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Check if Schedule O contains a response to any question in this Part III ☒














**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

[illegible][illegible]

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

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 (see instruction)? . . . . .	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 <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II . . . . .	4	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? 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 If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.  . . . . .	11a	Yes
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII.  . . . . .	11b	Yes
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII.  . . . . .	11c	No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX.  . . . . .	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.  . . . . .	11e	Yes
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X.  . . . . .	11f	Yes
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII  . . . . .	12a	No
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional  . . . . .	12b	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
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, Parts I and IV . . . . .	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, Parts II and IV . . . . .	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, Parts III and IV . . . . .	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 (see instructions) . . . . .	17	No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? 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
20a Did the organization operate one or more hospitals? If "Yes," complete Schedule H . . . . .	20a	No
b If "Yes" to line 20a, did the organization attach its audited financial statement to this return? <b>Note.</b> Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions) . . . . .	20b	

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II . . . . .</i>	21		No
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III . . . . .</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J . . . . .</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b–24d and complete Schedule K. If "No," go to line 25 . . . . .</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . .	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . .	24d		
25a	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> 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 (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV . . . . .</i>	28c	Yes	
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M . . . . .</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M . . . . .</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I . . . . .</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II . . . . .</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I . . . . .</i>	33		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)? . . . . .	35	Yes	
a	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2 . . . . .</i> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
36	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2 . . . . .</i>	36		
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI . . . . .</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O . . . . .	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance				
Check if Schedule O contains a response to any question in this Part V <input type="checkbox"/>				
			Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a	7,877	
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		
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return.	2a	667	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b		Yes
<b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).				
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a		Yes
b	If "Yes," has it filed a Form 990-T for this year? 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 instructions for 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?	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		
<b>7 Organizations that may receive deductible contributions under section 170(c).</b>				
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a		No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		No
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7d		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		No
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		No
<b>8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> 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				
<b>9 Sponsoring organizations maintaining donor advised funds.</b>				
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		
<b>10 Section 501(c)(7) organizations.</b> 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		
<b>11 Section 501(c)(12) organizations.</b> 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		
<b>12a Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?				
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b		
<b>13 Section 501(c)(29) qualified nonprofit health insurance issuers.</b>				
a	Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O.	13a		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b		
c	Enter the amount of reserves on hand.	13c		
<b>14a</b> Did the organization receive any payments for indoor tanning services during the tax year?				
14a				
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b		No

Part VI

**Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.  
Check if Schedule O contains a response to any question in this Part VI ☒

Section A. Governing Body and Management			Yes	No
<b>1a</b>	Enter the number of voting members of the governing body at the end of the tax year . . . . .	<b>1a</b> 17		
<b>b</b>	Enter the number of voting members included in line 1a, above, who are independent . . . . .	<b>1b</b> 15		
<b>2</b>	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? . . . . .	<b>2</b>	Yes	
<b>3</b>	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? . . . . .	<b>3</b>		No
<b>4</b>	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? . . . . .	<b>4</b>		No
<b>5</b>	Did the organization become aware during the year of a significant diversion of the organization's assets? . . . . .	<b>5</b>		No
<b>6</b>	Does the organization have members or stockholders? . . . . .	<b>6</b>	Yes	
<b>7a</b>	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? . . . . .	<b>7a</b>	Yes	
<b>b</b>	Are any decisions of the governing body subject to approval by members, stockholders, or other persons? . . . . .	<b>7b</b>	Yes	
<b>8</b>	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following . . . . .			
<b>a</b>	The governing body? . . . . .	<b>8a</b>	Yes	
<b>b</b>	Each committee with authority to act on behalf of the governing body? . . . . .	<b>8b</b>	Yes	
<b>9</b>	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 . . . . .	<b>9</b>		No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)			Yes	No
<b>10a</b>	Does the organization have local chapters, branches, or affiliates? . . . . .	<b>10a</b>		No
<b>b</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? . . . . .	<b>10b</b>		
<b>11a</b>	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form? . . . . .	<b>11a</b>	Yes	
<b>b</b>	Describe in Schedule O the process, if any, used by the organization to review this Form 990 . . . . .			
<b>12a</b>	Does the organization have a written conflict of interest policy? <i>If "No," go to line 13</i> . . . . .	<b>12a</b>	Yes	
<b>b</b>	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? . . . . .	<b>12b</b>	Yes	
<b>c</b>	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done . . . . .	<b>12c</b>	Yes	
<b>13</b>	Does the organization have a written whistleblower policy? . . . . .	<b>13</b>	Yes	
<b>14</b>	Does the organization have a written document retention and destruction policy? . . . . .	<b>14</b>	Yes	
<b>15</b>	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? . . . . .			
<b>a</b>	The organization's CEO, Executive Director, or top management official . . . . .	<b>15a</b>	Yes	
<b>b</b>	Other officers or key employees of the organization . . . . . If "Yes" to line 15a or 15b, describe the process in Schedule O (See instructions) . . . . .	<b>15b</b>	Yes	
<b>16a</b>	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? . . . . .	<b>16a</b>		No
<b>b</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? . . . . .	<b>16b</b>		

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

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

Check if Schedule O contains a response to any question in this Part VII . . . . . ☐

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

**1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, 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, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

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

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

[illegible]



## Part VII

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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 Additional Data Table										
<b>1b Sub-Total</b>										
<b>c Total from continuation sheets to Part VII, Section A</b>										
<b>d Total (add lines 1b and 1c)</b>								3,850,722	3,869,284	743,021

**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 ►111

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

## **Section B. Independent Contractors**

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

(A) Name and business address	(B) Description of services	(C) Compensation
Accenture LLP PO Box 70629 Chicago, IL 60673	Software support & consulting	8,473,665
Patricia N Harrison 24416 Crocker Blvd Clinton Twp, MI 48036	Advertising	6,711,710
Brian Unlimited Distribution Company 13700 Oakland Ave Highland Park, MI 48203	Billing & documentation services	2,978,350
Logicalis Integration Solutions 34505 W Twelve Mile Rd Suite 210 Farmington Hills, MI 48331	Software support & consulting	1,216,443
Michael Flora & Associates 222 Main Street Rochester, MI 48307	Advertising	1,142,148
<b>2</b> Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization <b>73</b>		

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	2a	Business Code						1,726,430,562
		Health Care Premiums 524114							
b									
c									
d									
e									
f		All other program service revenue							
g		Total. Add lines 2a-2f . . . . .			1,726,430,562				
Other Revenue		3	Investment income (including dividends, interest and other similar amounts) . . . . .			3,771,086			
	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							
		179,142,634 69,050							
		175,158,856 63,042							
	b	Less cost or other basis and sales expenses							
	c	Gain or (loss) 3,983,778 6,008							
	d	Net gain or (loss) . . . . .			3,989,786			3,989,786	
	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 . . . . .							
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	49,738	49,738			
11a	Miscellaneous revenue 524298								
b	Unrelated revenue from 541900			12,405					12,405
c									
d	All other revenue . . . . .								
e	Total. Add lines 11a-11d . . . . .			62,143					
12	Total revenue. See Instructions . . . . .			1,734,253,577	1,726,480,300	12,405	7,760,872		

Part IX

Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the U S See Part IV, line 21				
2	Grants and other assistance to individuals in the U S See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
4	Benefits paid to or for members	1,591,824,877	1,591,824,877		
5	Compensation of current officers, directors, trustees, and key employees . . . . .	2,703,101	1,786,169	916,932	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . .	231,455		231,455	
7	Other salaries and wages	49,166,776	44,787,930	4,378,846	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . . . .	6,164,827	5,366,527	798,300	
9	Other employee benefits . . . . .	6,333,794	5,513,614	820,180	
10	Payroll taxes . . . . .	3,539,600	3,081,248	458,352	
a	Fees for services (non-employees) Management . . . . .				
b	Legal . . . . .	184,166		184,166	
c	Accounting . . . . .	206,508		206,508	
d	Lobbying . . . . .				
e	Professional fundraising services See Part IV, line 17 . . . . .				
f	Investment management fees . . . . .	423,555		423,555	
g	Other . . . . .	1,142,148	1,142,148		
12	Advertising and promotion . . . . .	14,215,265	14,208,177	7,088	
13	Office expenses . . . . .	4,589,213	4,566,009	23,204	
14	Information technology . . . . .	10,436,647	10,435,620	1,027	
15	Royalties . . . . .				
16	Occupancy . . . . .	1,985,963	1,515,283	470,680	
17	Travel . . . . .	344,307	279,570	64,737	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .				
19	Conferences, conventions, and meetings . . . . .	123,734	95,090	28,644	
20	Interest . . . . .	41,448		41,448	
21	Payments to affiliates . . . . .				
22	Depreciation, depletion, and amortization . . . . .	7,460,381	6,216,641	1,243,740	
23	Insurance . . . . .				
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O )				
a	Miscellaneous	9,535,880	4,452,974	5,082,906	
b					
c					
d					
e					
f	All other expenses				
25	Total functional expenses. Add lines 1 through 24f	1,710,653,645	1,695,271,877	15,381,768	0
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) 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 . . . . .			7,922,056	1	2,848,752
	2	Savings and temporary cash investments . . . . .			246,203,713	2	184,941,382
	3	Pledges and grants receivable, net . . . . .				3	
	4	Accounts receivable, net . . . . .			28,257,148	4	39,670,999
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees <i>Complete Part II of Schedule L</i> . . . . .				5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers, and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) <i>Schedule L</i> . . . . .				6	
	7	Notes and loans receivable, net . . . . .				7	
	8	Inventories for sale or use . . . . .				8	
	9	Prepaid expenses and deferred charges . . . . .			1,922,265	9	2,779,652
	10a	Land, buildings, and equipment <i>cost or other basis Complete Part VI of Schedule D</i> . . . . .	10a	77,263,167			
	b	Less accumulated depreciation . . . . .	10b	57,983,233	19,220,682	10c	19,279,934
	11	Investments—publicly traded securities . . . . .			96,179,230	11	192,163,480
	12	Investments—other securities <i>See Part IV, line 11</i> . . . . .			23,898,537	12	26,063,507
	13	Investments—program-related <i>See Part IV, line 11</i> . . . . .				13	
	14	Intangible assets . . . . .				14	
	15	Other assets <i>See Part IV, line 11</i> . . . . .			3,796,212	15	3,796,212
	16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .			427,399,843	16	471,543,918
Liabilities	17	Accounts payable and accrued expenses . . . . .			15,833,440	17	24,875,701
	18	Grants payable . . . . .				18	
	19	Deferred revenue . . . . .			13,459,692	19	14,931,635
	20	Tax-exempt bond liabilities . . . . .				20	
	21	Escrow or custodial account liability <i>Complete Part IV of Schedule D</i> . . . . .				21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons <i>Complete Part II of Schedule L</i> . . . . .				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 <i>Complete Part X of Schedule D</i> . . . . .			144,651,435	25	150,291,050
	26	<b>Total liabilities.</b> Add lines 17 through 25 . . . . .			173,944,567	26	190,098,386
Net Assets or Fund Balances	<b>Organizations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>						
	27	Unrestricted net assets . . . . .			253,455,276	27	281,445,532
	28	Temporarily restricted net assets . . . . .				28	
	29	Permanently restricted net assets . . . . .				29	
	<b>Organizations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>						
	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 . . . . .			253,455,276	33	281,445,532
	34	Total liabilities and net assets/fund balances . . . . .			427,399,843	34	471,543,918

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,734,253,577
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,710,653,645
3	Revenue less expenses Subtract line 2 from line 1	3	23,599,932
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	253,455,276
5	Other changes in net assets or fund balances (explain in Schedule O)	5	4,390,324
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	281,445,532

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		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 separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Additional Data

Software ID:

Software Version:

EIN: 38-2242827

Name: HEALTH ALLIANCE PLAN OF MICHIGAN

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Susan Wells Director	1 00	X						0	0	0
Jethro Joseph Director	1 00	X						0	0	0
John T Gargaro Director	1 00	X						0	0	0
Marvin Beatty Director	1 00	X						0	0	0
William L Peirce Director	1 00	X						0	0	0
Linda Ewing Director	1 00	X						0	0	0
Lauren B Foster CPA Director	1 00	X						0	0	0
Karen A Wezner Director	1 00	X						0	0	50
Catherine A Roberts Director	1 00	X						0	0	0
Richard M Popp Director	1 00	X						0	0	0
Robin Scales-Wooten Director	1 00	X						0	0	0
Jack Martin Director	1 00	X						0	0	0
Rebecca R Smith Director	1 00	X						0	0	0
Nancy Schlichting Director	10 00	X						0	2,081,443	34,606
William A Conway MD Director	10 00	X						0	474,070	52,259
N Charles Anderson Chairperson	1 00	X		X				0	0	0
William R Alvin President & CEO	50 00	X		X				0	614,582	92,955
Cindy Bala-Brusilow Director	1 00	X						0	0	0
Ronald W Berry Treasurer	50 00			X				386,168	0	40,381
Maurice McMurray Secretary	50 00			X				296,043	0	64,907
Irita Matthews Assistant Secretary	50 00			X				108,862	0	20,571
David Scott Chief Operating Officer	50 00				X			191,562	0	5,821
Christopher Pike Sr VP & Chief Information Officer	50 00				X			215,808	0	25,012
Randy Walker Sr VP Health Care Manageme	50 00				X			224,878	235,595	38,452
Donald Hirt Jr Sr VP Planning & Mktg Stra	50 00				X			245,682	0	59,722

**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			
Mary Beth Bolton Sr Vice President	50 00				X			285,002	0	42,235
H Michael Flasch VP Corporate Initiatives	50 00				X			238,248	0	51,454
Mary Ann Tournoux Sr VP & Chief Marketing Officer	50 00				X			156,854	0	5,389
Balakrishna Pai Sr Medical Director	50 00					X		283,907	0	54,352
Ibrahim Mumtaz Sr Medical Director	50 00					X		278,059	0	40,979
Jon Clement VP Finance	50 00					X		236,371	0	45,947
Karen Wintringham VP Medicare Advantage Prog	50 00					X		234,254	0	45,048
John Loomis Specialist, Financial Recoveries	50 00					X		237,569	0	21,243
Donald Davis Jr Former Sr VP Human Resources							X	231,455	0	0
Francine Parker Former President & CEO							X	0	463,594	1,638

SCHEDULE D  
(Form 990)

Supplemental Financial Statements

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

OMB No 1545-0047

2010

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

Name of the organization  
HEALTH ALLIANCE PLAN OF MICHIGAN

Employer identification number  
38-2242827

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

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	

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

1

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

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

☐ Preservation of an historically importantly land area

☐ Protection of natural habitat

☐ Preservation of a certified historic structure

☐ Preservation of open space

2

Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

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

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) 2010



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 . . . . .

(ii)

related organizations . . . . .

b

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

	Yes	No
3a(i)		
3a(ii)		
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 . . . . .		380,336		380,336
b Buildings . . . . .		4,901,920	2,885,328	2,016,592
c Leasehold improvements . . . . .		7,824,624	5,789,876	2,034,748
d Equipment . . . . .		21,941,284	18,779,378	3,161,906
e Other . . . . .		42,215,003	30,528,651	11,686,352
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) . . . . . ▶				19,279,934



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	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	
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	0
9	Total adjustments (net) Add lines 4 - 8	9	
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	

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	
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	
3	Subtract line 2e from line 1 . . . . .	3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	4a	
b	Other (Describe in Part XIV) . . . . .	4b	
c	Add lines 4a and 4b . . . . .	4c	
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12 ) . . . . .	5	

Part XIII

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

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

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 FIN 48 Disclosure HAP adopted the provisions of Financial Accounting Standards Board (FASB) Interpretation 48, Accounting for Uncertainty in Income Taxes (FIN 48)- an interpretation of FASB Statement No 109 effective January 1, 2008. Any differences between the amounts recognized in the statements of financial position prior to the adoption of FIN No 48 and the amounts reported after adoption are generally accounted for as a cumulative effect adjustment recorded to the beginning balance of HAP's reserves. HAP adopted the provisions of FIN No 48 effective January 1, 2008, and its adoption did not have a material impact on HAP's consolidated financial statements.

Schedule J  
(Form 990)

Compensation Information

OMB No 1545-0047

2010

Open to Public Inspection

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

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

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization  
HEALTH ALLIANCE PLAN OF MICHIGAN

Employer identification number  
  
38-2242827

Part I

Questions Regarding Compensation

	Yes	No
<div><div>1a</div><div>Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items</div><div><div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Travel for companions</div><div><input checked="" type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Discretionary spending account</div></div><div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div></div></div>		
<div><div>1b</div><div>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</div></div>	Yes	
<div><div>2</div><div>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?</div></div>	Yes	
<div><div>3</div><div>Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply</div><div><div><div><input checked="" type="checkbox"/> Compensation committee</div><div><input checked="" type="checkbox"/> Independent compensation consultant</div><div><input type="checkbox"/> Form 990 of other organizations</div></div><div><div><input checked="" type="checkbox"/> Written employment contract</div><div><input checked="" type="checkbox"/> Compensation survey or study</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div></div></div>		
<div><div>4</div><div>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</div></div>		
<div><div>a</div><div>Receive a severance payment or change-of-control payment from the organization or a related organization?</div></div>	Yes	
<div><div>b</div><div>Participate in, or receive payment from, a supplemental nonqualified retirement plan?</div></div>	Yes	
<div><div>c</div><div>Participate in, or receive payment from, an equity-based compensation arrangement?</div></div> <div>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III</div>		No
<div><div></div><div>Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.</div></div>		
<div><div>5</div><div>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</div></div>		
<div><div>a</div><div>The organization?</div></div>		No
<div><div>b</div><div>Any related organization?</div></div> <div>If "Yes," to line 5a or 5b, describe in Part III</div>		No
<div><div>6</div><div>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</div></div>		
<div><div>a</div><div>The organization?</div></div>		No
<div><div>b</div><div>Any related organization?</div></div> <div>If "Yes," to line 6a or 6b, describe in Part III</div>		No
<div><div>7</div><div>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</div></div>		No
<div><div>8</div><div>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</div></div>		No
<div><div>9</div><div>If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?</div></div>		

**Part II** **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported 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				
See Additional Data Table								
( 2 )								
( 3 )								
( 4 )								
( 5 )								
( 6 )								
( 7 )								
( 8 )								
( 9 )								
( 10 )								
( 11 )								
( 12 )								
( 13 )								
( 14 )								
( 15 )								
( 16 )								

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
	Part I, Line 1a	Tax indemnification and gross-up payments. The organization offers a Supplemental Executive Retirement Program for a limited number of employees. The employees that receive this taxable benefit include 1 officer and 1 key employee. In addition, 1 Director received taxable income on travel and entertainment expenses paid by the organization associated with her attendance at a Board of Directors retreat. In addition, 2 key employees received gross-up payments related to re-location costs; these amounts were included in their taxable wages. Part I - 4a Francine Parker \$463,594 Donald Davis 230,560 Mary Beth Bolton, M.D. 75,768 4b Ronald Berry (vested) \$ 16,231 Randy Walker (vested) 162,192

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

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
Nancy Schlichting	(i)	0	0	0	0	0	0	0
	(ii)	1,201,258	455,663	424,522	19,647	14,959	2,116,049	0
William A Conway MD	(i)	0	0	0	0	0	0	0
	(ii)	451,443	0	22,627	22,097	30,162	526,329	0
William R Alvin	(i)	0	0	0	0	0	0	0
	(ii)	466,597	120,625	27,360	81,451	11,504	707,537	0
Ronald W Berry	(i)	351,727	0	34,441	21,240	19,141	426,549	0
	(ii)	0	0	0	0	0	0	0
Maurice McMurray	(i)	266,986	0	29,057	49,327	15,580	360,950	0
	(ii)	0	0	0	0	0	0	0
David Scott	(i)	141,485	13,750	36,327	338	5,483	197,383	0
	(ii)	0	0	0	0	0	0	0
Christopher Pike	(i)	214,815	0	993	9,923	15,089	240,820	0
	(ii)	0	0	0	0	0	0	0
Randy Walker	(i)	56,923	0	167,955	14,312	3,284	242,474	0
	(ii)	233,170	0	2,425	6,961	13,895	256,451	0
Donald Hirt Jr	(i)	242,085	0	3,597	40,144	19,578	305,404	0
	(ii)	0	0	0	0	0	0	0
Mary Beth Bolton	(i)	200,804	0	84,198	28,684	13,551	327,237	0
	(ii)	0	0	0	0	0	0	0
H Michael Flasch	(i)	213,036	0	25,212	34,911	16,543	289,702	0
	(ii)	0	0	0	0	0	0	0
Mary Ann Tournoux	(i)	132,024	17,852	6,978	275	5,114	162,243	0
	(ii)	0	0	0	0	0	0	0
Balakrishna Pai	(i)	244,973	0	38,934	40,099	14,253	338,259	0
	(ii)	0	0	0	0	0	0	0
Ibrahim Mumtaz	(i)	254,587	0	23,472	23,238	17,741	319,038	0
	(ii)	0	0	0	0	0	0	0
Jon Clement	(i)	233,021	0	3,350	35,415	10,532	282,318	0
	(ii)	0	0	0	0	0	0	0
Karen Wintringham	(i)	232,061	0	2,193	28,062	16,986	279,302	0
	(ii)	0	0	0	0	0	0	0
John Loomis	(i)	236,410	0	1,159	19,991	1,252	258,812	0
	(ii)	0	0	0	0	0	0	0
Donald Davis Jr	(i)	0	0	231,455	0	0	231,455	0
	(ii)	0	0	0	0	0	0	0
Francine Parker	(i)	0	0	0	0	0	0	0
	(ii)	0	0	463,594	0	1,638	465,232	0

Schedule L  
(Form 990 or 990-EZ)

Transactions with Interested Persons

OMB No 1545-0047

2010

Open to Public Inspection

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

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

Name of the organization  
HEALTH ALLIANCE PLAN OF MICHIGAN

Employer identification number  
38-2242827

Part I Excess Benefit Transactions (section 501(c)(3) and section 501 (c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 . . . . . ▶ \$

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . . . ▶ \$

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

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

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

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



**Part IV**

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) Walgreens	Board Member/Board Member	23,637,577	Pharmacy Claim Payments		No
(2) United Auto Workers	Officer/Former Officer	167,740,244	Premium Payments for Ford Motor Co ,General Motors, & Chrysler VEBA Plans		No
(3) Detroit Urban League	Board Member/Treasurer	261,357	Premium Payments & Sponsorships for the Detroit Urban League		No

**Part V**

**Supplemental Information**  
Complete this part to provide additional information for responses to questions on Schedule L (see instructions)

Identifier	Return Reference	Explanation
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SCHEDULE O

(Form 990 or 990-EZ)

Department of the Treasury

Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization

HEALTH ALLIANCE PLAN OF MICHIGAN

Employer identification number

38-2242827

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 2		A business relationship exists between Ronald W. Berry, Senior Vice President and CFO of Health Alliance Plan of Michigan and N. Charles Anderson, CEO Detroit Urban League. Ronald Berry is a member and officer (Treasurer) of the Board of the Detroit Urban League and N. Charles Anderson is a member and Chairman of the Board of Health Alliance Plan of Michigan. Nancy Schlichting, President & CEO of Henry Ford Health System serves on the HAP Board of Directors. Dr. William Conway, Chief Medical Officer of Henry Ford Health System also serves on the HAP Board of Directors as a non-voting member.

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 6		HAP is a nonprofit member corporation. The responsibility for the overall governance of the corporation is shared between the Member and the Board of Directors. HAP's sole member is Henry Ford Health System, a 501(c)(3) corporation. The President and CEO of Henry Ford Health System serves on the HAP Board of Directors. The President and CEO of HAP, who is also an employee of HFHS, serves on the HAP Board of Directors.

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 7a		The HAP Board of Directors is comprised of eighteen Directors. Two Directors are ex officio Directors: President and CEO of the Member and the President and CEO of HAP (also an employee of the Member). Six Directors are elected by the subscribers of HAP. Nine Directors are appointed by the Member's Board of Trustees. The President of HAP may appoint a Quality Officer from HFHS. As indicated above, the Henry Ford Health System may remove the President and CEO of HAP, and may remove any of the appointed Directors, with the input of the HAP Board of Directors. The Member approves the recommendations of the HAP Board of Directors regarding the appointment/removal of the HAP President and CEO, amendments to the articles of incorporation and by-laws, the budget, mergers and acquisitions, potential Directors.

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 7b		The Member has the following reserved powers under the HAP By-laws: A. Appoint Chairperson of the HAP Board of Directors. B. Adopt agreement of merger or consolidation, or approve sale, lease or exchange of Corporation's property and assets. C. Approve the transfer of assets to other organizations or individuals if sum exceeds 5% of Corporation's total assets. D. Admit person/entity as new Member or terminate Member's membership. E. Amend HAP By-laws. F. Appoint/remove President of Corporation. G. Dissolve Corporation or revoke dissolution of Corporation. H. Approve capital and operating budgets.

Identifier	Return Reference	Explanation
Form 990, Part VI, Section B, line 11		The process the organization uses to review Form 990 prior to filing with the IRS. Prior to submission of the IRS Form 990, Health Alliance Plan provided the Form 990 to the Finance Committee of the HAP Board of Directors for their review. All the voting members of the Board received a complete copy of the Form 990 prior to its filing and received a written report from the Finance Committee on the results of the committee's review of the Form 990 at the October Board meeting.

Identifier	Return Reference	Explanation
	Form 990, Part VI, Section B, line 12c	The process for regularly and consistently monitoring and enforcing compliance with the conflict of interest policy for all directors, officers and key employees. HAP has a robust compliance program. The program requires all employees and directors to complete a conflict of interest document. The documents are reviewed and maintained by the Compliance Officer. In addition, HAP is required to submit Board disclosure statements to the Michigan Office of Finance and Insurance Regulations. Thus, on an annual basis, all Directors, Officers, and key employees, and others subject to IRS Form 990 reporting will be requested to complete the Conflict of Interest Questionnaire. In addition, they will be provided a copy of the policy. The Compliance Officer tracks receipt of the Conflict of Interest Questionnaire and follows-up on any identified conflicts. All conflicts are reported to the HAP Board of Directors' Audit Committee, and the President and CEO for review and resolution. All Directors, Officers, and key employees are required, under the policy, to report to the Compliance Officer any conflicts that may arise during the year.

Identifier	Return Reference	Explanation
	Form 990, Part VI, Section B, line 15	<p>The process for determining compensation for CEO, Officers and Key Employees HAP's process for determining executive compensation is designed to meet the requirements for rebuttable presumption of reasonableness under Section 4958 The process includes review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision CEO compensation is based upon market research data and performance as reviewed by HAP's sole member, Henry Ford Health System's Board of Trustees HAP compared compensation of the CEO, other officers, and key employees to other HMOs in the surrounding local area with the same or similar title and documented the decisions on compensation in the board minutes In addition, individuals were not present when their own compensation was decided The Board of Trustees' Compensation Committee and the HFHS President and CEO are responsible for assuring that the CEO compensation is competitive, using comparative data from the local market place, meets the guidelines of HFHS's compensation philosophy, and is not deemed excess compensation The performance evaluation and compensation are also reviewed by HAP's Compensation Committee The Treasurer and Secretary's compensation are based upon market research data and performance as reviewed by the HAP Compensation Committee and approved by the HAP Executive Committee The market research data is prepared and presented by an outside consulting firm The HAP Compensation and Executive Committees are responsible for assuring that the Officers' compensation is competitive, meets the guidelines under the HAP Compensation Philosophy, is not excess compensation, and is aligned within their respective pay grades Key Employees compensation is based upon their pay grade, performance, and the HAP Compensation Philosophy The performance is evaluated by the immediate supervisor and any increase is based upon the salary increase range approved by the HAP Compensation Committee These activities are coordinated by the HAP Human Resources department</p>



Identifier	Return Reference	Explanation
	Form 990, Part VI, Section C, line 19	<p>The process of making governing documents, conflict of interest policy and financial statements available to the public HAP is committed to the idea of transparency Therefore, HAP consistently and regularly discloses most information to our providers, consumers, and employer groups HAP's governing documents and conflict of interest policy are available on the internet HAP Bylaws, Articles of Incorporation, and financial statements are submitted to the Michigan Office of Financial and Insurance Regulations They are available to the public through a Freedom of Information Act request to this agency In addition, HAP will provide its Form 990 to anyone who requests to view it or to receive a copy of the Form 990 The Form 990 is also available for viewing on the following website <a href="http://www.guidestar.org">www.guidestar.org</a> Part XI-Reconciliation of Net Assets Line 5 - Other Changes in net assets or fund balances Alliance Health &amp; Life Insurance Co Net Income \$1,265,261 HAP Preferred Net Income 1,140,083 Net unrealized gains(losses) on investments 3,067,150 HAP Pension Adjustment (829,391) HAP Preferred Pension Adjustment ( 75,782) Transfer of Equity from CuraNet, LLC (164,592) Unrelated Income from Joint Ventures ( 12,405) Total Adjustments 4,390,324 SCHEDULE R, PART V, LINE 1D &amp; 1E The organization is a member of the Henry Ford Health System Obligated Group Members of the Obligated Group are jointly and severally liable for outstanding obligations issued under the Bond Master Indenture SCHEDULE R, PART V, LINE 2, COL C All transactions involved cash transfers at the time of services rendered or received Therefore, the cash value at the time of the transactions is considered the fair market value</p>

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

2010

Open to Public Inspection

Name of the organization  
HEALTH ALLIANCE PLAN OF MICHIGAN

Employer identification number  
38-2242827

Part I

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

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

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	(g) Section 512(b)(13) controlled organization	
						Yes	No
See Additional Data Table							

Part III

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) Shaped Beam Surgery LLC  One Ford Place Detroit, MI48202 38-3570453	Operate Radiosurgery Clinic	MI	Henry Ford Health System	Related				No			No	
(2) Northwest Detroit Dialysis  30100 Telegraph Bingham Farms, MI48025 38-3232668	Operate Dialysis Clinic	MI	Henry Ford Health System	Related				No			No	
(3) GAM Renal LTD (Dialysis Partners of NW Ohio)  30100 Telegraph Bingham Farms, MI48025 34-1877956	Operate Dialysis Clinic	OH	Henry Ford Health System	Related				No			No	
(4) Macomb Regional Dialysis Centers  16151 Nineteen Mile Rd Clinton Township, MI48038 26-0423581	Operate Dialysis Clinic	MI	Henry Ford Health System	Related				No			No	

Part IV

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

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

Part V

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

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

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity

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

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

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

e Loans or loan guarantees by other organization(s)

f Sale of assets to other organization(s)

g Purchase of assets from other organization(s)

h Exchange of assets

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

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

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

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

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

n Sharing of paid employees

o Reimbursement paid to other organization for expenses

p Reimbursement paid by other organization for expenses

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

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

1a

No

1b

No

1c

No

1d

No

1e

No

1f

No

1g

No

1h

No

1i

No

1j

No

1k

Yes

1l

Yes

1m

Yes

1n

No

1o

Yes

1p

Yes

1q

No

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	(d) Method of determining amount involved
(1)			
See Additional Data Table			
(2)			
(3)			
(4)			
(5)			
(6)			

Schedule R (Form 990) 2010

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

[illegible]

**Part VII**   **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation
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Software ID:  
Software Version:  
EIN: 38-2242827  
Name: HEALTH ALLIANCE PLAN OF MICHIGAN

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512 (b)(13) controlled organization	
						Yes	No
Henry Ford Health System  One Ford Place Detroit, MI48202 38-1357020	Healthcare Service Provider	MI	501(c)(3)	3	N/A		No
Henry Ford Macomb Hospital Corporation  One Ford Place Detroit, MI48202 38-2947657	Healthcare Service Provider	DE	501(c)(3)	3	Henry Ford Health System		No
Detroit Osteopathic Hospital Corporation  One Ford Place Detroit, MI48202 38-1368330	Healthcare Service Provider	MI	501(c)(3)	3	Henry Ford Health System		No
Henry Ford Health System Foundation  One Ford Place Detroit, MI48202 23-7383042	Supporting Organization	MI	501(c)(3)	11a-Type 1	Henry Ford Health System		No
Henry Ford Wyandotte Hospital  2333 Biddle Ave Wyandotte, MI48192 38-2791823	Healthcare Service Provider	MI	501(c)(3)	3	Henry Ford Health System		No
HFHS Self Funded Liability  One Ford Place Detroit, MI48202 38-6553031	Malpractice Insurance	MI	501(c)(4)	n/a	Henry Ford Health System		No
Downriver Center for Oncology  One Ford Place Detroit, MI48202 38-3193008	Healthcare Service Provider	MI	501(c)(3)	3	Henry Ford Health System		No
Henry Ford Continuing Care  One Ford Place Detroit, MI48202 38-2433285	Nursing Homes	MI	501(c)(3)	9	Henry Ford Health System		No

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income (\$)	(g) Share of end-of-year assets (\$)	(h) Percentage ownership
Alliance Health and Life Insurance Company 2850 West Grand Boulevard Detroit, MI48202 38-3291563	Health Insurance	MI	N/A	C	1,265,261	47,079,345	100 000 %
HAP Preferred Inc 2850 West Grand Boulevard Detroit, MI48202 38-2513504	Provider Network Leasing	MI	N/A	C	1,140,083	6,658,907	100 000 %
Sha Realty Inc One Ford Place Detroit, MI48202 38-1378121	Recreational Service - Golfing	MI	Henry Ford Health System Foundation	C			
Fairlane Health Services 30100 Telegraph Bingham Farms, MI48025 38-2565235	Healthcare Management	MI	Henry Ford Health System	C			
Horizon Properties Inc One Ford Place Detroit, MI48202 38-2679527	Real Estate - Lessor Buildings	MI	Detroit Osteopathic Hospital Corp	C			
First Optometry Eye Care Centers Inc 655 W13 Mile Rd Madison Heights, MI48071 38-2299059	Franchising Eye Care Centers	MI	Henry Ford Health System	C			
First Optometry Vision Plans Inc 655 W13 Mile Rd Madison Heights, MI48071 38-2594841	Vision Care Plans	MI	Henry Ford Health System	C			
Onika Insurance Ltd One Ford Place Detroit, MI48202	Captive Insurance	CJ	Henry Ford Health System	C			



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

(a) Name of other organization		(b) Transaction type(a-r)	(c) Amount Involved (\$)	(d) Method of determining amount involved
(1)	HAP Preferred Inc	M	274,524	fair market value
(2)	HAP Preferred Inc	P	3,858,072	fair market value
(3)	Alliance Health and Life Insurance Company	P	11,616,684	fair market value
(4)	HAP Preferred Inc	O	5,889,190	fair market value
(5)	Henry Ford Health System	K	154,514,439	fair market value
(6)	Henry Ford Health System	L	554,216,376	fair market value
(7)	Henry Ford Wyandotte	L	31,256,804	fair market value
(8)	Detroit Osteopathic Hospital	L	3,274,214	fair market value
(9)	Henry Ford Macomb Hospital	L	38,758,008	fair market value
(10)	Henry Ford Health System	O	6,745,030	fair market value
(11)	Henry Ford Health System	O	2,830,436	fair market value
(12)	Henry Ford Health System	O	774,564	fair market value
(13)	Henry Ford Health System	K	3,319,836	fair market value

Form

4562

Depreciation and Amortization  
(Including Information on Listed Property)

OMB No 1545-0172

2010

Attachment  
Sequence No 67

Department of the Treasury  
Internal Revenue Service (99)

See separate instructions.

Attach to your tax return.

Name(s) shown on return HEALTH ALLIANCE PLAN OF MICHIGAN	Business or activity to which this form relates  Form 990 Page 10	Identifying number  38-2242827
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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	500,000
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	2,000,000
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
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 2009 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 2011 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	7,460,381

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 2010 . . . . .	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 2010 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 2010 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	7,460,381
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, 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 ( <b>do not</b> 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 )		
<b>Note:</b> 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 2010 tax year (see instructions)					
43 A mortization of costs that began before your 2010 tax year				43	
44 <b>Total.</b> Add amounts in column (f) See the instructions for where to report				44	