:); 20 State the name, address, and telephone number of the person who possesses the organization's books and records: Amy DeLong 1420 Centerpoint Blvd Bldg C Knoxville, TN 379321960 (865) 374-3140 (20:)

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			
See Additional Data Table										

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			
See Additional Data Table										

1b Sub-Total			
1c Total from continuation sheets to Part VII, Section A			
1d Total (add lines 1b and 1c)	10,260,580	8,121	678,312

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 ▶ **88**

	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>	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>	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>		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
Morrison Mgmt Specialists Inc 400 Northridge Road Suite 600 Atlanta, GA 30350	Cafeteria management & catering	20,626,285
OptumRx 11000 Optum Circle Eden Prairie, MN 55344	Pharmacy claims services	15,017,896
Leidos Health Holdings Inc 705 East Main Street Westfield, IN 46074	IT Consulting	6,774,192
Cardinal Health 7000 Cardinal Place Dublin, OH 43017	Pharmacy management	3,665,067
G4S Secure Solutions USA Inc 1395 University Boulevard Jupiter, FL 33458	Security	3,574,655

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 ▶ **94**

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			Business Code			
	2a Management Fees		561000	119,688,516	119,663,520	24,996
b Transcription Services		900099	5,915,310	5,097,118	818,192	
c Telephone Services		517000	700,299	700,299		
d Health Information Admin		561499	530,638	530,638		
e Other Program Services		621990	244,982	244,982		
f All other program service revenue						
g Total. Add lines 2a-2f			127,079,745			

Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			65,672,282	65,672,282		
	4 Income from investment of tax-exempt bond proceeds			101,603	101,603		
	5 Royalties						
	6a Gross rents	(i) Real	(ii) Personal				
		232,128					
	b Less rental expenses	173,190					
	c Rental income or (loss)	58,938					
	d Net rental income or (loss)			58,938		58,938	
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		2,445,908					
	b Less cost or other basis and sales expenses	0	2,196,033				
	c Gain or (loss)	2,445,908	-2,196,033				
	d Net gain or (loss)			249,875			249,875
	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	4,318,593					
b Less cost of goods sold	b	4,230,770					
c Net income or (loss) from sales of inventory			87,823	87,823			
Miscellaneous Revenue	Business Code						
11a							
b							
c							
d All other revenue							
e Total. Add lines 11a-11d							
12 Total revenue. See Instructions			193,250,266	192,098,265	902,126	249,875	

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.	571,601	571,601		
2 Grants and other assistance to domestic individuals. See Part IV, line 22.				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, line 15 and 16.				
4 Benefits paid to or for members.				
5 Compensation of current officers, directors, trustees, and key employees.	8,635,648	8,046,950	588,698	
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.	52,150,807	47,569,506	4,320,876	260,425
8 Pension plan accruals and contributions (include section 401 (k) and 403(b) employer contributions).	2,420,848	2,227,031	193,817	
9 Other employee benefits.	5,413,576	4,980,245	433,331	
10 Payroll taxes.	4,720,438	4,347,505	372,933	
11 Fees for services (non-employees)				
a Management.				
b Legal.	501,912	143,726	358,186	
c Accounting.	284,000		284,000	
d Lobbying.				
e Professional fundraising services. See Part IV, line 17.				
f Investment management fees.				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	3,788,895	3,063,229	721,796	3,870
12 Advertising and promotion.	2,154,606	116,811	2,031,547	6,248
13 Office expenses.	1,425,505	1,354,401	67,210	3,894
14 Information technology.	44,908,971	44,908,971		
15 Royalties.				
16 Occupancy.	1,491,603	1,204,784	268,460	18,359
17 Travel.	277,478	239,542	35,034	2,902
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19 Conferences, conventions, and meetings.	842,884	496,418	338,087	8,379
20 Interest.	17,131,459	17,131,459		
21 Payments to affiliates.				
22 Depreciation, depletion, and amortization.	767,101	362,851	404,250	
23 Insurance.	639,253	396,818	242,435	
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 Unrelated Business Inco.	20,017		20,017	
b Minor Equipment.	15,931,963	15,883,959	26,622	21,382
c Subscriptions.	1,412,980	1,266,221	145,914	845
d Dues and Licenses.	779,475	755,473	22,078	1,924
e All other expenses.	164,507	91,306	73,201	
25 Total functional expenses. Add lines 1 through 24e.	166,435,527	155,158,807	10,948,492	328,228
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 Sheet

Check 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	2,000	1	2,001
	2 Savings and temporary cash investments	42,898,790	2	43,310,379
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net		4	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	518,141	8	623,854
	9 Prepaid expenses and deferred charges	8,449,247	9	6,740,703
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 75,445,864		
	b Less accumulated depreciation	10b 30,103,868	91,376,778	10c 45,341,996
	11 Investments—publicly traded securities	1,358,646,999	11	1,207,621,277
	12 Investments—other securities See Part IV, line 11	15,450,731	12	34,027,762
	13 Investments—program-related See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	44,685,316	15	48,976,190
16 Total assets. Add lines 1 through 15 (must equal line 34)	1,562,028,002	16	1,386,644,162	
Liabilities	17 Accounts payable and accrued expenses	56,120,083	17	68,173,620
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities	803,870,967	20	787,348,813
	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	29,449,906	25	29,308,782
	26 Total liabilities. Add lines 17 through 25	889,440,956	26	884,831,215
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	672,587,046	27	501,812,947
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	672,587,046	33	501,812,947	
34 Total liabilities and net assets/fund balances	1,562,028,002	34	1,386,644,162	

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	193,250,266
2	Total expenses (must equal Part IX, column (A), line 25)	2	166,435,527
3	Revenue less expenses Subtract line 2 from line 1	3	26,814,739
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	672,587,046
5	Net unrealized gains (losses) on investments	5	-99,994,132
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	-97,594,706
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	501,812,947

Part XII Financial Statements and Reporting

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

- 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
- 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
- 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
- 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?
- 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

	Yes	No
2a		No
2b	Yes	
2c	Yes	
3a		No
3b		

Software ID:**Software Version:****EIN:** 62-1646734**Name:** Covenant Health

Form 990 (2018)

Form 990, Part III, Line 4a:

Covenant Health is a comprehensive, community-owned health system dedicated to improving the health of the people it serves. Established in 1996 by the consolidation of Fort Sanders Health System, Knoxville, Tennessee, and MMC HealthCare System in Oak Ridge, Covenant Health is governed by a voluntary board of directors comprised of community leaders and medical professionals. With more than 10,000 employees, affiliated physicians and volunteers, Covenant Health is the Knoxville area's largest employer and has been named by Forbes as a Best Employer four years in a row. Covenant Health includes nine acute care hospitals in East Tennessee, Methodist Medical Center of Oak Ridge, Fort Sanders Regional Medical Center and Parkwest Medical Center in Knoxville, Fort Loudoun Medical Center in Lenoir City, LeConte Medical Center in Sevierville, Morristown-Hamblen Healthcare System in Morristown, Roane Medical Center in Harriman, Claiborne Medical Center in Tazewell and Cumberland Medical Center in Crossville. It also includes Peninsula, a division of Parkwest Medical Center, a behavioral health hospital in Blount County, Tennessee. Affiliated organizations include Thompson Cancer Survival Center, Thompson Oncology Group, Fortress Corporation and Subsidiaries, Covenant HomeCare, and Fort Sanders Perinatal Center. Philanthropic organizations include Fort Sanders Foundation and the Thompson Cancer Survival Center Foundation in Knoxville, Methodist Medical Center Foundation in Oak Ridge, Dr. Robert F. Thomas Foundation in Sevierville, and Morristown-Hamblen Hospital Foundation in Morristown. Funds raised by the foundations provide services, equipment and other resources for excellence in patient care. SERVICECovenant Health's various system-level divisions operationally support and facilitate the health system's not-for-profit mission of improving the region's quality of life through better health. These divisions include information technology, business office and health information management, along with system-wide departments such as human resources, learning and leadership development, and others. Information TechnologyThe Information Technology (IT) division of Covenant Health provides all computing equipment and information management services to Covenant Health's member organizations. During calendar year 2018, IT led an electronic health record (EHR) vendor migration from McKesson to Cerner, impacting clinical applications in eight of Covenant Health's member facilities. An electronic medical record (EMR) vendor migration from NextGen to Cerner also was implemented for 85 Covenant Health physician practices. Information Technology performed a vendor migration for Covenant Health's home health information systems from McKesson to HomeCare HomeBase. Information management systems and related application support services (installations and upgrades, help desk resources) are available on a 24/7 basis. These support services span healthcare functions across core patient-care clinical systems, physician, nursing, and associated ancillary systems (lab, radiology, pharmacy, therapy), as well as supporting business functions comprising patient accounting, materials management, finance, and human resources. Covenant Health IT also provides project management support related to analyzing, understanding and implementing solutions to satisfy regulatory and quality reporting requirements. While Cerner now provides remote hosting of the core clinical applications, Covenant Health IT has primary support for clinical applications and manages a centralized data center (as well as a backup disaster recovery data center) where hardware equipment is housed. This combination of remote-hosted and on-premise infrastructure enables the delivery of computing resources for all Covenant Health clinical/business functions on a 24/7 schedule. Additionally, Covenant Health IT is responsible for management of all PC workstations (desktop, laptop, mobile and cart), all client-to-server internal and external network connectivity, and telephone services and equipment (PBX, handsets, cell phones, pagers) across the company. Key statistics for 2018 include - In-patient admissions - 69,664 - Total orders using Cerner - 26,705,726 - Total orders managed via pharmacy - 3,541,991 orders - Accounts payable checks - 119,008 - Payroll checks/deposits - 246,389 - PCs supported - 11,296 - Total spam email messages blocked - 9,017,506 - Network access attempts blocked - 1,101,210,463 - Overall telephone usage - 31,574,529 calls - # of Help Desk tickets - 306,896 actions processedBusiness Office Knoxville Business Office Services is the Centralized Business Office (CBO) for Covenant Health, providing accounts receivable management for Fort Sanders Regional Medical Center, Parkwest Medical Center, Fort Loudoun Medical Center, LeConte Medical Center, Methodist Medical Center, Morristown-Hamblen Hospital Association and Roane Medical Center. These services include, but are not limited to, customer service, payment collection, financial posting, refund processing, and insurance billing and follow-up. During 2018, CBO submitted over 1,037,400 insurance claims totaling in excess of \$4,238,372,400. Bad debt expense for 2018 was approximately 2.1% of gross revenue, with bad debt recoveries/collections in excess of \$13,485,000. The CBO handled over 125,661 incoming phone calls, following-up on over 720,600 open accounts and processed over 3.14 million financial transactions. PUTTING PATIENTS FIRSTHealth Information ManagementThe central Health Information Management (HIM) department encompasses all areas of traditional medical records, including transcription, coding, release of information, a 24/7 call center, central scanning, records preparation, regulatory compliance, clinical documentation improvement, and privacy protection. Services are provided for acute care hospitals, both inpatient and outpatient, home health, physician offices, and behavioral health. The objective of HIM is to provide comprehensive services that are available to all Covenant Health hospitals and facilities on a 24/7 basis. This enables the hospitals and facilities to provide more efficient and timely service at less cost. In 2018, the HIM department transcribed 50.9 million lines, scanned over 10.8 million pages, and coded 1,855,860 records.

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

(A) Name and Title	(B) Average hours per week (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			
Gerald Boyd Director	1 00 0 00	X						1,237	0	0
Willard Campbell MD Director	1 00 0 00	X						0	0	0
Michael Casey MD Director	1 00 0 00	X						1,572	0	0
Ronni Chandler Director	1 00 0 00	X						0	0	0
Mitchell Dickson MD Director	1 00 0 00	X						1,612	0	0
James Fitzsimmons Director/Chair	1 00 0 00	X		X				1,081	0	0
James Gibson Director	1 00 0 00	X						1,081	0	0
Eddie Mannis Former Director (through March 2018)	1 00 0 00	X						0	0	0
Timothy Matthews Director	1 00 0 00	X						1,438	0	0
Larry Mauldin Director	1 00 0 00	X						1,429	0	0

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

(A) Name and Title	(B) Average hours per week (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			
Joseph Metcalf MD Director	1 00 0 00	X						5,925	8,121	0
Linda Ogle Director	1 00 0 00	X						0	0	0
Roger Osborne Director	1 00 0 00	X						0	0	0
Cosby Stone Director	1 00 0 00	X						0	0	0
Carl Storms Director	1 00 0 00	X						1,563	0	0
Richard Swanson Director	1 00 0 00	X						0	0	0
David C Verble Director	1 00 0 00	X						0	0	0
Amber Wisner Director	1 00 0 00	X						1,438	0	0
James D VanderSteeg President & CEO	50 00 0 00	X		X				1,578,890	0	192,255
John T Geppi EVP/CFO	50 00 0 00			X				951,309	0	27,744

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

(A) Name and Title	(B) Average hours per week (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				
Anthony L Spezia CEO - Emeritus	40 00 0 00			X					606,147	0	15,119
Patricia A Breeding Integrity Compliance Officer	50 00 0 00			X					250,217	0	19,376
Barry J Lindeman Director - Internal Audit	50 00 0 00			X					104,101	0	20,010
Michael R Belbeck Jr EVP - Hospital Operations	50 00 0 00				X				759,315	0	36,146
M Douglas Campbell Jr General Counsel	50 00 0 00				X				661,269	0	23,624
Lucas D Johnson Sr EVP - Physician Enterprises/Amb Serv	35 00 15 00				X				652,224	0	25,628
Mark W Browne MD SVP - Chief Medical Officer	50 00 0 00				X				496,013	0	33,377
William M Ward SVP - Chief Information Officer	50 00 0 00				X				405,916	0	35,357
Debra A Welch SVP - Human Resources	50 00 0 00				X				401,849	0	26,792
Teresa Giles SVP - Finance	50 00 0 00				X				361,342	0	33,318

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

(A) Name and Title	(B) Average hours per week (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			
William C Clabough SVP - Business Development	50 00 0 00				X			357,657	0	12,137
Debra R Honey SVP - Chief Nursing Officer	50 00 0 00				X			285,985	0	15,873
Neil A Heatherly President/CAO - Parkwest Med Ctr	0 00 50 00					X		546,047	0	33,647
Keith N Altshuler President/CAO - Fort Sanders Reg	0 00 50 00					X		461,521	0	35,377
Jeremy H Biggs President/CAO - Methodist Med Ctr	0 00 50 00					X		425,051	0	14,835
Gordon E Lintz President/CAO - Morristown-Hamblen	0 00 50 00					X		380,192	0	19,723
Amanda G Halford MD VP - Care Coordination	50 00 0 00					X		362,347	0	32,634
Janice M McKinley Former SVP - Quality/Safety/Nursing	40 00 0 00						X	194,812	0	25,340

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support
Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2018

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
Covenant Health

Employer identification number

62-1646734

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

The organization is not a private foundation because it is (For lines 1 through 12, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E (Form 990 or 990-EZ))
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)
- 8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9 An agricultural research organization described in **170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land grant college of agriculture See instructions Enter the name, city, and state of the college or university _____
- 10 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)
- 11 An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
- 12 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2).** See **section 509(a)(3).** Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization **You must complete Part IV, Sections A and B.**
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s) **You must complete Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions) **You must complete Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions) **You must complete Part IV, Sections A and D, and Part V.**
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization
 - f Enter the number of supported organizations 13
 - g Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
See Additional Data Table						
Total	13				101,128,674	0

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

(Complete only if you checked the box on line 5, 7, 8, or 9 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►		(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
1	Gifts, grants, contributions, and membership fees received (Do not include any "unusual grant")						
2	Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3	The value of services or facilities furnished by a governmental unit to the organization without charge						
4	Total. Add lines 1 through 3						
5	The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6	Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►		(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
7	Amounts from line 4						
8	Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9	Net income from unrelated business activities, whether or not the business is regularly carried on						
10	Other income Do not include gain or loss from the sale of capital assets (Explain in Part VI)						
11	Total support. Add lines 7 through 10						
12	Gross receipts from related activities, etc (see instructions)					12	

13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

14	Public support percentage for 2018 (line 6, column (f) divided by line 11, column (f))	14	
15	Public support percentage for 2017 Schedule A, Part II, line 14	15	

- 16a 33 1/3% support test—2018.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ►
- b 33 1/3% support test—2017.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ►
- 17a 10%-facts-and-circumstances test—2018.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part VI how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ►
- b 10%-facts-and-circumstances test—2017.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part VI how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ►
- 18 Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ►

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

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶		(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
1	Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2	Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3	Gross receipts from activities that are not an unrelated trade or business under section 513						
4	Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5	The value of services or facilities furnished by a governmental unit to the organization without charge						
6	Total. Add lines 1 through 5						
7a	Amounts included on lines 1, 2, and 3 received from disqualified persons						
b	Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c	Add lines 7a and 7b						
8	Public support. (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶		(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
9	Amounts from line 6						
10a	Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b	Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c	Add lines 10a and 10b						
11	Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12	Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13	Total support. (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶

Section C. Computation of Public Support Percentage

15	Public support percentage for 2018 (line 8, column (f) divided by line 13, column (f))	15	
16	Public support percentage from 2017 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17	Investment income percentage for 2018 (line 10c, column (f) divided by line 13, column (f))	17	
18	Investment income percentage from 2017 Schedule A, Part III, line 17	18	

19a 33 1/3% support tests—2018. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶

b 33 1/3% support tests—2017. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶

Part IV Supporting Organizations

(Complete only if you checked a box on line 12 of Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

		Yes	No
1	Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.		No
2	Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).		No
3a	Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.		No
b	Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination.		
c	Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use.		
4a	Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes" and if you checked 12a or 12b in Part I, answer (b) and (c) below.		No
b	Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.		
c	Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.		
5a	Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI , including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).		No
b	Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c	Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6	Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI .	Yes	
7	Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		No
8	Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		No
9a	Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI .		No
b	Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI .		No
c	Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI .		No
10a	Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer line 10b below.		No
b	Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)		

Part IV Supporting Organizations (continued)

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

Section B. Type I Supporting Organizations

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

Section C. Type II Supporting Organizations

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

Section D. All Type III Supporting Organizations

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

Section E. Type III Functionally-Integrated Supporting Organizations

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

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

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

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

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

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI) See instructions	
7 Total annual distributions. Add lines 1 through 6	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI) See instructions	
9 Distributable amount for 2018 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2018	(iii) Distributable Amount for 2018
1 Distributable amount for 2018 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2018 (reasonable cause required-- explain in Part VI) See instructions			
3 Excess distributions carryover, if any, to 2018			
a From 2013.			
b From 2014.			
c From 2015.			
d From 2016.			
e From 2017.			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2018 distributable amount			
i Carryover from 2013 not applied (see instructions)			
j Remainder Subtract lines 3g, 3h, and 3i from 3f			
4 Distributions for 2018 from Section D, line 7 \$			
a Applied to underdistributions of prior years			
b Applied to 2018 distributable amount			
c Remainder Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2018, if any Subtract lines 3g and 4a from line 2 If the amount is greater than zero, explain in Part VI See instructions			
6 Remaining underdistributions for 2018 Subtract lines 3h and 4b from line 1 If the amount is greater than zero, explain in Part VI See instructions			
7 Excess distributions carryover to 2019. Add lines 3j and 4c			
8 Breakdown of line 7			
a Excess from 2014.			
b Excess from 2015.			
c Excess from 2016.			
d Excess from 2017.			
e Excess from 2018.			

Part VI Supplemental Information. Provide the explanations required by Part II, line 10, Part II, line 17a or 17b, Part III, line 12, Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c, Part IV, Section B, lines 1 and 2, Part IV, Section C, line 1, Part IV, Section D, lines 2 and 3, Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b, Part V, line 1, Part V, Section B, line 1e, Part V Section D, lines 5, 6, and 8, and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions)

Facts And Circumstances Test

990 Schedule A, Supplemental Information

Return Reference	Explanation
Part I, Line 12(g)(IV)	<p>Covenant Health is operated or controlled in connection with all of the listed supported organizations, and its articles of organization require that it be operated to support or benefit these organizations. These organizations are referred to in the articles by group and are not named individually. All of the identified organizations are governed by a board of directors with 100% overlap of board membership. Part I, Line 12(g)(v) Covenant Health operates to serve the interests of its member hospitals and the other nonprofit health organizations named in Schedule A, Part I (the "Supported Organizations"). The organization's activities have been discussed in detail on Schedule O in response to Form 990, Part I II, Lines 4a thru 4d. Covenant Health may also pay expenses on behalf of, provide operating cash to, or make a grant to one of its Supported Organizations. See Schedule R, Part V for information about transfers to controlled organizations.</p>

990 Schedule A, Supplemental Information

Return Reference	Explanation
Part IV, Section A, Line 1	Supported organizations are designated by class Articles of Amendment to the Charter of Covenant Health, adopted on June 7, 2004, state that the corporation will "promote and support the interests and purposes of each of the nonprofit corporations for which the Corporation's board of directors serves as the board of directors"

990 Schedule A, Supplemental Information

Return Reference	Explanation
Part IV, Section A, Line 6	Covenant Health makes charitable contributions to organizations for community building activities as these activities seek to address many of the root causes of health problems such as poverty and homelessness. The activities supported include affordable housing, temporary help with food and shelter, initiatives to boost economic development, leadership development, education, youth mentoring, and programs for at-risk individuals.

Additional Data

Software ID:

Software Version:

EIN: 62-1646734

Name: Covenant Health

Form 990, Sch A, Part I, Line 12g - Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
(A) Claiborne Medical Center	464420358	3		No	4,961,341	0
(A) Covenant Homecare	621623114	10		No	726,527	0
(B) Cumberland Medical Center	620790132	3		No	0	0
(C) Fort Loudoun Medical Ctr	621373691	3		No	1,819,134	0
(D) Fort Sanders Perinatal Ctr	043760551	3		No	1,549,787	0
(E) Fort Sanders Regional Med Ctr	620528340	3		No	39,421,175	0
(F) LeConte Medical Ctr	621114867	3		No	0	0
(G) Methodist Medical Center	620636239	3		No	11,820,216	0
(H) Morristown Hamblen Healthcare System	620545814	3		No	3,667,167	0
(I) Parkwest Medical Center	581897274	3		No	25,451,108	0
(J) Roane County Medical Center	680673354	3		No	1,981,122	0
(K) Thompson Cancer Survival Center	621250943	3		No	2,446,276	0
(L) Thompson Oncology Group	621619239	3		No	7,284,821	0

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities
For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶Complete if the organization is described below. ▶Attach to Form 990 or Form 990-EZ.
▶Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No 1545-0047

2018
Open to Public Inspection

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

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

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

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

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

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

Name of the organization Covenant Health	Employer identification number 62-1646734
---	--

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

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV (see instructions for definition of "political campaign activities")
- 2 Political campaign activity expenditures (see instructions) ▶ \$ _____
- 3 Volunteer hours for political campaign activities (see instructions) _____

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

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV

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

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file **Form 1120-POL** for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-
1				
2				
3				
4				
5				
6				

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

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

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals
---	----------------------------------	-----------------------------

- | | | |
|---|--|--|
| 1a Total lobbying expenditures to influence public opinion (grass roots lobbying) | | |
| b Total lobbying expenditures to influence a legislative body (direct lobbying) | | |
| c Total lobbying expenditures (add lines 1a and 1b) | | |
| d Other exempt purpose expenditures | | |
| e Total exempt purpose expenditures (add lines 1c and 1d) | | |
| f Lobbying nontaxable amount Enter the amount from the following table in both columns | | |

If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:
Not over \$500,000	20% of the amount on line 1e
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000
Over \$17,000,000	\$1,000,000

- | | | |
|--|--|--|
| g Grassroots nontaxable amount (enter 25% of line 1f) | | |
| h Subtract line 1g from line 1a If zero or less, enter -0- | | |
| i Subtract line 1f from line 1c If zero or less, enter -0- | | |
| j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? | <input type="checkbox"/> Yes <input type="checkbox"/> No | |

4-Year Averaging Period Under section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the separate instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

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

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

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a Volunteers?		No	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	Yes		
c Media advertisements?		No	
d Mailings to members, legislators, or the public?	Yes		
e Publications, or published or broadcast statements?		No	
f Grants to other organizations for lobbying purposes?		No	
g Direct contact with legislators, their staffs, government officials, or a legislative body?	Yes		62,247
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		No	
i Other activities?	Yes		76,569
j Total Add lines 1c through 1i			138,816
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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

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

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

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

Part IV Supplemental Information

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

Return Reference	Explanation
Part II-B, Line 1	Covenant Health government relations staff and senior leadership spend time in contact with Federal and state government officials on matters that directly impact hospitals and health care reform Covenant Health engaged a third-party professional firm during 2018 for government relations and general strategy Additionally, Covenant Health pays membership dues to professional organizations such as Tennessee Hospital Association and American Hospital Association A portion of the dues is designated for lobbying activities by these organizations

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.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047
2018
Open to Public Inspection

Name of the organization
Covenant Health

Employer identification number
62-1646734

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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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

	Held at the End of the Year	
a Total number of conservation easements	2a	
b Total acreage restricted by conservation easements	2b	
c Number of conservation easements on a certified historic structure included in (a)	2c	
d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register	2d	

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

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

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

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

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

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

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

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

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

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

(i) Revenue included 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 |
|---|--------|
| 1c Beginning balance | |
| 1d Additions during the year | |
| 1e Distributions during the year | |
| 1f 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" on Form 990, Part IV, line 10.

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

- 2** Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as
- a** Board designated or quasi-endowment ▶
 - b** Permanent endowment ▶
 - c** Temporarily restricted endowment ▶
- The percentages on lines 2a, 2b, and 2c should equal 100%
- 3a** Are there endowment funds not in the possession of the organization that are held and administered for the organization by
- | | | |
|--|-----|----|
| (i) unrelated organizations | Yes | No |
| (ii) related organizations | | |
| 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" 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		9,604,770		9,604,770
b Buildings		23,172,541	7,783,218	15,389,323
c Leasehold improvements		1,253,692	1,207,636	46,056
d Equipment		23,862,041	21,113,014	2,749,027
e Other		17,552,820		17,552,820
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)) . . . ▶				45,341,996

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other _____		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12)		

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

(a) Description of investment	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 13)		

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

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

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
Long-Term Deferred Compensation	7,258,928
Long-Term Reserve for Malpractice	21,433,574
Other Long-Term Liabilities	616,280
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25)	29,308,782

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

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

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

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

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

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

1	Total expenses and losses per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)		5	

Part XIII Supplemental Information

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

Return Reference	Explanation
See Additional Data Table	

Part XIII Supplemental Information *(continued)*

Return Reference	Explanation

Additional Data

Software ID:

Software Version:

EIN: 62-1646734

Name: Covenant Health

Supplemental Information

Return Reference	Explanation
Part X, Line 2	Excerpt from the consolidated audited financial statements of Covenant Health (Covenant) Covenant and certain of its subsidiaries or controlled entities are exempt from income taxes pursuant to Section 501(c)(3) of the Internal Revenue Code Accordingly, no provision for income taxes on qualifying activities has been made for these entities in the accompanying consolidated financial statements However, certain entities and operations are subject to income taxes Covenant had no unrecognized tax benefits at December 31, 2018 As such, no interest or penalties were recognized in the consolidated financial statements related to unrecognized tax benefits At December 31, 2018, tax returns for 2015 through 2018 are subject to examination by the Internal Revenue Service Covenant has no uncertain tax positions that would require financial statement recognition or disclosure under GAAP at December 31, 2018

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

**Schedule I
(Form 990)**

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

OMB No 1545-0047

2018

**Open to Public
Inspection**

Department of the
Treasury
Internal Revenue Service
Name of the organization
Covenant Health

Complete if the organization answered "Yes," on Form 990, Part IV, line 21 or 22.
▶ **Attach to Form 990.**
▶ Go to www.irs.gov/Form990 for the latest information.

Employer identification number
62-1646734

Part I General Information on Grants and Assistance

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

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
(1) See Additional Data							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 20

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

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 noncash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					

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	Grant funds are provided to charitable organizations for the purpose of enhancing and promoting health care in the local community. The organization has guidelines in place to review the eligibility of grantees, and all grants require written documentation and appropriate levels of approval. When an organization is approved for a charitable contribution from Covenant Health, a letter specifying how funds must be used to support the organization's request is sent to the organization. Recipient organizations verify use of funds in one or more of the following ways: follow-up reports or newsletters, sponsor acknowledgement at a program or event or on their charity's website, itemized receipts, or year-end summaries.

Additional Data

Software ID:
Software Version:
EIN: 62-1646734
Name: Covenant Health

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
American Heart Association 4708 Papermill Road Knoxville, TN 37909	13-5613797	501(c)(3)	15,000				Funds for heart disease awareness
East TN Economic Development Agency 10215 Technology Drive Ste 202 Knoxville, TN 37932	62-1158958	501(c)(3)	35,000				General support

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Catholic Charities of East TN 119 Dameron Avenue Knoxville, TN 37917	62-1377551	501(c)(3)	20,000				General support
Dogwood Arts Festival Inc 123 D Jackson Ave Knoxville, TN 37902	62-6074113	501(c)(3)	20,000				Support for the fitness activities of the Dogwood Arts Festival

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Boys & Girls Club of the TN Valley 967 Irwin St Knoxville, TN 37917	62-0475743	501(c)(3)	30,400				Health screenings & general support
Morristown-Hamblen Hospital Foundation 1420 Centerpoint BlvdBldgC Knoxville, TN 379321960	62-1697090	501(c)(3)	5,750				Fundraisers benefiting Morristown-Hamblen Healthcare System

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Fort Sanders Foundation 1420 Centerpoint BlvdBldgC Knoxville, TN 379321960	62-1748601	501(c)(3)	10,000				Fundraisers benefiting Patricia Neal Rehab Center, Peninsula, and the Hope Center
Junior Achievement of East Tennessee 2135 N Charles G Sevier Blvd Clinton, TN 37716	62-0810145	501(c)(3)	20,000				General support

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Honor Air Knoxville 7536 Taggart Lane Knoxville, TN 37938	26-2825063	501(c)(3)	20,000				Support for flights for veterans to visit Washington, D C war memorials
Knoxville Area Urban League 1514 E Fifth Ave Knoxville, TN 37917	62-0797293	501(c)(3)	12,000				Support to provide shoes and school supplies

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Knoxville Academy of Medicine Foundation 115 Suburban Road Knoxville, TN 37923	62-1458199	501(c)(3)	11,000				General support General support fundraising
Robert F Thomas Foundation PO Box 4395 Sevierville, TN 37864	58-1537582	501(c)(3)	7,000				Fundraisers to benefit LeConte Medical Center

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Thompson Cancer Survival Center Foundation 1420 Centerpoint BlvdBldgC Knoxville, TN 379321960	58-2130450	501(c)(3)	7,000				Fundraisers to benefit Thompson Cancer Survival Center
United Way of Greater Knoxville 1301 Hannah Ave Knoxville, TN 37921	62-0475748	501(c)(3)	85,000				Support for the Interfaith Health Clinic

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Variety Children's Charity of East TN 7132 Regal Lane Knoxville, TN 37918	33-1025696	501(c)(3)	20,000				Support of programs for special needs children
Williams Creek Youth Foundation 2351 Dandridge Avenue Knoxville, TN 37915	62-1845117	501(c)(3)	10,000				General support

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
St Mary's Legacy Clinic 805 S Northshore Drive Knoxville, TN 379197551	46-2331706	501(c)(3)	20,000				General support
Random Acts of Flowers 3500 Workman Rd Ste 101B Knoxville, TN 37917	26-3006360	501(c)(3)	6,000				General support

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Emergency Medical Service Region II PO Box 75 Gatlinburg, TN 37738	46-3698443	501(c)(3)	8,100				General support
Change Center 2013 Harriet Tubman St Knoxville, TN 37919	38-3991050	501(c)(3)	125,000				Support of Youth at Risk program

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.**
▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

OMB No 1545-0047

2018

Open to Public Inspection

Name of the organization
Covenant Health

Employer identification number
62-1646734

Part I Questions Regarding Compensation

		Yes	No		
<p>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.</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%; vertical-align: top;"> <input type="checkbox"/> First-class or charter travel <input checked="" type="checkbox"/> Travel for companions <input checked="" type="checkbox"/> Tax indemnification and gross-up payments <input checked="" type="checkbox"/> Discretionary spending account </td> <td style="width: 50%; vertical-align: top;"> <input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Health or social club dues or initiation fees <input checked="" type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) </td> </tr> </table>	<input type="checkbox"/> First-class or charter travel <input checked="" type="checkbox"/> Travel for companions <input checked="" type="checkbox"/> Tax indemnification and gross-up payments <input checked="" type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Health or social club dues or initiation fees <input checked="" type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)			
<input type="checkbox"/> First-class or charter travel <input checked="" type="checkbox"/> Travel for companions <input checked="" type="checkbox"/> Tax indemnification and gross-up payments <input checked="" type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Health or social club dues or initiation fees <input checked="" type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)				
<p>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</p>	1b	Yes			
<p>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?</p>	2	Yes			
<p>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.</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%; vertical-align: top;"> <input checked="" type="checkbox"/> Compensation committee <input checked="" type="checkbox"/> Independent compensation consultant <input type="checkbox"/> Form 990 of other organizations </td> <td style="width: 50%; vertical-align: top;"> <input checked="" type="checkbox"/> Written employment contract <input checked="" type="checkbox"/> Compensation survey or study <input checked="" type="checkbox"/> Approval by the board or compensation committee </td> </tr> </table>	<input checked="" type="checkbox"/> Compensation committee <input checked="" type="checkbox"/> Independent compensation consultant <input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Written employment contract <input checked="" type="checkbox"/> Compensation survey or study <input checked="" type="checkbox"/> Approval by the board or compensation committee			
<input checked="" type="checkbox"/> Compensation committee <input checked="" type="checkbox"/> Independent compensation consultant <input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Written employment contract <input checked="" type="checkbox"/> Compensation survey or study <input checked="" type="checkbox"/> Approval by the board or compensation committee				
<p>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:</p> <p>a Receive a severance payment or change-of-control payment?</p>	4a		No		
<p>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</p>	4b	Yes			
<p>c Participate in, or receive payment from, an equity-based compensation arrangement?</p> <p>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</p>	4c		No		
<p>Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.</p>					
<p>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:</p> <p>a The organization?</p>	5a		No		
<p>b Any related organization?</p> <p>If "Yes," on line 5a or 5b, describe in Part III.</p>	5b		No		
<p>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:</p> <p>a The organization?</p>	6a		No		
<p>b Any related organization?</p> <p>If "Yes," on line 6a or 6b, describe in Part III.</p>	6b		No		
<p>7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described in lines 5 and 6? If "Yes," describe in Part III.</p>	7		No		
<p>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.</p>	8		No		
<p>9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</p>	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	Officers and board members attending official board retreats are offered a discretionary spending allowance that may be used for incidental spending and/or companion travel. Amounts are included in taxable compensation. In addition, board members receive tax indemnification payments related to reportable compensation from the spending allowances, which are also included in taxable compensation. Tax gross-up payments related to deferred compensation and reimbursement of fees for personal services for legal and financial planning are provided to certain executives and managers. Amounts are included in taxable compensation.

Return Reference	Explanation
Part I, Line 4b	Covenant Health maintains a nonqualified deferred compensation ("NQDC") plan intended to support retention of President and CEO, James D VanderSteeg. Employer contributions of \$158,608 are reported as deferred compensation on Schedule J, Part II, Column C. Contributions along with 2018 earnings of \$19,018 are subject to a substantial risk of forfeiture. Amounts are combined with other compensation and considered for reasonableness. Compensation procedures are discussed in detail in Schedule O (Form 990, Part VI, Section B, Line 15a). Anthony L Spezia retired as President and CEO in 2016 after serving Covenant Health for twenty years. Mr Spezia was named CEO-Emeritus and continued serving the organization through early 2018 as a consultant. During 2018, Mr Spezia received distributions from two NQDC plans resulting from contributions and associated earnings on contributions. Amounts vested in 2018 total \$476,126 and are included in other reportable compensation on Schedule J, Part II, Column B(III).



Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

Schedule K (Form 990)

Supplemental Information on Tax-Exempt Bonds

OMB No 1545-0047

2018

Open to Public Inspection

▶ Complete if the organization answered "Yes" to Form 990, Part VI, line 24a. Provide descriptions, explanations, and any additional information in Part VI.

▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for the latest information.

Department of the Treasury
Internal Revenue Service

Name of the organization
Covenant Health

Employer identification number

62-1646734

Part I Bond Issues

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pool financing	
							Yes	No	Yes	No	Yes	No
A	Health Educ & Housing Facil Brd of Knox Co	62-1220275	499527BM0	12-13-2012	161,291,013	See Part VI		X		X		X
B	Health Educ & Housing Facil Brd of Knox Co	62-1220275		03-17-2014	101,740,000	See Part VI		X		X		X
C	Health Educ & Housing Facil Brd of Knox Co	62-1220275		07-30-2014	38,665,750	See Part VI		X		X		X
D	Health Educ & Housing Facil Brd of Knox Co	62-1220275		11-01-2016	74,000,000	See Part VI		X		X		X

Part II Proceeds

		A		B		C		D	
1	Amount of bonds retired	37,875,000		2,910,000		7,764,000			
2	Amount of bonds legally defeased								
3	Total proceeds of issue	161,291,013		101,740,000		38,665,750		74,000,000	
4	Gross proceeds in reserve funds								
5	Capitalized interest from proceeds								
6	Proceeds in refunding escrows								
7	Issuance costs from proceeds	1,291,494							
8	Credit enhancement from proceeds								
9	Working capital expenditures from proceeds								
10	Capital expenditures from proceeds								
11	Other spent proceeds	159,999,519		101,740,000		38,665,750		74,000,000	
12	Other unspent proceeds								
13	Year of substantial completion	2006		2006		2006		2006	
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?	X		X		X		X	
15	Were the bonds issued as part of an advance refunding issue?		X		X		X		X
16	Has the final allocation of proceeds been made?	X		X		X		X	
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X		X		X	

Part III Private Business Use

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X						
2	Are there any lease arrangements that may result in private business use of bond-financed property?		X						

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?	X							
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?	X							
c Are there any research agreements that may result in private business use of bond-financed property?		X						
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶								
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶	0 010 %							
6 Total of lines 4 and 5	0 010 %							
7 Does the bond issue meet the private security or payment test?		X						
8a Has there been a sale or disposition of any of the bond-financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X						
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of								
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?								
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	X							

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?		X		X		X		X
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?		X		X		X		X
b Exception to rebate?	X		X		X		X	
c No rebate due?		X		X		X		X
If "Yes" to line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?	X		X		X		X	
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X		X		X		X
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								

Part IV Arbitrage (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X		X		X		X
b Name of provider								
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6 Were any gross proceeds invested beyond an available temporary period?		X		X		X		X
7 Has the organization established written procedures to monitor the requirements of section 148?	X		X		X		X	

Part V Procedures To Undertake Corrective Action

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?	X		X		X		X	

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions).

Return Reference	Explanation
Schedule K, Part I,	Bond Issues - description of purpose The Series 2012A and 2012B Bonds described on Line A of Part 1 were issued to refund capital appreciation bonds and capital interest bonds issued on December 12, 2002 The Series 2011A and 2011B Bonds described on Line B of Part 1 were issued for the conversion of bonds issued on March 24, 2011 which had partially refunded bonds issued on December 12, 2002 The 2014A Bonds described on Line C of Part 1 was a refinancing of Cumberland Medical Center (CMC) debt which was acquired through the acquisition of CMC on February 1, 2014 The Series 2016B Bonds described on Line D of Part 1 refunded auction rate securities issued December 12, 2002

Return Reference	Explanation
Schedule K, Part I, Entity 2	Bond Issues - description of purpose The Series 2016A Bonds described on Line A of Part I were issued to refund capital appreciation bonds issued December 20, 2006 and auction rate securities issued December 12, 2002 All other proceeds were designated for expansion projects at Fort Sanders Regional Medical Center and Parkwest Medical Center and for various facility and equipment improvements and additions at other facilities Part III 5 - Private business use percentage on new projects is not yet available The Series 2011C Second Amended & Restated Bonds issued on May 2, 2017 described on Line B of Part 1 refunded bonds issued September 15, 2011 The Series 2006B1-B3 Third Supplemental Bonds described on Line C of Part 1 were issued on August 10, 2018 and relate to the conversion of a portion of the variable rate bonds originally issued on December 20, 2006

Additional Data

Software ID:

Software Version:

EIN: 62-1646734

Name: Covenant Health

Return Reference	Explanation
Schedule K, Part I,	Bond Issues - description of purpose The Series 2012A and 2012B Bonds described on Line A of Part 1 were issued to refund capital appreciation bonds and capital interest bonds issued on December 12, 2002 The Series 2011A and 2011B Bonds described on Line B of Part 1 were issued for the conversion of bonds issued on March 24, 2011 which had partially refunded bonds issued on December 12, 2002 The 2014A Bonds described on Line C of Part 1 was a refinancing of Cumberland Medical Center (CMC) debt which was acquired through the acquisition of CMC on February 1, 2014 The Series 2016B Bonds described on Line D of Part 1 refunded auction rate securities issued December 12, 2002
Schedule K, Part I, Entity 2	Bond Issues - description of purpose The Series 2016A Bonds described on Line A of Part I were issued to refund capital appreciation bonds issued December 20, 2006 and auction rate securities issued December 12, 2002 All other proceeds were designated for expansion projects at Fort Sanders Regional Medical Center and Parkwest Medical Center and for various facility and equipment improvements and additions at other facilities Part III 5 - Private business use percentage on new projects is not yet available The Series 2011C Second Amended & Restated Bonds issued on May 2, 2017 described on Line B of Part 1 refunded bonds issued September 15, 2011 The Series 2006B1-B3 Third Supplemental Bonds described on Line C of Part 1 were issued on August 10, 2018 and relate to the conversion of a portion of the variable rate bonds originally issued on December 20, 2006

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

Schedule K (Form 990)

Supplemental Information on Tax-Exempt Bonds

Complete if the organization answered "Yes" to Form 990, Part VI, line 24a. Provide descriptions, explanations, and any additional information in Part VI.

Attach to Form 990.

Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2018

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Name of the organization Covenant Health

Employer identification number

62-1646734

Part I Bond Issues

Table with 11 columns: (a) Issuer name, (b) Issuer EIN, (c) CUSIP #, (d) Date issued, (e) Issue price, (f) Description of purpose, (g) Defeased (Yes/No), (h) On behalf of issuer (Yes/No), (i) Pool financing (Yes/No). Rows A, B, C.

Part II Proceeds

Table with 13 rows and 8 columns (A-D, Yes/No). Rows 1-13 detailing bond proceeds and 14-17 with Yes/No columns.

Part III Private Business Use

Table with 2 rows and 8 columns (A-D, Yes/No). Rows 1 and 2 regarding private business use.

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?	X		X		X			
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?	X		X		X			
c Are there any research agreements that may result in private business use of bond-financed property?		X		X		X		
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶								
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶			0 010 %		0 010 %			
6 Total of lines 4 and 5			0 010 %		0 010 %			
7 Does the bond issue meet the private security or payment test?		X		X		X		
8a Has there been a sale or disposition of any of the bond-financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X		X		X		
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of								
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?								
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	X		X		X			

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?		X		X		X		
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?	X			X		X		
b Exception to rebate?		X	X		X			
c No rebate due?		X		X		X		
If "Yes" to line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?		X	X		X			
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X		X		X		
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								

Part IV Arbitrage (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X		X		X		
b Name of provider								
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6 Were any gross proceeds invested beyond an available temporary period?		X		X		X		
7 Has the organization established written procedures to monitor the requirements of section 148?	X		X		X			

Part V Procedures To Undertake Corrective Action

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?	X		X		X			

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions).

Return Reference	Explanation

SCHEDULE O
(Form 990 or 990-EZ)

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.

▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2018

Open to Public Inspection

Department of the Treasury

Name of the organization
Covenant Health

Employer identification number
62-1646734

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part III, Line 4a	<p>IMPROVING OUR COMMUNITIES' QUALITY OF LIFE THROUGH BETTER HEALTH In addition to the services previously mentioned, Covenant Health facilitates patient healthcare operations across the health system through a variety of support services. Examples include - Executive leadership, strategic planning, and other planning at both system and organizational levels - Financial, management and advisory services - Third-party reporting - Integrity compliance program - Real estate management - Risk management - Internal audit - Asset and liability-related management functions - Procurement - Clinical quality improvement - Marketing and public relations - Covenant Health Call Center physician referral and information center - Rapid Access Center available 24/7 to facilitate patient transfers to Covenant Health hospitals - Human resources - Centralized management of plant engineering and construction - External reporting. Other system-wide support services directly benefit patients and community members who receive care at Covenant Health's member organizations. These services enhance operational efficiency and quality of care. An example is the production of sterile packs. Covenant Health Sterile Solutions produces surgical sterile packs for distribution to Covenant Health's supported organizations. The use of custom-built sterile packs helps reduce surgical pack supply costs, reduce inventory levels, and minimize waste in keeping with the organization's green initiatives. Sterile packs also help reduce set-up time, leaving more time for treating patients, and with fewer items to open, reducing the risk of contamination. Other centralized services are provided by Covenant Health's Human Resources division. This division is responsible for system-wide programs, policies and procedures, regulatory and legal compliance, and assists with the hiring process for all system employees. Other services include standardized benefit design and administration, employee relations and retention, clinical and non-clinical skill development, and leadership development, succession and continuity. Through its Learning and Leadership Development (LLD) department, Human Resources provides both e-learning and classroom-based courses. LLD offers more than 100 clinical nursing courses from both in-house and vendor sourcing. It also manages a host of clinical training opportunities, ranging from CPR to advanced neurological and neonatal intensive care courses.</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section A, line 4	<p>In 2018, the Covenant Health system-wide bylaws were amended to provide that new directors who have not previously served on the board will be elected to an initial one-year term instead of three years (the previous standard) Amendments also grant authority to the compensation committee to negotiate and approve the CEO's compensation The bylaws were also amended to authorize the board to establish special board committees which may be terminated by resolution of the board The chairman of the board may establish special board committees to advise executive leadership, other board committees or the full board Committees may be composed of elected or ex-officio board members Also in 2018, Covenant Health adopted system-wide medical staff bylaws The bylaws created two new committees System Quality Committee and System Credentials and Clinical Standard Committee The System Quality Committee consists of licensed physician voting board members, other appointed voting board members, Covenant Health's CEO, and the chiefs of staff of Covenant Health system hospitals The committee shall review quality of patient care, perform other duties assigned in the system-wide medical staff documents, receive and review proposed amendments to the medical staff documents and make recommendations to the board, initiate quality-related investigations, and act as a Quality Improvement Committee as defined under Tennessee law The System Credentials and Clinical Standard Committee consists of licensed physician voting board members and other appointed board members Covenant Health's VP of Hospital Operations, Chief Medical Officer, and Chief Nursing Officer shall also serve as non-voting members of the committee The committee shall develop and implement system-wide clinical standards, perform other duties as outlined in the medical staff documents, make determinations regarding routine credentialing matters and medial staff appointments/terminations, and act as a Quality Improvement Committee as defined under Tennessee law Other 2018 amendments to the governing documents were not considered significant</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section B, line 11b	The Covenant Health board of directors has delegated to its Finance Committee the full power and authority of the board to receive, review, approve, authorize the filing of, address and resolve audit or review issues, and otherwise take all action required or appropriate relative to IRS Forms 990 and other applicable tax filings. Prior to filing Form 990, management reviews with the committee the returns, discusses any material variations in the Form 990 as compared to those to be filed by the organization's affiliates, and answers any questions. At the conclusion of review and discussion, the Finance Committee approves the Form 990.

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section B, line 12c	<p>Board members, officers and employees are required to adhere to rules and policies regarding conflicts of interest. Covenant Health distributes a board-approved Code of Conduct to all employees. The Code covers among other subjects, conflicts of interest. Additionally, managers are required to complete and sign a bi-annual management certification that addresses conflicts of interest. Board members' conflicts of interests are addressed in the corporate bylaws, and board members are required to complete and sign a conflict of interest questionnaire on an annual basis. The Integrity Compliance Office maintains records that contain conflict of interest information obtained from board members, officers, and key employees. These records are available to be queried prior to engaging in business transactions. The Chief Compliance Officer initially reviews all conflict of interest data. Based on this information, the officer determines what conflicts of interest exist at that point in time. Between times when surveys are collected, board members are expected to disclose any new conflicts that have arisen that affect pending board decisions. Officers and other employees are expected to report conflicts to the Chief Compliance Officer as they arise. Depending on the nature of the conflict and the circumstances surrounding the conflict and transaction, the Chief Compliance Officer, senior leadership, or the board of directors may review the conflict of interest. When appropriate, these parties may also consult legal counsel. Restrictions imposed on persons with a conflict of interest are determined on a case by case basis. For Covenant Health employees, the Chief Compliance Officer in conjunction with Covenant Health Executive Leadership determines how to appropriately manage the conflict. In any conflict involving a board member, such member is expected to recuse himself or herself from voting on matters related to the conflict.</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section B, line 15	<p>Form 990, Part VI, Section B, Line 15a Annual compensation for Covenant Health's President and Chief Executive Officer ("CEO"), James D VanderSteeg, is determined by the Compensation Committee of the Covenant Health Board of Directors, ("the Committee") which is composed of independent members of the board and chaired by the chairman of the board. The Committee is guided in its decision-making process by an independent, nationally recognized executive compensation consultant experienced in advising nonprofit hospital boards (the "Consultant") whose services include (1) providing pay comparisons with market comparables, (2) recommending salary ranges and annual base salary adjustments, (3) designing incentive compensation and deferred compensation components of the CEO's total compensation package, (4) reviewing benefits and perquisites, and (5) certifying as to the reasonableness of total annual compensation. The Consultant analyzes and makes recommendations with respect to the CEO's total compensation package through analysis of CEO compensation data for comparable nonprofit health systems in the United States. The systems selected for comparison are similar to Covenant Health in revenue, total assets, number of hospitals, full time employees and services provided. Covenant Health's current compensation methodology includes setting base salary around the 50th percentile of the market. Base salaries for individual executives will vary based on market conditions, performance, tenure, experience, special skills or qualifications, recruitment and retention challenges, and other relevant factors. In addition, annual incentive compensation may be awarded upon achievement of goals established by the Committee at the beginning of each fiscal year which reflect quality of care, patient safety and service excellence in addition to financial performance and other measures. Incentive opportunity levels will be positioned at or slightly above median or average levels in the market. Annual incentive opportunity ranges from 0-50% of base salary depending upon the CEO's performance. Overall, total compensation levels (all forms of cash compensation and benefits) will be positioned up to or around the 75th percentile of the market, based on individual and organizational performance. As a part of its CEO performance evaluation process, on behalf of the Committee, an independent consultant asks each member of the board of directors to submit a written evaluation of the CEO's performance using an evaluation form prepared by an independent audit firm. This information is collected, collated, and reported to the Committee by the audit firm, results are "blinded" so that individual board members are not identified. The blinded results are shared with the CEO as part of the evaluation process. Any increase in base salary, award of annual incentive, or changes in overall compensation methodology are made by the Committee after discussion with and advice of the Consul</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section B, line 15	<p>tant and conditioned upon the Consultant's determination that such decisions result in total annual compensation that is reasonable and within a fair market value range. Once the annual performance evaluation is completed, the chairman meets with the CEO and shares the Committee and board's evaluation of his prior year's performance. He also informs him of the Committee's actions with respect to any annual incentive award for the prior year and any base salary adjustment for the upcoming year. The performance goals for the upcoming year are determined by executive leadership and communicated to and adopted by the board at a board meeting. The annual performance of the CEO is documented adequately and concurrently with the compensation committee's determination. Written and/or electronic records of the compensation committee include, when prepared, the date all relevant actions were taken, terms of the approved compensation, the members of the compensation committee who were present during debate or discussion of the matter and the vote of each member of the compensation committee, the comparability data obtained and relied upon by the compensation committee (including from whom and when obtained, as outlined above), and actions taken with respect to any compensation committee member with a conflict of interest in the matter under consideration (consistent with board conflict of interest policies). The foregoing documentation is prepared before the later of the next meeting of the compensation committee or 60 days after the meeting of the compensation committee approving the matter, and approved by the compensation committee as reasonable, accurate and complete within a reasonable time period thereafter.</p> <p>Form 990, Part VI, Section B, Line 15b Base salaries and annual bonus opportunities for other officers and key employees are set by the Covenant Health Chief Executive Officer (CEO) in consultation with Senior Vice President-Human Resources, subject to approval of the Compensation Committee of the Covenant Health Board of Directors ("the Committee"), after review by and discussion with the executive compensation consultant ("the Consultant") to ensure that total compensation for each executive is reasonable and within a fair market value range. Salary ranges for each executive position are based upon the recommendations of the Consultant made after comparison with similar jobs in similar size health systems across the nation. Bonuses are recommended by the CEO and approved by the Committee conditioned upon receipt of a written opinion from the Consultant that total compensation for each Key Executive is reasonable and consistent with fair market value. Base salaries are initially targeted at midpoint and vary according to market conditions, performance, tenure, experience, special skills or qualifications, recruitment and retention challenges, and other relevant factors. Annual bonuses are designed to award 0 - 45% for the Executive Vice President.</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section B, line 15	ts (EVP), and 0 - 35% for the Senior Vice Presidents (SVP) and Chief Administrative Office rs (CAO) of base salary based upon system performance and accomplishment of certain target s established by the CEO

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section C, line 19	Per its tax exempt bond provisions, Covenant Health is required to file quarterly and annual consolidated and obligated group financial statements and other documentation with various bond insurers and other agencies, including the Electronic Municipal Market Access (EMMA) service of the Municipal Securities Rulemaking Board (MSRB) Any member of such a repository has access to these financial statements The organization's governing documents and conflict of interest policy are not made publicly available

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part XI, line 9	Capital Contribution from Subsidiaries 15,809,257 Capital Contributions to Subsidiaries -109,754,408 Book/Tax Diff in Income (Loss) from Partnerships & Trusts -4,159,974 Transfers from Non-Affiliates 510,419

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2018

**Open to Public
Inspection**

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.**
▶ **Attach to Form 990.**
▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

Department of the Treasury
Internal Revenue Service

Name of the organization
Covenant Health

Employer identification number

62-1646734

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) Covenant Ventures LLC 1420 Centerpoint Blvd Bldg C Knoxville, TN 379321960 30-0913192	Develop healthcare software	TN	-2,196,258	0	Covenant Health

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	
(1) Fort Sanders West OP Surgery Center LLC 1420 Centerpoint Blvd Bldg C Knoxville, TN 37932 62-1366907	Outpatient surgery center	TN	Fortress Corp	Related	-624,307	592,660		No		Yes		87 000 %
(2) Fort Sanders West Associates 280 Fort Sanders West Blvd Ste 214 Knoxville, TN 37922 62-1384171	Building ownership	TN	Fortress Corp	Related	-28,682	361,219		No		Yes		87 540 %
(3) KOSC Properties LLC 256 Fort Sanders West Blvd Ste 200 Knoxville, TN 37922 26-2444076	Building ownership	TN	Fortress Corp	Related	41,538	2,640,817		No		Yes		25 000 %
(4) Knoxville Orthopaedic Surgery Center LLC 256 Fort Sanders West Blvd Ste 200 Knoxville, TN 37922 26-2437385	Orthopaedic surgery	TN	Fortress Corp	Related	44,687	1,060,413		No		Yes		25 000 %
(5) KOC 260 Bldg LLC 260 Fort Sanders West Blvd Knoxville, TN 37922 46-5228440	Land and building ownership	TN	Fortress Corp	Related	62,483	1,833,360		No		Yes		25 000 %
(6) Knoxville Health Care Center LP POBox 1398 Murfreesboro, TN 371331398 62-1019281	Rehabilitation center	TN	Fortress Corp	Related	-15,259	1,612,775		No		Yes		25 000 %

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) Fortress Corporation 1420 Centerpoint Blvd Bldg C Knoxville, TN 379321960 62-1308885	Management company	TN	Covenant Health	C	15,096,454	45,367,611	100 000 %	Yes	
(2) Covenant Medical Group Inc 1420 Centerpoint Blvd Bldg C Knoxville, TN 379321960 62-1282917	Physician practice management	TN	Fortress Corp	C	134,351,972	32,289,485	100 000 %	Yes	
(3) Knoxville Heart Group 1420 Centerpoint Blvd Bldg C Knoxville, TN 379321960 27-1528941	Cardiology medical practice	TN	Covenant Medical Group	C	10,873,773	1,081,226	100 000 %	Yes	
(4) East TN Cardiovascular Surgery Group Inc 1420 Centerpoint Blvd Bldg C Knoxville, TN 379321960 62-1018541	Cardiovascular surgical practice	TN	Covenant Medical Group	C	9,129,645	2,141,598	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

	Yes	No
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 Yes	
b Gift, grant, or capital contribution to related organization(s)	1b Yes	
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 Yes	
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 Yes	
k Lease of facilities, equipment, or other assets from related organization(s)	1k Yes	
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 Yes	
p Reimbursement paid to related organization(s) for expenses	1p Yes	
q Reimbursement paid by related organization(s) for expenses	1q Yes	
r Other transfer of cash or property to related organization(s)	1r Yes	
s Other transfer of cash or property from related organization(s)	1s Yes	

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

See Additional Data Table

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved

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: 62-1646734
Name: Covenant Health

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
1420 Centerpoint Blvd Bldg C Knoxville, TN 379321960 46-4420358	Acute care hospital	TN	501(c)(3)	Line 3	Covenant Health	Yes	
1420 Centerpoint Blvd Bldg C Knoxville, TN 379321960 62-1623114	Home health services	TN	501(c)(3)	Line 10	Covenant Health	Yes	
1420 Centerpoint Blvd Bldg C Knoxville, TN 379321960 62-0790132	Acute care hospital	TN	501(c)(3)	Line 3	Covenant Health	Yes	
1420 Centerpoint Blvd Bldg C Knoxville, TN 379321960 62-1373691	Acute care hospital	TN	501(c)(3)	Line 3	Covenant Health	Yes	
1420 Centerpoint Blvd Bldg C Knoxville, TN 379321960 62-0528340	Acute care hospital	TN	501(c)(3)	Line 3	Covenant Health	Yes	
1420 Centerpoint Blvd Bldg C Knoxville, TN 379321960 62-1748601	Fundraising and patient outreach	TN	501(c)(3)	Line 12b, II	Covenant Health	Yes	
1420 Centerpoint Blvd Bldg C Knoxville, TN 379321960 04-3760551	High risk obstetrical services	TN	501(c)(3)	Line 3	Fort Sanders Regional Medical Center	Yes	
1420 Centerpoint Blvd Bldg C Knoxville, TN 379321960 62-1114867	Acute care hospital	TN	501(c)(3)	Line 3	Covenant Health	Yes	
1420 Centerpoint Blvd Bldg C Knoxville, TN 379321960 62-0636239	Acute care hospital	TN	501(c)(3)	Line 3	Covenant Health	Yes	
1420 Centerpoint Blvd Bldg C Knoxville, TN 379321960 62-0545814	Acute care hospital	TN	501(c)(3)	Line 3	Covenant Health	Yes	
1420 Centerpoint Blvd Bldg C Knoxville, TN 379321960 58-1897274	Acute care hospital and behavioral health services	TN	501(c)(3)	Line 3	Covenant Health	Yes	
1420 Centerpoint Blvd Bldg C Knoxville, TN 379321960 68-0673354	Acute care hospital	TN	501(c)(3)	Line 3	Covenant Health	Yes	
1420 Centerpoint Blvd Bldg C Knoxville, TN 379321960 62-1250943	Cancer support center	TN	501(c)(3)	Line 3	Covenant Health	Yes	
1420 Centerpoint Blvd Bldg C Knoxville, TN 379321960 62-1619239	Oncology services	TN	501(c)(3)	Line 3	Thompson Cancer Survival Center	Yes	
1420 Centerpoint Blvd Bldg C Knoxville, TN 379321960 58-2130450	Fundraising and patient outreach	TN	501(c)(3)	Line 12b, II	Covenant Health	Yes	

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

(a) Name of related organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
(1) Fort Sanders Regional Medical Center	L	29,229,921	FMV
(1) Fort Sanders Regional Medical Center	O	68,521	FMV
(2) Fort Sanders Regional Medical Center	P	12,822,619	Cost
(3) Fort Sanders Regional Medical Center	Q	183,575,334	Cost
(4) Fort Sanders Regional Medical Center	S	166,469,570	Cash
(5) Parkwest Medical Center	L	30,922,906	FMV
(6) Parkwest Medical Center	P	14,292,050	Cost
(7) Parkwest Medical Center	Q	205,957,396	Cost
(8) Parkwest Medical Center	S	188,665,598	Cash
(9) Parkwest Medical Center	O	69,535	FMV
(10) Cumberland Medical Center	L	3,989,613	FMV
(11) Cumberland Medical Center	O	362,097	FMV
(12) Cumberland Medical Center	P	65,410	Cost
(13) Cumberland Medical Center	Q	7,843,231	Cost
(14) Cumberland Medical Center	S	11,737,822	Cash
(15) Methodist Medical Center	L	15,864,422	FMV
(16) Methodist Medical Center	O	70,798	FMV
(17) Methodist Medical Center	P	7,923,773	Cost
(18) Methodist Medical Center	Q	85,918,801	Cost
(19) Methodist Medical Center	S	77,624,156	Cash
(20) Morristown-Hamblen Hospital Association	L	9,327,440	FMV
(21) Morristown-Hamblen Hospital Association	O	59,258	FMV
(22) Morristown-Hamblen Hospital Association	P	4,240,967	Cost
(23) Morristown-Hamblen Hospital Association	Q	59,780,577	Cost
(24) Morristown-Hamblen Hospital Association	S	54,485,859	Cash

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

	(a) Name of related organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
(26)	Roane County Medical Center	L	4,017,943	FMV
(1)	Roane County Medical Center	O	58,427	FMV
(2)	Roane County Medical Center	P	1,484,687	Cost
(3)	Roane County Medical Center	Q	34,208,249	Cost
(4)	Roane County Medical Center	S	31,323,908	Cash
(5)	Fort Loudoun Medical Center	L	3,698,579	FMV
(6)	Fort Loudoun Medical Center	O	55,699	FMV
(7)	Fort Loudoun Medical Center	P	1,414,607	Cost
(8)	Fort Loudoun Medical Center	Q	22,749,822	Cost
(9)	Fort Loudoun Medical Center	S	20,267,598	Cash
(10)	Claiborne Medical Center	L	1,624,453	FMV
(11)	Claiborne Medical Center	O	262,162	FMV
(12)	Claiborne Medical Center	P	707,261	Cost
(13)	Claiborne Medical Center	Q	8,422,464	Cost
(14)	Thompson Cancer Survival Center	L	1,573,824	FMV
(15)	Thompson Cancer Survival Center	Q	2,654,258	Cost
(16)	Thompson Cancer Survival Center	S	1,116,063	Cash
(17)	Thompson Oncology Group	L	1,573,824	FMV
(18)	Thompson Oncology Group	Q	1,844,984	Cost
(19)	Thompson Oncology Group	S	2,436,218	Cash
(20)	Covenant Homecare	L	1,256,424	FMV
(21)	Covenant Homecare	K	76,726	FMV
(22)	Covenant Homecare	Q	14,159,313	Cost
(23)	Covenant Homecare	S	12,854,980	Cash
(24)	Fort Sanders Perinatal Center	Q	10,325,265	Cost

Form 990, Schedule R, Part V - Transactions With Related Organizations				
	(a) Name of related organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
(51)	Fort Sanders Perinatal Center	S	10,325,743	Cash
(1)	Knoxville Heart Group	L	195,316	FMV
(2)	Knoxville Heart Group	Q	1,715,034	Cost
(3)	Knoxville Heart Group	R	1,413,752	Cash
(4)	East TN Cardiovascular Surgical Group	Q	5,349,827	Cost
(5)	Fortress Corporation	K	434,646	FMV
(6)	Fortress Corporation	L	1,007,376	FMV
(7)	Fortress Corporation	Q	5,025,570	Cost
(8)	Covenant Medical Group	A	232,128	FMV
(9)	Covenant Medical Group	L	12,426,101	FMV
(10)	Covenant Medical Group	Q	84,478,064	Cost
(11)	Fort Sanders Foundation	O	475,753	FMV
(12)	Fort Sanders West OP Surgery Center	Q	1,252,701	Cost
(13)	LeConte Medical Center	L	9,997,670	FMV
(14)	LeConte Medical Center	O	82,929	FMV
(15)	Leconte Medical Center	P	2,838,415	Cost
(16)	LeConte Medical Center	Q	87,374,737	Cost
(17)	LeConte Medical Center	S	79,770,096	Cash