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1 Briefly describe the organization's mission

OUR MISSION IS TO IMPROVE THE HEALTH OF OUR MEMBERS, OUR PATIENTS AND THE COMMUNITY

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

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

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

If "Yes," describe these changes on Schedule O

4 Describe the 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 \$ 797,103,995 including grants of \$ 4,819,039) (Revenue \$ 989,812,289)
	SEE SCHEDULE O - EXEMPT PURPOSE AND ACHIEVEMENTS










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	\$ 797,103,995
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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	Yes
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	Yes
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	
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	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	Yes	
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	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
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		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
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		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, 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	Yes	
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	16,282	
	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	6,000	
	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 this return (see instructions)			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	3a		No
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O			3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		No
	b If "Yes," enter the name of the foreign country: <input type="text"/> See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts			
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 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, 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	
h For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?			7h	
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	5	
b	Enter the number of voting members that are independent	1b	4	
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 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▶MN
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 checked="" 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 ▶ KEVIN J BRANDT, DIRECTOR OF FINANCIAL REPORTING 8170 33RD AVE S, PO BOX 1309 MINNEAPOLIS, MN 554401309 (952) 883-6584

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

• 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

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

Form 990 (2009)

1b	Total	23,462,746	0	5,249,510
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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 1,057

3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	3	Yes	No
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? If "Yes," complete Schedule J for such individual	4	Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If "Yes," complete Schedule J for such person	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
UNIVERSITY OF MN PHYSICIANS MAYO MAIL CODE 609 MINNEAPOLIS, MN 554550392	PHYSICIAN SERVICES	4,875,982
PITNEY BOWES INC PO BOX 856210 LOUISVILLE, KY 402856210	OFFICE MACHINE SERVICING	2,654,145
aiERE MED INC 595 DOUBLE EAGLE CT STE 1000 reno, NV 89521	DISEASE MANAGEMENT SERVICES	2,350,406
QUEST DIAGNOSTICS 1355 MITTEL BLVD WOODDALE, IL 60191	LAB TESTING SERVICES	2,237,279
ST PAUL RADIOLOGY 1664TH STREET EAST ST PAUL, MN 551011421	MEDICAL SERVICES	2,185,232

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 121

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	FEE FOR SERVICE HEALTH	621,400	314,644,030	314,644,030		
	b	MEDICARE & MEDICAID PA	621,400	285,347,683	285,347,683		
	c	OTHER MEDICAL SERVICE	621,400	123,335,519	123,335,519		
	d	MEDICAL PREMIUMS	524,114	87,984,785	87,984,785		
	e	DENTAL PATIENT SERVICE	524,114	25,575,645	25,575,645		
	f	All other program service revenue		15,263,127	15,263,127		
	g	Total. Add lines 2a-2f		852,150,789			
Other Revenue	3	Investment income (including dividends, interest and other similar amounts)		6,197,027			6,197,027
	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					
	b	Less cost or other basis and sales expenses					
	c	Gain or (loss)					
	d	Net gain or (loss)		1,546,000	1,546,000		
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18					
	a						
	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	Less direct expenses						
c	Net income or (loss) from gaming activities . .						
10a	Gross sales of inventory, less returns and allowances						
a							
b	Less cost of goods sold						
c	Net income or (loss) from sales of inventory . .						
Miscellaneous Revenue			Business Code				
11a	MGMT & ADMIN FROM NON-		561,000	136,115,500	136,115,500		
b	MGMT & ADMIN FROM TAXA		561,000	105,586,231			105,586,231
c							
d	All other revenue						
e	Total. Add lines 11a-11d			241,701,731			
12	Total revenue. See Instructions			1,101,595,547	989,812,289	0	111,783,258

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	4,819,039	4,819,039		
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				
5	Compensation of current officers, directors, trustees, and key employees				
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	304,680,275	288,148,048	16,532,227	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	6,069,120	5,638,674	430,446	
9	Other employee benefits	57,679,922	53,589,037	4,090,885	
10	Payroll taxes	17,077,826	15,866,600	1,211,226	
11	Fees for services (non-employees)				
a	Management				
b	Legal	135,905	131,030	4,875	
c	Accounting	167,778		167,778	
d	Lobbying				
e	Professional fundraising See Part IV, line 17				
f	Investment management fees				
g	Other	16,179,471	14,095,035	2,084,436	
12	Advertising and promotion	2,539,716	1,731,549	808,167	
13	Office expenses	10,120,521	8,729,564	1,390,957	
14	Information technology	4,229,553	1,925,943	2,303,610	
15	Royalties				
16	Occupancy	16,524,082	14,551,985	1,972,097	
17	Travel	1,743,954	1,623,152	120,802	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	202,618	156,551	46,067	
20	Interest	3,404,663	3,404,663		
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	14,497,734	10,346,583	4,151,151	
23	Insurance	17,867,400	17,764,432	102,968	
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	HOSPITAL & MEDICAL SERV	179,059,999	179,059,999		
b	MGMT & ADMIN TO NON-TAX	136,115,500		136,115,500	
c	SUPPLIES - MEDICAL & PH	105,621,403	105,618,045	3,358	
d	MGMT & ADMIN TO TAXABLE	105,586,231		105,586,231	
e	HLTH SVCS - BEHAVIORAL,	54,730,259	54,690,421	39,838	
f	All other expenses	23,639,787	15,213,645	8,426,142	
25	Total functional expenses. Add lines 1 through 24f	1,082,692,756	797,103,995	285,588,761	0
26	Joint costs. Check here <input checked="" 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			-46,441,004	1	-42,521,879
	2	Savings and temporary cash investments			29,509,929	2	3,008,665
	3	Pledges and grants receivable, net				3	
	4	Accounts receivable, net			85,272,401	4	136,781,898
	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			6,952,387	8	6,609,278
	9	Prepaid expenses and deferred charges			4,942,293	9	7,426,751
	10a	Land, buildings, and equipment. cost or other basis. Complete Part VI of Schedule D	10a	390,017,594			
	b	Less accumulated depreciation	10b	268,555,753	116,572,536	10c	121,461,841
	11	Investments—publicly traded securities			184,682,000	11	216,191,000
	12	Investments—other securities. See Part IV, line 11			45,061,214	12	54,162,463
	13	Investments—program-related. See Part IV, line 11				13	
	14	Intangible assets				14	
	15	Other assets. See Part IV, line 11			21,018,039	15	21,123,095
	16	Total assets. Add lines 1 through 15 (must equal line 34)			447,569,795	16	524,243,112
Liabilities	17	Accounts payable and accrued expenses			186,840,705	17	248,024,240
	18	Grants payable				18	
	19	Deferred revenue			5,889,398	19	11,445,663
	20	Tax-exempt bond liabilities			65,895,000	20	63,075,000
	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			150,708,004	25	124,101,951
	26	Total liabilities. Add lines 17 through 25			409,333,107	26	446,646,854
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			38,236,688	27	77,596,258
	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			38,236,688	33	77,596,258
	34	Total liabilities and net assets/fund balances			447,569,795	34	524,243,112

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? 	Yes	
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	

SCHEDULE A

(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2009

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Inspection

Name of the organization GROUP HEALTH PLAN INC	Employer identification number 41-0797853
---	--

Part I

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

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

- 1

☐

A church, convention of churches, or association of churches **section 170(b)(1)(A)(i).**
- 2

☐

A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
- 3

☒

A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4

☐

A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state
- 5

☐

An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
- 6

☐

A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7

☐

An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 8

☐

A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9

☐

An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)
- 10

☐

An organization organized and operated exclusively to test for public safety See**section 509(a)(4).**
- 11

☐

An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a

☐

Type I

b

☐

Type II

c

☐

Type III - Functionally integrated

d

☐

Type III - Other
- e

☐

By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f

☐

If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box
- g

☐

Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i)

a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?

(ii)

a family member of a person described in (i) above?

(iii)

a 35% controlled entity of a person described in (i) or (ii) above?
- h

☐

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 or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
Total									

Part II

Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public Support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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 (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
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 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage

14	Public Support Percentage for 2009 (line 6 column (f) divided by line 11 column (f))	14	
15	Public Support Percentage for 2008 Schedule A, Part II, line 14	15	
16a	33 1/3% support test—2009. 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—2008. If the organization did not check the 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—2009. 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 IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization		
b	10%-facts-and-circumstances test—2008. 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 IV 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 IIISupport Schedule for Organizations Described in IRC 509(a)(2)
(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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 IV)						
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 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage

15 Public Support Percentage for 2009 (line 8 column (f) divided by line 13 column (f))	15	
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c column (f) divided by line 13 column (f))	17	
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	
19a 33 1/3% support tests—2009. 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—2008. 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

Supplemental Information. Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. See instructions

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. ▶ See separate instructions.**

OMB No 1545-0047

2009

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If the organization answered “Yes,” to Form 990, Part IV, Line 3, or Form 990-EZ, Part VI, 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,” to 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,” to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, line 35a (regarding proxy tax), then

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

Name of the organization
GROUP HEALTH PLAN INC

Employer identification number

41-0797853

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

2 Political expenditures ▶ \$

3 Volunteer hours

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 funtion 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 State the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made 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-

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

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)		408,000													
c Total lobbying expenditures (add lines 1a and 1b)		408,000													
d Other exempt purpose expenditures		796,695,995													
e Total exempt purpose expenditures (add lines 1c and 1d)		797,103,995													
f Lobbying nontaxable amount Enter the amount from the following table in both columns		1,000,000													
<table><tr><td>If the amount on line 1e, column (a) or (b) is:</td><td>The lobbying nontaxable amount is:</td></tr><tr><td>Not over \$500,000</td><td>20% of the amount on line 1e</td></tr><tr><td>Over \$500,000 but not over \$1,000,000</td><td>\$100,000 plus 15% of the excess over \$500,000</td></tr><tr><td>Over \$1,000,000 but not over \$1,500,000</td><td>\$175,000 plus 10% of the excess over \$1,000,000</td></tr><tr><td>Over \$1,500,000 but not over \$17,000,000</td><td>\$225,000 plus 5% of the excess over \$1,500,000</td></tr><tr><td>Over \$17,000,000</td><td>\$1,000,000</td></tr></table>		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		
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)		250,000													
h Subtract line 1g from line 1a If zero or less, enter -0-		0													
i Subtract line 1f from line 1c If zero or less, enter -0-		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 instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) Total
2a Lobbying non-taxable amount	1,000,000	1,000,000	1,000,000	1,000,000	4,000,000
b Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000
c Total lobbying expenditures	197,070	198,000	269,000	408,000	1,072,070
d Grassroots non-taxable amount	250,000	250,000	250,000	250,000	1,000,000
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000
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)).

		(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?			
	b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
	c Media advertisements?			
	d Mailings to members, legislators, or the public?			
	e Publications, or published or broadcast statements?			
	f Grants to other organizations for lobbying purposes?			
	g Direct contact with legislators, their staffs, government officials, or a legislative body?			
	h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
	i Other activities? If "Yes," describe in Part IV			
	j Total lines 1c through 1i			
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
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 carryover 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) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes".

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) non-deductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a	Current year	2a	
b	Carryover from last year	2b	
c	Total	2c	
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
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

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, and Part II-B, line 1i. Also, complete this part for any additional information.

Identifier	Return Reference	Explanation

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

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

Name of the organization
GROUP HEALTH PLAN INC

Employer identification number
41-0797853

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		7,506,790		7,506,790
b Buildings		109,196,230	58,433,121	50,763,109
c Leasehold improvements		45,627,451	32,691,630	12,935,821
d Equipment		134,473,430	100,937,935	33,535,495
e Other		93,213,693	76,493,067	16,720,626
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				121,461,841

Schedule D (Form 990) 2009

Part XI

Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	1,101,595,547
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	1,082,692,756
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	18,902,791
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	20,456,779
9	Total adjustments (net) Add lines 4 - 8	9	20,456,779
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	39,359,570

Part XII

Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	848,893,782
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	
e	Add lines 2a through 2d	2e	0
3	Subtract line 2e from line 1	3	848,893,782
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	252,701,765
c	Add lines 4a and 4b	4c	252,701,765
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	1,101,595,547

Part XIII

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	829,990,991
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	
e	Add lines 2a through 2d	2e	0
3	Subtract line 2e from line 1	3	829,990,991
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	252,701,765
c	Add lines 4a and 4b	4c	252,701,765
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	1,082,692,756

Part XIV

Supplemental 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		FAS 124 FAIR MARKET VALUATION ADJUSTMENT 8460628 FAS 158 PENSION ADJUSTMENT 11843422 FAS 158 POST RETIREMENT ADJUSTMENT 152729
Part XII, Line 4b - Other Adjustments		INTERCOMPANY ACTIVITY 252701765
Part XIII, Line 4b - Other Adjustments		INTERCOMPANY ACTIVITY 252701765

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
GROUP HEALTH PLAN INC

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

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

OMB No 1545-0047

2009

Open to Public
Inspection

Employer identification number

41-0797853

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 Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed ▶ ☐

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
See Additional Data Table							

2

Enter total number of section 501(c)(3) and government organizations

26

3

Enter total number of other organizations

0

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.

Department of the Treasury

Internal Revenue Service

Name of the organization

GROUP HEALTH PLAN INC

Employer identification number

41-0797853

Part I

Questions Regarding Compensation

- 1a

Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items

☐ First-class or charter travel

☐ Travel for companions

☐ Tax idemnification and gross-up payments

☐ Discretionary spending account

☐ Housing allowance or residence for personal use

☐ Payments for business use of personal residence

☐ Health or social club dues or initiation fees

☐ Personal services (e g , maid, chauffeur, chef)
- 1b

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
- 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?
- 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

☒ Compensation committee

☒ Independent compensation consultant

☐ Form 990 of other organizations

☒ Written employment contract

☒ Compensation survey or study

☒ Approval by the board or compensation committee
- 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

4a

Receive a severance payment or change-of-control payment?

4b

Participate in, or receive payment from, a supplemental nonqualified retirement plan?

4c

Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only 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

5a

The organization?

5b

Any related organization?

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

6a

The organization?

6b

Any related organization?

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

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

9

If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?

Yes	No
	No
Yes	
	No
Yes	
Yes	
	No
	No

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

Cat No 50053T

Schedule J (Form 990) 2009

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 4a	DEFERRED COMPENSATION IN COLUMN C OF SCHEDULE J, PART II INCLUDES AMOUNTS FROM A NONQUALIFIED 457(F) PLAN FOR THE FOLLOWING DIRECTORS AND OFFICERS: ALAN V. ABRAMSON \$ 12,736; SCOTT A. AEBISCHER 11,072; CALVIN U. ALLEN 14,056; BABETTE APLAND 7,813; MARY K. BRAINERD 108,395; HEIDI G. CONRAD 21,172; KATHLEEN M. COONEY 47,134; ROBERT B. CUMMING 13,983; DAVID A. DZIUK 9,922; DAVID S. GESKO 9,398; GEORGE J. ISHAM 39,299; NANCY A. MCCLURE 11,203; BROCK D. NELSON 35,821; BRIAN H. RANK 26,035; KATHERINE B. SAYRE 24,182; SCOTT A. SCHNUCKLE 9,093; DOUGLAS N. SMITH 8,182; BARBARA E. TRETHEWAY 16,541; ROBERT H. VAN WHY 7,785; ANDREA M. WALSH 52,527. ----- TOTAL \$486,349.
	Part I, Line 6	Group Health Plan, Inc. has an incentive program by which all Managers and above are eligible for an annual incentive payment based on the attainment of People, Health, Experience and Stewardship goals set by the Board of Directors (Executive Committee). The actual annual payment is determined by the level of goal attainment. Our stewardship goals are tied to our budget. A net margin threshold must be met for any payment to be made from the plan. Additionally, there is a Cap on the amount of net margin used under the plan and there is a Cap on the maximum incentive potentially available to each participant.

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				
BRIAN H RANK MD	(i) 471,997 (ii) 0	131,042 0	92,658 0	84,057 0	86,177 0	865,931 0	53,330 0
CHARLES J ABRAHAMSON	(i) 179,329 (ii) 0	15,725 0	0 0	0 0	34,326 0	229,380 0	0 0
ALAN V ABRAMSON	(i) 325,844 (ii) 0	89,688 0	29,252 0	40,361 0	80,857 0	566,002 0	7,249 0
SCOTT A AEBISCHER	(i) 304,260 (ii) 0	84,473 0	29,004 0	34,893 0	75,470 0	528,100 0	0 0
CALVIN U ALLEN	(i) 336,595 (ii) 0	92,648 0	14,899 0	37,038 0	73,837 0	555,017 0	10,062 0
BABETTE A APLAND	(i) 270,306 (ii) 0	74,630 0	16,985 0	24,185 0	75,632 0	461,738 0	0 0
BETHEL M AVERBECK	(i) 339,688 (ii) 0	29,600 0	0 0	0 0	82,886 0	452,174 0	0 0
SHANNON B BEAUDIN-KLEIN	(i) 153,876 (ii) 0	31,080 0	0 0	0 0	60,519 0	245,475 0	0 0
DAVID J BERGH	(i) 242,203 (ii) 0	50,910 0	4,121 0	0 0	80,109 0	377,343 0	0 0
MARY K BRAINERD	(i) 873,346 (ii) 0	321,388 0	15,254 0	261,896 0	111,196 0	1,583,080 0	0 0
RICK J BRUZEK	(i) 202,704 (ii) 0	43,221 0	0 0	0 0	78,073 0	323,998 0	0 0
HEIDI G CONRAD	(i) 245,216 (ii) 0	51,309 0	0 0	29,215 0	70,938 0	396,678 0	0 0
KATHLEEN M COONEY	(i) 520,950 (ii) 0	184,544 0	49,999 0	121,060 0	96,937 0	973,490 0	29,229 0
PATRICK T COURNEYA	(i) 250,863 (ii) 0	29,600 0	0 0	0 0	70,384 0	350,847 0	0 0
TERRY W CROWSON	(i) 257,109 (ii) 0	29,600 0	1,624 0	0 0	90,797 0	379,130 0	0 0
ROBERT B CUMMING	(i) 344,698 (ii) 0	89,392 0	21,558 0	40,649 0	70,233 0	566,530 0	8,023 0
TRICIA L DEGE	(i) 199,477 (ii) 0	43,623 0	0 0	0 0	59,759 0	302,859 0	0 0
DAVID A DZIUK	(i) 308,885 (ii) 0	66,304 0	12,938 0	31,116 0	82,197 0	501,440 0	0 0
FORREST M FLINT	(i) 203,940 (ii) 0	43,442 0	0 0	0 0	80,679 0	328,061 0	0 0
DAVID S GESKO	(i) 300,298 (ii) 0	69,067 0	13,097 0	18,770 0	53,949 0	455,181 0	0 0
TIM M HALEY	(i) 155,806 (ii) 0	114,151 0	0 0	0 0	77,028 0	346,985 0	0 0
KENNETH D HOLMEN	(i) 395,613 (ii) 0	87,710 0	0 0	0 0	74,477 0	557,800 0	0 0
GEORGE J ISHAM	(i) 438,022 (ii) 0	121,443 0	252 0	96,254 0	114,421 0	770,392 0	0 0
SUSAN M KNUDSON-SCHUMACHER	(i) 172,278 (ii) 0	37,172 0	0 0	0 0	62,744 0	272,194 0	0 0
KAREN K KRAEMER	(i) 64,619 (ii) 0	38,250 0	0 0	0 0	51,415 0	154,284 0	0 0
KIM R LAREAU	(i) 213,761 (ii) 0	47,491 0	0 0	0 0	68,440 0	329,692 0	0 0
GRETCHEN M LEITERMAN	(i) 205,225 (ii) 0	45,452 0	1,174 0	0 0	55,372 0	307,223 0	0 0
THOMAS J MARR	(i) 245,952 (ii) 0	29,600 0	0 0	0 0	86,817 0	362,369 0	0 0
NANCY A MCCLURE	(i) 307,553 (ii) 0	84,241 0	20,764 0	35,325 0	80,480 0	528,363 0	0 0
ANDREW F NELSON	(i) 201,843 (ii) 0	42,507 0	0 0	0 0	79,667 0	324,017 0	0 0
BROCK D NELSON	(i) 424,326 (ii) 0	124,600 0	2,684 0	85,355 0	75,635 0	712,600 0	0 0
KEVIN J PALATTAO	(i) 189,567 (ii) 0	40,229 0	0 0	0 0	67,970 0	297,766 0	0 0
CARL A PATOW MD MPH	(i) 313,949 (ii) 0	66,233 0	514 0	0 0	81,228 0	461,924 0	0 0
NICO PRONK PHD	(i) 239,850 (ii) 0	49,943 0	5,216 0	0 0	68,363 0	363,372 0	0 0
MEGAN M REMARK	(i) 214,444 (ii) 0	45,185 0	0 0	0 0	68,891 0	328,520 0	0 0
KATIE B SAYRE	(i) 261,993 (ii) 0	72,301 0	1,263 0	40,256 0	86,672 0	462,485 0	0 0
SCOTT A SCHNUCKLE	(i) 284,938 (ii) 0	79,194 0	12,543 0	25,978 0	68,562 0	471,215 0	0 0
DOUG N SMITH	(i) 229,133 (ii) 0	61,713 0	70,460 0	23,247 0	80,487 0	465,040 0	1,977 0
LEIFI SOLBERG	(i) 245,591 (ii) 0	29,600 0	9,419 0	0 0	84,170 0	368,780 0	0 0
SHARON A STEIN	(i) 213,681 (ii) 0	40,700 0	133 0	0 0	33,887 0	288,401 0	0 0
ELIZABETH L SWANSON	(i) 180,292 (ii) 0	38,761 0	0 0	0 0	71,832 0	290,885 0	0 0
TOBI TANZER	(i) 169,310 (ii) 0	36,102 0	0 0	0 0	71,450 0	276,862 0	0 0
MARCUS THYGESON MD	(i) 236,052 (ii) 0	49,533 0	3,332 0	0 0	71,994 0	360,911 0	0 0
MICHAEL A TRANGLE MD	(i) 340,922 (ii) 0	29,600 0	0 0	0 0	79,518 0	450,040 0	0 0
BARBARA E TRETHEWAY	(i) 369,633 (ii) 0	100,180 0	15,479 0	52,864 0	70,836 0	608,992 0	0 0
ROBERT H VAN WHY	(i) 270,350 (ii) 0	75,058 0	14,248 0	22,055 0	65,295 0	447,006 0	0 0
THOMAS L VONSTERNBERG	(i) 292,430 (ii) 0	29,600 0	0 0	0 0	74,310 0	396,340 0	0 0
ANDREA M WALSH	(i) 430,329 (ii) 0	149,628 0	36,724 0	99,935 0	86,730 0	803,346 0	0 0
BETH A WATERMAN	(i) 234,206 (ii) 0	48,767 0	0 0	0 0	94,077 0	377,050 0	0 0
DONNA J ZIMMERMAN	(i) 193,762 (ii) 0	39,290 0	0 0	0 0	58,493 0	291,545 0	0 0
DENNIS W ZHU MD	(i) 1,347,069 (ii) 0	0 0	5,484 0	0 0	94,448 0	1,447,001 0	0 0
MICHAEL J D'AMATO MD	(i) 1,083,995 (ii) 0	0 0	0 0	0 0	72,157 0	1,156,152 0	0 0
JOHANNES BRECHTKEN MD	(i) 971,213 (ii) 0	0 0	233 0	0 0	58,766 0	1,030,212 0	0 0
AHMAD S ABDULKARIM MD	(i) 960,954 (ii) 0	0 0	0 0	0 0	73,873 0	1,034,827 0	0 0
DONALD C OXENHANDLER MD	(i) 860,640 (ii) 0	0 0	30,340 0	0 0	19,541 0	910,521 0	0 0

Schedule K (Form 990)	<div>Supplemental Information on Tax Exempt Bonds</div> <div>▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Schedule O (Form 990). ▶ Attach to Form 990. ▶ See separate instructions.</div>	OMB No 1545-0047
		2009
		Open to Public Inspection

Department of the Treasury Internal Revenue Service	Name of the organization GROUP HEALTH PLAN INC	Employer identification number 41-0797853
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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	
							Yes	No	Yes	No
A	HRA CITY OF ST PAUL-SERIES 2003-JOINT WITH CITY OF MINNEAPOLIS	41-6005521	603695779	10-30-2003	81,218,536	REFUND SERIES 1992 BONDS - FUND VARIOUS EQUIPMENT AND PROJECTS	X			X

Part II Proceeds

	A	B	C	D	E
1	Total proceeds of issue	81,218,536			
2	Gross proceeds in reserve funds	6,537,918			
3	Proceeds in refunding or defeasance escrows				
4	Other unspent proceeds	7,569,593			
5	Issuance costs from proceeds	1,111,232			
6	Working capital expenditures from proceeds				
7	Capital expenditures from proceeds	22,595,885			
8	Year of substantial completion	2003			
		YesNo	YesNo	YesNo	YesNo
9	Were the bonds issued as part of a current refunding issue?	X			
10	Were the bonds issued as part of an advance refunding issue?		X		
11	Has the final allocation of proceeds been made?	X			
12	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X			

Part III Private Business Use

	A	B	C	D	E
	YesNo	YesNo	YesNo	YesNo	YesNo
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 with respect to the financed property which may result in private business use?	X			

Part III

Private Business Use (Continued)

		A		B		C		D		E	
		Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts with respect to the financed property which may result in private business use?	X									
3b	Are there any research agreements with respect to the financed property which may result in private business use?		X								
3c	Does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts or research agreements relating to the financed property?		X								
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		1 500 %								
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 %								
6	Total of lines 4 and 5		1 500 %								
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X									

Part IV

Arbitrage

		A		B		C		D		E	
		Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1	Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?		X								
2	Is the bond issue a variable rate issue?		X								
3a	Has the organization or the governmental issuer identified a hedge with respect to the bond issue on its books and records?		X								
b	Name of provider										
c	Term of hedge										
4a	Were gross proceeds invested in a GIC?	X									
b	Name of provider			Morgan Stanley							
c	Term of GIC			18 6000000000000							
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?	X									
5	Were any gross proceeds invested beyond an available temporary period?	X									
6	Did the bond issue qualify for an exception to rebate?		X								

SCHEDULE O (Form 990)	Supplemental Information to Form 990	OMB No 1545-0047
		2009
		Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
GROUP HEALTH PLAN INC

Employer identification number
41-0797853

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

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 6		HealthPartners, Inc is the sole corporate member of Group Health Plan, Inc (Group Health) Additionally, each contract holder of Group Health or its related organizations is an "associate member" of Group Health Each associate member has one vote Bylaw s, Section 1 1
Form 990, Part VI, Section A, line 7a		The associate members elect the "member-elected directors " Three of the five directors are member-elected directors The Chair of the corporate member serves as a director ex officio and as the Chair of Group Health
Form 990, Part VI, Section A, line 7b		The associate members have approval rights regarding amendments to the Articles and Bylaw s of Group Health and any merger whereby Group Health is merged into and survived by a different corporation The sole corporate member must approve the decisions of the Board of Directors as follow s annual operating and capital budgets and long range plans, indebtedness in excess of amounts determined from time to time, merger or consolidation w ith another corporation, disposal of assets in excess of amounts determined from time to time, appointment or removal of the Chief Executive Officer, amendment of Articles or Bylaw s, voluntary dissolution, vendor agreement involving 20% or more of operating expenses, any action taken by the vote of the full Board of Directors Bylaw s, Arts IV , XIII, XIV
Form 990, Part VI, Section B, line 11		Group Health's 990 return has a comprehensive review process that is follow ed before it is presented to the governing body of Group Health The review process includes a layered review by Group Health's tax department, management team, internal legal department and outside Independent Accountants Each one of those areas has an opportunity to review , ask questions and make comments back to the tax department before the form 990 is presented to the governing body of Group Health Group Health makes available, to the Finance and Audit Committee of Group Health's Board of Directors and to the full Board of Directors, a copy of the 990 for review and comment prior to the filing of the 990 return This copy is provided to the Finance and Audit Committee and the full Board of Directors in a pre-meeting packet, and is an agenda item at the committee meeting This process is noted and documented in the w ritten committee minutes of the meeting These minutes are presented to the full Board of Directors
Form 990, Part VI, Section B, line 12c		As required by the Bylaw s of Group Health, the Board monitors potential conflicts of interest on the part of board members, officers and key employees pursuant to its conflict of interest policy Under the policy, all board members, principal officers, members of a committee w ith Board delegated pow ers and key employees annually are provided w ith a copy of the policy and required to complete a questionnaire identifying any potential conflicts of interest The General Counsel summarizes the findings from the questionnaire and submits a report to the Governance Committee A final report of the potential conflicts is shared w ith the Chair of the Board and Chief Executive Officer w ho, along w ith the General Counsel and the Board Assistant Secretary, continually monitor board agendas and proposed actions to identify and address actual conflicts
Form 990, Part VI, Section B, line 15		Group Health has an annual process to review the market comparability of the total compensation of its CEO and its other officers Every three years, under the direction of the Board of Directors' compensation committee (compensation committee), a total compensation market review is completed The review includes all components of compensation, base salary, annual incentives, benefits and perquisites The market survey results are presented to, review ed by and approved by the Independent Compensation Committee In interim years, Human Resources staff, under the direction of the Board's Compensation Committee, updates changes in the salary structure based on the same independent studies performed by the Independent Committee For the Chief Executive Officer and certain other positions full independent review s are performed In all cases, Committee Members complete an Annual Conflict of Interest survey to assure the Committee members' independence, staff is not in room during deliberations or vote including executive sessions, and contemporaneous minutes are kept Total compensation is appropriately documented on the Form 990 and W2s The Board of Directors has delegated to the Executive Committee the accountability to conduct an annual performance evaluation and to determne the compensation of the CEO based on the performance review and the market comparability data, approved by the Compensation Committee The Board had delegated to the CEO (w ith authority to further delegate) the accountability to conduct annual performance review s and determne the compensation of all other officers w ithin the compensation ranges determined by the Compensation Committee Any exceptions need to be approved by the Compensation Committee
Form 990, Part VI, Section C, line 19		Group Health financial statements and 990 returns are made available to any person w ho requests the information from Group Health or HealthPartners, Inc Group Health's Articles of Incorporation are available to any person w ho requests the information through the Minnesota Secretary of State's office Group Health's articles, bylaw s, conflict of interest policy, board minutes and principles of corporate governance can be view ed through the HealthPartners com website

Identifier	Return Reference	Explanation
FORM 990, PART III, LINE 4a	EXEMPT PURPOSE AND ACHIEVEMENTS	(PART 1 OF 5) I CORPORATE STRUCTURE, PURPOSE, GOVERNANCE Group Health Plan, Inc (Group Health) is a Minnesota non-profit corporation and licensed Health Maintenance Organization (HMO) recognized as exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(3) The primary purposes of Group Health are to improve the health of the community by providing a program of prepaid medical and dental care to its enrolled members, to increase access to affordable medical and dental care in the community and to raise the standards of medical and dental care in the community The Group Health staff model HMO combines the financing and provision of health care services for the purpose of improving the health of its members/patients Group Health offers commercial HMO products and Medicare Cost products People w ho enroll in a Group Health managed care product receive a full range of prepaid health care services, including professional care in hospitals and physician offices, imaging and laboratory services, various therapies, preventive services, health education and certain prescription drugs Additionally, Group Health's employed and contracted physicians provide a substantial amount of health care services to a wide array of patients w ho are not enrolled in Group Health's managed care products, some of w hom are uninsured or underinsured Group Health also operates a Medicare-certified and Minnesota-licensed hospice program for patients w ith a termnal diagnosis of six months or less Group Health is the sole corporate member of three subsidiary corporations HealthPartners Research Foundation (HPRF), w hich conducts substantial scientific and medical research, Central Minnesota Group Health, Inc (CMGH), w hich employs physicians and support staff to provide health care services in St Cloud, Minnesota, and Physicians Neck & Back Clinics (PNBC), w hich employs physicians and support staff to provide treatment of chronic neck and/or back pain HPRF and CMGH are exempt under IRC Section 501(c)(3) PNBC is a Minnesota non-profit corporation that has applied for a determination that it qualifies for tax-exemption under IRC Section 501(c)(3) Group Health is part of the HealthPartners family of organizations HealthPartners, Inc (HealthPartners), a Minnesota non-profit corporation recognized as exempt from federal income tax under IRC Section 501(c)(4), is the sole corporate member of Group Health HealthPartners is also the sole corporate member of the follow ing Minnesota non-profit corporations that are exempt from federal income tax under IRC Section 501(c)(3) HealthPartners Institute for Medical Education (IME), RHSC, Inc , and HPI-Ramsey HPI-Ramsey is the sole corporate member of Regions Hospital, Regions Hospital Foundation, North St Paul Transitional Care Center and Ramsey Integrated Health Services (RIHS), all of w hich are Minnesota non-profit corporations exempt from federal income tax under IRC Section 501(c)(3) and of RH-Wisconsin, Inc , a Wisconsin non-stock corporation that is exempt from federal income tax under IRC Section 501(c)(3) RH-Wisconsin, Inc and Group Health Plan, Inc are corporate members of Hudson Hospital, Inc and Westfields Hospital, Inc , both of w hich are Wisconsin non-profit corporations exempt from federal income tax under IRC Section 501(c)(3) RH-Wisconsin, Inc is also the sole corporate member of Western Wisconsin Emergency Medical Services Company, an ambulance service w hich is a Wisconsin non-profit corporation exempt from federal income tax under IRC Section 501(c)(3) Together, these corporations, and others, form the HealthPartners family of organizations Group Health has a long and outstanding tradition of consumer governance, spanning 50 years Group Health's five-member board of directors includes three directors elected from among Group Health's members Additionally, this Board includes the HealthPartners, Inc Board Chair and the HealthPartners Medical Group physician member from the HealthPartners, Inc Board of Directors This high level of consumer representation ensures that the organization continually pursues it mission of service to its members and the community The HealthPartners family of organizations operates a Patient Council that gives plan members and patients a forum to provide input to improve HealthPartners programs and services The Patient Council is a group of sixteen patients w ho receive care at Group Health Clinics (know n as "HealthPartners Clinics") w ho meet on a monthly basis and provide patient feedback on a variety of health care topics This feedback helps in the design and planning of programs and services The Patient Council is for patients that seek care at the HealthPartners Clinics As required by the Bylaw s of Group Health, the Board monitors potential conflicts of interest on the part of board members, officers and key employees by maintaining a conflict of interest policy Under the policy, all board members, principal officers, members of a committee w ith Board delegated pow ers and key employees annually are provided w ith a copy of the policy and requested to complete a questionnaire identifying any potential conflicts of interest The General Counsel summarizes the findings from the questionnaire and submits a report to the Governance Committee A final report of the potential conflicts is shared w ith the Chair of the Board and Chief Executive Officer of the HealthPartners family of organizations II HMO PRODUCTS AND MEMBERS In 2009, Group Health provided comprehensive, prepaid health care services to approximately 52,721 Group Health members These members w ere comprised of 15,892 commercial members and 36,829 Medicare members enrolled in the Freedom Plan HealthPartners and Group Health plans continue to win accolades for high quality care Several awards and honors received in 2009 included - National Business Coalition on Health's eValue8 report For the fourth year in a row , HealthPartners has national benchmark status in the report sponsored by the National Business Coalition on Health NBCH is a national nonprofit organization representing 7000 employers and approximately 25 million employees and their dependents In the 2009 report, HealthPartners is the national benchmark, meaning it scored highest in the nation for performance in six out of seven areas of health care - National Committee for Quality Assurance (NCQA) HealthPartners is among the top 25 best private health plans in the nation and the top ranked plan in Minnesota according to the U.S News & World Report/NCQA "America's Best Health Insurance Plans 2009-10 " The report measures how w ell health plans perform on 50 measures of health care and member satisfaction - Top member satisfaction HealthPartners delivers excellent care and service for members In a Consumer Assessment of Healthcare Providers and Systems (CAHPS) survey, members rate HealthPartners customer service in the top 10 percent nationally III PROVISION OF SERVICES TO MEMBERS AND NON-MEMBERS THROUGH EMPLOYED AND CONTRACTED PHYSICIANS In 2009, the HealthPartners family of organizations provided coverage to members and services to patients through a broad network of hospitals and clinics including those staffed by Group Health Plan, Inc employed physicians (SEE CONTINUATION AT PART 2 OF 5)

Identifier	Return Reference	Explanation
FORM 990, PART III, LINE 4a	EXEMPT PURPOSE AND ACHIEVEMENTS	<p>(PART 2 OF 5) Group Health's employed "staff model" physicians and dentists are known as HealthPartners Medical Group (HPMG) and HealthPartners Dental Group (HPDG) respectively. HPMG is one of Minnesota's largest medical groups. In 2009, HPMG employed approximately 528 full-time employee physicians. HPMG physicians practice in more than 30 medical and surgical specialties. HPMG owns and operates 26 multi-specialty clinics. HPDG employs an average of 55 dentists and contracts with an additional 1,870 dentists in the HealthPartners Dental Network to provide dental care. HPDG dentists represent four dental specialties including general dentistry. HPDG owns and operates 16 dental clinics and a dental specialty clinic. HPDG is a critical access provider of dental services which means that at least 20 percent of its patients are enrolled in a government program. HPDG has the largest number of government program-dental patients in the state. In addition to providing care to persons enrolled in Group Health's HMO products, HPMG and HPDG support Group Health's mission to improve the health of the community by providing medical and dental care to a growing number of patients who are members of HealthPartners or of unrelated managed care organizations, insured by commercial payers, or are self-pay patients or charity care patients. HPMG and HPDG focus their efforts on compassionate, patient-centered care, ranging from preventive care to management of patients with acute and/or chronic conditions. HPDG opened a unique dental clinic in St. Paul in 2005 that provides interpreter services and same-day access to urgent care and appointments. This model of care has been adopted by the Minnesota Legislature's "Dental Access Advisory Committee" and was implemented at other clinics in the state. HealthPartners' contracted network includes highly specialized referral physicians and hospitals in the service area, including Regions Hospital, which is part of the HealthPartners family of organizations. In addition to contracting with hospitals in the service area, HealthPartners also provides emergency care for members outside the service network. Group Health employed professionals provide services in over 30 unrelated primary care clinics located throughout the Twin Cities region, as well as in hospitals in Western Wisconsin. Group Health employed physicians are the primary physician group affiliated with Regions Hospital. Regions Hospital is the only Level I trauma center in the east metro of the Twin Cities. In 2009 alone, Regions Hospital provided about \$48.4 million in uncompensated care (\$18.4 million in actual costs) to care for about 37,431 patients who did not have insurance or who could not afford care. Group Health also operates "HealthPartners Hospice and Palliative Care (HPC)," a comprehensive care program for patients with a terminal diagnosis of six months or less. HPC is Medicare-certified and licensed by the State of Minnesota. With an emphasis on enabling patients to remain in their homes for as long as possible, hospice teams include specially-trained HPMG physicians and nurses, social workers, home health aides, volunteers, chaplains and counselors who together provide emotional, spiritual, and medical support. In 2009, HealthPartners Hospice served 1,102 patients, with 947 new admissions. HealthPartners Palliative Care served 79 patients, with 78 new admissions. Medicare patients represented 85% of the population served, Medical Assistance patients were 1%, HealthPartners members were 13%, and the remaining patients were covered by some other insurance or were uninsured.</p> <p>IV BENEFITS TO MEMBERS AND THE BROADER COMMUNITY. In 2009, Together with the HealthPartners family of exempt organizations, Group Health seeks to be the best and most trusted provider of health care, health promotion, health care financing and health care administration in the United States. Acting in concert, the family of organizations are working to transform health care by delivering outstanding care and service that is consistent with the Institute for Healthcare Improvement's "Triple Aim" initiative. The "Triple Aim" seeks to simultaneously optimize the health of the population, the experience of each individual and reduce per capita health care costs. Group Health, along with its subsidiaries HPRF, CMGH and PNBC, works with the other exempt organizations within the HealthPartners family of organizations to achieve these aims with maximum efficiency and collaboration. For example, when one entity develops a best practice, patient education materials, or system improvements, the benefits are spread to members and patients throughout the integrated system.</p> <p>Community benefit activities in 2009 included:</p> <p>1. Provision of Free or Reduced Cost Care to Non-Members Unable to Pay. In addition to providing direct care to persons enrolled in Group Health's HMO products, HPMG physicians serve patients who are uninsured and unable to pay for care. In 2009, Group Health provided over \$1,197,371 in charity care to patients who were not Group Health members. In addition, Group Health employs Insurance Financial Technical Assistants (IFTAs) who provide patients with options when uninsured or underinsured. IFTAs' link the patient to community resources, provide information and assistance on HPMG's Financial Assistance Program and direction on applying for Minnesota Health Care Programs through the Minnesota Department of Human Services. Group Health contributed \$20,000 of staff assistance in 2009 to provide this resource to patients. Group Health also helps patients who are unable to pay for prescription drugs or do not have prescription insurance coverage by providing assistance through the Drug Assistance Program which provides medications to Medical Assistance patients. In 2009, approximately 817 prescriptions were dispensed to 425 patients. HealthPartners/Group Health also provided approximately \$6,800 in prescription drug assistance to uninsured patients whose medical assistance applications were pending, even if they never became eligible medical assistance patients. HealthPartners and Group Health receive Ryan White grant funds to support the provision of medications to uninsured patients diagnosed with HIV. The grant funds medications for patients who receive care at HealthPartners Infectious Disease clinic. In 2009, approximately \$136,000 in HIV medications was coordinated through the HealthPartners (Group Health) pharmacy. Funds from Regions Hospital Foundation cover a large portion of that expense. The funding covered the cost of 343 prescriptions and the cost of co-pays for another 103 prescriptions. According to the Department of Health and Human Services, if a Medical Assistance patient can not afford to pay his or her prescription co-payment, the prescription service can not be withheld and the pharmacy must provide the medication without collecting the co-payment. In 2009, approximately \$7,500 in co-payments went unpaid at HealthPartners' (Group Health) pharmacies. Group Health and Regions Hospital provided \$165,000 in benefit coverage and administrative costs in 2009 to Portico Healthnet (Portico), a nonprofit organization that helps people enroll in free or low-cost health coverage programs. Since 1995, Portico outreach workers have provided assistance in completing applications for programs such as MNCare or Medical Assistance, and for people who do not qualify for these programs to meet program eligibility criteria. In addition, Portico offers its own coverage program and covers primary and specialty care clinic visits, urgent care services, and prescription drugs along with interpreter and transportation services.</p> <p>2. Medical Education. In partnership with the University of Minnesota Medical School, HealthPartners Institute for Medical Education (IME) trains approximately 760 medical students and almost 500 resident physicians annually in 19 medical specialties at Regions Hospital and Group Health Plan, Inc.'s clinics (HealthPartners Clinics). HealthPartners and Group Health Plan, Inc. funded IME with \$1,528,321 in 2009. For a full report on IME's 2009 activities, please see IME's Form 990. Group Health partners with IME to contract with over 35 educational institutions to offer learning experiences in all HealthPartners Medical and Dental Group clinics. These affiliations allow HPMG and HPDG to offer clinical experiences to students enrolled in formal college or university-based clinical training programs. Programs involved include nurse practitioners, dental assistants, physician assistants, LPN and social work. (SEE CONTINUATION AT PART 3 OF 5)</p>

Identifier	Return Reference	Explanation
FORM 990, PART III, LINE 4a	EXEMPT PURPOSE AND ACHIEVEMENTS	<p>(PART 3 OF 5) HPDG also supports medical education by allow ing staff to devote time to teaching Through HealthPartners Research Foundation, HealthPartners and the HPDG also participate in dental research activities</p> <p>3 Medical Research and Healthcare Improvement HealthPartners Research Foundation (HPRF) Group Health serves as the sole corporate member of HPRF In 2009, Group Health contributed \$1,514,000 to support HPRF's operations In 2009, HPRF conducted 231 research projects, many in conjunction w ith federal funding agencies such as the National Institute of Health and the Center for Disease Control For more information, please see the HPRF Form 990 for 2009 HealthPartners Medical Group (HPMG) HPMG continues to be innovative in health care transformation by delivering outstanding care and service that is consistent w ith the Institute for Healthcare Improvement's "Triple Aim" initiative The "Triple Aim" seeks to simultaneously optimize the health of the population, the experience of each individual and reduce per capita health care costs HealthPartners Specialty Center The HealthPartners (meaning Group Health) Specialty Center is comprised of tw o buildings - 401 Phalen Boulevard and 435 Phalen Boulevard - and contains HPMG clinics and Regions Hospital-based specialty departments that are all connected w ith the latest in electronic medical records and easily accessible digital x-rays The location features more than 25 specialties on one campus In 2009, Group Health continued to provide free shuttle services from Regions Hospital to the HealthPartners Specialty Center for patients In 2009, HPMG provided total and partial adjustments to eligible patients totaling \$272,852 in charity care costs at the HealthPartners Specialty Center locations The HealthPartners Specialty Center had an operating loss of \$2,311,000 in 2009</p> <p>4 Innovative Strategies for Health Improvement, Disease Prevention and Disease Management Pay-for-Performance Program Group Health/HealthPartners w as one of the first in the nation to implement a pay-for-performance program in 1997 These programs have served as a model for similar programs w ith NCQA and the federal government The Group Health and HealthPartners' program is designed to provide financial incentives to improve patient care through high quality and cost effective outcomes The Institute of Medicine (IOM) report, "Performance Measurement Accelerating Improvement," recommends that the federal government adopt Group Health/HealthPartners' "pioneering" quality measurement approach In 2009, Group Health/HealthPartners paid out \$27 million in financial incentives for primary care groups, specialty groups and hospitals Equitable Care HealthPartners and Group Health continue to enhance the resources available on an intranet website for staff and providers to support them in providing equitable care and service to all the members and patients that are served Equitable care involves identifying, testing and implementing strategies to reduce disparities in treatment, outcomes and service This website enables easy access to resources for staff to provide equitable care It includes resources on - How to arrange and effectively use interpreter services - Links to a variety of translated materials for use w ith patients and members - Training programs on cultural competency and related topics - Information about cultures - Data about the populations served - Health literacy tools and much more The HealthPartners family of organizations has an enterprise-wide initiative to improve interpreter and language access services for non-English speaking community members and patients The organization provides interpretation services in tw elve languages including Cambodian, Karen, Oromo, Amharic, Spanish, Somali, Hmong, Vietnamese, and American Sign Language Staff and physicians also have access to an extensive netw ork of agency interpreters and have telephone access to services for more than 150 languages In 2009, the HealthPartners family of organizations invested over \$6 million on language interpretation services, both as health plan coverage for state public program members and as a provision of interpreter services at Regions Hospital and the HPMG Clinics Race and ethnicity data is being collected at HPMG clinics and Regions Hospital that provides information for care improvement in minority populations Again in 2009, Group Health licensed Online Spanish Health Guide and Spanish medication information from Healthw ise, one of the nation's leading providers of consumer health information This Spanish content is available on the HealthPartners website HPMG's Center for International Health (CIH) is the largest multi-disciplinary health care program in Minnesota for refugees, immigrants and non-native-English speaking families In 2009, CIH operated at a loss of \$1,459,000 There were 16,688 outpatient encounters, w ith the payer mix for the clinic composed of 23 6% commercial, 72 1% Medicaid and Medicare, and 4 3% other As part of its commitment to deliver equitable care, HPMG Clinics and Regions Hospital are building a diverse w orkforce In 2009, there w ere 690 physicians from 46 countries speaking 55 languages Of this, 36% are w omen, and 22% are from racial or ethnically diverse communities Behavioral Health Group Health and HealthPartners scored in the top ten percent nationally in follow ing best practices guidelines for treatment of depression Group Health and HealthPartners provide behavioral health quality and utilization review support to assure members appropriately utilize behavioral health services in order to obtain best outcomes The organization partnered w ith consumer, provider, and payer groups in several initiatives, including Minnesota Mental Health Action Group, and solidified a key community partnership w ith the National Alliance for the Mentally Ill, Minnesota (NAMI) Behavioral health outpatient condition management resulted in a 22 percent decrease in per-member per-month cost compared to a control group Behavioral health case management increased outpatient therapy visits by 32 percent Per-member per-month medication costs decreased six percent Behavioral health inpatient per-member per-months costs decreased 30 percent, suggesting improved clinical stability The cost of the Group Health Plan, Inc and HealthPartners behavioral health case management program w as \$819,747 in 2009 w hich resulted in \$6,263,270 in gross savings Group Health, HealthPartners and Regions Hospital are major sponsors of the East Metro Adult Crisis Stabilization (EMACS) Collaborative EMACS is composed of organizations representing counties, hospitals, health plans, the state of Minnesota, consumers and advocates, and w as originally formed in 2002 to address the unmet needs of adults w ho experience behavioral health crisis EMACS serves Dakota, Ramsey and Washington counties, providing individualized adult mental health crisis stabilization services in clients' homes, community settings, or in short-term, supervised, licensed residential programs Services to Patients Living w ith HIV In 1985, the organization's Infectious Diseases Clinic at Regions Hospital became the first designated HIV/AIDS clinic program in Minnesota and continues to be the primary specialized, cutting-edge facility for the treatment and care of HIV/AIDS patients in the Tw in Cities east metro and Western Wisconsin By using a multi-disciplinary approach that includes physicians specializing in HIV, nurses, case managers, and psychiatrists, the HIV Clinic is able to provide a holistic approach to care and assist patients in maintaining a healthy, productive life The Clinic receives grants for case management services, comprehensive primary care services regardless of the income or insurance status of patients, the transportation of patients to and from medical and social service appointments, and HIV-related laboratory services to individuals living w ith or being screened for HIV/AIDS In 2009, Regions Hospital Foundation secured over \$653,000 in government and private grant funding to run this program (SEE CONTINUATION AT PART 4 OF 5)</p>

Identifier	Return Reference	Explanation
FORM 990, PART III, LINE 4a	EXEMPT PURPOSE AND ACHIEVEMENTS	<p>(PART 4 OF 5) Physical Activity and Wellness HealthPartners and Group Health offered incentives in 2009 for staying fit through the HealthPartners Frequent Fitness program in which fully insured members can earn a \$20 reimbursement on their monthly fitness club dues at over 1,000 health club locations by achieving at least 12 health club workouts in the month (Self-insured members had access to the Frequent Fitness program if their employer elected to offer the program) More than one out of three enrolled members met the monthly goal in 2009 HealthPartners and Group Health joined forces with St Paul Public Schools on a pilot worksite wellness program, called Choose Well, Live Well In 2009, the program expanded from the pilot phases to encompass the entire district consisting of roughly 80 sites and 6,100 employees The program measurably improves health through behavior change and reductions in modifiable risk factors and generated a 281 return on investment (a return of \$280 for every \$1 invested) after four years JourneyWell, a Group Health business unit, continued to provide members support to become more active, eat a healthier diet, manage stress and quit smoking HealthPartners emphasizes the importance of living a healthy lifestyle through community presentations and, in order to increase accessibility, under JourneyWell, programs and services are available for all companies and organizations regardless of health plan affiliation</p> <p>5 Community Health Improvement Efforts Community Health Outreach, Screenings and Vaccination Programs Group Health employees have presented at and participated in a number of community health events on topics such as nutrition, exercise, teenage pregnancy, and diabetes Primary audiences have been the Hispanic, Hmong, African American and Native American communities Group Health employees participated in the following Health Fairs across Minnesota - Diabetes nurse specialists, dietitians, and disease management staff collaborated with the American Diabetes Association to perform over 500 hemoglobin A1c screenings at the Diabetes Expo in St Paul, Minnesota - Power to End Stroke Gospel Tour Health Fair Group Health staff from Regions Sleep Center, Brooklyn Center Clinic and Regions Stroke Center gave blood pressure screenings, distributed health education materials and provided nutritional snacks - The Native American Health Fair and the GLBT Pride Festival Group Health staff distributed health education materials and gave blood pressure checks - The Juneteenth Festival, an annual festival celebrating the end of slavery in the African American community Employees partnered with the American Heart Association to provide health education about stroke and heart disease - Care providers from HPMG's Apple Valley clinic provided blood pressure checks and patient education to participants at the Apple Valley Home and Garden Show - HealthPartners and Group Health sponsored the Healthy Foods exhibit at the ECO Experience exhibit at the Minnesota State Fair Group Health dietitians prepared healthy eating options and provided information on healthy choices CareLine Group Health and HealthPartners invests over \$4 million per year to staff a 24-hour nursing care telephone line for any patient call regardless of insurance status or care system Bioterrorism Monitoring Using a grant from the Minnesota Department of Health, Group Health and HealthPartners track patients who present with symptoms that might suggest a bioterrorism event and then supplies that information to the Department of Health Multilingual Health Resources Exchange The Exchange is a collaboration among many Minnesota organizations (including hospitals, clinic systems, health plans, public health agencies, and community groups) to share translated health materials and information to meet the health education and information needs of people with limited English proficiency HealthPartners, Group Health and Regions Hospital were instrumental in starting the Exchange in 2001 Each member of the Exchange contributes materials translated by their organization to the Exchange website where all partner organizations can download it for use with their clients and patients This greatly increases the amount of health education available in languages other than English for all participating organizations MN Community Measurement HealthPartners and Group Health helped establish MN Community Measurement (MNCM) with other Minnesota health plans, and contributed \$173,743 in 2009 MN community Measurement allows consumers to compare the quality of care for thirteen conditions among medical groups representing 700 clinics in Minnesota and surrounding communities in the states that border Minnesota In 2009, MNCM reported average cost for common procedures by medical group MNCM has also piloted a patient satisfaction survey by clinic with medical groups and has reported results for participating clinics on its website Institute for Clinical Systems Improvement During 2009, HealthPartners and Group Health contributed \$1,194,400 to the Institute for Clinical Systems Improvement (ICSI) HealthPartners is a founding member of ICSI, which establishes best practice health care guidelines for the prevention, diagnosis, treatment and management of numerous diseases and health conditions ICSI also works to improve the quality and lower the cost of care delivered by its 55 medical group, hospital and integrated system members in Minnesota and surrounding areas In 2009, HealthPartners participated in two major ICSI initiatives The DIAMOND program changes how care for the patient with depression is delivered and paid for in primary care, and is getting five times as many patients into remission at six months compared to typical primary care treatment The High-Technology Diagnostic Imaging initiative is working to provide medical groups with a computer-based decision-support tool to ensure that appropriate MRI, CT, PET and nuclear cardiology scans are ordered while the physician is with the patient Partnerships with Community-Based Health Advocacy Groups Group Health and HealthPartners have established partnerships with nonprofit organizations with compatible missions including the American Heart Association, the American Association of Diabetes Educators, the Minneapolis/St Paul Diabetes Educators, the MN Diabetes Collaborative, the American Cancer Society and the Arthritis Foundation Working jointly with these organizations, Group Health and HealthPartners have reached more people with information on the importance of being physically active, eating wisely and avoiding tobacco products Technology to Improve Care, Efficiency and Affordability Group Health and HealthPartners' outstanding innovation in leveraging technology and operational improvements makes medical care better and more affordable for patients and members - Medical Records Group Health implemented fully-interactive, electronic medical records systems in the HPMG clinics in 2007 The result has been better quality care with clinical information available when and where it is needed Electronic records make charts, graphs, and other educational materials accessible to patients, enabling a better understanding of their health Both the Medical and Dental Clinics have replaced film-based x-rays with digital radiography that substantially increases image quality and diagnostic sensitivity while also making storage and retrieval easier and more expeditious for the physician and patient - Electronic Prescribing Electronic prescribing of medication is available in all HPMG exam rooms, and prescriptions are printed automatically in the pharmacy after entry by a physician This ensures accuracy and convenience for the patient The HealthPartners/Group Health Plan, Inc Automated Prescription Filling Center fills more than 3,000 prescriptions in an eight-hour shift compared to an average of 200 that can be filled manually The rate of accuracy for the automated system is greater than 99.99 percent - Internet Tools HPMG was one of the first medical groups in the nation to introduce online appointment scheduling in 2004 By the end of 2009, over 200,000 patients had registered to use HPMG Online Services In 2009, patients accessed On-line Patient Services to schedule and/or cancel 134,506 appointments, send 140,123 messages to the clinics and view some of the more than 9 million test results available (SEE CONTINUATION AT PART 5 OF 5)</p>

FORM 990, PART III, LINE 4a eXEMPT PURPOSE AND ACHIEVEMENTS (Part 5 of 5) 6 Charitable Contributions and Employee Volunteerism Corporate Donations In 2009, Group Health contributed \$612,017 to nonprofit organizations throughout the Twin Cities metro area to - Promote prevention of health problems - Address the needs of people in the greater Twin Cities area - Meet the diverse needs of our community and reduce disparities Employee Giving Once a year, employees have the opportunity to contribute to Sharing at Work, a campaign that directly benefits those served by the HealthPartners family of organizations by raising money for the following HealthPartners entities Regions Hospital Foundation, HealthPartners Institute for Medical Education, and HealthPartners Research Foundation Funds raised through Sharing at Work are used to improve patient care, provide education and professional development and conduct cutting edge research HealthPartners matches 100 percent of all Sharing at Work donations In 2009, generous employees of Group Health and Regions Hospital raised \$497,000 which amounted to over \$1 million with a 100 percent HealthPartners match Group Health's commitment to improving the health of the community extends beyond its doors Addressing disparities is one of the reasons Group Health has a commitment to workplace giving A comprehensive employee giving campaign is a key way to provide a safety net of services and support to improve the health of the community For Group Health and Regions Hospital employees, there is an annual Community Giving Campaign that supports five local federations Greater Twin Cities United Way, United Way of Washington County-East, Community Shares, Community Health Charities-Minnesota and the Minnesota Environmental Fund In 2009, Group Health and Regions employees pledged to give the Community Giving Campaign over \$355,000 through automatic payroll deductions and raised over \$29,000 through special events In 2009, Group Health and Regions Hospital sponsored the Heart Walk for the American Heart Association In addition to the sponsorship, Team HealthPartners, consisting of Group Health and Regions Hospital employees, raised \$58,484 for the American Heart Association Fundraising Communications Group Health and HealthPartners Community Relations staff provided communications to employees throughout the HealthPartners family of organizations about the following opportunities to volunteer and/or fundraise - Alzheimer's Memory Walk - American Red Cross Blood Donation - Breast Cancer 3-day Event (Susan G Komen Foundation) - Daffodil Days (American Cancer Society) - Feed My Starving Children - Heart Walk (American Heart Association) - Making Strides Against Breast Cancer - Minnesota AIDS Walk - Race for the Cure - Relay for Life - Walk for Thought (MN Brain Injury Association)

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?	
							Yes	No		Yes	No

Part IV

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
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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		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 (iv) rent from a controlled entity	1a		No
b Gift, grant, or capital contribution to other organization(s)	1b	Yes	
c Gift, grant, or capital contribution from other organization(s)	1c		No
d Loans or loan guarantees to or for other organization(s)	1d		No
e Loans or loan guarantees by other organization(s)	1e		No
f Sale of assets to other organization(s)	1f		No
g Purchase of assets from other organization(s)	1g		No
h Exchange of assets	1h		No
i Lease of facilities, equipment, or other assets to other organization(s)	1i		No
j Lease of facilities, equipment, or other assets from other organization(s)	1j		No
k Performance of services or membership or fundraising solicitations for other organization(s)	1k	Yes	
l Performance of services or membership or fundraising solicitations by other organization(s)	1l		No
m Sharing of facilities, equipment, mailing lists, or other assets	1m	Yes	
n Sharing of paid employees	1n	Yes	
o Reimbursement paid to other organization for expenses	1o		No
p Reimbursement paid by other organization for expenses	1p	Yes	
q Other transfer of cash or property to other organization(s)	1q		No
r Other transfer of cash or property from other organization(s)	1r		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) HealthPartners Research Foundation - Program support	B	1,106,625
(2) Central Minnesota Group Health Inc - Shared personnel	N	181,000
(3) central Minnesota Group Health Inc - Management services	K	121,100
(4) HealthPartners Inc - Management and healthcare support services	K	184,633,000
(5) HealthPartners Inc - Healthcare services	K	91,303,666
(6) Physicians Neck & Back Clinics	P	384,886

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: 41-0797853

Name: GROUP HEALTH PLAN INC

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

	(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount Involved (\$)
(1)	HealthPartners Research Foundation - Program support	B	1,106,625
(2)	Central Minnesota Group Health Inc - Shared personnel	N	181,000
(3)	central Minnesota Group Health Inc - Management services	K	121,100
(4)	HealthPartners Inc - Management and healthcare support services	K	184,633,000
(5)	HealthPartners Inc - Healthcare services	K	91,303,666
(6)	Physicians Neck & Back Clinics	P	384,886

Form

4562

Depreciation and Amortization
(Including Information on Listed Property)

OMB No 1545-0172

2009

Attachment
Sequence No 67

Name(s) shown on return GROUP HEALTH PLAN INC	Business or activity to which this form relates Form 990 Page 10	Identifying number 41-0797853
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Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount See the instructions for a higher limit for certain businesses	1	250,000
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	800,000
4 Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost	
6			
7 Listed property Enter the amount from line 29	7		
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8		
9 Tentative deduction Enter the smaller of line 5 or line 8	9		
10 Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10		
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11		
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12		
13 Carryover of disallowed deduction to 2010 Add lines 9 and 10, less line 12 .	13		

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)		
14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	14,497,735

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A		
17 MACRS deductions for assets placed in service in tax years beginning before 2009	17	
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B—Assets Placed in Service During 2008 Tax Year Using the General Depreciation System						
(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System						
20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions)

21 Listed property Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	14,497,735
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

Listed Property (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? <input type="checkbox"/> Yes <input type="checkbox"/> No						24b If "Yes," is the evidence written? <input type="checkbox"/> Yes <input type="checkbox"/> No		
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost
25Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						25		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%			S/L -			
		%			S/L -			
		%			S/L -			
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
31 Total commuting miles driven during the year												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) A mortization period or percentage	(f) A mortization for this year
42 A mortization of costs that begins during your 2009 tax year (see instructions)					
43 A mortization of costs that began before your 2009 tax year				43	
44 Total. Add amounts in column (f) See the instructions for where to report				44	

Additional Data

Software ID:

Software Version:

EIN: 41-0797853

Name: GROUP HEALTH PLAN INC

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			
LAMONT K BOYKINS DIRECTOR	1 40	X						15,000	0	0
THOMAS BRINSKO DIRECTOR & CHAIR	6 90	X						31,750	0	0
BARBARA KAUFMAN DIRECTOR & TREASURER	4 50	X						22,000	0	0
WILLIE MAE WILSON DIRECTOR	2 90	X						18,000	0	0
BRIAN H RANK MD DIRECTOR & MEDICAL DIREC	75 00	X		X				695,697	0	170,234
CHARLES J ABRAHAMSON VP-NETWORK MGMT &PROVIDE	40 00			X				195,054	0	34,326
ALAN V ABRAMSON SRVP & CIO	44 00			X				444,784	0	121,218
SCOTT A AEBISCHER SR VP CUSTOMER SERV/PROD	50 00			X				417,737	0	110,363
CALVIN U ALLEN SR VP STRAT PLANNING/HR	50 00			X				444,142	0	110,875
BABETTE A APLAND SR VP HEALTH & CARE MGMT	50 00			X				361,921	0	99,817
BETHEL M AVERBECK ASSOC MED DIR - PRIMARY	55 00			X				369,288	0	82,886
SHANNON B BEAUDIN-KLEIN VP MARKETING & COMMUNICA	53 00			X				184,956	0	60,519
DAVID J BERGH VP HEALTH/FIN INFO SYSTE	55 00			X				297,234	0	80,109
MARY K BRAINERD PRESIDENT & CEO	50 00			X				1,209,988	0	373,092
RICK J BRUZEK VP PHARMACY SERVICES	48 00			X				245,925	0	78,073
HEIDI G CONRAD VP & CFO REGIONS	50 00			X				296,525	0	100,153
KATHLEEN M COONEY EXECUTIVE VP & CAO	55 00			X				755,493	0	217,997
PATRICK T COURNEYA ASSOC MED DIR - DELIVERY	60 00			X				280,463	0	70,384
TERRY W CROWSON ASSOC MED DIR - MED MGMT	50 00			X				288,333	0	90,797
ROBERT B CUMMING SR VP ACTUARIAL/UNDERWRI	45 00			X				455,648	0	110,882
TRICIA L DEGE VP FINANCE & PLANNING	40 00			X				243,100	0	59,759
DAVID A DZIUK SR VP FINANCE/CONTROLLER	60 00			X				388,127	0	113,313
FORREST M FLINT VP DENTAL PLAN	50 00			X				247,382	0	80,679
DAVID S GESKO SR VP - DENTAL DIRECTOR	52 00			X				382,462	0	72,719
DAVID W GRIFFIN ASSOC MED DIR - MED MGMT	20 00			X				127,940	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	(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			
TIM M HALEY VP BROKER SALES	44 00			X				269,957	0	77,028
KENNETH D HOLMEN VP BUS DEVELOPMENT/PHY S	55 00			X				483,323	0	74,477
GEORGE J ISHAM HEALTH PLAN MEDICAL DIRE	50 00			X				559,717	0	210,675
SUSAN M KNUDSON-SCHUMAC VP HEALTH INFORMATICS	47 00			X				209,450	0	62,744
KAREN K KRAEMER VP DISEASE & CASE MGMT	50 00			X				102,869	0	51,415
KIM R LAREAU VP IS&T CARE DELIVERY	50 00			X				261,252	0	68,440
GRETCHEN M LEITERMAN VP REGIONS & HP HEART CE	55 00			X				251,851	0	55,372
THOMAS J MARR ASSOC MED DIR - CLINICAL	50 00			X				275,552	0	86,817
NANCY A MCCLURE SR VP MEDICAL GROUP & CL	50 00			X				412,558	0	115,805
ANDREW F NELSON VP, HP & EXEC DIR HPRF	61 00			X				244,350	0	79,667
BROCK D NELSON PRESIDENT & CEO - REGION	55 00			X				551,610	0	160,990
KEVIN J PALATTAO VP CLINIC PATIENT CARE S	58 00			X				229,796	0	67,970
CARL A PATOW MD MPH VP & EXEC DIRECTOR IME	50 00			X				380,696	0	81,228
NICO PRONK PHD VP HEALTH & DISEASE MANA	57 00			X				295,009	0	68,363
MEGAN M REMARK VP SPECIALTY CARE & OPER	50 00			X				259,629	0	68,891
KATIE B SAYRE SR VP HLTH PLAN OPS & GO	52 00			X				335,557	0	126,928
SCOTT A SCHNUCKLE SR VP DENTAL, RX, BUSINE	50 00			X				376,675	0	94,540
DOUG N SMITH SR VP SALES	60 00			X				361,306	0	103,734
LEIFI SOLBERG ASSOC MED DIR - CARE IMP	55 00			X				284,610	0	84,170
SHARON A STEIN VP HEALTH BEHAVIOR GROUP	54 00			X				254,514	0	33,887
ELIZABETH L SWANSON VP HUMAN RESOURCES	45 00			X				219,053	0	71,832
TOBI TANZER VP CORPORATE INTEGRITY	50 00			X				205,412	0	71,450
MARCUS THYGESON MD VP/MED DIR HEALTHINITIAT	40 00			X				288,917	0	71,994
MICHAEL A TRANGLE MD ASSOC MED DIR - BEHAVIOR	60 00			X				370,522	0	79,518
BARBARA E TRETHEWAY SR VP GENERAL COUNSEL	55 00			X				485,292	0	123,700

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			
ROBERT H VAN WHY SR VP PRIMARY CARE/CLINI	50 00			X				359,656	0	87,350
THOMAS L VONSTERNBERG ASSOC MED DIR - HPMG	65 00			X				322,030	0	74,310
ANDREA M WALSH EXEC VP & CHIEF MARKETIN	50 00			X				616,681	0	186,665
BETH A WATERMAN VP HLTH IMPROVE/CARE INN	50 00			X				282,973	0	94,077
DONNA J ZIMMERMAN VP GOVT & COMMUNITY RELA	60 00			X				233,052	0	58,493
DENNIS W ZHU MD PHYSICIAN	82 00					X		1,352,553	0	94,448
MICHAEL J D'AMATO MD PHYSICIAN	48 00					X		1,083,995	0	72,157
JOHANNES BRECHTKEN MD PHYSICIAN	70 00					X		971,446	0	58,766
AHMAD S ABDULKARIM MD PHYSICIAN	68 00					X		960,954	0	73,873
DONALD C OXENHANDLER M PHYSICIAN	65 00					X		890,980	0	19,541

Form 990, Part VIII - Statement of Revenue - 2a - 2g Program Service Revenue -

	Business Code	(A) Total Revenue	(B) Related or Exempt Function Revenue	(C) Unrelated Business Revenue	(D) Revenue Excluded from Tax under IRC 512, 513, or 514
FEE FOR SERVICE HEALTH	621,400	314,644,030	314,644,030		
MEDICARE & MEDICAID PA	621,400	285,347,683	285,347,683		
OTHER MEDICAL SERVICE	621,400	123,335,519	123,335,519		
MEDICAL PREMIUMS	524,114	87,984,785	87,984,785		
DENTAL PATIENT SERVICE	524,114	25,575,645	25,575,645		

Form 990, Part IX - Statement of Functional Expenses - 24a - 24e Other Expenses

<i>Do not include amounts reported on line 6b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
HOSPITAL & MEDICAL SERV	179,059,999	179,059,999		
MGMT & ADMIN TO NON-TAX	136,115,500		136,115,500	
SUPPLIES - MEDICAL & PH	105,621,403	105,618,045	3,358	
MGMT & ADMIN TO TAXABLE	105,586,231		105,586,231	
HLTH SVCS - BEHAVIORAL,	54,730,259	54,690,421	39,838	

Software ID:
Software Version:
EIN: 41-0797853
Name: GROUP HEALTH PLAN INC

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
HEALTHPARTNERS INSTITUTE FOR MEDICAL EDUCATION8170 33RD AVE S PO BOX 1309 MINNEAPOLIS, MN 554401309			1,534,968	0			PROGRAM SUPPORT
HEALTHPARTNERS RESEARCH FOUNDATION 8170 33RD AVE S PO BOX 1309 MINNEAPOLIS, MN 554401309			1,106,625	0			PROGRAM SUPPORT
CULTURE INC2490 WELLS FARGO PLACE ST PAUL, MN 55101			5,000	0			PROGRAM SUPPORT
REGIONS HOSPITAL FOUNDATION8170 33RD AVE S PO BOX 1309 MINNEAPOLIS, MN 554401309			424,556	0			PROGRAM SUPPORT
AMERICAN RED CROSSPO BOX 28326 OAKDALE, MN 55128			17,182	0			PROGRAM SUPPORT
INSTITUTE FOR CLINICAL SYSTEMS INTEGRATION 8009 34TH AVENUE SOUTH BLOOMINGTON, MN 55425			1,199,400	0			PROGRAM SUPPORT
COLLEGE OF ST CATHERINE2004 RANDOLPH AVE ST PAUL, MN 55105			25,000	0			PROGRAM SUPPORT
MINNESOTA DENTAL ASSOCIATION1335 INDUSTRIAL BLVD SUITE 200 MINNEAPOLIS, MN 55413			20,000	0			PROGRAM SUPPORT
NATIONAL COOPERATIVE BUSINESS ASSOCIATION 1401 NEW YORK AVENUE NW SUITE 1100 WASHINGTON, DC 20005			5,000				PROGRAM SUPPORT
YWCA OF ST PAUL375 SELBY AVE ST PAUL, MN 55102			5,000	0			PROGRAM SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
GREATER TWIN CITIES UNITED WAY404 S 8TH STREET MINNEAPOLIS, MN 554041084			27,600	0			PROGRAM SUPPORT
AMERICAN HEART ASSOCIATION328 GRAND AVE BILLINGS,MT 59101			12,500	0			PROGRAM SUPPORT
HOPE CHEST FOR BREAST CANCER3850 SHORELINE DRIVE WAYZATA, MN 55391			6,500	0			PROGRAM SUPPORT
BUYERS HEALTHCARE ACTION GROUP7900 INTERNATIONAL DRIVE STE 1080 BLOOMINGTON, MN 55425			12,000	0			PROGRAM SUPPORT
COMMUNITY HEALTH CHARITIES MINNESOTA 2626 E 82ND STREET STE 340 BLOOMINGTON, MN 55425			10,200	0			PROGRAM SUPPORT
EAST METRO MEDICAL SOCIETY FOUNDATION 1300 GODWARD ST NE SUITE 2200 MINNEAPOLIS, MN 55413			5,000	0			PROGRAM SUPPORT
RENEWING THE COUNTRYSIDE2105 1ST AVENUE SO MINNEAPOLIS, MN 55405			15,000	0			PROGRAM SUPPORT
MINNESOTA COMMUNITY FOUNDATION55 EAST 5TH STREET SUITE 600 ST PAUL, MN 55101			70,000	0			PROGRAM SUPPORT
THE FAMILY HOUSING FUND801 NICOLLET MALL 1650 MINNEAPOLIS, MN 55402			20,000	0			PROGRAM SUPPORT
							PROGRAM SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) A mount 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
UNIVERSITY OF ST THOMAS1000 LASALLE AVE MINNEAPOLIS, MN 554032005			6,000	0			PROGRAM SUPPORT
NATL ALLIANCE FOR THE MENTALLY ILL800 TRANSFER RD STE 31 ST PAUL, MN 551141414			5,000	0			PROGRAM SUPPORT
							PROGRAM SUPPORT
							PROGRAM SUPPORT
							PROGRAM SUPPORT
COMMUNITY SHARES1619 DAYTON AVE STE 323 ST PAUL, MN 55104			10,700	0			PROGRAM SUPPORT
ITASCA PROJECT FUND55 5TH STREET EAST STE 600 ST PAUL, MN 55101			18,000	0			PROGRAM SUPPORT
MN ENVIRONMENTAL FUND 450 SYNDICATE AVE NORTH STE 320 ST PAUL, MN 55104			9,000	0			PROGRAM SUPPORT
NORMANDALE COMMUNITY COLLEGE9700 FRANCE AVE SOUTH BLOOMINGTON, MN 55431			7,000	0			PROGRAM SUPPORT
UNIVERSITY OF MN BUSINESS OFFICE1300 S 2ND STREET MINNEAPOLIS, MN 55454			54,000	0			PROGRAM SUPPORT