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Form 990  Department of the Treasury Internal Revenue Service	Return of Organization Exempt From Income Tax Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation) The organization may have to use a copy of this return to satisfy state reporting requirements	OMB No 1545-0047 2010 Open to Public Inspection
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A For the 2010 calendar year, or tax year beginning 01-01-2010 and ending 12-31-2010		
B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization GROUP HEALTH PLAN INC Doing Business As Number and street (or P O box if mail is not delivered to street address) Room/suite 8170 33RD AVENUE SOUTH PO BOX 1309 City or town, state or country, and ZIP + 4 MINNEAPOLIS, MN 554401309	D Employer identification number 41-0797853 E Telephone number (952) 883-6584 G Gross receipts \$ 1,324,525,638
	F Name and address of principal officer DAVE A DZIUK 8170 33RD AVENUE SOUTH PO BOX 1309 MINNEAPOLIS, MN 554401309	H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ▶
	I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀(Insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	
	J Website: ▶ WWW.HEALTHPARTNERS.COM	
	K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶	L Year of formation 1955

Part I		Summary	
Activities & Governance	1 Briefly describe the organization's mission or most significant activities SEE SCHEDULE O - EXEMPT PURPOSE AND ACHIEVEMENTS		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	5
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	4
	5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	6,110
6 Total number of volunteers (estimate if necessary)	6	226	
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0	
b Net unrelated business taxable income from Form 990-T, line 34	7b	0	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	0	0
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	852,150,789	867,899,604
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	7,743,027	7,734,557
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	241,701,731	252,597,477
		1,101,595,547	1,128,231,638
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	4,819,039	5,330,705
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	385,507,143	416,749,693
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) <input type="checkbox"/> 0		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	692,366,574	697,614,460
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	1,082,692,756	1,119,694,858
	19 Revenue less expenses Subtract line 18 from line 12	18,902,791	8,536,780
Net Assets or Fund Balances		Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)	524,243,112	583,137,785
	21 Total liabilities (Part X, line 26)	446,646,854	492,936,956
	22 Net assets or fund balances Subtract line 21 from line 20	77,596,258	90,200,829

Part II Signature Block					
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.					
Sign Here	Signature of officer			2011-11-10 Date	
	KATHLEEN M COONEY EXEC VP CAO SVP-FINANCE & CFO Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name CINDI R FULLER	Preparer's signature CINDI R FULLER	Date	Check if self-employed <input type="checkbox"/>	PTIN
	Firm's name ▶ KPMG LLP				Firm's EIN ▶
	Firm's address ▶ 4200 WELLS FARGO CTR 90 S 7TH STREE MINNEAPOLIS, MN 55402				Phone no ▶ (612) 305-5000
May the IRS discuss this return with the preparer shown above? (see instructions)					<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Part III

Statement of Program Service Accomplishments

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

1

Briefly describe the organization’s mission

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

2

Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes

☒

No

If “Yes,” describe these new services on Schedule O

3

Did the organization cease conducting, or make significant changes in how it conducts, any program services?

Yes

☒

No

If “Yes,” describe these changes on Schedule O

4

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

Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a

(Code) (Expenses \$ 823,583,264 including grants of \$ 5,330,705) (Revenue \$ 1,002,853,839)

SEE SCHEDULE O - EXEMPT PURPOSE AND ACHIEVEMENTS

4b

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

4c

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

4d

Other program services (Describe in Schedule O)

















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

4e

Total program service expenses \$ 823,583,264

Part IV

Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A 	1 Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (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 Section 501(c)(3) organizations. 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 Yes	
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	
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	No
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? Note. 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	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b–24d and complete Schedule K. If "No," go to line 25</i>	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (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		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	Yes	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)?	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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36	Yes	
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance					
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	14,682		
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	6,110		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	Yes		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a			No
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	3b			
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a			No
b	If "Yes," enter the name of the foreign country: _____ 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			
7 Organizations that may receive deductible contributions under section 170(c).					
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a			No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b			
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c			No
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e			No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f			No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g			
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h			
8 Sponsoring organizations maintaining donor advised funds 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?					
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b			
13 Section 501(c)(29) qualified nonprofit health insurance issuers.					
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b			
c	Enter the amount of reserves on hand.	13c			
14a Did the organization receive any payments for indoor tanning services during the tax year?					
14a					
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
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	5	
b	Enter the number of voting members included in line 1a, above, who are independent	1b	4	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		No
6	Does the organization have members or stockholders?	6	Yes	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	Yes	
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	Yes	
b	Each committee with authority to act on behalf of the governing body?	8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		No

Section B. Policies

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

			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a		No
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b		
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review this 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 15a or 15b, describe the process in Schedule O (See instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	Yes	
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	Yes	

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed	MN
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply. <input type="checkbox"/> Own website <input checked="" type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request	
19	Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.	
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization	KEVIN J BRANDT DIRECTOR OF FINANCIAL REPORTING 8170 33RD AVE S PO BOX 1309 MINNEAPOLIS, MN 554401309 (952) 883-6584

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

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

Form **990** (2010)

Part VII

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

(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										
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								19,248,234	0	4,467,564

2

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

1,124

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		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? <i>If "Yes," complete Schedule J for such individual</i>	Yes	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		No

Section B. Independent Contractors

1	Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization		
(A) Name and business address	(B) Description of services	(C) Compensation	
UNIVERSITY OF MN PHYSICIANS MAYO MAIL CODE 609 MINNEAPOLIS, MN 554550392	PHYSICIAN SERVICES	6,090,894	
AON RISK SERVICES 22992 NETWORK PLACE CHICAGO, IL 606731229	BUSINESS RISK MANAGEMENT SERVICES	3,048,542	
A K Q A INC 118 KING ST 6TH FLOOR SAN FRANCISCO, CA 94107	SOFTWARE DEVELOPMENT SERVICES	2,615,663	
ST PAUL RADIOLOGY 1664TH STREET EAST ST PAUL, MN 551011421	MEDICAL SERVICES	2,345,681	
PITNEY BOWES INC PO BOX 856210 LOUISVILLE, KY 402856210	OFFICE MACHINE SERVICING	2,330,353	
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		118

Part VIII

Statement of Revenue

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a Federated campaigns . . . 1a						
	b Membership dues 1b						
	c Fundraising events 1c						
	d Related organizations . . . 1d						
	e Government grants (contributions) 1e						
	f All other contributions, gifts, grants, and similar amounts not included above 1f						
	g Noncash contributions included in lines 1a-1f \$						
	h Total. Add lines 1a-1f						
Program Service Revenue			Business Code				
	2a FEE FOR SERVICE HEALTH		621400	329,369,307	329,369,307		
	b MEDICARE & MEDICAID PA		621400	274,253,612	274,253,612		
	c OTHER MEDICAL SERVICE		621400	116,569,817	116,569,817		
	d MEDICAL PREMIUMS		524114	71,778,441	71,778,441		
	e PATIENT SERVICE REVENUE		621400	42,865,598	42,865,598		
	f All other program service revenue			33,062,829	33,062,829		
	g Total. Add lines 2a-2f			867,899,604			
Other Revenue	3 Investment income (including dividends, interest and other similar amounts)			4,439,557		4,439,557	
	4 Income from investment of tax-exempt bond proceeds . .						
	5 Royalties						
	6a Gross Rents	(i) Real	(ii) Personal				
		b Less rental expenses					
		c Rental income or (loss)					
	d Net rental income or (loss)						
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		199,589,000					
		b Less cost or other basis and sales expenses					
		196,294,000					
	c Gain or (loss)						
	d Net gain or (loss)			3,295,000	3,295,000		
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18		a				
	b Less direct expenses		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 NON-TAXABLE AFFIL A&G		561000	131,659,235	131,659,235			
b TAXABLE AFFIL A&G		561000	120,938,242			120,938,242	
c							
d All other revenue							
e Total. Add lines 11a-11d			252,597,477				
12 Total revenue. See Instructions			1,128,231,638	1,002,853,839	0	125,377,799	

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	5,330,705	5,330,705		
2	Grants and other assistance to individuals in the U S See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees				
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	327,677,916	312,228,850	15,449,066	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	9,294,132	8,724,138	569,994	
9	Other employee benefits	61,827,470	58,035,693	3,791,777	
10	Payroll taxes	17,950,175	16,849,320	1,100,855	
a	Fees for services (non-employees) Management				
b	Legal	37,115	26,567	10,548	
c	Accounting	184,406	11	184,395	
d	Lobbying				
e	Professional fundraising services See Part IV, line 17				
f	Investment management fees				
g	Other	18,691,079	13,966,635	4,724,444	
12	Advertising and promotion	3,267,756	2,561,106	706,650	
13	Office expenses	9,477,056	8,290,878	1,186,178	
14	Information technology	4,037,959	1,982,908	2,055,051	
15	Royalties				
16	Occupancy	21,897,401	20,197,902	1,699,499	
17	Travel	1,655,946	1,564,880	91,066	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	261,820	213,905	47,915	
20	Interest	3,363,282	3,363,282		
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	15,020,362	11,366,201	3,654,161	
23	Insurance	9,224,344	9,151,672	72,672	
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	HOSPITAL & MEDICAL SERV	173,739,510	173,739,510		
b	MGMT & ADMIN TO NON-TAX	131,659,235		131,659,235	
c	MGMT & ADMIN TO TAXABLE	120,938,242		120,938,242	
d	SUPPLIES - MEDICAL & PH	106,874,507	106,873,474	1,033	
e	HLTH SVCS - BEHAVIORAL,	56,286,523	56,259,444	27,079	
f	All other expenses	20,997,917	12,856,183	8,141,734	
25	Total functional expenses. Add lines 1 through 24f	1,119,694,858	823,583,264	296,111,594	0
26	Joint costs. Check here <input checked="" 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) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing				-42,521,879	1	-32,081,526
	2	Savings and temporary cash investments				3,008,665	2	33,233,024
	3	Pledges and grants receivable, net					3	
	4	Accounts receivable, net				136,781,898	4	137,112,246
	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)), 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) Schedule L					6	
	7	Notes and loans receivable, net					7	
	8	Inventories for sale or use				6,609,278	8	7,752,106
	9	Prepaid expenses and deferred charges				7,426,751	9	4,317,030
	10a	Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D	10a	416,938,613	121,461,841	10c	120,433,831	
	b	Less accumulated depreciation	10b	296,504,782				
	11	Investments—publicly traded securities				216,191,000	11	223,494,000
	12	Investments—other securities. See Part IV, line 11				54,162,463	12	67,805,024
	13	Investments—program-related. See Part IV, line 11					13	
	14	Intangible assets					14	
	15	Other assets. See Part IV, line 11				21,123,095	15	21,072,050
	16	Total assets. Add lines 1 through 15 (must equal line 34)				524,243,112	16	583,137,785
Liabilities	17	Accounts payable and accrued expenses				248,024,240	17	291,116,020
	18	Grants payable					18	
	19	Deferred revenue				11,445,663	19	14,941,882
	20	Tax-exempt bond liabilities				63,075,000	20	60,100,000
	21	Escrow or custodial account liability. Complete Part IV of Schedule D					21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L					22	
	23	Secured mortgages and notes payable to unrelated third parties					23	
	24	Unsecured notes and loans payable to unrelated third parties					24	
	25	Other liabilities. Complete Part X of Schedule D				124,101,951	25	126,779,054
	26	Total liabilities. Add lines 17 through 25				446,646,854	26	492,936,956
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.							
	27	Unrestricted net assets				77,596,258	27	90,200,829
	28	Temporarily restricted net assets					28	
	29	Permanently restricted net assets					29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.							
	30	Capital stock or trust principal, or current funds					30	
	31	Paid-in or capital surplus, or land, building or equipment fund					31	
	32	Retained earnings, endowment, accumulated income, or other funds					32	
	33	Total net assets or fund balances				77,596,258	33	90,200,829
	34	Total liabilities and net assets/fund balances				524,243,112	34	583,137,785

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	1,128,231,638
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,119,694,858
3	Revenue less expenses Subtract line 2 from line 1	3	8,536,780
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	77,596,258
5	Other changes in net assets or fund balances (explain in Schedule O)	5	4,067,791
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	90,200,829

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?	Yes	
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	Yes	

SCHEDULE A

(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2010

Open to Public
Inspection

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

Part I

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

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

- 1

☐

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

☐

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

☒

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

☐

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

☐

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

☐

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

☐

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

☐

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

☐

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

☐

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

☐

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

a

☐

Type I

b

☐

Type II

c

☐

Type III - Functionally integrated

d

☐

Type III - Other
- e

☐

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

☐

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

☐

Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
(i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?
(ii) a family member of a person described in (i) above?
(iii) a 35% controlled entity of a person described in (i) or (ii) above?
- h

☐

Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

Part II

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

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

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public Support. Subtract line 5 from line 4						

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (See instructions)					12	

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

▶

Section C. Computation of Public Support Percentage		
14 Public Support Percentage for 2010 (line 6 column (f) divided by line 11 column (f))	14	
15 Public Support Percentage for 2009 Schedule A, Part II, line 14	15	
16a 33 1/3% support test—2010. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		▶
b 33 1/3% support test—2009. If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		▶
17a 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization		▶
b 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization		▶
18 Private Foundation If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions		▶

Part IIIPart III

Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public Support (Subtract line 7c from line 6)						

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11 and 12.)						
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage		
15 Public Support Percentage for 2010 (line 8 column (f) divided by line 13 column (f))	15	
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage		
17 Investment income percentage for 2010 (line 10c column (f) divided by line 13 column (f))	17	
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	
19a 33 1/3% support tests—2010. If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶		
b 33 1/3% support tests—2009. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶		
20 Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions ▶		

Part IV

Supplemental Information. Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ **Complete if the organization is described below.**
▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

OMB No 1545-0047

2010

Open to Public Inspection

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

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

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

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

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

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

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

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

1	Provide a description of the organization’s direct and indirect political campaign activities in Part IV	
2	Political expenditures	▶ \$ _____
3	Volunteer hours	_____

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

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

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

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

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

Part II-A

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

A

Check

☐

if the filing organization belongs to an affiliated group

B

Check

☐

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing Organization's Totals	(b) Affiliated Group Totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)		0													
b Total lobbying expenditures to influence a legislative body (direct lobbying)		442,000													
c Total lobbying expenditures (add lines 1a and 1b)		442,000													
d Other exempt purpose expenditures		823,141,264													
e Total exempt purpose expenditures (add lines 1c and 1d)		823,583,264													
f Lobbying nontaxable amount Enter the amount from the following table in both columns		1,000,000													
<table><tr><td>If the amount on line 1e, column (a) or (b) is:</td><td>The lobbying nontaxable amount is:</td></tr><tr><td>Not over \$500,000</td><td>20% of the amount on line 1e</td></tr><tr><td>Over \$500,000 but not over \$1,000,000</td><td>\$100,000 plus 15% of the excess over \$500,000</td></tr><tr><td>Over \$1,000,000 but not over \$1,500,000</td><td>\$175,000 plus 10% of the excess over \$1,000,000</td></tr><tr><td>Over \$1,500,000 but not over \$17,000,000</td><td>\$225,000 plus 5% of the excess over \$1,500,000</td></tr><tr><td>Over \$17,000,000</td><td>\$1,000,000</td></tr></table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g Grassroots nontaxable amount (enter 25% of line 1f)		250,000													
h Subtract line 1g from line 1a If zero or less, enter -0-		0													
i Subtract line 1f from line 1c If zero or less, enter -0-		0													
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No													

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) Total
2a Lobbying non-taxable amount	1,000,000	1,000,000	1,000,000	1,000,000	4,000,000
b Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000
c Total lobbying expenditures	198,000	269,000	408,000	442,000	1,317,000
d Grassroots non-taxable amount	250,000	250,000	250,000	250,000	1,000,000
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000
f Grassroots lobbying expenditures					

Part II-B

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

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

Part III-A

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

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

Part III-B

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

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

Part IV

Supplemental Information

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

Identifier	Return Reference	Explanation
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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 GROUP HEALTH PLAN INC	Employer identification number 41-0797853
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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

3a(i)

Yes

No

(ii) related organizations

3a(ii)

Yes

No

b

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

3b

Yes

No

4

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

Part VI

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

Description of investment	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		7,306,786		7,306,786
b Buildings		109,258,039	62,705,999	46,552,040
c Leasehold improvements		53,657,820	35,997,475	17,660,345
d Equipment		145,923,082	113,190,206	32,732,876
e Other		100,792,886	84,611,102	16,181,784
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				120,433,831

Schedule D (Form 990) 2010

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	1,128,231,638
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	1,119,694,858
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	8,536,780
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	4,067,791
9	Total adjustments (net) Add lines 4 - 8	9	4,067,791
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	12,604,571

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	832,768,563
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	832,768,563
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	295,463,075
c	Add lines 4a and 4b	4c	295,463,075
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	1,128,231,638

Part XIII

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	824,231,783
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	824,231,783
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	295,463,075
c	Add lines 4a and 4b	4c	295,463,075
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	1,119,694,858

Part XIV

Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
PART XI, LINE 8 - OTHER ADJUSTMENTS		FASB 124 FAIR MARKET VALUATION ADJUSTMENT 2,885,403 FASB 158 PENSION ADJUSTMENT 1,070,224 FASB 158 POST RETIREMENT ADJUSTMENT 112,164
PART XII, LINE 4B - OTHER ADJUSTMENTS		INTERCOMPANY ACTIVITY 295,463,075
PART XIII, LINE 4B - OTHER ADJUSTMENTS		INTERCOMPANY ACTIVITY 295,463,075

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

2010

Open to Public
Inspection

Name of the organization
GROUP HEALTH PLAN INC

Employer identification number
41-0797853

Part I

General Information on Grants and Assistance

- 1

Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No
- 2

Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II

Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed. ▶ ☐

1 (a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
See Additional Data Table							

2

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

32

3

Enter total number of other organizations

32

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 GROUP HEALTH PLAN, INC (GHI) MANAGEMENT STAFF REVIEW THE MISSION AND PURPOSE OF POTENTIAL GRANTEE ORGANIZATIONS TO ASSURE CONSISTENCY WITH GHI'S MISSION AND PURPOSE AMOUNTS SUBSEQUENTLY GRANTED ARE SUBJECT TO GHI'S FORMAL SPENDING APPROVAL AND DOCUMENTATION PROCESS BASED ON AMOUNT OF THE EXPENDITURE

Software ID:

Software Version:

EIN: 41-0797853

Name: GROUP HEALTH PLAN INC

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
HEALTHPARTNERS INSTITUTE FOR MEDICAL EDUCATION8170 33RD AVE S PO BOX 1309 MINNEAPOLIS, MN 554401309			1,556,874				PROGRAM SUPPORT
HEALTHPARTNERS RESEARCH FOUNDATION 8170 33RD AVE S PO BOX 1309 MINNEAPOLIS, MN 554401309			1,253,950				PROGRAM SUPPORT
CULTURE INC2490 WELLS FARGO PLACE ST PAUL, MN 55101			20,000				PROGRAM SUPPORT
REGIONS HOSPITAL FOUNDATION8170 33RD AVE S PO BOX 1309 MINNEAPOLIS, MN 554401309			274,581				PROGRAM SUPPORT
HUDSON HOSPITAL INC 8170 33RD AVE S PO BOX 1309 MINNEAPOLIS, MN 554401309			17,027				PROGRAM SUPPORT
INSTITUTE FOR CLINICAL SYSTEMS INTEGRATION 8009 34TH AVENUE SOUTH BLOOMINGTON, MN 55425			1,218,300				PROGRAM SUPPORT
COLLEGE OF ST CATHERINE2004 RANDOLPH AVE ST PAUL, MN 55105			25,000				PROGRAM SUPPORT
MINNESOTA DENTAL ASSOCIATION1335 INDUSTRIAL BLVD SUITE 200 MINNEAPOLIS, MN 55413			20,000				PROGRAM SUPPORT
CATHOLIC CHARITIES215 OLD 6TH STREET ST PAUL, MN 55102			10,000				PROGRAM SUPPORT
CENTER FOR ETHICAL BUSINESS1000 LASALLE AVE MINNEAPOLIS, MN 55403			7,000				PROGRAM SUPPORT
GREATER TWIN CITIES UNITED WAY404 S 8TH STREET MINNEAPOLIS, MN 554041084			28,200				PROGRAM SUPPORT
AMERICAN HEART ASSOCIATION328 GRAND AVE BILLINGS, MT 59101			12,581				PROGRAM SUPPORT

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CROHN'S & COLITIS FOUNDATION1885 UNIVERSITY AVE W SUITE 355 ST PAUL,MN 55104			10,000				PROGRAM SUPPORT
I E NETWORK INC800 NICOLLET MALL SUITE 2690 MINNEAPOLIS,MN 55402			70,000				PROGRAM SUPPORT
COMMUNITY HEALTH CHARITIES MINNESOTA 2626 E 82ND STREET STE 340 BLOOMINGTON,MN 55425			9,900				PROGRAM SUPPORT
EAST METRO MEDICAL SOCIETY FOUNDATION 1300 GODWARD ST NE SUITE 2200 MINNEAPOLIS,MN 55413			175,000				PROGRAM SUPPORT
RENEWING THE COUNTRYSIDE2105 1ST AVENUE SO MINNEAPOLIS,MN 55405			10,000				PROGRAM SUPPORT
JUNIOR ACHIEVEMENT OF THE ST CLOUD AREAPO BOX 808 ST CLOUD,MN 56302			17,000				PROGRAM SUPPORT
MILLER-DWAN FOUNDATION502 E 2ND STREET DULUTH,MN 55805			50,000				PROGRAM SUPPORT
MINNESOTA CHAMBER OF COMMERCE400 ROBERT ST N SUITE 1500 ST PAUL,MN 551012030			5,900				PROGRAM SUPPORT
UNIVERSITY OF ST THOMAS1000 LASALLE AVE MINNEAPOLIS,MN 554032005			6,000				PROGRAM SUPPORT
NATIONAL ALLIANCE FOR THE MENTALLY ILL OF MINNESOTA800 TRANSFER RD SUITE 31 ST PAUL,MN 551141414			108,000				PROGRAM SUPPORT
NETWORK FOR GOOD7920 NORFOLK AVE SUITE 520 BETHESDA,MD 20814			10,050				PROGRAM SUPPORT
SCIENCE MUSEUM OF MINNESOTA120 W KELLOGG BLVD ST PAUL,MN 55102			50,000				PROGRAM SUPPORT

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ST PAUL FESTIVAL & HERITAGE FOUNDATION 429 LANDMARK CENTER 75 W 5TH ST ST PAUL,MN 55102			10,000				PROGRAM SUPPORT
COMMUNITY SHARES1619 DAYTON AVE STE 323 ST PAUL,MN 55104			9,000				PROGRAM SUPPORT
ITASCA PROJECT FUND55 5TH STREET EAST STE 600 ST PAUL,MN 55101			18,000				PROGRAM SUPPORT
MN ENVIRONMENTAL FUND 450 SYNDICATE AVE NORTH STE 320 ST PAUL,MN 55104			9,300				PROGRAM SUPPORT
GIVE MN55 5TH ST E SUITE 600 ST PAUL,MN 551011797			25,000				PROGRAM SUPPORT
TWIN CITIES HABITAT FOR HUMANITYPO BOX 7557 MINNEAPOLIS,MN 55407			18,000				PROGRAM SUPPORT
MINNEAPOLIS FOUNDATION4050 IDS CENTER MINNEAPOLIS,MN 55402			112,500				PROGRAM SUPPORT
YMCA OF MINNEAPOLIS 1130 NICOLLET MALL MINNEAPOLIS,MN 55403			7,500				PROGRAM SUPPORT

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

2010

Open to Public Inspection

Name of the organization
GROUP HEALTH PLAN INC

Employer identification number
41-0797853

Part I

Questions Regarding Compensation

		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items <div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Discretionary spending account</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>		
1b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?		
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply <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><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>		
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 <div><div>a Receive a severance payment or change-of-control payment from the organization or a related organization?</div><div>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</div><div>c Participate in, or receive payment from, an equity-based compensation arrangement?</div></div> 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 <div><div>a The organization?</div><div>b Any related organization?</div></div> 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 <div><div>a The organization?</div><div>b Any related organization?</div></div> 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		No
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?		

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 4B	DEFERRED COMPENSATION IN COLUMN C OF SCHEDULE J, PART II INCLUDES AMOUNTS FROM A NONQUALIFIED 457(F) PLAN FOR THE FOLLOWING DIRECTORS AND OFFICERS: ALAN V. ABRAMSON \$ 12,524; SCOTT A. AEBISCHER 10,629; CALVIN U. ALLEN 16,012; BABETTE APLAND 7,467; MARY K. BRAINERD 106,439; KATHLEEN M. COONEY 46,321; ROBERT B. CUMMING 20,182; DAVID A. DZIUK 15,241; DAVID S. GESKO 10,381; GEORGE J. ISHAM 39,065; NANCY A. MCCLURE 11,496; BRIAN H. RANK 25,084; MEGAN M. REMARK 4,031; KATHERINE B. SAYRE 24,667; SCOTT A. SCHNUCKLE 8,955; DOUGLAS N. SMITH 6,714; BARBARA E. TRETHERWAY 16,508; ROBERT H. VAN WHY 7,669; ANDREA M. WALSH 51,814; DONNA J. ZIMMERMAN 16,620. --- TOTAL \$457,819.
	PART I, LINE 6	OFFICERS AND HIGHEST COMPENSATED EMPLOYEES MAY RECEIVE COMPENSATION BASED ON THE MANAGEMENT INCENTIVE PROGRAM (PROGRAM) OF GROUP HEALTH PLAN INC. THE PROGRAM INCENTS AND REWARDS BUSINESS LEADERS WHO HELP THE ORGANIZATION ACHIEVE STATED BUSINESS AND/OR HEALTH IMPROVEMENT GOALS FOR A SPECIFIC FISCAL YEAR. THE PROGRAM IS A KEY ELEMENT OF THE PARTICIPANT'S TOTAL COMPENSATION PACKAGE. THE PROGRAM REWARDS ARE BASED ON POSITION IN THE ORGANIZATION (E.G., VICE PRESIDENT, DIRECTOR, MANAGER, OTHER SPECIFICALLY IDENTIFIED LEADERS) AND THE ACHIEVEMENT OF BUSINESS AND HEALTH IMPROVEMENT GOALS ESTABLISHED IN A VARIETY OF AREAS. GOALS WILL BE RELATED TO THE ORGANIZATION'S STRATEGIC PLAN AND WILL BE BALANCED. THESE AREAS MAY INCLUDE BUT ARE NOT LIMITED TO PATIENT SATISFACTION, EMPLOYEE SATISFACTION, WORK ENVIRONMENT, EMPLOYEE AND/OR LEADERSHIP DEVELOPMENT, CARE DELIVERY, PATIENT EDUCATION, SIX AIMS, MARKET SHARE, STRATEGIC CAPABILITIES, FINANCIAL PERFORMANCE (NET MARGIN), ETC., AND WILL BE DEFINED ANNUALLY FOR EACH YEAR'S PROGRAM. A NET MARGIN THRESHOLD MUST BE MET FOR ANY PAYMENT TO BE MADE FROM THE PROGRAM, AND THERE IS A CAP ON THE MAXIMUM INCENTIVE POTENTIALLY AVAILABLE TO EACH PARTICIPANT.

Software ID:

Software Version:

EIN: 41-0797853

Name: GROUP HEALTH PLAN INC

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				
MARY K BRAINERD	(i) (ii)	855,879 0	326,771 0	12,474 0	256,464 0	112,959 0	1,564,547 0	0 0
BRIAN H RANK MD	(i) (ii)	455,465 0	136,797 0	60,449 0	80,933 0	88,635 0	822,279 0	37,996 0
CHARLES J ABRAHAMSON	(i) (ii)	177,493 0	39,015 0	0 0	0 0	36,793 0	253,301 0	0 0
ALAN V ABRAMSON	(i) (ii)	321,007 0	93,627 0	40,677 0	39,666 0	82,372 0	577,349 0	20,022 0
SCOTT A AEBISCHER	(i) (ii)	299,369 0	88,183 0	28,043 0	33,438 0	78,173 0	527,206 0	0 0
CALVIN U ALLEN	(i) (ii)	336,798 0	127,656 0	20,391 0	42,347 0	75,047 0	602,239 0	16,396 0
BABETTE A APLAND	(i) (ii)	264,486 0	77,907 0	28,961 0	23,051 0	76,962 0	471,367 0	11,981 0
SHANNON B BEAUDIN-KLEIN	(i) (ii)	163,712 0	35,280 0	0 0	0 0	64,435 0	263,427 0	0 0
DAVID J BERGH	(i) (ii)	238,230 0	52,630 0	1,325 0	0 0	83,495 0	375,680 0	0 0
RICK J BRUZEK	(i) (ii)	200,848 0	45,119 0	0 0	0 0	80,283 0	326,250 0	0 0
KATHLEEN M COONEY	(i) (ii)	510,975 0	187,038 0	95,542 0	118,803 0	98,789 0	1,011,147 0	73,982 0
PATRICK T COURNEYA	(i) (ii)	126,579 0	29,600 0	0 0	0 0	54,891 0	211,070 0	0 0
ROBERT B CUMMING	(i) (ii)	350,743 0	173,284 0	29,853 0	59,245 0	74,080 0	687,205 0	17,851 0
TRICIA L DEGE	(i) (ii)	156,550 0	45,539 0	0 0	0 0	53,472 0	255,561 0	0 0
DAVID A DZIUK	(i) (ii)	355,949 0	97,500 0	19,228 0	48,592 0	86,396 0	607,665 0	7,575 0
FORREST M FLINT	(i) (ii)	201,207 0	45,130 0	0 0	0 0	81,391 0	327,728 0	0 0
DAVID S GESKO	(i) (ii)	297,492 0	86,520 0	23,512 0	20,807 0	54,695 0	483,026 0	10,851 0
TIM M HALEY	(i) (ii)	162,839 0	0 0	159,626 0	0 0	80,681 0	403,146 0	0 0
GEORGE J ISHAM	(i) (ii)	431,290 0	126,776 0	54,921 0	95,417 0	114,678 0	823,082 0	54,398 0
SUSAN M KNUDSON-SCHUMACHER	(i) (ii)	170,787 0	63,804 0	0 0	0 0	73,386 0	307,977 0	0 0
KAREN K KRAEMER	(i) (ii)	168,652 0	38,250 0	0 0	0 0	70,598 0	277,500 0	0 0
KIM R LAREAU	(i) (ii)	208,885 0	51,273 0	0 0	0 0	70,621 0	330,779 0	0 0
NANCY A MCCLURE	(i) (ii)	311,143 0	88,795 0	36,118 0	36,286 0	83,569 0	555,911 0	16,626 0
KEVIN J PALATTAO	(i) (ii)	186,515 0	56,996 0	0 0	0 0	77,531 0	321,042 0	0 0
NICO PRONK PHD	(i) (ii)	235,995 0	52,136 0	1,384 0	0 0	73,699 0	363,214 0	0 0
MEGAN M REMARK	(i) (ii)	246,125 0	47,169 0	13,524 0	10,793 0	71,191 0	388,802 0	0 0
KATIE B SAYRE	(i) (ii)	270,067 0	76,950 0	36,011 0	41,850 0	85,440 0	510,318 0	36,011 0
SCOTT A SCHNUCKLE	(i) (ii)	280,975 0	82,672 0	10,876 0	25,565 0	71,234 0	471,322 0	0 0
DOUG N SMITH	(i) (ii)	225,957 0	105,675 0	17,453 0	20,576 0	86,995 0	456,656 0	10,564 0
SHARON A STEIN	(i) (ii)	208,961 0	46,350 0	0 0	0 0	43,663 0	298,974 0	0 0
ELIZABETH L SWANSON	(i) (ii)	179,030 0	40,464 0	0 0	0 0	73,912 0	293,406 0	0 0
TOBI TANZER	(i) (ii)	178,917 0	38,419 0	0 0	0 0	75,652 0	292,988 0	0 0
BARBARA E TRETHEWAY	(i) (ii)	364,927 0	106,610 0	37,422 0	154,654 0	72,550 0	736,163 0	22,923 0
ROBERT H VAN WHY	(i) (ii)	266,904 0	78,355 0	24,975 0	21,704 0	67,266 0	459,204 0	11,795 0
ANDREA M WALSH	(i) (ii)	416,429 0	156,200 0	74,774 0	98,114 0	88,971 0	834,488 0	74,774 0
BETH A WATERMAN	(i) (ii)	230,343 0	50,908 0	0 0	0 0	83,637 0	364,888 0	0 0
DONNA J ZIMMERMAN	(i) (ii)	194,213 0	41,812 0	0 0	16,620 0	59,188 0	311,833 0	0 0
AHMAD S ABDULKARIM MD	(i) (ii)	965,862 0	0 0	0 0	0 0	64,897 0	1,030,759 0	0 0
MICHAEL J D'AMATO MD	(i) (ii)	998,281 0	0 0	8,666 0	0 0	75,935 0	1,082,882 0	0 0
IRSHAD H JAFRI MD	(i) (ii)	836,667 0	11,840 0	538 0	0 0	85,039 0	934,084 0	0 0
STEPHEN R TAN MD	(i) (ii)	915,438 0	0 0	15,112 0	0 0	77,683 0	1,008,233 0	0 0
DENNIS W ZHU MD	(i) (ii)	1,224,826 0	0 0	0 0	0 0	98,093 0	1,322,919 0	0 0

Schedule K
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
GROUP HEALTH PLAN INC

Supplemental Information on Tax Exempt Bonds

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Schedule O (Form 990).
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public
Inspection

Employer identification number
41-0797853

Part I Bond Issues

(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased		(h) On Behalf of Issuer		(i) Pool financing	
						Yes	No	Yes	No	Yes	No
A HRA CITY OF ST PAUL-SERIES 2003-JOINT WITH CITY OF MINNEAPOLIS	41-6005521	603695779	10-30-2003	81,218,536	REFUND SERIES 1992 BONDS - FUND VARIOUS EQUIPMENT AND PROJECTS	X			X		X

Part II Proceeds

		A		B		C		D	
1	Amount of bonds retired	20,340,000							
2	Amount of bonds legally defeased								
3	Total proceeds of issue	81,218,536							
4	Gross proceeds in reserve funds	6,568,300							
5	Capitalized interest from proceeds								
6	Proceeds in refunding escrow								
7	Issuance costs from proceeds	1,111,232							
8	Credit enhancement from proceeds								
9	Working capital expenditures from proceeds								
10	Capital expenditures from proceeds	22,595,885							
11	Other spent proceeds								
12	Other unspent proceeds	7,581,570							
13	Year of substantial completion	2003							
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?	X							
15	Were the bonds issued as part of an advance refunding issue?		X						
16	Has the final allocation of proceeds been made?	X							
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X							

Part III Private Business Use

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

Part IIIPrivate Business Use (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use?	X							
b	Are there any research agreements that may result in private business use of bond-financed property?		X						
c	Does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts or research agreements relating to the financed property?		X						
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government <div></div>	1 500 %							
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government <div></div>	0 %							
6	Total of lines 4 and 5	1 500 %							
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X							

Part IVArbitrage

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?		X						
2	Is the bond issue a variable rate issue?		X						
3a	Has the organization or the governmental issuer entered into a hedge with respect to the bond issue?		X						
b	Name of provider								
c	Term of hedge								
d	Was the hedge superintegrated?								
e	Was a hedge terminated?								
4a	Were gross proceeds invested in a GIC?	X							
b	Name of provider	MORGAN STANLEY							
c	Term of GIC	18 600000000000							
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?	X							
5	Were any gross proceeds invested beyond an available temporary period?	X							
6	Did the bond issue qualify for an exception to rebate?		X						

Part VSupplemental Information

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

Identifier	Return Reference	Explanation

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
GROUP HEALTH PLAN INC

Employer identification number

41-0797853

Identifier	Return Reference	Explanation
EXEMPT PURPOSE AND ACHIEVEMENTS	FORM 990, PART III, LINE 4A	<p>I CORPORATE STRUCTURE, PURPOSE, GOVERNANCE GROUP HEALTH PLAN, INC (GHI) IS A MINNESOTA NON-PROFIT CORPORATION AND LICENSED HEALTH MAINTENANCE ORGANIZATION (HMO) RECOGNIZED AS EXEMPT FROM FEDERAL INCOME TAX UNDER INTERNAL REVENUE CODE (IRC) SECTION 501(C)(3) GHI IS COMMITTED TO IMPROVING THE HEALTH OF THE COMMUNITY BY PROVIDING PREPAID MEDICAL AND DENTAL CARE TO ITS ENROLLED MEMBERS, INCREASING ACCESS TO AFFORDABLE MEDICAL AND DENTAL CARE IN THE COMMUNITY AND RAISING THE STANDARDS OF MEDICAL AND DENTAL CARE IN THE COMMUNITY THE GHI STAFF MODEL HMO COMBINES FINANCING AND HEALTH CARE SERVICES FOR THE PURPOSE OF IMPROVING THE HEALTH OF ITS MEMBERS AND PATIENTS GHI OFFERS COMMERCIAL HMO PRODUCTS, INDIVIDUAL/CONVERSION PRODUCTS, AND MEDICARE COST PRODUCTS PEOPLE WHO ENROLL IN A GHI MANAGED CARE PRODUCT RECEIVE A FULL RANGE OF PREPAID HEALTH CARE SERVICES, INCLUDING PROFESSIONAL CARE IN HOSPITALS, PHYSICIAN SERVICES, IMAGING AND LABORATORY SERVICES, VARIOUS THERAPIES, PREVENTIVE SERVICES, HEALTH EDUCATION AND CERTAIN PRESCRIPTION DRUGS ADDITIONALLY, GHI'S EMPLOYED AND CONTRACTED PHYSICIANS PROVIDE A SUBSTANTIAL AMOUNT OF HEALTH CARE SERVICES TO A WIDE ARRAY OF PATIENTS WHO ARE NOT ENROLLED IN GHI'S MANAGED CARE PRODUCTS, SOME OF WHOM ARE UNINSURED OR UNDERINSURED GHI ALSO OPERATES A MEDICARE-CERTIFIED AND MINNESOTA-LICENSED HOSPICE PROGRAM FOR PATIENTS WITH A TERMINAL DIAGNOSIS OF SIX MONTHS OR LESS GHI IS THE SOLE CORPORATE MEMBER OF THREE SUBSIDIARY CORPORATIONS HEALTHPARTNERS RESEARCH FOUNDATION (HPRF), WHICH CONDUCTS SUBSTANTIAL SCIENTIFIC AND MEDICAL RESEARCH, HEALTHPARTNERS CENTRAL MINNESOTA CLINICS, INC (HPCMC), (FORMERLY KNOWN AS CENTRAL MINNESOTA GROUP HEALTH, INC), WHICH EMPLOYS PHYSICIANS AND SUPPORT STAFF TO PROVIDE HEALTH CARE SERVICES IN ST CLOUD, MINNESOTA, AND PHYSICIANS NECK & BACK CLINICS (PNBC), WHICH EMPLOYS PHYSICIANS AND SUPPORT STAFF TO PROVIDE TREATMENT OF CHRONIC NECK AND/OR BACK PAIN HPRF, HPCMC AND PNBC ARE MINNESOTA NOT FOR PROFIT CORPORATIONS THAT ARE TAX-EXEMPT UNDER IRC SECTION 501(C)(3) GHI IS PART OF THE HEALTHPARTNERS FAMILY OF ORGANIZATIONS HEALTHPARTNERS, INC (HPI), A MINNESOTA NON-PROFIT CORPORATION RECOGNIZED AS EXEMPT FROM FEDERAL INCOME TAX UNDER IRC SECTION 501 (C)(4), IS THE SOLE CORPORATE MEMBER OF GHI HPI IS ALSO THE SOLE CORPORATE MEMBER OF THE FOLLOWING MINNESOTA NON-PROFIT CORPORATIONS THAT ARE EXEMPT FROM FEDERAL INCOME TAX UNDER IRC SECTION 501(C)(3) HEALTHPARTNERS INSTITUTE FOR MEDICAL EDUCATION (IME), RHSC, INC , AND HPI-RAMSEY HPI-RAMSEY IS THE SOLE CORPORATE MEMBER OF REGIONS HOSPITAL, REGIONS HOSPITAL FOUNDATION, CAPITAL VIEW TRANSITIONAL CARE CENTER (FORMERLY KNOWN AS NORTH ST PAUL TRANSITIONAL CARE CENTER) AND RAMSEY INTEGRATED HEALTH SERVICES (RIHS), ALL OF WHICH ARE MINNESOTA NON-PROFIT CORPORATIONS EXEMPT FROM FEDERAL INCOME TAX UNDER IRC SECTION 501(C)(3) AND OF RH-WISCONSIN, INC , A WISCONSIN NON-STOCK CORPORATION THAT IS EXEMPT FROM FEDERAL INCOME TAX UNDER IRC SECTION 501(C)(3) RH-WISCONSIN, INC AND GHI ARE CORPORATE MEMBERS OF HUDSON HOSPITAL, INC AND WESTFIELDS HOSPITAL, INC , BOTH OF WHICH ARE WISCONSIN NON-PROFIT CORPORATIONS EXEMPT FROM FEDERAL INCOME TAX UNDER IRC SECTION 501(C)(3) RH-WISCONSIN, INC IS ALSO THE SOLE CORPORATE MEMBER OF WESTERN WISCONSIN EMERGENCY MEDICAL SERVICES COMPANY, AN AMBULANCE SERVICE WHICH IS A WISCONSIN NON-PROFIT CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER IRC SECTION 501(C)(3) TOGETHER, THESE CORPORATIONS, AND OTHERS, FORM THE HEALTHPARTNERS FAMILY OF ORGANIZATIONS (HEALTHPARTNERS) GHI HAS A LONG AND OUTSTANDING TRADITION OF CONSUMER GOVERNANCE, SPANNING 50 YEARS GHI'S FIVE-MEMBER BOARD OF DIRECTORS INCLUDES THREE DIRECTORS ELECTED FROM GHI'S MEMBERS ADDITIONALLY, THIS BOARD INCLUDES THE HPI'S BOARD CHAIR AND THE HEALTHPARTNERS MEDICAL GROUP (HPMG) PHYSICIAN MEMBER FROM THE HPI'S BOARD OF DIRECTORS THIS HIGH LEVEL OF CONSUMER REPRESENTATION ENSURES THAT GHI CONTINUALLY PURSUES ITS MISSION OF SERVICE TO ITS MEMBERS AND THE COMMUNITY HEALTHPARTNERS OPERATES A PATIENT COUNCIL THAT GIVES PLAN MEMBERS AND PATIENTS, SEEKING CARE AT HEALTHPARTNER'S CLINICS OWNED AND OPERATED BY GHI, A FORUM TO PROVIDE INPUT TO IMPROVE HEALTHPARTNERS PROGRAMS AND SERVICES THE PATIENT COUNCIL IS A GROUP OF 16 PATIENTS WHO RECEIVE CARE AT HEALTHPARTNERS CLINICS WHO MEET ON A MONTHLY BASIS AND PROVIDE PATIENT FEEDBACK ON A VARIETY OF HEALTH CARE TOPICS THIS FEEDBACK HELPS IN THE DESIGN AND PLANNING OF PROGRAMS AND SERVICES II HMO PRODUCTS AND MEMBERS IN 2010, GHI PROVIDED COMPREHENSIVE, PREPAID HEALTH CARE SERVICES TO 49,857 GHI MEMBERS THESE MEMBERS WERE COMPRISED OF 11,713, COMMERCIAL MEMBERS, 61 INDIVIDUAL/CONVERSION MEMBERS, AND 38,083 MEDICARE COST MEMBERS III PROVISION OF SERVICES TO MEMBERS AND NON-MEMBERS THROUGH EMPLOYED AND CONTRACTED PHYSICIANS IN 2010, HEALTHPARTNERS PROVIDED COVERAGE TO MEMBERS AND SERVICES TO PATIENTS THROUGH A BROAD NETWORK OF HOSPITALS AND CLINICS INCLUDING THOSE STAFFED</p>

Identifier	Return Reference	Explanation
EXEMPT PURPOSE AND ACHIEVEMENTS	FORM 990, PART III, LINE 4A	<p>BY GHI EMPLOYED PHYSICIANS GHI'S EMPLOYED "STAFF MODEL" PHYSICIANS AND DENTISTS ARE KNOWN AS HEALTHPARTNERS MEDICAL GROUP (HPMG) AND HEALTHPARTNERS DENTAL GROUP (HPDG) RESPECTIVELY HPMG IS ONE OF MINNESOTA'S LARGEST MEDICAL GROUPS IN 2010, HPMG EMPLOYED APPROXIMATELY 556 FULL TIME EMPLOYEE PHYSICIANS HPMG PHYSICIANS PRACTICE IN MORE THAN 35 MEDICAL AND SURGICAL SPECIALTIES HPDG EMPLOYS AN AVERAGE OF 55 DENTISTS AND CONTRACTS WITH AN ADDITIONAL 2,110 DENTISTS IN THE HEALTHPARTNERS DENTAL NETWORK TO PROVIDE DENTAL CARE HPDG DENTISTS REPRESENT FIVE DENTAL SPECIALTIES AS WELL AS GENERAL DENTISTRY HPDG OWNS AND OPERATES 16 DENTAL CLINICS AND A DENTAL SPECIALTY CLINIC HPDG IS A CRITICAL ACCESS PROVIDER OF DENTAL SERVICES WHICH MEANS THAT A SIGNIFICANT NUMBER OF ITS PATIENTS ARE ENROLLED IN A GOVERNMENT PROGRAM HPDG HAS THE LARGEST NUMBER OF GOVERNMENT PROGRAM-DENTAL PATIENTS IN THE STATE IN ADDITION TO PROVIDING CARE TO PERSONS ENROLLED IN GHI'S HMO PRODUCTS, HPMG AND HPDG SUPPORT GHI'S MISSION TO IMPROVE THE HEALTH OF THE COMMUNITY BY PROVIDING MEDICAL AND DENTAL CARE TO A GROWING NUMBER OF PATIENTS WHO ARE MEMBERS OF HPI, UNRELATED MANAGED CARE ORGANIZATIONS, INSURED BY COMMERCIAL PAYERS, SELF-PAY PATIENTS AND/OR CHARITY CARE PATIENTS HPMG AND HPDG FOCUS THEIR EFFORTS ON COMPASSIONATE, PATIENT-CENTERED CARE, RANGING FROM PREVENTIVE CARE TO MANAGEMENT OF PATIENTS WITH ACUTE AND/OR CHRONIC CONDITIONS HPDG OPENED A UNIQUE DENTAL CLINIC IN ST PAUL IN 2005 THAT PROVIDES INTERPRETER SERVICES AND SAME-DAY ACCESS TO URGENT CARE AND APPOINTMENTS THIS MODEL OF CARE HAS BEEN ADOPTED BY THE MINNESOTA LEGISLATURE'S "DENTAL ACCESS ADVISORY COMMITTEE" AND WAS IMPLEMENTED AT OTHER CLINICS IN THE STATE HEALTHPARTNERS' CONTRACTED NETWORK INCLUDES HIGHLY SPECIALIZED REFERRAL PHYSICIANS AND HOSPITALS IN THE SERVICE AREA, INCLUDING REGIONS HOSPITAL, WHICH IS PART OF HEALTHPARTNERS IN ADDITION TO CONTRACTING WITH HOSPITALS IN THE SERVICE AREA, HEALTHPARTNERS ALSO PROVIDES EMERGENCY CARE FOR MEMBERS OUTSIDE THE SERVICE NETWORK GHI EMPLOYED PROFESSIONALS PROVIDE SERVICES IN OVER 30 UNRELATED ORGANIZATIONS' PRIMARY CARE CLINICS LOCATED THROUGHOUT THE TWIN CITIES REGION, AS WELL AS IN HOSPITALS IN WESTERN WISCONSIN</p>

Identifier	Return Reference	Explanation
		<p>GHI EMPLOYED PHYSICIANS ARE THE PRIMARY PHYSICIAN GROUP AFFILIATED WITH REGIONS HOSPITAL. REGIONS HOSPITAL IS THE ONLY LEVEL I ADULT AND PEDIATRIC TRAUMA CENTER IN THE EAST METRO OF THE TWIN CITIES. IN 2010 ALONE, REGIONS HOSPITAL PROVIDED ABOUT \$82.5 MILLION IN UNCOMPENSATED CARE (\$24.8 MILLION IN ACTUAL CHARITY CARE COSTS) TO CARE FOR ABOUT 44,853 PATIENTS WHO DID NOT HAVE INSURANCE OR WHO COULD NOT AFFORD CARE. GHI ALSO OPERATES HEALTHPARTNERS HOSPICE AND PALLIATIVE CARE (HPC), A COMPREHENSIVE CARE PROGRAM FOR PATIENTS WITH A TERMINAL DIAGNOSIS OF SIX MONTHS OR LESS. HPC IS MEDICARE-CERTIFIED AND LICENSED BY THE STATE OF MINNESOTA. WITH AN EMPHASIS ON ENABLING PATIENTS TO REMAIN IN THEIR HOMES FOR AS LONG AS POSSIBLE, HOSPICE TEAMS INCLUDE SPECIALLY-TRAINED HPMG PHYSICIANS AND NURSES, SOCIAL WORKERS, HOME HEALTH AIDES, VOLUNTEERS, CHAPLAINS AND COUNSELORS WHO TOGETHER PROVIDE, EMOTIONAL, SPIRITUAL, AND MEDICAL SUPPORT. IN 2010, HEALTHPARTNERS HOSPICE SERVED 1,198 PATIENTS, WITH 1,041 NEW ADMISSIONS. HEALTHPARTNERS PALLIATIVE CARE SERVED 155 PATIENTS, WITH 155 NEW ADMISSIONS. MEDICARE PATIENTS REPRESENTED 85% OF THE POPULATION SERVED, MEDICAL ASSISTANCE PATIENTS WERE 1%, HEALTHPARTNERS MEMBERS WERE 13%, AND THE REMAINING PATIENTS WERE COVERED BY SOME OTHER INSURANCE OR WERE UNINSURED. IV. BENEFITS TO MEMBERS AND THE COMMUNITY. IN 2010 TOGETHER WITH HEALTHPARTNERS, GHI SEEKS TO BE THE BEST AND MOST TRUSTED PROVIDER OF HEALTH CARE, HEALTH PROMOTION, HEALTH CARE FINANCING AND HEALTH CARE ADMINISTRATION IN THE UNITED STATES. ACTING IN CONCERT, HEALTHPARTNERS IS WORKING TO TRANSFORM HEALTH CARE BY DELIVERING OUTSTANDING CARE AND SERVICE THAT IS CONSISTENT WITH THE INSTITUTE FOR HEALTHCARE IMPROVEMENT'S "TRIPLE AIM" INITIATIVE. THE "TRIPLE AIM" SEEKS TO SIMULTANEOUSLY OPTIMIZE THE HEALTH OF THE POPULATION, THE EXPERIENCE OF EACH INDIVIDUAL AND REDUCE PER CAPITA HEALTH CARE COSTS. GHI, ALONG WITH ITS SUBSIDIARIES HPRF, HPCMC AND PNBC, WORKS WITH THE OTHER EXEMPT ORGANIZATIONS WITHIN HEALTHPARTNERS TO ACHIEVE THESE AIMS WITH MAXIMUM EFFICIENCY AND COLLABORATION. FOR EXAMPLE, WHEN ONE ENTITY DEVELOPS A BEST PRACTICE, PATIENT EDUCATION MATERIALS, OR SYSTEM IMPROVEMENTS, THE BENEFITS ARE SPREAD TO MEMBERS AND PATIENTS THROUGHTOUT THE INTEGRATED SYSTEM. 2010 COMMUNITY BENEFIT ACTIVITIES INCLUDED: 1. PROVIDING CARE TO NON-MEMBERS UNABLE TO PAY. IN ADDITION TO PROVIDING DIRECT CARE TO PERSONS ENROLLED IN GHI'S HMO PRODUCTS, HPMG PHYSICIANS SERVE PATIENTS WHO ARE UNINSURED AND UNABLE TO PAY FOR CARE. IN 2010, GHI PROVIDED OVER \$1,197,371 IN CHARITY CARE TO PATIENTS WHO WERE NOT GROUP HEALTH MEMBERS. IN ADDITION, GHI EMPLOYS INSURANCE FINANCIAL TECHNICAL ASSISTANTS (IFTAS) WHO PROVIDE PATIENTS WITH OPTIONS WHEN THEY ARE UNINSURED OR UNDERINSURED. IFTAS' LINK PATIENTS TO COMMUNITY RESOURCES, PROVIDE INFORMATION AND ASSISTANCE ON HPMG'S FINANCIAL ASSISTANCE PROGRAM AND ASSISTANCE WITH APPLYING FOR MINNESOTA HEALTH CARE PROGRAMS THROUGH THE MINNESOTA DEPARTMENT OF HUMAN SERVICES. GHI SPENT \$20,000 FOR STAFF ASSISTANCE IN 2010 TO PROVIDE THIS RESOURCE TO PATIENTS. GHI ALSO HELPS PATIENTS WHO ARE UNABLE TO PAY FOR PRESCRIPTION DRUGS OR DO NOT HAVE PRESCRIPTION INSURANCE COVERAGE BY PROVIDING ASSISTANCE THROUGH THE DRUG ASSISTANCE PROGRAM WHICH PROVIDES MEDICATIONS TO MEDICAL ASSISTANCE PATIENTS. IN 2010, APPROXIMATELY 809 PRESCRIPTIONS WERE DISPENSED TO OVER 400 PATIENTS. HEALTHPARTNERS ALSO PROVIDED APPROXIMATELY \$5,600 IN PRESCRIPTION DRUG ASSISTANCE TO UNINSURED PATIENTS WHOSE MEDICAL ASSISTANCE APPLICATIONS WERE PENDING, EVEN IF THEY NEVER BECAME ELIGIBLE MEDICAL ASSISTANCE PATIENTS. HEALTHPARTNERS RECEIVED RYAN WHITE GRANT FUNDS TO SUPPORT THE PROVISION OF MEDICATIONS TO UNINSURED PATIENTS DIAGNOSED WITH HIV. THE GRANT FUNDS MEDICATIONS FOR PATIENTS WHO RECEIVE CARE AT HEALTHPARTNERS (GHI) INFECTIOUS DISEASE CLINIC. IN 2010, APPROXIMATELY \$101,000 IN HIV MEDICATIONS WAS COORDINATED THROUGH THE HEALTHPARTNERS (GHI) PHARMACY. FUNDS FROM REGIONS HOSPITAL FOUNDATION COVER A LARGE PORTION OF THAT EXPENSE. THE FUNDING COVERED THE COST OF 189 PRESCRIPTIONS AND THE COST OF CO-PAYS FOR ANOTHER 130 PRESCRIPTIONS. ACCORDING TO THE DEPARTMENT OF HEALTH AND HUMAN SERVICES, IF A MEDICAL ASSISTANCE PATIENT CANNOT AFFORD TO PAY HIS OR HER PRESCRIPTION CO-PAYMENT, THE PRESCRIPTION SERVICE CANNOT BE WITHHELD AND THE PHARMACY MUST PROVIDE THE MEDICATION WITHOUT COLLECTING THE CO-PAYMENT. IN 2010, APPROXIMATELY \$9,000 IN CO-PAYMENTS WENT UNPAID AT HEALTHPARTNERS' (GHI) PHARMACIES. HEALTHPARTNERS PROVIDED \$249,939 IN BENEFIT COVERAGE AND ADMINISTRATIVE COSTS IN 2010 TO PORTICO HEALTHNET (PORTICO), A NONPROFIT ORGANIZATION THAT HELPS PEOPLE ENROLL IN FREE OR LOW-COST HEALTH COVERAGE PROGRAMS. SINCE 1995, PORTICO OUTREACH WORKERS HAVE PROVIDED ASSISTANCE IN COMPLETING APPLICATIONS FOR PROGRAMS SUCH AS MN CARE OR MEDICAL ASSISTANCE, AND FOR PEOPLE WHO DO NOT QUALIFY FOR THESE PROGRAMS TO MEET PROGRAM ELIGIBILITY CRITERIA. IN ADDITION, PORTICO OFFER</p>

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		<p>S ITS OWN COVERAGE PROGRAM AND COVERS PRIMARY AND SPECIALTY CARE CLINIC VISITS, URGENT CARE SERVICES, AND PRESCRIPTION DRUGS ALONG WITH INTERPRETER AND TRANSPORTATION SERVICES 2 MEDICAL EDUCATION IN PARTNERSHIP WITH THE UNIVERSITY OF MINNESOTA MEDICAL SCHOOL, HEALTHPARTNERS INSTITUTE FOR MEDICAL EDUCATION (IME) TRAINS APPROXIMATELY 300 MEDICAL STUDENTS AND ALMOST 500 RESIDENT PHYSICIANS ANNUALLY IN 19 MEDICAL SPECIALTIES AT REGIONS HOSPITAL AND HPMG CLINICS HEALTHPARTNERS FUNDED IME WITH \$1,556,874 IN 2010 FOR A FULL REPORT ON IME'S 2010 ACTIVITIES, PLEASE SEE IME'S FORM 990 HEALTHPARTNERS PARTNERS WITH IME TO CONTRACT WITH OVER 35 EDUCATIONAL INSTITUTIONS TO OFFER LEARNING EXPERIENCES IN ALL HPMG AND HPDG CLINICS THESE AFFILIATIONS ALLOW HPMG AND HPDG TO OFFER CLINICAL EXPERIENCES TO STUDENTS ENROLLED IN FORMAL COLLEGE OR UNIVERSITY BASED CLINICAL TRAINING PROGRAMS PROGRAMS INVOLVED INCLUDE NURSE PRACTITIONERS, DENTAL ASSISTANTS, PHYSICIAN ASSISTANTS, LPN AND SOCIAL WORK 3 MEDICAL RESEARCH AND HEALTHCARE IMPROVEMENT HEALTHPARTNERS RESEARCH FOUNDATION (HPRF) IN 2010, HEALTHPARTNERS CONTRIBUTED \$1,417,000 TO SUPPORT HPRF'S OPERATIONS IN 2010, HPRF CONDUCTED OVER 200 RESEARCH PROJECTS, MANY IN CONJUNCTION WITH FEDERAL FUNDING AGENCIES SUCH AS THE NATIONAL INSTITUTE OF HEALTH AND THE CENTER FOR DISEASE CONTROL FOR MORE INFORMATION, PLEASE SEE THE HPRF FORM 990 FOR 2010 HEALTHPARTNERS SPECIALTY CENTER THE HEALTHPARTNERS SPECIALTY CENTER IS COMPRISED OF TWO BUILDINGS - 401 PHALEN BOULEVARD AND 435 PHALEN BOULEVARD - AND CONTAINS HPMG CLINICS AND REGIONS HOSPITAL-BASED SPECIALTY DEPARTMENTS THAT ARE ALL CONNECTED WITH THE LATEST IN ELECTRONIC MEDICAL RECORDS AND EASILY ACCESSIBLE DIGITAL X-RAYS THE LOCATION FEATURES MORE THAN 25 SPECIALTIES ON ONE CAMPUS IN 2010, GHI CONTINUED TO PROVIDE FREE SHUTTLE SERVICES FROM REGIONS HOSPITAL TO THE HEALTHPARTNERS SPECIALTY CENTER FOR PATIENTS IN 2010, HPMG PROVIDED TOTAL AND PARTIAL ADJUSTMENTS TO ELIGIBLE PATIENTS TOTALING \$272,706 IN CHARITY CARE COSTS AT THE HEALTHPARTNERS SPECIALTY CENTER LOCATIONS 4 INNOVATIVE STRATEGIES FOR HEALTH IMPROVEMENT, DISEASE PREVENTION AND DISEASE MANAGEMENT PAY-FOR-PERFORMANCE PROGRAM HEALTHPARTNERS WAS ONE OF THE FIRST IN THE NATION TO IMPLEMENT A PAY-FOR-PERFORMANCE PROGRAM IN 1997 THESE PROGRAMS HAVE SERVED AS A MODEL FOR SIMILAR PROGRAMS WITH NCQA AND THE FEDERAL GOVERNMENT THE PROGRAM IS DESIGNED TO PROVIDE FINANCIAL INCENTIVES TO IMPROVE PATIENT CARE THROUGH HIGH QUALITY AND COST EFFECTIVE OUTCOMES THE INSTITUTE OF MEDICINE (IOM) REPORT, "PERFORMANCE MEASUREMENT ACCELERATING IMPROVEMENT," RECOMMENDS THAT THE FEDERAL GOVERNMENT ADOPT HEALTHPARTNERS' "PIONEERING" QUALITY MEASUREMENT APPROACH IN 2010, HEALTHPARTNERS PAID OUT \$27 MILLION IN FINANCIAL INCENTIVES FOR PRIMARY CARE GROUPS, SPECIALTY GROUPS AND HOSPITALS</p>

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		<p>EQUITABLE CARE HEALTHPARTNERS CONTINUES TO ENHANCE THE RESOURCES AVAILABLE ON AN INTRANET WEBSITE FOR STAFF AND PROVIDERS TO SUPPORT THEM IN PROVIDING EQUITABLE CARE AND SERVICE T O ALL THE MEMBERS AND PATIENTS THAT ARE SERVED EQUITABLE CARE INVOLVES IDENTIFYING, TESTI NG AND IMPLEMENTING STRATEGIES TO REDUCE DISPARITIES IN TREATMENT, OUTCOMES AND SERVICE T HIS WEBSITE ENABLES EASY ACCESS TO RESOURCES FOR STAFF TO PROVIDE EQUITABLE CARE IT INCLU DES RESOURCES ON - HOW TO ARRANGE AND EFFECTIVELY USE INTERPRETER SERVICES - LINKS TO A V ARIETY OF TRANSLATED MATERIALS FOR USE WITH PATIENTS AND MEMBERS - TRAINING PROGRAMS ON CU LTURAL COMPETENCY AND RELATED TOPICS - INFORMATION ABOUT CULTURES - DATA ABOUT THE POPULAT IONS SERVED - HEALTH LITERACY TOOLS AND MUCH MORE HEALTHPARTNERS HAS AN ENTERPRISE-WIDE IN ITIATIVE TO IMPROVE INTERPRETER AND LANGUAGE ACCESS SERVICES FOR NON-ENGLISH SPEAKING COMM UNITY MEMBERS AND PATIENTS HEALTHPARTNERS PROVIDES INTERPRETATION SERVICES IN 12 LANGUAGE S INCLUDING CAMBODIAN, KAREN, OROMO, AMHARIC, SPANISH, SOMALI, HMONG, VIETNAMESE, AND AMER ICAN SIGN LANGUAGE STAFF AND PHY SICIANS ALSO HAVE ACCESS TO AN EXTENSIVE NETWORK OF AGENC Y INTERPRETERS AND HAVE TELEPHONE ACCESS TO SERVICES FOR MORE THAN 150 LANGUAGES IN 2010, HEALTHPARTNERS INVESTED OVER \$6 6 MILLION ON LANGUAGE INTERPRETATION SERVICES, BOTH AS HE ALTH PLAN COVERAGE FOR STATE PUBLIC PROGRAM MEMBERS AND AS A PROVISION OF INTERPRETER SERV ICES AT REGIONS HOSPITAL AND THE HPMG CLINICS RACE AND ETHNICITY DATA IS BEING COLLECTED AT HPMG CLINICS AND REGIONS HOSPITAL THAT PROVIDES INFORMATION FOR CARE IMPROVEMENT IN MIN ORITY POPULATIONS AGAIN IN 2010, GHI LICENSED ONLINE SPANISH HEALTH GUIDE AND SPANISH MED ICATION INFORMATION FROM HEALTHWISE, ONE OF THE NATION'S LEADING PROVIDERS OF CONSUMER HEA LTH INFORMATION THIS SPANISH CONTENT IS AVAILABLE ON THE HEALTHPARTNERS WEBSITE HPMG'S C ENTER FOR INTERNATIONAL HEALTH (CIH) IS THE LARGEST MULTI-DISCIPLINARY HEALTH CARE PROGRAM IN MINNESOTA FOR REFUGEES, IMMIGRANTS AND NON-NATIVE-ENGLISH SPEAKING FAMILIES IN 2010, CIH OPERATED AT A LOSS OF \$2,112,000 THERE WERE 15,754 OUTPATIENT ENCOUNTERS, WITH THE PA YER MIX FOR THE CLINIC COMPOSED OF 20 9% COMMERCIAL, 76 3% MEDICAID AND MEDICARE, AND 2 8% OTHER AS PART OF ITS COMMITMENT TO DELIVER EQUITABLE CARE, HPMG CLINICS AND REGIONS HOSP ITAL ARE BUILDING A DIVERSE WORKFORCE IN 2010, THERE WERE 703 PHY SICIANS FROM 46 COUNTRIE S SPEAKING 55 LANGUAGES OF THIS, 37% ARE WOMEN, AND 19% ARE FROM RACIAL OR ETHNICALLY DIV ERSE COMMUNITIES BEHAVIORAL HEALTH HEALTHPARTNERS SCORED IN THE TOP TEN PERCENT NATIONAL LY IN FOLLOWING BEST PRACTICES GUIDELINES FOR TREATMENT OF DEPRESSION HEALTHPARTNERS PROV IDES BEHAVIORAL HEALTH QUALITY AND UTILIZATION REVIEW SUPPORT TO ASSURE MEMBERS APPROPRIAT ELY UTILIZE BEHAVIORAL HEALTH SERVICES IN ORDER TO OBTAIN BEST OUTCOMES HEALTHPARTNERS PA RTNERED WITH CONSUMER, PROVIDER, AND PAYER GROUPS IN SEVERAL INITIATIVES, INCLUDING MINNES OTA MENTAL HEALTH ACTION GROUP, AND SOLIDIFIED A KEY COMMUNITY PARTNERSHIP WITH THE NATION AL ALLIANCE FOR THE MENTALLY ILL, MINNESOTA (NAMI) BEHAVIORAL HEALTH OUTPATIENT CONDITION MANAGEMENT RESULTED IN A 20 PERCENT DECREASE IN PER-MEMBER PER-MONTH COST COMPARED TO A C ONTROL GROUP IN 2010 BEHAVIORAL HEALTH CASE MANAGEMENT INCREASED OUTPATIENT THERAPY VISIT S BY 65 PERCENT PER-MEMBER PER-MONTH MEDICATION COSTS DECREASED SIX PERCENT BEHAVIORAL H EALTH INPATIENT PER-MEMBER PER-MONTHS COSTS DECREASED 30 PERCENT, SUGGESTING IMPROVED CLIN ICAL STABILITY THE COST OF THE HEALTHPARTNERS BEHAVIORAL HEALTH CASE MANAGEMENT PROGRAM W AS \$1,207,097 IN 2010 WHICH RESULTED IN \$7,321,000 IN GROSS SAVINGS HEALTHPARTNERS IS A MAJOR SPONSOR OF THE MENTAL HEALTH CRISIS ALLIANCE (MHCA) MHCA IS COMPOSED OF ORGANIZATION S REPRESENTING COUNTIES, HOSPITALS, HEALTH PLANS, THE STATE OF MINNESOTA, CONSUMERS AND AD VOCATES, AND WAS ORIGINALLY FORMED IN 2002 TO ADDRESS THE UNMET NEEDS OF ADULTS WHO EXPERIENCE BEHAVIORAL HEALTH CRISIS MHCA SERVES DAKOTA, RAMSEY AND WASHINGTON COUNTIES, PROVIDI NG INDIVIDUALIZED ADULT MENTAL HEALTH CRISIS STABILIZATION SERVICES IN CLIENTS' HOMES, COM MUNITY SETTINGS, OR IN SHORT-TERM, SUPERVISED, LICENSED RESIDENTIAL PROGRAMS SERVICES TO PATIENTS LIVING WITH HIV IN 1985, HEALTHPARTNERS' (GHI) INFECTIOUS DISEASES CLINIC AT REG IONS HOSPITAL BECAME THE FIRST DESIGNATED HIV/AIDS CLINIC PROGRAM IN MINNESOTA AND CONTINU ES TO BE THE PRIMARY SPECIALIZED, CUTTING-EDGE FACILITY FOR THE TREATMENT AND CARE OF HIV/ AIDS PATIENTS IN THE TWIN CITIES EAST METRO AND WESTERN WISCONSIN BY USING A MULTI-DISCIPLINARY APPROACH THAT INCLUDES PHY SICIANS SPECIALIZING IN HIV, NURSES, CASE MANAGERS, AND P SYCHIA TRISTS, THE HIV CLINIC IS ABLE TO PROVIDE A HOLISTIC APPROACH TO CARE AND ASSIST PAT IENTS IN MAINTAINING A HEALTHY, PRODUCTIVE LIFE THE CLINIC RECEIVES GRANTS FOR CASE MANA GEMENT SERVICES, COMPREHENSIVE PRIMARY CARE SERVICES REGARDLESS OF THE INCOME OR INSURANCE STATUS OF PATIENTS, THE TRANSPORTATION OF PATIENTS</p>

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		<p>TO AND FROM MEDICAL AND SOCIAL SERVICE APPOINTMENTS, AND HIV-RELATED LABORATORY SERVICES TO INDIVIDUALS LIVING WITH OR BEING SCREENED FOR HIV/AIDS. IN 2010, REGIONS HOSPITAL FOUNDATION SECURED OVER \$519,415 IN GOVERNMENT AND PRIVATE GRANT FUNDING TO RUN THIS PROGRAM. PHYSICAL ACTIVITY AND WELLNESS: HEALTHPARTNERS OFFERED INCENTIVES IN 2010 FOR STAYING FIT THROUGH THE HEALTHPARTNERS FREQUENT FITNESS PROGRAM IN WHICH FULLY INSURED MEMBERS CAN EARN A \$20 REIMBURSEMENT ON THEIR MONTHLY FITNESS CLUB DUES AT OVER 7,500 HEALTH CLUB LOCATIONS BY ACHIEVING AT LEAST 12 HEALTH CLUB WORKOUTS IN THE MONTH (SELF-INSURED MEMBERS HAD ACCESS TO THE FREQUENT FITNESS PROGRAM IF THEIR EMPLOYER ELECTED TO OFFER THE PROGRAM). MORE THAN ONE OUT OF THREE ENROLLED MEMBERS MET THE MONTHLY GOAL IN 2010. HEALTHPARTNERS ALSO SUPPORTED THE PHD PHYSICAL, HEALTHY AND DRIVEN PROGRAM THROUGH YMCA TWIN CITIES. THIS PROGRAM TEACHES URBAN YOUTH IN THE MINNEAPOLIS AREA HOW TO STAY HEALTHY FOR LIFE. HEALTHPARTNERS JOINED FORCES WITH ST. PAUL PUBLIC SCHOOLS ON A PILOT WORKSITE WELLNESS PROGRAM, CALLED CHOOSE WELL, LIVE WELL. IN 2010, THE PROGRAM CONTINUED TO SERVICE THE ENTIRE DISTRICT OF ROUGHLY 80 SITES AND 6,100 EMPLOYEES. THE PROGRAM MEASURABLY IMPROVES HEALTH THROUGH BEHAVIOR CHANGE AND REDUCTIONS IN MODIFIABLE RISK FACTORS AND GENERATED A 281 RETURN ON INVESTMENT (A RETURN OF \$2.80 FOR EVERY \$1 INVESTED) AFTER FOUR YEARS. JOURNEYWELL, A HEALTHPARTNERS BUSINESS UNIT, CONTINUED TO PROVIDE MEMBERS SUPPORT TO BECOME MORE ACTIVE, EAT A HEALTHIER DIET, MANAGE STRESS AND QUIT SMOKING. HEALTHPARTNERS EMPHASIZES THE IMPORTANCE OF LIVING A HEALTHY LIFESTYLE THROUGH COMMUNITY PRESENTATIONS AND, IN ORDER TO INCREASE ACCESSIBILITY, UNDER JOURNEYWELL, PROGRAMS AND SERVICES ARE AVAILABLE FOR ALL COMPANIES AND ORGANIZATIONS REGARDLESS OF HEALTH PLAN AFFILIATION. 5. COMMUNITY HEALTH IMPROVEMENT EFFORTS: COMMUNITY HEALTH OUTREACH, SCREENINGS AND VACCINATION PROGRAMS. GROUP HEALTH EMPLOYEES HAVE PRESENTED AT AND PARTICIPATED IN A NUMBER OF COMMUNITY HEALTH EVENTS ON TOPICS SUCH AS NUTRITION, EXERCISE, TEENAGE PREGNANCY, AND DIABETES. PRIMARY AUDIENCES HAVE BEEN THE HISPANIC, Hmong, AFRICAN AMERICAN AND NATIVE AMERICAN COMMUNITIES. HEALTHPARTNERS EMPLOYEES PARTICIPATED IN THE FOLLOWING COMMUNITY FESTIVALS AND EVENTS PROVIDING OUTREACH TO THE COMMUNITY ON A VARIETY OF HEALTH TOPICS INCLUDING BODY MASS INDEX, HEALTHY EATING, SMOKING CESSATION, CHOLESTEROL, BLOOD PRESSURE, IMMUNIZATIONS AND MORE - AMERICAN INDIAN WELLNESS FAIR - MOAPPP (MINNESOTA OFFICE OF ADOLESCENT PREGNANCY PREVENTION AND PARENTING) CONFERENCE - POWER TO END STROKE GOSPEL TOUR - TWIN CITIES PRIDE FESTIVAL - Hmong SOCCER TOURNAMENT & HEALTH FAIR - MINNESOTA STATE FAIR ECO EXPERIENCE CARELINE. HEALTHPARTNERS INVESTS OVER \$4.5 MILLION PER YEAR TO STAFF A 24-HOUR NURSING CARE TELEPHONE LINE FOR ANY PATIENT CALL REGARDLESS OF INSURANCE STATUS OR CARE SYSTEM. BIOTERRORISM MONITORING: USING A GRANT FROM THE MINNESOTA DEPARTMENT OF HEALTH, HEALTHPARTNERS TRACKS PATIENTS WHO PRESENT WITH SYMPTOMS THAT MIGHT SUGGEST A BIOTERRORISM EVENT AND THEN SUPPLIES THAT INFORMATION TO THE DEPARTMENT OF HEALTH.</p>

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		<p>MULTILINGUAL HEALTH RESOURCES EXCHANGE THE EXCHANGE IS A COLLABORATION AMONG MANY MINNESOTA ORGANIZATIONS (INCLUDING HOSPITALS, CLINIC SYSTEMS, HEALTH PLANS, PUBLIC HEALTH AGENCIES, AND COMMUNITY GROUPS) TO SHARE TRANSLATED HEALTH MATERIALS AND INFORMATION TO MEET THE HEALTH EDUCATION AND INFORMATION NEEDS OF PEOPLE WITH LIMITED ENGLISH PROFICIENCY HEALTHPARTNERS WAS INSTRUMENTAL IN STARTING THE EXCHANGE IN 2001 EACH MEMBER OF THE EXCHANGE CONTRIBUTES MATERIALS TRANSLATED BY THEIR ORGANIZATION TO THE EXCHANGE WEBSITE WHERE ALL PARTNER ORGANIZATIONS CAN DOWNLOAD IT FOR USE WITH THEIR CLIENTS AND PATIENTS THIS GREATLY INCREASES THE AMOUNT OF HEALTH EDUCATION AVAILABLE IN LANGUAGES OTHER THAN ENGLISH FOR ALL PARTICIPATING ORGANIZATIONS MN COMMUNITY MEASUREMENT HEALTHPARTNERS HELPED TO ESTABLISH MN COMMUNITY MEASUREMENT (MNCM) WITH OTHER MINNESOTA HEALTH PLANS, AND CONTRIBUTED OVER \$178,955 IN 2010 IN 2010, 1,293 PHYSICIAN CLINICS REGISTERED WITH MNCM TO COLLECT AND SUBMIT DATA ON MEASURES THAT ARE APPLICABLE TO THEIR PRACTICE IN THE 2010 MNCM HEALTH CARE QUALITY REPORT, WHICH ALLOWS CONSUMERS TO COMPARE THE QUALITY OF CARE ON SIXTEEN DIFFERENT CONDITIONS, DATA WAS REPORTED ON 192 MEDICAL GROUPS REPRESENTING 553 CLINICS IN 2010, MNCM REPORTED AVERAGE COST FOR COMMON PROCEDURES BY MEDICAL GROUP MNCM HAS ALSO PILOTED A PATIENT SATISFACTION SURVEY BY CLINIC WITH MEDICAL GROUPS AND HAS REPORTED RESULTS FOR PARTICIPATING CLINICS ON ITS WEBSITE INSTITUTE FOR CLINICAL SYSTEMS IMPROVEMENT DURING 2010, HEALTHPARTNERS CONTRIBUTED \$1,218,300 TO THE INSTITUTE FOR CLINICAL SYSTEMS IMPROVEMENT (ICSI) HEALTHPARTNERS IS A FOUNDING MEMBER OF ICSI, WHICH ESTABLISHES BEST PRACTICE HEALTH CARE GUIDELINES FOR THE PREVENTION, DIAGNOSIS, TREATMENT AND MANAGEMENT OF NUMEROUS DISEASES AND HEALTH CONDITIONS ICSI ALSO WORKS TO IMPROVE THE QUALITY AND LOWER THE COST OF CARE DELIVERED BY ITS 55 MEDICAL GROUP, HOSPITAL AND INTEGRATED SYSTEM MEMBERS IN MINNESOTA AND SURROUNDING AREAS IN 2010, HEALTHPARTNERS PARTICIPATED IN FOUR MAJOR ICSI INITIATIVES - THE DIAMOND PROGRAM CHANGES HOW CARE FOR THE PATIENT WITH DEPRESSION IS DELIVERED AND PAID FOR IN PRIMARY CARE, AND IS GETTING FOUR TIMES AS MANY PATIENTS INTO REMISSION AT SIX MONTHS COMPARED TO TYPICAL PRIMARY CARE TREATMENT - THE STATEWIDE HIGH-TECHNOLOGY DIAGNOSTIC IMAGING INITIATIVE IS ENABLING MEDICAL GROUPS TO USE A COMPUTER-BASED DECISION-SUPPORT TOOL TO ENSURE THAT APPROPRIATE MRI, CT, PET AND NUCLEAR CARDIOLOGY SCANS ARE ORDERED WHILE THE PHYSICIAN IS WITH THE PATIENT - ICSI'S HEALTH CARE HOME INITIATIVE IS HELPING PRIMARY CARE CLINICS BECOME CERTIFIED TO MEET MINNESOTA HEALTH CARE REFORM LEGISLATION CRITERIA - A NEW ICSI INITIATIVE IS INTRODUCING THE ELEMENTS OF PALLIATIVE CARE FOR PATIENTS AT THE TIME OF THEIR DIAGNOSIS OF A LIFE-LIMITING ILLNESS IN PRIMARY AND NON-PALLIATIVE SPECIALTY CARE SETTINGS PARTNERSHIPS WITH COMMUNITY-BASED HEALTH ADVOCACY GROUPS HEALTHPARTNERS HAVE ESTABLISHED PARTNERSHIPS WITH NONPROFIT ORGANIZATIONS WITH COMPATIBLE MISSIONS INCLUDING THE AMERICAN HEART ASSOCIATION, THE AMERICAN ASSOCIATION OF DIABETES EDUCATORS, THE MINNEAPOLIS/ST PAUL DIABETES EDUCATORS, THE MN DIABETES COLLABORATIVE, THE AMERICAN CANCER SOCIETY AND THE ARTHRITIS FOUNDATION WORKING JOINTLY WITH THESE ORGANIZATIONS, HEALTHPARTNERS HAS REACHED MORE PEOPLE WITH INFORMATION ON THE IMPORTANCE OF BEING PHYSICALLY ACTIVE, EATING WISELY AND AVOIDING TOBACCO PRODUCTS 6 CHARITABLE CONTRIBUTIONS AND EMPLOYEE VOLUNTEERISM CORPORATE DONATIONS IN 2010, HEALTHPARTNERS CONTRIBUTED \$1,044,077.35 TO NON-PROFIT HEALTH ORGANIZATIONS HEALTHPARTNERS GIVES PRIORITY TO FUNDING PARTNERSHIPS AND PROJECTS THAT ARE CONSISTENT WITH THE ORGANIZATION'S STRATEGIC HEALTH PROMOTION INITIATIVES, FOCUS ON ACTIVITIES THAT PREVENT HEALTH PROBLEMS, ADDRESS THE NEEDS OF PEOPLE IN OUR SERVICE AREA, AND/OR DISPLAY UNDERSTANDING OF THE DIVERSE NEEDS OF OUR POPULATION AND INDICATE HOW THEY WILL REDUCE DISPARITIES IN HEALTH OUTCOMES EMPLOYEE GIVING ONCE A YEAR, HEALTHPARTNERS' EMPLOYEES HAVE THE OPPORTUNITY TO CONTRIBUTE TO SHARING AT WORK, A CAMPAIGN THAT DIRECTLY BENEFITS THOSE SERVED BY HEALTHPARTNERS BY RAISING MONEY FOR THE FOLLOWING HEALTHPARTNERS ENTITIES RHF, IME, AND HPRF FUNDS RAISED THROUGH SHARING AT WORK ARE USED TO IMPROVE PATIENT CARE, PROVIDE EDUCATION AND PROFESSIONAL DEVELOPMENT AND CONDUCT CUTTING EDGE RESEARCH HEALTHPARTNERS MATCHES 100 PERCENT OF ALL SHARING AT WORK DONATIONS IN 2010, GENEROUS EMPLOYEES OF HEALTHPARTNERS RAISED \$491,914 WHICH AMOUNTED TO OVER \$983,828 WITH A 100 PERCENT HEALTHPARTNERS MATCH HEALTHPARTNERS' COMMITMENT TO IMPROVING THE HEALTH OF THE COMMUNITY EXTENDS BEYOND ITS DOORS ADDRESSING DISPARITIES IS ONE OF THE REASONS HEALTHPARTNERS HAS A COMMITMENT TO WORKPLACE GIVING A COMPREHENSIVE EMPLOYEE GIVING CAMPAIGN IS A KEY WAY TO PROVIDE A SAFETY NET OF SERVICES AND SUPPORT TO IMPROVE THE HEALTH OF THE COMMUNITY FOR HEALTHPARTNERS EMPLOYEES, THERE IS AN</p>

Identifier	Return Reference	Explanation
		<p>ANNUAL COMMUNITY GIVING CAMPAIGN THAT SUPPORTS FIVE LOCAL FEDERATIONS GREATER TWIN CITIE S UNITED WAY , UNITED WAY OF WASHINGTON COUNTY-EAST, COMMUNITY SHARES, COMMUNITY HEALTH CHA RITIES-MINNESOTA AND THE MINNESOTA ENVIRONMENTAL FUND IN 2010, HEALTHPARTNERS EMPLOYEES P LEDGED TO GIVE THE COMMUNITY GIVING CAMPAIGN OVER \$365,000 THROUGH AUTOMATIC PAYROLL DEDUC TIONS AND RAISED OVER \$28,000 THROUGH SPECIAL EVENTS IN 2010, HEALTHPARTNERS SPONSORED TH E HEART WALK FOR THE AMERICAN HEART ASSOCIATION IN ADDITION TO THE SPONSORSHIP, TEAM HEAL THPARTNERS, CONSISTING OF HEALTHPARTNERS EMPLOYEES, RAISED \$49,482 FOR THE AMERICAN HEART ASSOCIATION FUNDRAISING COMMUNICATIONS HEALTHPARTNERS COMMUNITY RELATIONS STAFF PROVIDED COMMUNICATIONS TO EMPLOYEES THROUGHOUT HEALTHPARTNERS ABOUT THE FOLLOWING OPPORTUNITIES T O VOLUNTEER AND/OR FUNDRAISE - ALZHEIMER'S MEMORY WALK - AMERICAN RED CROSS BLOOD DONATIO N - BREAST CANCER 3-DAY EVENT (SUSAN G KOMEN FOUNDATION) - DAFFODIL DAYS (AMERICAN CANCER SOCIETY) - FEED MY STARVING CHILDREN - HEART WALK (AMERICAN HEART ASSOCIATION) - MAKING S TRIDES AGAINST BREAST CANCER - MINNESOTA AIDS WALK - RACE FOR THE CURE - RELAY FOR LIFE - WALK FOR THOUGHT (MN BRAIN INJURY ASSOCIATION) HEALTHPARTNERS CONTINUES TO WIN ACCOLADES F OR HIGH QUALITY CARE SEVERAL AWARDS AND HONORS RECEIVED IN 2010 INCLUDED - NATIONAL BUSI NESS COALITION ON HEALTH'S EVALUE8 REPORT HEALTHPARTNERS WAS NAMED AS ONE OF THE NATION'S FIVE TOP PERFORMING HEALTH PLANS IN THE NATIONAL BUSINESS COALITION ON HEALTH'S (NBCH) EV ALUE8 RANKINGS IN ADDITION, HEALTHPARTNERS WAS THE TOP-RATED PLAN IN 10 OF THE 14 CATEGOR IES IN THE EVALUE8 RANKINGS HEALTHPARTNERS WAS THE ONLY MINNESOTA HEALTH PLAN TO RECEIVE A TOP FIVE CITATION FROM NBCH THE NBCH EVALUATED 64 HEALTH PLANS ACROSS THE NATION WHICH SERVE MORE THAN 100 MILLION AMERICANS THE EVALUE8 PROCESS WAS ESTABLISHED TO HELP PURCHA SERS BUY HEALTH CARE PRODUCTS AND SERVICES WHILE CONTROLLING COSTS AND ENSURING TOP QUALITY CARE - NATIONAL COMMITTEE FOR QUALITY ASSURANCE (NCQA) HEALTHPARTNERS IS AMONG THE TOP 20 PRIVATE HEALTH PLANS IN THE NATION AND THE TOP-RANKED PLAN IN MINNESOTA, ACCORDING TO N CQA'S HEALTH INSURANCE PLAN RANKINGS 2010-2011 THE RANKINGS ARE BASED ON CLINICAL PERFORM ANCE, MEMBER SATISFACTION AND NCQA ACCREDITATION IN THE REPORT, HEALTHPARTNERS RANKED 19T H OUT OF 227 PRIVATE HEALTH PLANS FROM ACROSS THE NATION NCQA IS A PRIVATE, NOT-FOR-PROFI T ORGANIZATION - IN JD POWER AND ASSOCIATES' 2010 MEMBER HEALTH INSURANCE PLAN STUDY , HEA LTHPARTNERS HAD THE HIGHEST SCORES FOR CUSTOMER SERVICE IN THE MINNESOTA-WISCONSIN REGION - TOP MEMBER SATISFACTION HEALTHPARTNERS DELIVERS EXCELLENT CARE AND SERVICE FOR MEMBERS IN A CONSUMER ASSESSMENT OF HEALTHCARE PROVIDERS AND SYSTEMS SURVEY , MEMBERS RATE HEALTH PARTNERS CUSTOMER SERVICE IN THE TOP 10 PERCENT NATIONALLY</p>

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 6		HPI IS THE SOLE CORPORATE MEMBER OF GHI. ADDITIONALLY, EACH CONTRACT HOLDER OF GHI OR ITS RELATED ORGANIZATIONS IS AN "ASSOCIATE MEMBER" OF GHI. EACH ASSOCIATE MEMBER HAS ONE VOTE. BYLAWS, SECTION 1.1

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7A		THE ASSOCIATE MEMBERS ELECT THE "MEMBER-ELECTED DIRECTORS " THREE OF THE FIVE DIRECTORS AR E MEMBER-ELECTED DIRECTORS THE CHAIR OF THE CORPORATE MEMBER SERVES AS A DIRECTOR EX OFFI CIO AND AS THE CHAIR OF GHI

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7B		THE ASSOCIATE MEMBERS HAVE APPROVAL RIGHTS REGARDING AMENDMENTS TO THE ARTICLES AND BYLAWS OF GHI AND ANY MERGER WHEREBY GHI IS MERGED INTO AND SURVIVED BY A DIFFERENT CORPORATION THE SOLE CORPORATE MEMBER MUST APPROVE THE DECISIONS OF THE BOARD OF DIRECTORS AS FOLLOWS ANNUAL OPERATING AND CAPITAL BUDGETS AND LONG RANGE PLANS, INDEBTEDNESS IN EXCESS OF AMOUNTS DETERMINED FROM TIME TO TIME, MERGER OR CONSOLIDATION WITH ANOTHER CORPORATION, DISPOSAL OF ASSETS IN EXCESS OF AMOUNTS DETERMINED FROM TIME TO TIME, APPOINTMENT OR REMOVAL OF THE CHIEF EXECUTIVE OFFICER, AMENDMENT OF ARTICLES OR BYLAWS, VOLUNTARY DISSOLUTION, VENDOR AGREEMENT INVOLVING 20% OR MORE OF OPERATING EXPENSES, ANY ACTION TAKEN BY THE VOTE OF THE FULL BOARD OF DIRECTORS BYLAWS, ARTS IV, XIII, XIV

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 11		GHI'S 990 RETURN HAS A COMPREHENSIVE REVIEW PROCESS THAT IS FOLLOWED BEFORE IT IS PRESENTED TO THE GOVERNING BODY OF GHI. THE REVIEW PROCESS INCLUDES A LAYERED REVIEW BY GHI'S TAX DEPARTMENT, MANAGEMENT TEAM, INTERNAL LEGAL DEPARTMENT AND OUTSIDE INDEPENDENT ACCOUNTANTS. EACH ONE OF THOSE AREAS HAS AN OPPORTUNITY TO REVIEW, ASK QUESTIONS AND MAKE COMMENTS BACK TO THE TAX DEPARTMENT OF GHI BEFORE THE FORM 990 IS PRESENTED TO THE GOVERNING BODY OF GHI. GHI MAKES AVAILABLE, TO THE FINANCE AND AUDIT COMMITTEE OF GHI'S BOARD OF DIRECTORS AND TO THE FULL BOARD OF DIRECTORS, A COPY OF THE 990 FOR REVIEW AND COMMENT PRIOR TO THE FILING OF THE 990 RETURN. THIS COPY IS PROVIDED TO THE FINANCE AND AUDIT COMMITTEE AND THE FULL BOARD OF DIRECTORS IN A PRE-MEETING PACKET, AND IS AN AGENDA ITEM AT THE COMMITTEE MEETING. THIS PROCESS IS NOTED AND DOCUMENTED IN THE WRITTEN COMMITTEE MINUTES OF THE MEETING. THESE MINUTES ARE PRESENTED TO THE FULL BOARD OF DIRECTORS.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	AS REQUIRED BY THE BYLAWS OF GHI, THE BOARD MONITORS POTENTIAL CONFLICTS OF INTEREST ON TH E PART OF BOARD MEMBERS, OFFICERS AND KEY EMPLOYEES PURSUANT TO ITS CONFLICT OF INTEREST P OLICY UNDER THE POLICY , ALL BOARD MEMBERS, PRINCIPAL OFFICERS, MEMBERS OF A COMMITTEE WIT H BOARD DELEGATED POWERS AND KEY EMPLOYEES ANNUALLY ARE PROVIDED WITH A COPY OF THE POLICY AND REQUIRED TO COMPLETE A QUESTIONNAIRE IDENTIFYING ANY POTENTIAL CONFLICTS OF INTEREST THE GENERAL COUNSEL SUMMARIZES THE FINDINGS FROM THE QUESTIONNAIRE AND SUBMITS A REPORT T O THE GOVERNANCE COMMITTEE A FINAL REPORT OF THE POTENTIAL CONFLICTS IS SHARED WITH THE C HAIR OF THE BOARD AND CHIEF EXECUTIVE OFFICER WHO, ALONG WITH THE GENERAL COUNSEL AND THE BOARD ASSISTANT SECRETARY , CONTINUALLY MONITOR BOARD AGENDAS AND PROPOSED ACTIONS TO IDENT IFY AND ADDRESS ACTUAL CONFLICTS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	<p>GHI HAS AN ANNUAL PROCESS TO REVIEW THE MARKET COMPARABILITY OF THE TOTAL COMPENSATION OF ITS CEO AND ITS OTHER OFFICERS EVERY THREE YEARS, UNDER THE DIRECTION OF THE GHI BOARD OF DIRECTORS' COMPENSATION COMMITTEE (COMPENSATION COMMITTEE), A TOTAL COMPENSATION MARKET REVIEW IS COMPLETED THE REVIEW INCLUDES ALL COMPONENTS OF COMPENSATION, BASE SALARY, ANNUAL INCENTIVES, BENEFITS AND PERQUISITES THE MARKET SURVEY RESULTS ARE PRESENTED TO, REVIEWED BY AND APPROVED BY THE INDEPENDENT COMPENSATION COMMITTEE IN INTERIM YEARS, GHI'S HUMAN RESOURCES STAFF, UNDER THE DIRECTION OF THE COMPENSATION COMMITTEE, UPDATES CHANGES IN THE SALARY STRUCTURE BASED ON THE SAME INDEPENDENT STUDIES PERFORMED BY THE COMPENSATION COMMITTEE FOR THE CHIEF EXECUTIVE OFFICER AND CERTAIN OTHER POSITIONS FULL INDEPENDENT REVIEWS ARE PERFORMED IN ALL CASES, COMMITTEE MEMBERS COMPLETE AN ANNUAL CONFLICT OF INTEREST SURVEY TO ASSURE THE COMPENSATION COMMITTEE MEMBERS' INDEPENDENCE, STAFF IS NOT IN ROOM DURING DELIBERATIONS OR VOTE INCLUDING EXECUTIVE SESSIONS, AND CONTEMPORANEOUS MINUTES ARE KEPT TOTAL COMPENSATION IS APPROPRIATELY DOCUMENTED ON THE FORM 990 AND W2S THE BOARD OF DIRECTORS HAS DELEGATED TO THE COMPENSATION COMMITTEE THE ACCOUNTABILITY TO CONDUCT AN ANNUAL PERFORMANCE EVALUATION AND TO DETERMINE THE COMPENSATION OF THE CEO BASED ON THE PERFORMANCE REVIEW AND THE MARKET COMPARABILITY DATA, APPROVED BY THE COMPENSATION COMMITTEE THE BOARD HAD DELEGATED TO THE CEO (WITH AUTHORITY TO FURTHER DELEGATE) THE ACCOUNTABILITY TO CONDUCT ANNUAL PERFORMANCE REVIEWS AND DETERMINE THE COMPENSATION OF ALL OTHER OFFICERS WITHIN THE COMPENSATION RANGES DETERMINED BY THE COMPENSATION COMMITTEE ANY EXCEPTIONS NEED TO BE APPROVED BY THE COMPENSATION COMMITTEE</p>

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	GHI FINANCIAL STATEMENTS AND 990 RETURNS ARE MADE AVAILABLE TO ANY PERSON WHO REQUESTS THE INFORMATION FROM GHI OR HPI. GHI'S ARTICLES OF INCORPORATION ARE AVAILABLE TO ANY PERSON WHO REQUESTS THE INFORMATION THROUGH THE MINNESOTA SECRETARY OF STATE'S OFFICE. GHI'S ARTICLES, BYLAWS, CONFLICT OF INTEREST POLICY, BOARD MINUTES AND PRINCIPLES OF CORPORATE GOVERNANCE CAN BE VIEWED THROUGH THE HEALTHPARTNERS.COM WEBSITE.

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	FASB 124 FAIR MARKET VALUATION ADJUSTMENT 2,885,403 FASB 158 PENSION ADJUSTMENT 1,070,224 FASB 158 POST RETIREMENT ADJUSTMENT 112,164 TOTAL TO FORM 990, PART XI, LINE 5 4,067,7 91

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
GROUP HEALTH PLAN INC

Employer identification number
41-0797853

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) Disproporionate 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	

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
(1) HEALTHPARTNERS ADMINISTRATORS INC 8170 33RD AVENUE SOUTH PO BOX 1309 MINNEAPOLIS, MN554401309 41-1629390	THIRD PARTY ADMINISTRATOR	MN	HEALTHPARTNERS INC	C			
(2) HEALTHPARTNERS ASSOCIATES INC 8170 33RD AVENUE SOUTH PO BOX 1309 MINNEAPOLIS, MN554401309 52-2365151	MEDICAL CLINIC STAFFING AND ASSET MANAGEMENT	MN	HEALTHPARTNERS ADMINISTRATORS INC	C			
(3) HEALTHPARTNERS SERVICES INC 8170 33RD AVENUE SOUTH PO BOX 1309 MINNEAPOLIS, MN554401309 41-1683568	MEDICAL CLINIC STAFFING AND ASSET MANAGEMENT	MN	HEALTHPARTNERS ADMINISTRATORS INC	C			
(4) HEALTHPARTNERS VENTURES INC 8170 33RD AVENUE SOUTH PO BOX 1309 MINNEAPOLIS, MN554401309 41-1838197	DEVELOP HEALTHCARE BUSINESS OPPORTUNITIES	MN	HEALTHPARTNERS INC	C			
(5) HEALTHPARTNERS INSURANCE COMPANY 8170 33RD AVENUE SOUTH PO BOX 1309 MINNEAPOLIS, MN554401309 41-1683523	MEDICAL AND DENTAL INSURANCE	MN	HEALTHPARTNERS ADMINISTRATORS INC	C			

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)

Yes

No

1a

No

1b

Yes

1c

No

1d

No

1e

No

1f

No

1g

No

1h

No

1i

No

1j

No

1k

Yes

1l

No

1m

Yes

1n

Yes

1o

No

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) HEALTHPARTNERS RESEARCH FOUNDATION - PROGRAM SUPPORT	B	1,253,950	
(2) HEALTHPARTNERS CENTRAL MINNESOTA CLINICS INC - SHARED PERSONNEL	N	182,600	
(3) HEALTHPARTNERS CENTRAL MINNESOTA CLINICS INC - MANAGEMENT SERVICES	K	127,700	
(4) HEALTHPARTNERS INC - MANAGEMENT AND HEALTHCARE SUPPORT SERVICES	K	184,016,000	
(5) HEALTHPARTNERS INC - HEALTHCARE SERVICES	K	87,903,254	
(6) PHYSICIANS NECK & BACK CLINICS	P	5,269,639	

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: 41-0797853

Name: GROUP HEALTH PLAN INC

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
HEALTHPARTNERS INC 8170 33RD AVENUE SOUTH PO BOX 1309 MINNEAPOLIS, MN554401309 41-1693838	HYBRID STAFF MODEL/NETWORK MODEL HEALTH MAINTENANCE ORGANIZATION	MN	501(C)(4)		N/A		No
HEALTHPARTNERS CENTRAL MINNESOTA CLINICS INC 8170 33RD AVENUE SOUTH PO BOX 1309 MINNEAPOLIS, MN554401309 41-1236798	PATIENT CARE CLINIC	MN	501(C)(3)	170(B)1) (A)(III)	N/A		No
HEALTHPARTNERS RESEARCH FOUNDATION 8170 33RD AVENUE SOUTH PO BOX 1309 MINNEAPOLIS, MN554401309 41-1670163	HEALTHCARE RESEARCH	MN	501(C)(3)	509(A)(3) TYPE I	N/A		No
PHYSICIANS NECK & BACK CLINICS 8170 33RD AVENUE SOUTH PO BOX 1309 MINNEAPOLIS, MN554401309 27-0684883	SPECIALTY PATIENT CARE	MN	501(C)(3)	509(A)(3) TYPE II	N/A		No
HPI - RAMSEY 8170 33RD AVENUE SOUTH PO BOX 1309 MINNEAPOLIS, MN554401309 41-1793333	CORPORATE PLANNING AND OVERSIGHT	MN	501(C)(3)	509(A)(3) TYPE I	HEALTHPARTNERS INC		No
HEALTHPARTNERS INSTITUTE FOR MEDICAL EDUCATION 8170 33RD AVENUE SOUTH PO BOX 1309 MINNEAPOLIS, MN554401309 41-1835843	MEDICAL EDUCATION	MN	501(C)(3)	509(A)(3) TYPE I	HEALTHPARTNERS INC		No
CAPITAL VIEW TRANSITIONAL CARE CENTER 8170 33RD AVENUE SOUTH PO BOX 1309 MINNEAPOLIS, MN554401309 41-2011453	POST HOSPITALIZATION PATIENT CARE	MN	501(C)(3)	170(B)1) (A)(III)	HPI - RAMSEY		No
RAMSEY INTEGRATED HEALTH SERVICES 8170 33RD AVENUE SOUTH PO BOX 1309 MINNEAPOLIS, MN554401309 41-1503090	IN-HOME PATIENT CARE	MN	501(C)(3)	509(A)(3) TYPE II	HPI - RAMSEY		No
REGIONS HOSPITAL 8170 33RD AVENUE SOUTH PO BOX 1309 MINNEAPOLIS, MN554401309 41-0956618	HOSPITAL	MN	501(C)(3)	170(B)1) (A)(III)	HPI - RAMSEY		No
REGIONS HOSPITAL FOUNDATION 8170 33RD AVENUE SOUTH PO BOX 1309 MINNEAPOLIS, MN554401309 41-1888902	PROVIDE HOSPITAL PROGRAM FINANCIAL SUPPORT	MN	501(C)(3)	170(B)1) (A)(VI)	HPI - RAMSEY		No
RHSC INC 8170 33RD AVENUE SOUTH PO BOX 1309 MINNEAPOLIS, MN554401309 41-1891928	HEALTHCARE STAFFING	MN	501(C)(3)	509(A)(3) TYPE II	HEALTHPARTNERS INC		No
WESTFIELDS HOSPITAL INC 8170 33RD AVENUE SOUTH PO BOX 1309 MINNEAPOLIS, MN554401309 39-0808442	HOSPITAL	WI	501(C)(3)	170(B)1) (A)(III)	RH-WISCONSIN		No

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
WESTFIELDS HOSPITAL FOUNDATION INC 8170 33RD AVENUE SOUTH PO BOX 1309 MINNEAPOLIS, MN554401309 39-1770913	PROVIDE HOSPITAL PROGRAM FINANCIAL SUPPORT	WI	501(C)(3)	509(A)(3) TYPE I	WESTFIELDS HOSPITAL INC		No
RH-WISCONSIN 8170 33RD AVENUE SOUTH PO BOX 1309 MINNEAPOLIS, MN554401309 20-2287016	CORPORATE PLANNING AND OVERSIGHT	WI	501(C)(3)	509(A)(3) TYPE II	HPI - RAMSEY		No
HUDSON HOSPITAL INC 8170 33RD AVENUE SOUTH PO BOX 1309 MINNEAPOLIS, MN554401309 39-0804125	HOSPITAL	WI	501(C)(3)	170(B)1) (A)(III)	RH-WISCONSIN		No
HUDSON HOSPITAL FOUNDATION INC 8170 33RD AVENUE SOUTH PO BOX 1309 MINNEAPOLIS, MN554401309 39-1279567	PROVIDE HOSPITAL PROGRAM FINANCIAL SUPPORT	WI	501(C)(3)	170(B)1) (A)(VI)	HUDSON HOSPITAL INC		No
WESTERN WISCONSIN EMERGENCY MEDICAL SERVICES COMPANY 8170 33RD AVENUE SOUTH PO BOX 1309 MINNEAPOLIS, MN554401309 26-3616590	PROVIDE MEDICAL TRANSPORT SERVICES	WI	501(C)(3)	509(A)(3) TYPE II	RH-WISCONSIN		No

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) HEALTHPARTNERS RESEARCH FOUNDATION - PROGRAM SUPPORT	B	1,253,950	
(2) HEALTHPARTNERS CENTRAL MINNESOTA CLINICS INC - SHARED PERSONNEL	N	182,600	
(3) HEALTHPARTNERS CENTRAL MINNESOTA CLINICS INC - MANAGEMENT SERVICES	K	127,700	
(4) HEALTHPARTNERS INC - MANAGEMENT AND HEALTHCARE SUPPORT SERVICES	K	184,016,000	
(5) HEALTHPARTNERS INC - HEALTHCARE SERVICES	K	87,903,254	
(6) PHYSICIANS NECK & BACK CLINICS	P	5,269,639	

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 GROUP HEALTH PLAN INC	Business or activity to which this form relates FORM 990 PAGE 10	Identifying number 41-0797853
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Part I Election to Expense Certain Property Under Section 179

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

1	Maximum amount See the instructions for a higher limit for certain businesses	1	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	15,020,362

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	15,020,362
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 (do not include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
31 Total commuting miles driven during the year												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

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

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

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

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) A mortization period or percentage	(f) A mortization for this year
42 A mortization of costs that begins during your 2010 tax year (see instructions)					
43 A mortization of costs that began before your 2010 tax year				43	
44 Total. Add amounts in column (f) See the instructions for where to report				44	

Additional Data

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

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
THOMAS BRINSKO DIRECTOR & CHAIR	5 40	X						31,750	0	0
JOHN GHERTY DIRECTOR	3 70	X						17,250	0	0
BARBARA KAUFMAN DIRECTOR & TREASURER	4 60	X						22,000	0	0
GREGORY STRONG DIRECTOR	3 60	X						12,708	0	0
MARY K BRAINERD PRESIDENT & CEO	50 00	X		X				1,195,124	0	369,423
BRIAN H RANK MD DIRECTOR & MEDICAL DIRECTO	65 00	X		X				652,711	0	169,568
CHARLES J ABRAHAMSON VP-NETWORK MGMT &PROVIDER	40 00			X				216,508	0	36,793
ALAN V ABRAMSON SRVP & CIO	47 00			X				455,311	0	122,038
SCOTT A AEBISCHER SR VP CUSTOMER SERV/PRODUC	50 00			X				415,595	0	111,611
CALVIN U ALLEN SR VP STRAT PLANNING/HR	50 00			X				484,845	0	117,394
BABETTE A APLAND SR VP HEALTH & CARE MGMT	55 00			X				371,354	0	100,013
SHANNON B BEAUDIN-KLEIN VP MARKETING & COMMUNICATI	53 00			X				198,992	0	64,435
DAVID J BERGH VP HEALTH/FIN INFO SYSTEMS	55 00			X				292,185	0	83,495
RICK J BRUZEK VP PHARMACY SERVICES	45 00			X				245,967	0	80,283
KATHLEEN M COONEY EXECUTIVE VP & CAO	55 00			X				793,555	0	217,592
PATRICK T COURNEYA ASSOC MED DIR - DELIVERY SYSTEMS	60 00			X				156,179	0	54,891
ROBERT B CUMMING SR VP ACTUARIAL/UNDERWRITI	45 00			X				553,880	0	133,325
TRICIA L DEGE VP FINANCE & PLANNING	40 00			X				202,089	0	53,472
DAVID A DZIUK SR VP & CHIEF FINANCIAL OFFICER	55 00			X				472,677	0	134,988
FORREST M FLINT VP DENTAL PLAN	53 00			X				246,337	0	81,391
DAVID S GESKO SR VP - DENTAL DIRECTOR	55 00			X				407,524	0	75,502
TIM M HALEY VP BROKER SALES	45 00			X				322,465	0	80,681
GEORGE J ISHAM CHIEF HEALTH OFFICER	60 00			X				612,987	0	210,095
SUSAN M KNUDSON-SCHUMACHER VP HEALTH INFORMATICS	47 00			X				234,591	0	73,386
KAREN K KRAEMER VP DISEASE & CASE MGMT	50 00			X				206,902	0	70,598

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			
KIM R LAREAU VP IS&T CARE DELIVERY	50 00			X				260,158	0	70,621
NANCY A MCCLURE SR VP MEDICAL GROUP & CLINICS	50 00			X				436,056	0	119,855
KEVIN J PALATTAO VP CLINIC PATIENT CARE SYS	63 00			X				243,511	0	77,531
NICO PRONK PHD VP HEALTH MGMT BEHAVIOR GROUP	51 00			X				289,515	0	73,699
MEGAN M REMARK VP SPECIALTY CARE & OPERATIONS	55 00			X				306,818	0	81,984
KATIE B SAYRE SR VP HLTH PLAN OPS & GOV	40 00			X				383,028	0	127,290
SCOTT A SCHNUCKLE SR VP DENTAL, RX, BUSINESS	50 00			X				374,523	0	96,799
DOUG N SMITH SR VP SALES	60 00			X				349,085	0	107,571
SHARON A STEIN VP HEALTH BEHAVIOR GROUP	52 00			X				255,311	0	43,663
ELIZABETH L SWANSON VP HUMAN RESOURCES	45 00			X				219,494	0	73,912
TOBI TANZER VP CORPORATE INTEGRITY	55 00			X				217,336	0	75,652
MARCUS THYGESON MD VP/MED DIR HEALTH INITIATIVES	40 00			X				70,811	0	13,662
BARBARA E TRETHEWAY SR VP GENERAL COUNSEL	55 00			X				508,959	0	227,204
ROBERT H VAN WHY SR VP PRIMARY CARE/CLINIC	50 00			X				370,234	0	88,970
ANDREA M WALSH EXEC VP & CHIEF MARKETING OFFICER	55 00			X				647,403	0	187,085
BETH A WATERMAN VP HLTH IMPROVE/CARE INNOVATION	50 00			X				281,251	0	83,637
DONNA J ZIMMERMAN VP GOVT & COMMUNITY RELATIONS	57 00			X				236,025	0	75,808
AHMAD S ABDULKARIM MD PHYSICIAN	60 00					X		965,862	0	64,897
MICHAEL J D'AMATO MD PHYSICIAN	50 00					X		1,006,947	0	75,935
IRSHAD H JAFRI MD PHYSICIAN	50 00					X		849,045	0	85,039
STEPHEN R TAN MD PHYSICIAN	44 00					X		930,550	0	77,683
DENNIS W ZHU MD PHYSICIAN	86 00					X		1,224,826	0	98,093