See a Social Security Number? Say Something!
Report Privacy Problems to https://public.resource.org/privacy
Or call the IRS Identity Theft Hotline at 1-800-908-4490

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493319018190

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2009

Open to Public Inspection

A For the 2009 calendar year, or tax year beginning 01-01-2009 and ending 12-31-2009

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization
MEDICA HEALTH PLANS

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
401 carlson parkway CP 330

City or town, state or country, and ZIP + 4
minnetonka, MN 55305

D Employer identification number
41-1242261

E Telephone number
(952) 992-2058

G Gross receipts $ 1,387,902,649

F Name and address of principal officer
DAVID TILFORD
401 carlson parkway CP 330
minnetonka, MN 55305

H(a) Is this a group return for affiliates? ☐ Yes ☑ No

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

H(c) Group exemption number ▶

I Tax-exempt status ☑ 501(c) (4) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ WWW MEDICA COM

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1973

M State of legal domicile MN

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities
Medica's MISSION is to meet our customers' need for health plan products and services In doing so, we work with our members and providers to make health care accessible, affordable and a means by which our members improve their health

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

3	Number of voting members of the governing body (Part VI, line 1a)	3	13
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	0
5	Total number of employees (Part V, line 2a)	5	1,378
6	Total number of volunteers (estimate if necessary)	6	0
7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	6,887
b	Net unrelated business taxable income from Form 990-T, line 34	7b	5,362

		Prior Year	Current Year
Revenue			
8	Contributions and grants (Part VIII, line 1h)		0
9	Program service revenue (Part VIII, line 2g)	1,053,127,028	1,367,530,236
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	17,647,180	20,797,269
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-245,377	-424,856
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,070,528,831	1,387,902,649
Expenses			
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	11,609,600	5,000,000
14	Benefits paid to or for members (Part IX, column (A), line 4)	951,540,444	1,237,406,667
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	105,308,054	116,496,142
16a	Professional fundraising fees (Part IX, column (A), line 11e)		0
b	Total fundraising expenses (Part IX, column (D), line 25) ▶0		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	-9,103,546	-20,172,724
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	1,059,354,552	1,338,730,085
19	Revenue less expenses Subtract line 18 from line 12	11,174,279	49,172,564
Net Assets or Fund Balances		**Beginning of Current Year**	**End of Year**
20	Total assets (Part X, line 16)	506,233,445	586,325,665
21	Total liabilities (Part X, line 26)	188,529,937	225,052,658
22	Net assets or fund balances Subtract line 21 from line 20	317,703,508	361,273,007

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Sign Here

****** | 2010-10-27
Signature of officer | Date

AARON REYNOLDS CFO
Type or print name and title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-empolyed ☐	Preparer's identifying number (see instructions)
Collin F Buzzell			

Firm's name (or yours if self-employed), address, and ZIP + 4: RSM McGladrey Inc, 801 Nicollet Mall Suite 1100, Minneapolis, MN 55402

EIN ▶

Phone no ▶ (612) 573-8750

May the IRS discuss this return with the preparer shown above? (see instructions) ☑ Yes ☐ No

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission

MEDICA'S mission is to meet our customers' needs for health plan products and services In doing so, we work with members and providers to make health care accessible, affordable and a means by which our members improve their health

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 $ 283,063,667 including grants of $ 5,000,000) (Revenue $ 297,041,236)

Medica's HMO products provide employer groups with health coverage and health maintenance services Many of these employer groups are small businesses Medica's HMO plans provide in-network access to approximately 96 percent of Minnesota physicians Medica HMO plans also offer a wide range of care management, care coordination and health promotion programs to help members improve and maintain their health

4b (Code) (Expenses $ 959,343,000 including grants of $) (Revenue $ 1,070,489,000)

Through Minnesota Health Care Programs, Medica in 2009 offered coverage to individuals who are eligible for one of three of the state of Minnesota's publicly funded basic health care programs Medical Assistance (MA), Minnesota's Medicaid program, General Assistance Medical Care (GAMC), and MinnesotaCare Medica offers Medicare supplement plans, Medicare Advantage Private Fee-for-Service plans, and Medicare Part D prescription drug plans Medica also offers Medicare Advantage Private Fee-for-Service Special Needs Plans that provide health care coverage, care coordination services and additional services to Medicare and/or Medicaid eligible individuals with specified chronic conditions or disabilities

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

4d Other program services (Describe in Schedule O)

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

4e **Total program service expenses** ▶ $ 1,242,406,667

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1		No
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2		No
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities? *If "Yes," complete Schedule C, Part II*	4		
5	**Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.** Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? *If "Yes," complete Schedule C, Part III*	5		No
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization, directly or through a related organization, hold assets in term, permanent,or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		No
11	Is the organization's answer to any of the following questions "Yes"? *If so,complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.*	11	Yes	
	• Did the organization report an amount for land, buildings, and equipment in Part X, line10? *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	Yes	
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		No
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, 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? *If "Yes," complete Schedule I, Parts I and II*	**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? *If "Yes," complete Schedule I, Parts I and III*	**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? *If "Yes," complete Schedule J*	**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? *If "Yes," answer questions 24b–24d and complete Schedule K. If "No," go to line 25*	**24a**		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	**24b**		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	**24c**		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	**24d**		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part 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? *If "Yes," complete Schedule L, Part 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? *If "Yes," complete Schedule L, Part II*	**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? *If "Yes," complete Schedule L, Part III*	**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? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**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? *If "Yes," complete Schedule L, Part IV*	**28c**		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**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? *If "Yes," complete Schedule R, Part I*	**33**		No
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	**34**	Yes	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	**35**	Yes	
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**		
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	**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, *Annual Summary and Transmittal of U.S. Information Returns. Enter -0-* if not applicable	1a	307		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		Yes	
2a	Enter the number of employees reported on Form W-3, *Transmittal of Wage and Tax Statements* filed for the calendar year ending with or within the year covered by this return	2a	1,378		
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)	2b		Yes	
3a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?	3a		Yes	
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*	3b		Yes	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a			No
b	If "Yes," enter the name of the foreign country ▶ _____ 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			
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b			
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c			
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e			
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .	7f			
g	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 13		
b	Enter the number of voting members that are independent . .	1b 0		
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		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	Yes	
b	Each committee with authority to act on behalf of the governing body?	8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		No

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

			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a	Yes	
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	Yes	
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

☐ Own website ☐ Another's website ☑ 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 ▶

MARY QUIST
PO BOX 9310 CP 330
MINNEAPOLIS,MN 554409310
(952) 992-2058

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

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

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year Use Schedule J-2 if additional space is needed

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

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

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

(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			
See add'l data										

1b Total . . . . . ▶	8,453,756	0	868,358

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 ▶178

			Yes	No
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**		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
United Heathcare Services 9900 Bren Dr E MN008-T380 minnetonka, MN 55343	Claims Processing	65,531,886
Dahl Consulting Inc 418 County Road D E st paul, MN 55117	Temp Services	11,436,142
Xerox Corporation PO Box 802555 chicago, IL 606802555	Copy Services	3,407,087
Adecco Employment Services 175 Broadhollow Road melville, NY 11747	Temp Services	1,597,049
Berbee Information Networks PO Box 88626 milwaukee, WI 532880626	computer services/back up/disaster recov	1,557,985
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 ▶57		

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	Medicare Revenue	524,114	794,275,584	794,275,584		
	b	SUBSCRIBER REVENUE	524,114	564,553,976	564,553,976		
	c	Other Revenue	524,114	8,209,766	8,209,766		
	d	DENTAL REVENUE	541,900	490,910		490,910	
	e						
	f	All other program service revenue					
	g	**Total.** Add lines 2a–2f . . . . . ▶		1,367,530,236			
	3	Investment income (including dividends, interest and other similar amounts) . . . . . ▶		20,797,269			20,797,269
	4	Income from investment of tax-exempt bond proceeds . . ▶					
	5	Royalties . . . . . ▶					
		(i) Real / (ii) Personal					
	6a	Gross Rents					
	b	Less rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss) . . . . . ▶					
		(i) Securities / (ii) Other					
	7a	Gross amount from sales of assets other than inventory					
	b	Less cost or other basis and sales expenses					
	c	Gain or (loss)					
	d	Net gain or (loss) . . . . . ▶					
Other Revenue	8a	Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18 . . . a					
	b	Less direct expenses . . . b					
	c	Net income or (loss) from fundraising events . . ▶					
	9a	Gross income from gaming activities See Part IV, line 19 . . . a					
	b	Less direct expenses . . . b					
	c	Net income or (loss) from gaming activities . . . ▶					
	10a	Gross sales of inventory, less returns and allowances . a					
	b	Less cost of goods sold . . b					
	c	Net income or (loss) from sales of inventory . . ▶					
		Miscellaneous Revenue	Business Code				
	11a	change in federal tax	524,114	59,167	59,167		
	b	PARTNERSHIP INCOME	561,499	-484,023		-484,023	
	c						
	d	All other revenue					
	e	**Total.** Add lines 11a–11d . . . . . ▶		-424,856			
	12	**Total revenue.** See Instructions . . . ▶		1,387,902,649	1,367,098,493	6,887	20,797,269

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	5,000,000	5,000,000		
2	Grants and other assistance to individuals in the U S See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
4	Benefits paid to or for members	1,237,406,667	1,237,406,667		
5	Compensation of current officers, directors, trustees, and key employees	7,421,130		7,421,130	
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	84,778,272		84,778,272	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	6,109,141		6,109,141	
9	Other employee benefits	11,774,149		11,774,149	
10	Payroll taxes	6,413,450		6,413,450	
11	Fees for services (non-employees)				
a	Management				
b	Legal	1,389,480		1,389,480	
c	Accounting	518,942		518,942	
d	Lobbying				
e	Professional fundraising *See Part IV, line 17*				
f	Investment management fees				
g	Other	31,441,558		31,441,558	
12	Advertising and promotion	3,596,135		3,596,135	
13	Office expenses	4,711,857		4,711,857	
14	Information technology	9,178,487		9,178,487	
15	Royalties				
16	Occupancy	9,869,745		9,869,745	
17	Travel	536,618		536,618	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	484,259		484,259	
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	5,473,717		5,473,717	
23	Insurance	1,214,635		1,214,635	
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	premium tax/assessments	18,486,946		18,486,946	
b	Admin Assumed through R	16,086,868		16,086,868	
c	printing/publications	7,285,904		7,285,904	
d	broker commissions	2,247,997		2,247,997	
e	intercompany admin fees	-134,500,982		-134,500,982	
f	All other expenses	1,805,110		1,805,110	
25	**Total functional expenses.** Add lines 1 through 24f	1,338,730,085	1,242,406,667	96,323,418	0
26	**Joint costs.** Check here ▶ ☐ 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) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing		138,798,592	1	174,040,909
	2	Savings and temporary cash investments			2	
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		31,591,638	4	60,134,459
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges			9	
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D*	10a 22,011,441			
	b	Less accumulated depreciation	10b 13,460,920	9,389,260	10c	8,550,521
	11	Investments—publicly traded securities			11	
	12	Investments—other securities See Part IV, line 11		306,490,170	12	277,118,296
	13	Investments—program-related See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		19,963,785	15	66,481,480
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		506,233,445	16	586,325,665
Liabilities	17	Accounts payable and accrued expenses		187,690,956	17	223,190,489
	18	Grants payable			18	
	19	Deferred revenue		838,981	19	1,862,169
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability *Complete Part IV of Schedule D*			21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons *Complete Part II of Schedule L*			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities Complete Part X of Schedule D			25	
	26	**Total liabilities.** Add lines 17 through 25		188,529,937	26	225,052,658
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		317,703,508	27	361,273,007
	28	Temporarily restricted net assets			28	
	29	Permanently restricted net assets			29	
		Organizations that do not follow SFAS 117, check here ▶ ☐ 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		317,703,508	33	361,273,007
	34	Total liabilities and net assets/fund balances		506,233,445	34	586,325,665

Part XI Financial Statements and Reporting

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☑ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		No
b	Were the organization's financial statements audited by an independent accountant?	2b	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	2c	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 ☑ Separate basis ☐ Consolidated basis ☐ 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?	3a		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

Additional Data

Software ID:
Software Version:
EIN: 41-1242261
Name: MEDICA HEALTH PLANS

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			
Buck John chair	15 00	X		X				84,000	0	0
tomijanovich ester vice chair	10 00	X		X				64,000	0	0
sanda krista secretary	10 00	X		X				62,000	0	0
Cohen Burton director	7 00	X						58,000	0	0
Durum Daryl director	10 00	X						74,000	0	0
Kelly MD Peter director	10 00	X						62,000	0	0
Leon MD Samuel director	10 00	X						66,000	0	0
Aggarwal Rajesh director	7 00	X						48,000	0	0
stratton earl director	7 00	X						30,000	0	0
Sullivan Austin director	10 00	X						67,000	0	0
Bache-Wiig MD Ben director	10 00	X						67,000	0	0
Wiczek Stephen director	7 00	X						60,500	0	0
Tilford David President and CEO	40 00	X		X				1,230,818	0	129,994
Reynolds Aaron EVP and CAO/Treasurer	40 00			X				742,945	0	76,978
jacobson James P svp and General Counsel	40 00			X				380,355	0	47,128
Henke Tom L SVP Commercial Markets	40 00				X			429,944	0	57,542
Johnson Jana L SVP Operations	40 00				X			588,495	0	69,529
Andis Glenn E SVP Government Programs	40 00				X			532,680	0	56,788
Longendyke Robert SVP Marketing and Commun	40 00				X			462,174	0	49,056
fazio charles j cmo and svp	40 00				X			622,828	0	59,982
Knutson Debby S SVP Finance	40 00				X			426,137	0	42,686
filler gerald svp & cto	40 00				X			324,767	0	38,102
schindelman simeon svp commerical markets	40 00				X			281,796	0	27,906
loftness theodore j vp regional health servi	40 00					X		385,732	0	49,945
baird mark l svp finance	40 00					X		378,684	0	47,275

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			
Lacher Robert Ex Business Development	40 00					X	319,421	0	32,513
Sykora Richard H GM/VP Price and Account	40 00					X	313,332	0	43,658
chomeau john gm & vp cha	40 00					X	291,148	0	39,276

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

Do not include amounts reported on line 6b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
premium tax/assessments	18,486,946		18,486,946	
Admin Assumed through R	16,086,868		16,086,868	
printing/publications	7,285,904		7,285,904	
broker commissions	2,247,997		2,247,997	
intercompany admin fees	-134,500,982		-134,500,982	

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493319018190

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
MEDICA HEALTH PLANS

Employer identification number
41-1242261

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? ☐ Yes ☐ No

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 ☐ Yes ☐ No

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

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 ▶ $ _____

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

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	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

		Yes	No
(i) unrelated organizations	3a(i)		
(ii) related organizations	3a(ii)		
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

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				
b Buildings				
c Leasehold improvements		11,761,925	4,282,197	7,479,728
d Equipment		10,249,516	9,178,723	1,070,793
e Other				
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				8,550,521

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives		
Closely-held equity interests		
Other BONDS	224,880,060	C
OTHER INVESTED ASSETS	50,000,000	C
PREFERRED STOCK	2,238,236	C
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶	277,118,296	

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. *(Column (b) should equal Form 990, Part X, col (B) line 13)* ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
INVESTMENT RELATED RECEIVABLES	4,981,034
HEALTH CARE RECEIVABLES	6,282,132
DUE FROM AFFILIATES	24,484,496
FEDERAL & FOREIGN INCOME TAX RECOVERABLE	117,331
FUNDS HELD BY REINSURED COMPANIES	30,616,487
Total. *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	66,481,480

Part X Other Liabilities. See Form 990, Part X, line 25.

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	
See Additional Data Table	
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	

2. Fin 48 Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48

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	1,387,902,649
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	1,338,730,085
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	49,172,564
4	Net unrealized gains (losses) on investments	4	-342,336
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-5,260,730
9	Total adjustments (net) Add lines 4 - 8	9	-5,603,066
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	43,569,498

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	1,388,386,672
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	1,388,386,672
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	-484,023		
c	Add lines **4a** and **4b**			4c	-484,023
5	Total Revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12)			5	1,387,902,649

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	1,338,730,085
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	1,338,730,085
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			
c	Add lines **4a** and **4b**			4c	0
5	Total expenses Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18)			5	1,338,730,085

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 X	Description of Uncertain Tax Positions Under FIN 48	THE ADOPTION of FIN48 DID NOT RESULT IN A MATERIAL CHANGE TO THE FINANCIAL STATEMENTS FOR THE TAX YEAR ENDED 12/31/2009
Part XI, Line 8 - Other Adjustments		change in value of nonadmitted assets -5744753 MN health Info Exchange K-1 484023
Part XII, Line 4b - Other Adjustments		MN Health Info Exchange K-1 -484023

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493319018190

Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

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

Name of the organization
MEDICA HEALTH PLANS

Employer identification number
41-1242261

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
MEDICA FOUNDATION401 CARLSON pARKWAY MINNETONKA,MN 55305	411812461	501(C)(3)	5,000,000				Support of the many programs conducted by the foundation

2 Enter total number of section 501(c)(3) and government organizations . . . ▶ 1

3 Enter total number of other organizations . . . ▶ 0

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

Identifier	Return Reference	Explanation
Procedure for Monitoring Grants in the U S	Part I, Line 2	Schedule I, Part I, Line 2 MEDICA HEALTH PLANS DONATES FUNDS ANNUALLY TO MEDICA FOUNDATION MEDICA FOUNDATION RETAINS RECORDS TO SUBSTANTIATE THE USE OF THESE FUNDS

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493319018190

Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
MEDICA HEALTH PLANS

Employer identification number
41-1242261

Part I Questions Regarding Compensation

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

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space needed.

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
Tilford David	(i)	744,195	465,043	21,580	116,762	13,232	1,360,812	0
	(ii)	0	0	0	0	0	0	0
Reynolds Aaron	(i)	434,370	237,954	70,621	61,070	15,908	819,923	0
	(ii)	0	0	0	0	0	0	0
jacobson James P	(i)	258,763	102,406	19,186	33,298	13,830	427,483	0
	(ii)	0	0	0	0	0	0	0
Henke Tom L	(i)	290,748	119,588	19,608	42,344	15,198	487,486	0
	(ii)	0	0	0	0	0	0	0
Johnson Jana L	(i)	265,393	303,200	19,902	55,201	14,328	658,024	0
	(ii)	0	0	0	0	0	0	0
Andis Glenn E	(i)	268,249	147,488	116,943	41,338	15,450	589,468	0
	(ii)	0	0	0	0	0	0	0
Longendyke Robert	(i)	258,631	104,155	99,388	33,734	15,322	511,230	0
	(ii)	0	0	0	0	0	0	0
fazio charles j	(i)	322,169	172,162	128,497	44,893	15,089	682,810	0
	(ii)	0	0	0	0	0	0	0
Knutson Debby S	(i)	249,899	98,899	77,339	31,434	11,252	468,823	0
	(ii)	0	0	0	0	0	0	0
filler gerald	(i)	257,805	48,626	18,336	27,139	10,963	362,869	0
	(ii)	0	0	0	0	0	0	0
schindelman simeon	(i)	189,155	75,000	17,641	20,089	7,817	309,702	0
	(ii)	0	0	0	0	0	0	0
loftness theodore j	(i)	259,128	105,700	20,904	36,047	13,898	435,677	0
	(ii)	0	0	0	0	0	0	0
baird mark l	(i)	256,645	102,413	19,626	32,110	15,165	425,959	0
	(ii)	0	0	0	0	0	0	0
Lacher Robert	(i)	142,599	0	176,822	17,763	14,750	351,934	0
	(ii)	0	0	0	0	0	0	0
Sykora Richard H	(i)	227,215	66,032	20,085	29,658	14,000	356,990	0
	(ii)	0	0	0	0	0	0	0
chomeau john	(i)	232,415	40,000	18,733	23,909	15,367	330,424	0
	(ii)	0	0	0	0	0	0	0

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	THE FOLLOWING RECEIVED PAYMENTS FROM A NON-QUALIFIED RETIREMENT PLAN AARON REYNOLDS $16,230 CHARLES J FAZIO $37,084 GLENN E ANDIS $40,776 ROBERT LONGENDYKE $33,416 DEBBY S KNUTSON $19,828 THE FOLLOWING PARTICIPATED IN, BUT DID NOT RECEIVE A PAYMENT, FROM A SUPPLEMENT NONQUALIFIED RETIREMENT PLAN FROM MEDICA HEALTH PLANS, A RELATED ORGANIZATION DAVID TILFORD JIM JACOBSON TOM L HENKE JANA L JOHNSON GERLAD FILLER SIMEON SCHINDELMAN THEODORE J LOFTNESS MARK L BAIRD RICHARD H SYKORA JOHN CHOMEAU
	Part I, Line 6	MANAGEMENT INCENTIVE COMPENSATION INCLUDES COMPONETS RELATED TO THE ORGANIZATIONS OPERATING EARNINGS

Additional Data

Return to Form

Software ID:
Software Version:
EIN: 41-1242261
Name: MEDICA HEALTH PLANS

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				
Tilford David	(I)	744,195	465,043	21,580	116,762	13,232	1,360,812	0
	(II)	0	0	0	0	0	0	0
Reynolds Aaron	(I)	434,370	237,954	70,621	61,070	15,908	819,923	0
	(II)	0	0	0	0	0	0	0
jacobson James P	(I)	258,763	102,406	19,186	33,298	13,830	427,483	0
	(II)	0	0	0	0	0	0	0
Henke Tom L	(I)	290,748	119,588	19,608	42,344	15,198	487,486	0
	(II)	0	0	0	0	0	0	0
Johnson Jana L	(I)	265,393	303,200	19,902	55,201	14,328	658,024	0
	(II)	0	0	0	0	0	0	0
Andis Glenn E	(I)	268,249	147,488	116,943	41,338	15,450	589,468	0
	(II)	0	0	0	0	0	0	0
Longendyke Robert	(I)	258,631	104,155	99,388	33,734	15,322	511,230	0
	(II)	0	0	0	0	0	0	0
fazio charles j	(I)	322,169	172,162	128,497	44,893	15,089	682,810	0
	(II)	0	0	0	0	0	0	0
Knutson Debby S	(I)	249,899	98,899	77,339	31,434	11,252	468,823	0
	(II)	0	0	0	0	0	0	0
filler gerald	(I)	257,805	48,626	18,336	27,139	10,963	362,869	0
	(II)	0	0	0	0	0	0	0
schindelman simeon	(I)	189,155	75,000	17,641	20,089	7,817	309,702	0
	(II)	0	0	0	0	0	0	0
loftness theodore j	(I)	259,128	105,700	20,904	36,047	13,898	435,677	0
	(II)	0	0	0	0	0	0	0
baird mark l	(I)	256,645	102,413	19,626	32,110	15,165	425,959	0
	(II)	0	0	0	0	0	0	0
Lacher Robert	(I)	142,599	0	176,822	17,763	14,750	351,934	0
	(II)	0	0	0	0	0	0	0
Sykora Richard H	(I)	227,215	66,032	20,085	29,658	14,000	356,990	0
	(II)	0	0	0	0	0	0	0
chomeau john	(I)	232,415	40,000	18,733	23,909	15,367	330,424	0
	(II)	0	0	0	0	0	0	0

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493319018190

SCHEDULE O (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

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

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
MEDICA HEALTH PLANS

Employer identification number
41-1242261

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 6		Members exist within Medica Health Plans as members covered under regulated insurance plans
Form 990, Part VI, Section A, line 7a		The membership of Medica Health Plans elects the consumer board members
Form 990, Part VI, Section B, line 11		Medica's tax advisors complete the return, Medica's Controller and Director of Treasury review the return before it is signed by the CFO A copy will be provided to the board of directors prior to filing Form 990 with the IRS
Form 990, Part VI, Section B, line 12c		Annually all employees of Medica Health Plans and directors of all Medica entities complete a conflict of interest disclosure and are required to review the current policy All potential conflicts are reviewed by legal/compliance
Form 990, Part VI, Section B, line 15		The board's Personnel and Compensation committee reviews and obtains the Board's approval of the total compensation for the President/CEO and reviews and approves the total compensation recommendations made by the CEO for the Executive and Senior Vice Presidents, Reviews all officer compensation and performance goals approved by the CEO annually The Personnel and Compensation Committee also Reviews and recommends to the Board, officer and non-officer compensation guidelines for the Company and its subsidiaries periodically reviewing market data to assess the Company's competitive position Process outside the Charter The Personnel and Compensation Committee works with an outside consultant in reviewing market competitive data that aids in setting the compensation for the officers and key employees
Form 990, Part VI, Section C, line 19		Medica does not consider its Conflict of Interest Policy to be a confidential or proprietary document Therefore, Medica would make this Policy available to anyone who requests it Certain of the Medica entities are required to file annual financial statements with the regulators Medica considers financial statements that are filed with the regulators to be public documents ARTICLES AND BYLAWS, CONFLICT OF INTEREST POLICY, AND FORM 990S ARE AVAILABLE UPON REQUEST

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493319018190

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
MEDICA HEALTH PLANS

Employer identification number
41-1242261

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity
Medica Foundation 401 Carlson Parkway Minnetonka, MN 55305 41-1812461	Foundation	MN	501(c)(3)	509(A)(3) II	Medica Holding Company
Medica Health Plans of Wisconsin 401 Carlson Parkway minnetonka, MN 55305 41-1843804	Health Coverage	MN	501(c)(4)		Medica Holding Company
Medica Holding Company 401 Carlson Parkway minnetonka, MN 55305 01-0571840	Holding Company/No Activity	MN	501(c)(4)		N/A
MEDICA RESEARCH FOUNDATION DBA MEDICA RESEARCH INSTITUTE 401 Carlson Parkway Minnetonka, MN 55305 27-0600894	RESEARCH FOUNDATION	MN	501(c)(3)	509(A)(3) I	Medica Holding Company

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? Yes	(h) No	(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) 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
Medica Insurance Company 401 Carlson Parkway Minnetonka, MN55305 41-1490988	Health Insurance	MN	Medica Affiliated Services	C			
Medica Self-Insured 401 Carlson Parkway Minnetonka, MN55305 41-1479417	Third Party Administrator	MN	Medica Affiliated Services	C			
Medica Affiliated Services 401 Carlson Parkway Minnetonka, MN55305 41-1716415	Holding Company	MN	Medica Holding Company	C			
Medica Health Management 401 Carlson Parkway Minnetonka, MN55305 20-8005519	Health Management	MN	Medica Affiliated Services	C			

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

			Yes	No
Note. Complete line 1 if any entity is listed in Parts II, III or IV				
1 During the tax year, did the orgranization 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**		**Yes**	
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**		**Yes**	
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) See Additional Data Table			
(2)			
(3)			
(4)			
(5)			
(6)			

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? Yes	(d) No	(e) Share of end-of-year assets	(f) Disproprtionate allocations? Yes	(f) No	(g) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner? Yes	(h) No

Additional Data

Return to Form

Software ID:
Software Version:
EIN: 41-1242261
Name: MEDICA HEALTH PLANS

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

	(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount Involved ($)
(1)	Medica Insurance Company	A	3,000,000
(2)	Medica Foundation	B	5,000,000
(3)	Medica Insurance Company	K	116,788,336
(4)	Medica Self Insured	K	69,756,922
(5)	Medica Research Institute	K	69,230
(6)	Medica Foundation	M	110,918
(7)	Medica Health Management	M	5,783,262
(8)	Medica Foundation	N	161,301
(9)	Medica Health Management	N	5,589,140
(10)	Medica Insurance Company	P	1,439,598
(11)	Medica Health Management	L	6,053,669