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Form 990  Department of the Treasury Internal Revenue Service	Return of Organization Exempt From Income Tax Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)	OMB No 1545-0047 <div> <div>2009</div> <div>Open to Public Inspection</div> </div>
	The organization may have to use a copy of this return to satisfy state reporting requirements	

A For the 2009 calendar year, or tax year beginning 01-01-2009 and ending 12-31-2009			
B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization HEALTH ALLIANCE PLAN OF MICHIGAN	
		Doing Business As	
		Number and street (or P O box if mail is not delivered to street address) 2850 WEST GRAND BOULEVARD	Room/suite
		City or town, state or country, and ZIP + 4 DETROIT, MI 48202	
		F Name and address of principal officer Ronald W Berry 2850 WEST GRAND BOULEVARD DETROIT, MI 48202	
D Employer identification number 38-2242827		E Telephone number (313) 664-8559	
G Gross receipts \$ 1,749,269,435			
H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)	
H(c) Group exemption number			
I Tax-exempt status <input checked="" type="checkbox"/> 501(c) (4) (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: www.hap.org			
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other		L Year of formation 1979	M State of legal domicile MI

Part I		Summary		
Activities & Governance	1	Briefly describe the organization's mission or most significant activities Provide access to quality health care coverage		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3	Number of voting members of the governing body (Part VI, line 1a)	3 1	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4 1	
	5	Total number of employees (Part V, line 2a)	5 66	
	6	Total number of volunteers (estimate if necessary)	6	
	7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a 43,76	
	7b	Net unrelated business taxable income from Form 990-T, line 34	7b -2,11	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	1,648,231,026	1,711,676,041
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	5,654,980	11,596,750
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	472,540	91,692
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,654,358,546	1,723,364,483
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)		0
	14	Benefits paid to or for members (Part IX, column (A), line 4)	1,516,796,475	1,588,039,784
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	62,740,667	62,522,198
	16a	Professional fundraising fees (Part IX, column (A), line 11e)		0
	b	Total fundraising expenses (Part IX, column (D), line 25) ⁰		
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	46,097,105	46,197,451
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	1,625,634,247	1,696,759,433
	19	Revenue less expenses Subtract line 18 from line 12	28,724,299	26,605,050
Net Assets or Fund Balances			Beginning of Current Year	End of Year
	20	Total assets (Part X, line 16)	394,497,482	427,399,843
	21	Total liabilities (Part X, line 26)	172,918,481	173,944,567
	22	Net assets or fund balances Subtract line 21 from line 20	221,579,001	253,455,276

Part II		Signature Block			
Sign Here	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				
	<div> <div></div> <div>Signature of officer</div> </div>			<div> <div></div> <div>2011-02-01</div> </div> <div> <div></div> <div>Date</div> </div>	
	<div> <div></div> <div>Ronald W Berry CFO</div> </div> <div>Type or print name and title</div>				
Paid Preparer's Use Only	Preparer's signature <div></div>		Date	Check if self-employed <div></div>	Preparer's identifying number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4 <div></div>		<div>Deloitte Tax LLP</div> <div>600 Renaissance Center Suite 900</div> <div>Detroit, MI 48243</div>		<div>EIN <div></div></div> <div>Phone no <div></div> (313) 396-3000</div>

Part III

Statement of Program Service Accomplishments

1

Briefly describe the organization’s mission

Enhancing the Health and Well-Being of the Lives We Touch by providing personalized service to our customers, making access to healthcare easier and improving the health status of our members

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 exempt purpose achievements for each of the organization’s three largest program services by expenses

Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts 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 \$ 1,678,829,977 including grants of \$) (Revenue \$ 1,711,723,967)

Program Service Health Alliance Plan (HAP) is a non-profit Health Maintenance Organization (HMO) HAP contracts with various healthcare providers to provide healthcare services to members that enroll with HAP Approximately 92% of HAP’s revenues is paid to the contracted healthcare providers for administering care to HAP’s members HAP members rated HAP "Highest in Member Satisfaction among Commercial Health Plans in Michigan" three years in a row in the J D Power & Associates 2010 Member Health Insurance Plan study To compare HAP’s performance with other Michigan health plans, view the Power Circle ratings at www jdpower com The healthcare was administered by approximately 8,500 physicians affiliated with over 52 hospitals Additionally, HAP contracted with 69 urgent care centers, over 2,000 pharmacies, and over 1,000 other ancillary providers such as mental health, labs, and nursing homes to service its membership At the end of 2009, HAP’s member count was 355,949 and on a cumulative basis, HAP serviced 4,365,062 member months These members worked with their chosen healthcare provider(s) to maintain a healthy life experience These members utilized the access to healthcare provided in many different ways Some major utilization of the access to providers was through hospital admissions HAP’s members incurred 19,698 hospital stay admissions during 2009 for medical and surgical procedures Additionally, HAP’s members incurred 1,665 hospital stay admissions for behavioral health related issues Also, the members, as urged by their care providers, and by HAP through various correspondences, received care for routine health matters to ensure that they are leading a healthy lifestyle This type of care is received at their physician offices HAP spends a considerable amount of resources in communicating with its members for several different reasons Examples of types of communications with members include Customer Service HAP staffs a department dedicated to offering online, wrtten and telephone service to resolve any issues a member may have as they are seeking medical services The “Client Services” area at HAP will work with the provider in question to resolve any patient care issue They will also resolve any claim payment error and any eligibility issue as well Preventive Care and Wellness HAP provides its members with state-of-the-art wellness tools to help them manage their health HAP reaches out to its members through a Website, hap org which has links to programs for smoking cessation and weight loss activities, among other helpful programs as well Some examples include Worksite wellness and health promotion experts deliver results-oriented programs and services Health screenings, health risk appraisals, disease self-management programs, worksite wellness workshops, flu shots, walking programs, physical activity and nutrition programs In 2009, HAP expanded its worksite wellness programs to more than 171 employer groups, implemented Weight Wise at Work and Hypertension Management programs, and conducted diabetic retinal and HgA1c screenings at worksites HAP hosts quarterly forums, bringing area employers of all sizes together to share best practices in worksite wellness programs and to learn about innovative worksite wellness programs and trends HAP’s weight management program provides educational programs and special discounts to inspire people to lose weight and covers nutritional counseling, weight loss medications, doctor supervised clinical weight loss programs and bariatrnc surgery for members meeting specific criteria Online tools and supportive information are available through HAP’s Web site HAP is a steward of the surrounding local community HAP supports the Southeast Michigan region by getting involved directly with the citizens to support several causes Some examples include HAP executives serve on the board of directors for a variety of community organizations, such as Alternatives for Girls, Big Brothers Big Sisters of Greater Detroit, 100 Black Men of Detroit, Greater Detroit Area Health Council and Coalition on Temporary Shelter(COTS) After learning that residents of Southeastern Michigan, Detroiters in particular, were not taking advantage of available recreational centers, HAP’s leaders jumped into action, launching a free water aerobics program for seniors and moms at 11 Southeastern Michigan recreation centers More than 40 HAP volunteers read to children on Saturdays throughout the summer to promote early childhood health and literacy among African-American children through the Reading and Educational Achievement and Development Program(READ) HAP’s employees raised more than \$29,300 in donations for the American Heart Association, with Dr Mary Beth Bolton raising over \$14,000 to earn the honor of being the top fundraiser for the Henry Ford Health System A total of 76 HAP employees participated HAP provides ongoing education for its members on ways they can access good quality healthcare from properly credentialed healthcare providers HAP also strives to consistently educate its members, and the community on preventive care and other wellness activities Form 990, Part IV, Line 12 HAP is included in the consolidated financial statements of HAP and Subsidiaries Form 990, Part IV, Line 28c HAP is re-filing the 2009 Form 990 Reference Part IV, 28c and Schedule L, Part IV HAP is reporting that one of its board of directors is on the board of directors of Walgreen’s Walgreen’s fills prescriptions for subscribers of HAP

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

\$ 1,678,829,977

Form 990 (2009)

Part IV

Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1	No
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	No
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	No
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	4	
5	Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III	5	No
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I 	6	No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II 	7	No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8	No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV 	9	No
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V 	10	No
11	Is the organization's answer to any of the following questions "Yes"? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable. 	11	Yes
	• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.		
	• Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII.		
	• Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII.		
	• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX.		
	• Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.		
	• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? If "Yes," complete Schedule D, Part X.		
12	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII 	12	No
12A	Was the organization included in consolidated, independent audited financial statements for the tax year?	Yes	No
	If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional 	12A	Yes
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
14b	b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Part I	14b	No
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S ? If "Yes," complete Schedule F, Part II	15	No
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S ? If "Yes," complete Schedule F, Part III	16	No
17	Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I	17	No
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18	No
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	No
20	Did the organization operate one or more hospitals? If "Yes," complete Schedule H	20	No

Part IV

Checklist of Required Schedules (continued)

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

Part V

Statements Regarding Other IRS Filings and Tax Compliance

			Yes	No
1a	Enter the number reported in Box 3 of Form 1096, <i>Annual Summary and Transmittal of U.S. Information Returns</i> . Enter -0- if not applicable	1a	7,740	
	b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	
c		Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return	2a	667	
	b		2b	
3a		Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	3a	Yes
b		If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	Yes
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a	No
	b			
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, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?	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?		6a	No
	b		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, during the year, 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		For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7g	Yes
h		For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	7h	Yes
8		Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	
9		Sponsoring organizations maintaining donor advised funds.		
a		Did the organization make any taxable distributions under section 4966?	9a	
b		Did the organization make a distribution to a donor, donor advisor, or related person?	9b	
10		Section 501(c)(7) organizations. Enter		
a		Initiation fees and capital contributions included on Part VIII, line 12	10a	
b		Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11		Section 501(c)(12) organizations. Enter		
a		Gross income from members or shareholders	11a	
b		Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b	
12a		Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b		If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	

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.

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body	1a	17	
b	Enter the number of voting members that are independent	1b	14	
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	Yes	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		No
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4		No
5	Did the organization become aware during the year of a material diversion of the organization's assets?	5		No
6	Does the organization have members or stockholders?	6	Yes	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	Yes	
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b	Yes	
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.)

			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a		No
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b		
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11	Yes	
11A	Describe in Schedule O the process, if any, used by the organization to review the Form 990			
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	Yes	
13	Does the organization have a written whistleblower policy?	13	Yes	
14	Does 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 a or b, 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		No
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed ▶
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you make these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request
19	Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶ Ronald W Berry 2850 West Grand Boulevard Detroit, MI 48202 (313) 664-8559

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

☐ Check this box if the organization did not compensate any current or former officer, director, trustee or key employee

Form 990 (2009)

1b Total	5,267,707	4,266,476	824,503
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2

Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization▶102

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

Section B. Independent Contractors

1

Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	(C) Compensation
Accenture LLP PO Box 70629 Chicago, IL 60673	Software support & consulting	7,470,892
Patricia N Harrison 24416 Crocker Blvd Clinton Twp, MI 48036	Advertising	4,527,551
Brian Unlimited Distribution Company 13700 Oakland Ave Highland Park, MI 48203	Billing & documentation services	3,111,043
Michael Flora & Associates 2600 Big Beaver Rd Suite 450 Troy, MI 48084	Advertising	607,479
Daniel Brian & Associates 222 Main Street Rochester, MI 48307	Advertising	547,944

2

Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶58

Part VIII

Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 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	Health Care Premiums	524,114	1,711,676,041	1,711,676,041			
	b							
	c							
	d							
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f		1,711,676,041				
Other Revenue	3	Investment income (including dividends, interest and other similar amounts)		11,599,149			11,599,149	
	4	Income from investment of tax-exempt bond proceeds . . .						
	5	Royalties						
	6a	(i) Real		(ii) Personal				
	b	Less rental expenses						
	c	Rental income or (loss)						
	d	Net rental income or (loss)						
	7a	(i) Securities		(ii) Other				
		25,810,485		92,068				
		25,811,907		93,045				
		-1,422		-977				
	d	Net gain or (loss)		-2,399			-2,399	
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18						
		a						
		b						
	b	Less direct expenses						
	c	Net income or (loss) from fundraising events . . .						
9a	Gross income from gaming activities See Part IV, line 19							
	a							
	b							
b	Less direct expenses							
c	Net income or (loss) from gaming activities . . .							
10a	Gross sales of inventory, less returns and allowances							
	a							
	b							
b	Less cost of goods sold							
c	Net income or (loss) from sales of inventory . . .							
Miscellaneous Revenue		Business Code						
11a	Miscellaneous revenue		524,298	47,926	47,926			
b	Provider network leasing		525,990	43,766		43,766		
c								
d	All other revenue							
e	Total. Add lines 11a-11d			91,692				
12	Total revenue. See Instructions			1,723,364,483	1,711,723,967	43,766	11,596,750	

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) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the U S See Part IV, line 21				
2	Grants and other assistance to individuals in the U S See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
4	Benefits paid to or for members	1,588,039,784	1,588,039,784		
5	Compensation of current officers, directors, trustees, and key employees	5,927,918	4,434,444	1,493,474	
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	40,955,748	36,882,580	4,073,168	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	6,959,107	6,023,893	935,214	
9	Other employee benefits	5,409,115	4,682,200	726,915	
10	Payroll taxes	3,270,310	2,830,823	439,487	
11	Fees for services (non-employees)				
a	Management				
b	Legal	153,369		153,369	
c	Accounting	260,556		260,556	
d	Lobbying				
e	Professional fundraising See Part IV, line 17				
f	Investment management fees	236,841		236,841	
g	Other	1,155,423	1,155,423		
12	Advertising and promotion	10,200,290	10,200,290		
13	Office expenses	3,917,975	3,898,123	19,852	
14	Information technology	8,216,389	8,216,226	163	
15	Royalties				
16	Occupancy	2,548,446		2,548,446	
17	Travel	296,853	251,538	45,315	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	115,937	96,353	19,584	
20	Interest	42,903		42,903	
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	8,232,682	6,816,698	1,415,984	
23	Insurance				
24	Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a	Miscellaneous	8,423,034	5,301,602	3,121,432	
b	Amortization of goodwill	2,396,753		2,396,753	
c					
d					
e					
f	All other expenses				
25	Total functional expenses. Add lines 1 through 24f	1,696,759,433	1,678,829,977	17,929,456	0
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X

Balance Sheet

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			-9,575,576	1	7,922,056
	2	Savings and temporary cash investments			247,877,515	2	246,203,713
	3	Pledges and grants receivable, net				3	
	4	Accounts receivable, net			19,931,012	4	28,257,148
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L				5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L				6	
	7	Notes and loans receivable, net				7	
	8	Inventories for sale or use				8	
	9	Prepaid expenses and deferred charges			1,831,906	9	1,922,265
	10a	Land, buildings, and equipment, cost or other basis. Complete Part VI of Schedule D	10a	89,392,878			
	b	Less accumulated depreciation	10b	70,172,196	22,398,007	10c	19,220,682
	11	Investments—publicly traded securities			85,151,238	11	96,179,230
	12	Investments—other securities. See Part IV, line 11			20,690,415	12	23,898,537
	13	Investments—program-related. See Part IV, line 11				13	
	14	Intangible assets				14	
	15	Other assets. See Part IV, line 11			6,192,965	15	3,796,212
	16	Total assets. Add lines 1 through 15 (must equal line 34)			394,497,482	16	427,399,843
Liabilities	17	Accounts payable and accrued expenses			16,871,148	17	15,833,440
	18	Grants payable				18	
	19	Deferred revenue			12,945,144	19	13,459,692
	20	Tax-exempt bond liabilities				20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D				21	
	22	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. Complete Part X of Schedule D			143,102,189	25	144,651,435
	26	Total liabilities. Add lines 17 through 25			172,918,481	26	173,944,567
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets			221,579,001	27	253,455,276
	28	Temporarily restricted net assets				28	
	29	Permanently restricted net assets				29	
	Organizations that do not follow SFAS 117, 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			221,579,001	33	253,455,276
	34	Total liabilities and net assets/fund balances			394,497,482	34	427,399,843

Part XI **Financial Statements and Reporting**

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

Additional Data

Software ID:

Software Version:

EIN: 38-2242827

Name: HEALTH ALLIANCE PLAN OF MICHIGAN

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	(C) Position (check all that apply)						(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			
Susan Wells Director	1 00	X						0	0	0
Jethro Joseph Director	1 00	X						0	0	0
John T Gargaro Director	1 00	X						0	0	50
Marvin Beatty Director	1 00	X						0	0	0
William L Peirce Director	1 00	X						0	0	0
Linda Ewing Director	1 00	X						0	0	0
Carol Ann Quigley IHM Director	1 00	X						0	0	0
Karen A Wezner Director	1 00	X						0	0	66
Catherine A Roberts Director	1 00	X						0	0	0
Richard M Popp Director	1 00	X						0	0	57
Robin Scales-Wooten Director	1 00	X						0	0	0
Jack Martin Director	1 00	X						0	0	107
Rebecca R Smith Director	1 00	X						0	0	0
Nancy Schlichting Director	60 00	X						0	2,450,122	38,028
William A Conway MD Director	60 00	X						0	529,657	57,202
N Charles Anderson Chairperson	1 00	X		X				0	0	0
William R Alvin President & CEO	60 00	X		X				0	501,556	75,816
Mary Beth Bolton Director	60 00	X						489,435	0	58,151
Patricia Richards Interim President & CEO	60 00			X				561,559	0	36,552
Ronald W Berry Treasurer	60 00			X				567,843	0	37,340
Maurice McMurray Secretary	60 00			X				434,716	0	64,615
Irita Matthews Assistant Secretary	50 00			X				113,437	0	0
Dennis Sirosky Sr VP Product & Informat	60 00				X			411,378	0	63,335
Randy Walker Sr VP Health Care Manage	50 00				X			396,938	0	45,020
Donald Davis Jr Sr VP Human Resources	50 00				X			333,299	0	55,661

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	(C) Position (check all that apply)						(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			
Donald Hirt Jr Sr VP Planning & Mktg St	50 00				X			384,434	0	58,691
Balakrishna Pai Sr Medical Director	50 00					X		345,584	0	52,128
Ibrahim Mumtaz Sr Medical Director	40 00					X		338,337	0	37,626
Jon Clement VP Finance	40 00					X		299,216	0	50,906
Jamie Spriet VP Business Development	40 00					X		295,860	0	46,222
Karen Wintringham VP Medicare Advantage Pr	40 00					X		295,671	0	46,930
Francine Parker Former President & CEO	0 00						X	0	785,141	0

SCHEDULE D
(Form 990)

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
HEALTH ALLIANCE PLAN OF MICHIGAN

Employer identification number
38-2242827

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

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may 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 <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	

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

1

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

☐ Preservation of land for public use (e g , recreation or pleasure)

☐ Preservation of an historically importantly land area

☐ Protection of natural habitat

☐ Preservation of a certified historic structure

☐ Preservation of open space

2

Complete lines 2a–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
2a	Total number of conservation easements
2b	Total acreage restricted by conservation easements
2c	Number of conservation easements on a certified historic structure included in (a)
2d	Number of conservation easements included in (c) acquired after 8/17/06

3

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

4

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

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes ☐ No

6

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

7

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

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?

☐ Yes ☐ No

9

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

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

1a

If the organization elected, as permitted under SFAS 116, 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 XIV, the text of the footnote to its financial statements that describes these items

b

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

(i) Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

2

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

a

Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

b

Assets included in Form 990, Part X

▶ \$ _____

For Privacy Act and Paperwork Reduction Act Notice, see the Intructions for Form 990

Cat No 52283D

Schedule D (Form 990) 2009

Part III

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

3

Using the organization's 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 XIV

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV

Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV and complete the following table

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

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

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV

Part V

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

	(a)Current Year	(b)Prior Year	(c)Two Years Back	(d)Three Years Back	(e)Four Years Back
1a	Beginning of year balance				
b	Contributions				
c	Investment earnings or 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 year end balance held as

a

Board designated or quasi-endowment ▶ %

b

Permanent endowment ▶ %

c

Term endowment ▶ %

3a

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

(i) unrelated organizations

3a(i)

Yes

No

(ii) related organizations

3a(ii)

Yes

No

b

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

3b

Yes

No

4

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

Part VI

Investments—Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		380,336		380,336
b Buildings		4,716,575	2,737,215	1,979,360
c Leasehold improvements		7,344,197	5,924,096	1,420,101
d Equipment		20,882,774	17,836,542	3,046,232
e Other		56,068,996	43,674,343	12,394,653
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				19,220,682

Schedule D (Form 990) 2009

Part XIReconciliation of Change in Net Assets from Form 990 to Financial Statements			
1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	1,723,364,483
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	1,696,759,433
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	26,605,050
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	5,271,225
9	Total adjustments (net) Add lines 4 - 8	9	5,271,225
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	31,876,275

Part XIIReconciliation of Revenue per Audited Financial Statements With Revenue per Return			
1	Total revenue, gains, and other support per audited financial statements	1	1,720,379,528
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	113,150
e	Add lines 2a through 2d	2e	113,150
3	Subtract line 2e from line 1	3	1,720,266,378
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 XIV)	4b	3,098,105
c	Add lines 4a and 4b	4c	3,098,105
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	1,723,364,483

Part XIIIReconciliation of Expenses per Audited Financial Statements With Expenses per Return			
1	Total expenses and losses per audited financial statements	1	1,696,845,267
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 XIV)	2d	131,714
e	Add lines 2a through 2d	2e	131,714
3	Subtract line 2e from line 1	3	1,696,713,553
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 XIV)	4b	45,880
c	Add lines 4a and 4b	4c	45,880
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	1,696,759,433

Part XIVSupplemental Information

Complete this part to 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, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
Part XI, Line 8 - Other Adjustments		Pension Adjustment - HAP 1769798 Pension Adjustment - HAP Preferred, Inc 586911 Alliance Health & Life Insurance Co Net Income 1695300 HAP Preferred, Inc Net Income 1054624 Transfer of equity from CuraNet, LLC 164592
Part XII, Line 2d - Other Adjustments		Interest Expense 113150
Part XII, Line 4b - Other Adjustments		Unrealized Gain(Loss) 3054339 Unrelated Business Income 43766
Part XIII, Line 2d - Other Adjustments		Interest Expense 113150 Federal Income Tax Credit 18564
Part XIII, Line 4b - Other Adjustments		Unrelated Business Expense 45880
		Part X FIN 48 Disclosure HAP adopted the provisions of Financial Accounting Standards Board (FASB) Interpretation 48, Accounting for Uncertainty in Income Taxes (FIN 48) effective January 1, 2008, and its adoption did not have a material impact on HAP's financial statements

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2009

Open to Public Inspection

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

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization
HEALTH ALLIANCE PLAN OF MICHIGAN

Employer identification number

38-2242827

Part I

Questions Regarding Compensation

		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items		
	<div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input checked="" type="checkbox"/> Tax idemnification and gross-up payments</div><div><input checked="" type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Discretionary spending account</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div>		
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain	1b	Yes
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	Yes
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply		
	<div><div><input checked="" type="checkbox"/> Compensation committee</div><div><input checked="" type="checkbox"/> Written employment contract</div><div><input checked="" type="checkbox"/> Independent compensation consultant</div><div><input checked="" type="checkbox"/> Compensation survey or study</div><div><input type="checkbox"/> Form 990 of other organizations</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div>		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization		
a	Receive a severance payment or change-of-control payment?	4a	Yes
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	Yes
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c	No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III		
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.		
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of		
a	The organization?	5a	No
b	Any related organization?	5b	No
	If "Yes," to line 5a or 5b, describe in Part III		
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of		
a	The organization?	6a	No
b	Any related organization?	6b	No
	If "Yes," to line 6a or 6b, describe in Part III		
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	No
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	8	No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	9	

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

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

[illegible]

Part III

Supplemental Information

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

Identifier	Return Reference	Explanation
	Part I, Line 1a	<p>Part I, Line 1a Tax indemnification and gross-up payments. The organization offers a Supplemental Executive Retirement Program for a limited number of employees. The employees that receive this taxable benefit include 2 of the 6 officers (not including the Chairperson and the Assistant Secretary), 2 key employees, and 1 of the Highly Compensated Employees (VP Business Development). In addition, 4 of the 17 Directors, 4 of the 6 Officers, the 4 Key Employees, and 1 additional employee (Nannette Muhammad) and 2 affiliated employees (James Connelly and Robert Riney) received taxable income on travel and entertainment expenses paid by the organization associated with their attendance at a Board of Directors retreat.</p> <p>Part I - Line 1a Health or social club dues. This is associated with memberships in certain social clubs approved by the organization for business purposes. A portion of this benefit is taxable to the extent that it is used for personal business. The employees that receive this benefit include 3 of the 6 officers (not including the Chairperson and the Assistant Secretary), 3 of the 4 key employees (excluding the Sr. VP Healthcare Management), 1 of the Highly Compensated Employees (VP Business Development), and 1 additional employee (Ronald Stallworth).</p> <p>Part I - 4a Donald Davis \$ 70,941 Francine Parker 582,021 4b Ronald Berry (vested) \$ 37,537 Mary Beth Bolton, MD (vested) 23,315 Maurice McMurray (vested) 25,035 Donald Hirt (vested) 33,934 Jamie Spriet (vested) 2,478</p>

Software ID:
Software Version:
EIN: 38-2242827
Name: HEALTH ALLIANCE PLAN OF MICHIGAN

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

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
Nancy Schlichting	(i) 0 (ii) 1,202,257	0 614,210	0 633,655	0 28,269	0 9,759	0 2,488,150	0 0
William A Conway MD	(i) 0 (ii) 449,660	0 57,087	0 22,910	0 25,368	0 31,834	0 586,859	0 0
William R Alvin	(i) 0 (ii) 385,620	0 100,000	0 15,936	0 71,013	0 4,803	0 577,372	0 0
Mary Beth Bolton	(i) 310,500 (ii) 0	136,115 0	42,820 0	36,514 0	21,637 0	547,586 0	0 0
Patricia Richards	(i) 250,536 (ii) 0	174,057 0	136,966 0	24,628 0	11,924 0	598,111 0	66,409 0
Ronald W Berry	(i) 343,602 (ii) 0	158,769 0	65,472 0	18,742 0	18,598 0	605,183 0	0 0
Maurice McMurray	(i) 257,857 (ii) 0	126,555 0	50,304 0	48,242 0	16,373 0	499,331 0	0 0
Dennis Sirosky	(i) 149,851 (ii) 0	114,219 0	147,308 0	53,559 0	9,776 0	474,713 0	0 0
Randy Walker	(i) 275,785 (ii) 0	108,569 0	12,584 0	30,388 0	14,632 0	441,958 0	0 0
Donald Davis Jr	(i) 143,967 (ii) 0	82,482 0	106,850 0	43,855 0	11,806 0	388,960 0	0 0
Donald Hirt Jr	(i) 232,376 (ii) 0	104,532 0	47,526 0	38,617 0	20,074 0	443,125 0	0 0
Balakrishna Pai	(i) 237,233 (ii) 0	68,987 0	39,364 0	38,364 0	13,764 0	397,712 0	0 0
Ibrahim Mumtaz	(i) 246,855 (ii) 0	67,940 0	23,542 0	20,308 0	17,318 0	375,963 0	0 0
Jon Clement	(i) 224,235 (ii) 0	61,113 0	13,868 0	35,264 0	15,642 0	350,122 0	0 0
Jamie Spriet	(i) 201,649 (ii) 0	59,886 0	34,325 0	35,358 0	10,864 0	342,082 0	0 0
Karen Wintringham	(i) 221,043 (ii) 0	61,409 0	13,219 0	28,424 0	18,506 0	342,601 0	0 0
Francine Parker	(i) 0 (ii) 0	0 0	0 785,141	0 0	0 0	0 785,141	0 203,120

Schedule L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

▶ Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V lines 38a or 40b.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
HEALTH ALLIANCE PLAN OF MICHIGAN

Employer identification number
38-2242827

Part I Excess Benefit Transactions (section 501(c)(3) and section 501 (c)(4) organizations only).
Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No
2	Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ▶ \$ _____			
3	Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$ _____			

Part II Loans to and/or From Interested Persons.
Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c)Original principal amount	(d)Balance due	(e) In default?		(f) Approved by board or committee?		(g)Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
Total ▶ \$										

Part III Grants or Assistance Benefitting Interested Persons.
Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of grant or type of assistance

Part IV Business Transactions Involving Interested Persons.
Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
Nancy Schlichting	Board Member	20,406,454	Pharmacy Claim Pymts		No
					No

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -		DLN: 93493032000061	
SCHEDULE O (Form 990)	Supplemental Information to Form 990				OMB No 1545-0047
					2009
	Complete to provide information for responses to specific questions on Form 990 or to provide any additional information. ▶ Attach to Form 990.				Open to Public Inspection
Name of the organization HEALTH ALLIANCE PLAN OF MICHIGAN				Employer identification number 38-2242827	

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 2		A business relationship exists between Ronald W Berry, Senior Vice President and CFO of Health Alliance Plan of Michigan and N Charles Anderson, CEO Detroit Urban League Ronald Berry is a member and officer (Treasurer) of the Board of the Detroit Urban League and N Charles Anderson is a member and Chairman of the Board of Health Alliance Plan of Michigan
Form 990, Part VI, Section A, line 6		HAP is a nonprofit member corporation The responsibility for the overall governance of the corporation is shared between the Member and the Board of Directors HAP's sole member is Henry Ford Health System, a 501(c)(3) corporation The President and CEO of Henry Ford Health System serves on the HAP Board of Directors The President and CEO of HAP, who is also an employee of HFHS, serves on the HAP Board of Directors
Form 990, Part VI, Section A, line 7a		The Member has the following reserved powers under the HAP By-laws A Appoint Chairperson of the HAP Board of Directors B Adopt agreement of merger or consolidation, or approve sale, lease or exchange of Corporation's property and assets C Approve the transfer of assets to other organizations or individuals if sum exceeds 5% of Corporation's total assets D Admit person/entity as new Member or terminate Member's membership E Amend HAP By-laws F Appoint/remove President of Corporation G Dissolve Corporation or revoke dissolution of Corporation H Approve capital and operating budgets
Form 990, Part VI, Section A, line 7b		The HAP Board of Directors is comprised of eighteen Directors Three Directors are ex officio Directors President and CEO of the Member, the President and CEO of HAP(also an employee of the Member) and the Chief Health Officer Six Directors are elected by the subscribers of HAP Nine Directors are appointed by the Member's Board of Trustees The President of HAP may appoint a Quality Officer from HFHS As indicated above, the Henry Ford Health System may remove the President and CEO of HAP, and may remove any of the appointed Directors, with the input of the HAP Board of Directors The Member approves the recommendations of the HAP Board of Directors regarding the appointment/removal of the HAP President and CEO, amendments to the articles of incorporation and by-laws, the budget, mergers and acquisitions, potential Directors
Form 990, Part VI, Section B, line 11		The process the organization uses to review Form 990 prior to filing with the IRS Prior to submission of the IRS Form 990, Health Alliance Plan provided the Form 990 to the Finance Committee of the HAP Board of Directors for their review All the voting members of the Board received a complete copy of the Form 990 prior to its filing and received a written report from the Finance Committee on the results of the committee's review of the Form 990 at the December Board meeting
Form 990, Part VI, Section B, line 12c		The process for regularly and consistently monitoring and enforcing compliance with the conflict of interest policy for all directors, officers and key employees HAP has a robust compliance program The program requires all employees and directors to complete a conflict of interest document The documents are reviewed and maintained by the Compliance Officer In addition, HAP is required to submit Board disclosure statements to the Michigan Office of Finance and Insurance Regulations Thus, on an annual basis, all Directors, Officers, and key employees, and others subject to IRS Form 990 reporting will be requested to complete the Conflict of Interest Questionnaire In addition, they will be provided a copy of the policy The Compliance Officer tracks receipt of the Conflict of Interest Questionnaire and follows-up on any identified conflicts All conflicts are reported to the HAP Board of Directors' Audit Committee, and the President and CEO for review and resolution All Directors, Officers, and key employees are required, under the policy, to report to the Compliance Officer any conflicts that may arise during the year
Form 990, Part VI, Section B, line 15		The process for determining compensation for CEO, Officers and Key Employees HAP's process for determining executive compensation is designed to meet the requirements for rebuttable presumption of reasonableness under Section 4958 The process includes review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision CEO compensation is based upon market research data and performance as reviewed by HAP's sole member, Henry Ford Health System's Board of Trustees HAP compared compensation of the CEO, other officers, and key employees to other HMOs in the surrounding local area with the same or similar title and documented the decisions on compensation in the board minutes In addition, individuals were not present when their own compensation was decided The Board of Trustees' Compensation Committee and the HFHS President and CEO are responsible for assuring that the CEO compensation is competitive, using comparative data from the local market place, meets the guidelines of HFHS's compensation philosophy, and is not deemed excess compensation The performance evaluation and compensation are also reviewed by HAP's Compensation Committee The Treasurer and Secretary's compensation are based upon market research data and performance as reviewed by the HAP Compensation Committee and approved by the HAP Executive Committee The market research data is prepared and presented by an outside consulting firm The HAP Compensation and Executive Committees are responsible for assuring that the Officers' compensation is competitive, meets the guidelines under the HAP Compensation Philosophy, is not excess compensation, and is aligned within their respective pay grades Key Employees compensation is based upon their pay grade, performance, and the HAP Compensation Philosophy The performance is evaluated by the immediate supervisor and any increase is based upon the salary increase range approved by the HAP Compensation Committee These activities are coordinated by the HAP Human Resources department
Form 990, Part VI, Section C, line 19		The process of making governing documents, conflict of interest policy and financial statements available to the public HAP is committed to the idea of transparency Therefore, HAP consistently and regularly discloses most information to our providers, consumers, and employer groups HAP's governing documents and conflict of interest policy are available on the internet HAP Bylaws, Articles of Incorporation, and financial statements are submitted to the Michigan Office of Financial and Insurance Regulations They are available to the public through a Freedom of Information Act request to this agency In addition, HAP will provide its Form 990 to anyone who requests to view it or to receive a copy of the Form 990 The Form 990 is also available for viewing on the following website www guidestar org SCHEDULE R, PART V, LINE 1D & 1E The organization is a member of the Henry Ford Health System Obligated Group Members of the Obligated Group are jointly and severally liable for outstanding obligations issued under the Bond Master Indenture SCHEDULE R, PART V, LINE 2, COL C All transactions involved cash transfers at the time of services rendered or received Therefore, the cash value at the time of the transactions is considered the fair market value

SCHEDULE R (Form 990)	Related Organizations and Unrelated Partnerships	OMB No 1545-0047
		2009
		Open to Public Inspection

Department of the Treasury Internal Revenue Service	
Name of the organization HEALTH ALLIANCE PLAN OF MICHIGAN	Employer identification number 38-2242827

Part I

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

(a) Name, address, and EIN 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
CuraNet 2850 West Grand Boulevard Detroit, MI 48202 38-3497140	Provider Network Leasing	MI	43,766	0	N/A

Part II

Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity
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See Additional Data Table

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) Disproprtionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	
							Yes	No		Yes	No
Shaped Beam Surgery LLC											
One Ford Place Detroit, MI48202 38-3570453	Operate Radiosurgery Clinic	MI	Henry Ford Health System	Related				No			No
Northwest Detroit Dialysis											
30100 Telegraph Bingham Farms, MI48025 38-3232668	Operate Dialysis Clinic	MI	Henry Ford Health System	Related				No			No
GAM Renal LTD(Dialysis Partners of NW Ohio)											
30100 Telegraph Bingham Farms, MI48025 34-1877956	Operate Dialysis Clinic	OH	Henry Ford Health System	Related				No			No
Macomb Regional Dialysis Centers											
16151 Nineteen Mile Rd Clinton Township, MI48038 26-0423581	Operate Dialysis Clinic	MI	Henry Ford Health System	Related				No			No

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust

(Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
See Additional Data Table							

Schedule R (Form 990) 2009

Part V

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

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

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 (iv) rent from a controlled entity

b Gift, grant, or capital contribution to other organization(s)

c Gift, grant, or capital contribution from other organization(s)

d Loans or loan guarantees to or for other organization(s)

e Loans or loan guarantees by other organization(s)

f Sale of assets to other organization(s)

g Purchase of assets from other organization(s)

h Exchange of assets

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

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

k Performance of services or membership or fundraising solicitations for other organization(s)

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

m Sharing of facilities, equipment, mailing lists, or other assets

n Sharing of paid employees

o Reimbursement paid to other organization for expenses

p Reimbursement paid by other organization for expenses

q Other transfer of cash or property to other organization(s)

r Other transfer of cash or property from other organization(s)

Yes

No

1a

1b

1c

1d

1e

1f

1g

1h

1i

1j

1k

1l

1m

1n

1o

1p

1q

1r

No

No

No

No

No

No

No

No

No

No

Yes

Yes

Yes

No

Yes

Yes

No

No

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

	(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved
(1)	See Additional Data Table		
(2)			
(3)			
(4)			
(5)			
(6)			

Schedule R (Form 990) 2009

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Disproportionate allocations?		(g) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
			Yes	No		Yes	No		Yes	No

Software ID:

Software Version:

EIN: 38-2242827

Name: HEALTH ALLIANCE PLAN OF MICHIGAN

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 501(c)(3))	(f) Direct Controlling Entity
Henry Ford Health System One Ford Place Detroit, MI48202 38-1357020	Healthcare Service Provider	MI	501(c)(3)	3	N/A
Henry Ford Macomb Hospital Corporation One Ford Place Detroit, MI48202 38-2947657	Healthcare Service Provider	DE	501(c)(3)	3	Henry Ford Health System
Detroit Osteopathic Hospital Corporation One Ford Place Detroit, MI48202 38-1368330	Healthcare Service Provider	MI	501(c)(3)	3	Henry Ford Health System
Henry Ford Health System Foundation One Ford Place Detroit, MI48202 23-7383042	Supporting Organization	MI	501(c)(3)	11a-Type 1	Henry Ford Health System
Henry Ford Wyandotte Hospital 2333 Biddle Ave Wyandotte, MI48192 38-2791823	Healthcare Service Provider	MI	501(c)(3)	3	Henry Ford Health System
HFHS Self Funded Liability One Ford Place Detroit, MI48202 38-6553031	Malpractice Insurance	MI	501(c)(4)	n/a	Henry Ford Health System
Downriver Center for Oncology One Ford Place Detroit, MI48202 38-3193008	Healthcare Service Provider	MI	501(c)(3)	3	Henry Ford Health System
Henry Ford Continuing Care One Ford Place Detroit, MI48202 38-2433285	Nursing Homes	MI	501(c)(3)	9	Henry Ford Health System

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust

(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
Alliance Health and Life Insurance Company 2850 West Grand Boulevard Detroit, MI48202 38-3291563	Health Insurance	MI	N/A	C	122,506,915	39,367,020	100 000 %
HAP Preferred Inc 2850 West Grand Boulevard Detroit, MI48202 38-2513504	Provider Network Leasing	MI	N/A	C	18,518,332	5,132,742	100 000 %
Sha Realty Inc One Ford Place Detroit, MI48202 38-1378121	Recreational Service - Golfing	MI	Henry Ford Health System Foundation	C			
Fairlane Health Services 30100 Telegraph Bingham Farms, MI48025 38-2565235	Healthcare Management	MI	Henry Ford Health System	C			
Horizon Properties Inc One Ford Place Detroit, MI48202 38-2679527	Real Estate - Lessor Buildings	MI	Detroit Osteopathic Hospital Corp	C			
First Optometry Eye Care Centers Inc 655 W13 Mile Rd Madison Heights, MI48071 38-2299059	Franchising Eye Care Centers	MI	Henry Ford Health System	C			
First Optometry Vision Plans Inc 655 W13 Mile Rd Madison Heights, MI48071 38-2594841	Vision Care Plans	MI	Henry Ford Health System	C			
Onika Insurance Ltd One Ford Place Detroit, MI48202	Captive Insurance	CJ	Henry Ford Health System	C			

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

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount Involved (\$)
(1) HAP Preferred Inc	M	274,524
(2) HAP Preferred Inc	P	3,889,468
(3) CuraNet LLC	P	16,700
(4) Alliance Health and Life Insurance Company	P	10,524,686
(5) HAP Preferred Inc	O	6,917,023
(6) Henry Ford Health System	K	142,018,876
(7) Henry Ford Health System	L	573,085,774
(8) Henry Ford Wyandotte	L	28,491,322
(9) Detroit Osteopathic Hospital	L	10,051,021
(10) Henry Ford Macomb Hospital	L	33,234,485
(11) Henry Ford Health System	O	6,196,517
(12) Henry Ford Health System	O	2,481,756
(13) Henry Ford Health System	O	818,864