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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 organization’s program service accomplishments for each of its three largest program services, as measured 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 \$ 868,658,328 including grants of \$ 11,099,227 ) (Revenue \$ 1,066,528,711 )

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 \$ 868,658,328

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)? <i>If "Yes," complete Schedule A.</i> 	1	Yes
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? . . .	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? <i>If "Yes," complete Schedule C, Part I.</i> 	3	No
4	<b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II.</i> 	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? <i>If "Yes," complete Schedule C, Part III.</i> 	5	No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I.</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? <i>If "Yes," complete Schedule D, Part II.</i> 	7	No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III.</i> 	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? <i>If "Yes," complete Schedule D, Part IV.</i> 	9	No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i> 	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? <i>If "Yes," complete Schedule D, Part VI.</i> 	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? <i>If "Yes," complete Schedule D, Part VII.</i> 	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? <i>If "Yes," complete Schedule D, Part VIII.</i> 	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? <i>If "Yes," complete Schedule D, Part IX.</i> 	11d	No
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i> 	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)? <i>If "Yes," complete Schedule D, Part X.</i> 	11f	No
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i> 	12a	No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.</i> 	12b	Yes
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	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, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Part I.</i> . . .	14b	No
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S ? <i>If "Yes," complete Schedule F, Part II and IV.</i> . . .	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 ? <i>If "Yes," complete Schedule F, Part III and IV.</i> . . .	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? <i>If "Yes," complete Schedule G, Part I</i>	17	No
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II.</i> . . .	18	No
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III.</i> . . .	19	No
20a	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H.</i> . . .	20a	No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? <b>Note.</b> All Form 990 filers that operated one or more hospitals must attach audited financial statements . . .	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 questions 24b-24d and complete Schedule K. If "No," go to line 25</i> . . . . .	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . .	24b		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . .	24d		No
25a	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> . . . . .	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> . . . . .	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> . . . . .	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i> . . . . .	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or 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	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a	Yes	
b	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> . . . . .	35b		No
36	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .	36	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? <b>Note.</b> All Form 990 filers are required to complete Schedule O . . . . .	38	Yes	

<b>Part V</b> <b>Statements Regarding Other IRS Filings and Tax Compliance</b>						
Check if Schedule O contains a response to any question in this Part V <input type="checkbox"/>						
		<b>Yes</b>	<b>No</b>			
<b>1a</b>	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. .	<b>1a</b>	15,513			
<b>b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	<b>1b</b>	0			
<b>c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	<b>1c</b>	Yes			
<b>2a</b>	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return.	<b>2a</b>	6,368			
<b>b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?  <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	<b>2b</b>	Yes			
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year?	<b>3a</b>				No
<b>b</b>	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	<b>3b</b>				
<b>4a</b>	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 or securities account)?	<b>4a</b>				No
<b>b</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.					
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	<b>5a</b>				No
<b>b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	<b>5b</b>				No
<b>c</b>	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	<b>5c</b>				
<b>6a</b>	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?	<b>6a</b>				No
<b>b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	<b>6b</b>				
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>					
<b>a</b>	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?	<b>7a</b>				No
<b>b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided?	<b>7b</b>				
<b>c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	<b>7c</b>				No
<b>d</b>	If "Yes," indicate the number of Forms 8282 filed during the year.	<b>7d</b>				
<b>e</b>	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<b>7e</b>				No
<b>f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<b>7f</b>				No
<b>g</b>	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	<b>7g</b>				
<b>h</b>	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	<b>7h</b>				
<b>8</b>	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	<b>8</b>				
<b>9</b>	<b>Sponsoring organizations maintaining donor advised funds.</b>					
<b>a</b>	Did the organization make any taxable distributions under section 4966?	<b>9a</b>				
<b>b</b>	Did the organization make a distribution to a donor, donor advisor, or related person?	<b>9b</b>				
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter					
<b>a</b>	Initiation fees and capital contributions included on Part VIII, line 12.	<b>10a</b>				
<b>b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	<b>10b</b>				
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter					
<b>a</b>	Gross income from members or shareholders.	<b>11a</b>				
<b>b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	<b>11b</b>				
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?	<b>12a</b>				
<b>b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	<b>12b</b>				
<b>13</b>	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>					
<b>a</b>	Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state.	<b>13a</b>				
<b>b</b>	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	<b>13b</b>				
<b>c</b>	Enter the aggregate amount of reserves on hand.	<b>13c</b>				
<b>14a</b>	Did the organization receive any payments for indoor tanning services during the tax year?	<b>14a</b>				No
<b>b</b>	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	<b>14b</b>				

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	Did the organization have members or stockholders?	6	Yes
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	Yes
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	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	Did the organization have local chapters, branches, or affiliates?	10a	No
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a	Has the organization provided a complete 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 the Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes
b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes
13	Did the organization have a written whistleblower policy?	13	Yes
14	Did 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," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take 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 made 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 made 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 organizations compensated any current or former officer, director, or trustee

Form **990** (2011)



## Part VII

<b>1b</b>	<b>Sub-Total . . . . .</b>	<b>▼</b>			
<b>c</b>	<b>Total from continuation sheets to Part VII, Section A . . . . .</b>	<b>▼</b>			
<b>d</b>	<b>Total (add lines 1b and 1c) . . . . .</b>	<b>▼</b>	20,693,499	0	4,622,084

**2** Total number of individuals (including but not limited to those listed \$100,000 of reportable compensation from the organization) 1,119

		Yes	No
<b>3</b>	Did the organization list any <b>former</b> officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> . . . . .	<b>3</b>	No
<b>4</b>	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> . . . . .	<b>4</b> Yes	
<b>5</b>	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> . . . . .	<b>5</b>	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. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
UNIVERSITY OF MN PHYSICIANS MAYO MAIL CODE 609 MINNEAPOLIS, MN 554550392	PHYSICIAN SERVICES	6,719,155
MARKETING MIDWEST 4969 OLSON MEMORIAL HIGHWAY GOLDEN VALLEY, MN 55422	MARKETING SERVICES	3,300,029
AON RISK SERVICES 22992 NETWORK PLACE CHICAGO, IL 606731229	BUSINESS RISK MANAGEMENT SERVICES	3,090,990
PRESTON KELLY VB BOX 104 PO BOX 9202 MINNEAPOLIS, MN 554809202	MARKETING SERVICES	2,604,408
PITNEY BOWES INC PO BOX 856210 LOUISVILLE, KY 402856210	OFFICE MACHINE SERVICING	2,578,590

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►148

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	358,349,888	358,349,888			
	b	MEDICARE & MEDICAID PA	621400	353,864,677	353,864,677			
	c	OTHER MEDICAL SERVICE	621400	123,199,266	123,199,266			
	d	MEDICAL PREMIUMS	524114	60,535,888	60,535,888			
	e	DENTAL PATIENT SERVICE	524114	30,611,428	30,611,428			
	f	All other program service revenue		17,470,376	17,470,376			
	g	Total. Add lines 2a-2f . . . . .		944,031,523				
Other Revenue	3	Investment income (including dividends, interest and other similar amounts) . . . . .		7,095,551			7,095,551	
	4	Income from investment of tax-exempt bond proceeds . . .						
	5	Royalties . . . . .						
	6a	(i) Real		(ii) Personal				
	b	Less rental expenses						
	c	Rental income or (loss)						
	d	Net rental income or (loss) . . . . .						
	7a	(i) Securities		(ii) Other				
		197,994,000						
		199,026,000						
		-1,032,000						
	d	Net gain or (loss) . . . . .		-1,032,000			-1,032,000	
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 . . . . .		a				
		Less direct expenses . . . . .		b				
	c	Net income or (loss) from fundraising events . . .						
	9a	Gross income from gaming activities See Part IV, line 19 . . . . .		a				
		Less direct expenses . . . . .		b				
	c	Net income or (loss) from gaming activities . . .						
	10a	Gross sales of inventory, less returns and allowances . . . . .		a				
		Less cost of goods sold . . . . .		b				
c	Net income or (loss) from sales of inventory . . .							
Miscellaneous Revenue		Business Code						
11a	TAXABLE AFFIL A&G	561000	137,209,437			137,209,437		
b	NON-TAXABLE AFFIL A&G	561000	122,497,188	122,497,188				
c								
d	All other revenue . . . . .							
e	Total. Add lines 11a-11d . . . . .		259,706,625					
12	Total revenue. See Instructions . . . . .		1,209,801,699	1,066,528,711	0	143,272,988		

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

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 United States See Part IV, line 21	11,099,227	11,099,227		
2	Grants and other assistance to individuals in the United States See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the United States 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	344,297,476	326,009,604	18,287,872	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	21,193,499	19,709,831	1,483,668	
9	Other employee benefits	64,860,484	60,319,875	4,540,609	
10	Payroll taxes	18,762,858	17,449,349	1,313,509	
11	Fees for services (non-employees)				
a	Management				
b	Legal	275,491	171,398	104,093	
c	Accounting	176,490	63	176,427	
d	Lobbying				
e	Professional fundraising See Part IV, line 17				
f	Investment management fees				
g	Other	19,341,847	14,350,322	4,991,525	
12	Advertising and promotion	6,116,362	4,871,562	1,244,800	
13	Office expenses	10,320,156	8,923,417	1,396,739	
14	Information technology	5,420,119	2,505,705	2,914,414	
15	Royalties				
16	Occupancy	23,336,776	21,391,660	1,945,116	
17	Travel	1,866,747	1,734,380	132,367	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	363,844	282,299	81,545	
20	Interest	3,199,037	3,199,037		
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	16,317,839	12,209,513	4,108,326	
23	Insurance	-6,865,450	-6,932,405	66,955	
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	173,488,497	173,488,497		
b	MGMT & ADMIN TO TAXABLE	137,209,437		137,209,437	
c	MGMT & ADMIN TO NON-TAX	122,497,188		122,497,188	
d	SUPPLIES - MEDICAL & PH	107,367,918	107,366,166	1,752	
e					
f	All other expenses	102,159,981	90,508,828	11,651,153	
25	Total functional expenses. Add lines 1 through 24f	1,182,805,823	868,658,328	314,147,495	0
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X

Balance Sheet

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing . . . . .			-32,081,526	1	-23,788,443
	2	Savings and temporary cash investments . . . . .			33,233,024	2	52,144,380
	3	Pledges and grants receivable, net . . . . .				3	
	4	Accounts receivable, net . . . . .			137,112,246	4	157,672,219
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L . . . . .				5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L . . . . .				6	
	7	Notes and loans receivable, net . . . . .				7	
	8	Inventories for sale or use . . . . .			7,752,106	8	7,610,993
	9	Prepaid expenses and deferred charges . . . . .			4,317,030	9	8,400,937
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	448,430,380			
	b	Less accumulated depreciation . . . . .	10b	324,368,860	120,433,831	10c	124,061,520
	11	Investments—publicly traded securities . . . . .			223,494,000	11	260,602,000
	12	Investments—other securities See Part IV, line 11 . . . . .			67,805,024	12	71,081,433
	13	Investments—program-related See Part IV, line 11 . . . . .				13	
	14	Intangible assets . . . . .				14	
	15	Other assets See Part IV, line 11 . . . . .			21,072,050	15	21,606,952
	16	Total assets. Add lines 1 through 15 (must equal line 34) . . . . .			583,137,785	16	679,391,991
Liabilities	17	Accounts payable and accrued expenses . . . . .			291,116,020	17	381,681,887
	18	Grants payable . . . . .				18	
	19	Deferred revenue . . . . .			14,941,882	19	10,179,362
	20	Tax-exempt bond liabilities . . . . .			60,100,000	20	56,970,000
	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 (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D . . . . .			126,779,054	25	141,165,886
	26	Total liabilities. Add lines 17 through 25 . . . . .			492,936,956	26	589,997,135
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 . . . . .			90,200,829	27	89,394,856
	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 . . . . .			90,200,829	33	89,394,856
	34	Total liabilities and net assets/fund balances . . . . .			583,137,785	34	679,391,991

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	1,209,801,699
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,182,805,823
3	Revenue less expenses Subtract line 2 from line 1	3	26,995,876
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	90,200,829
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-27,801,849
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	89,394,856

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

2011

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 **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 IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)  
(Complete only if you checked the box on line 5, 7, or 8 of Part I 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7	Amounts from line 4						
8	Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9	Net income from unrelated business activities, whether or not the business is regularly carried on						
10	Other income (Explain in Part IV ) Do not include gain or loss from the sale of capital assets						
11	Total support (Add lines 7 through 10)						
12	Gross receipts from related activities, etc (See instructions )					12	
13	First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage		
14	Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	14
15	Public Support Percentage for 2010 Schedule A, Part II, line 14	15
16a	<b>33 1/3% support test—2011.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization	<input type="checkbox"/>
b	<b>33 1/3% support test—2010.</b> 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 <b>stop here.</b> The organization qualifies as a publicly supported organization	<input type="checkbox"/>
17a	<b>10%-facts-and-circumstances test—2011.</b> 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 <b>stop here.</b> Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization	<input type="checkbox"/>
b	<b>10%-facts-and-circumstances test—2010.</b> 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 <b>stop here.</b> Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization	<input type="checkbox"/>
18	<b>Private Foundation</b> If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions	<input type="checkbox"/>

Part IIIPart III

Support Schedule for Organizations Described in IRC 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11 and 12.)						
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage		
15 Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15	
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage		
17 Investment income percentage for 2011 (line 10c column (f) divided by line 13 column (f))	17	
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	
19a 33 1/3% support tests—2011. 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—2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization		
20 Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions		



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

Facts And Circumstances Test

Explanation

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

2011

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, line 35c (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
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**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 on behalf of or in opposition to candidates for public office 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 <b>Form 1120-POL</b> 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 (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)
- 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)		494,000													
c Total lobbying expenditures (add lines 1a and 1b)		494,000													
d Other exempt purpose expenditures		868,164,328													
e Total exempt purpose expenditures (add lines 1c and 1d)		868,658,328													
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) 2008	(b) 2009	(c) 2010	(d) 2011	(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	269,000	408,000	442,000	494,000	1,613,000
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
<b>1</b>	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			
<b>a</b>	Volunteers?			
<b>b</b>	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
<b>c</b>	Media advertisements?			
<b>d</b>	Mailings to members, legislators, or the public?			
<b>e</b>	Publications, or published or broadcast statements?			
<b>f</b>	Grants to other organizations for lobbying purposes?			
<b>g</b>	Direct contact with legislators, their staffs, government officials, or a legislative body?			
<b>h</b>	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
<b>i</b>	Other activities? If "Yes," describe in Part IV			
<b>j</b>	Total lines 1c through 1i			
<b>2a</b>	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
<b>b</b>	If "Yes," enter the amount of any tax incurred under section 4912			
<b>c</b>	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
<b>d</b>	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
<b>1</b>	Were substantially all (90% or more) dues received nondeductible by members?	<b>1</b>		
<b>2</b>	Did the organization make only in-house lobbying expenditures of \$2,000 or less?	<b>2</b>		
<b>3</b>	Did the organization agree to carryover lobbying and political expenditures from the prior year?	<b>3</b>		

**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".**

<b>1</b>	Dues, assessments and similar amounts from members	<b>1</b>	
<b>2</b>	Section 162(e) non-deductible lobbying and political expenditures ( <b>do not include amounts of political expenses for which the section 527(f) tax was paid</b> ).		
<b>a</b>	Current year	<b>2a</b>	
<b>b</b>	Carryover from last year	<b>2b</b>	
<b>c</b>	Total	<b>2c</b>	
<b>3</b>	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	<b>3</b>	
<b>4</b>	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?	<b>4</b>	
<b>5</b>	Taxable amount of lobbying and political expenditures (see instructions)	<b>5</b>	

**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

OMB No 1545-0047

2011

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b  
▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization  
GROUP HEALTH PLAN INC

Employer identification number  
41-0797853

Part I

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

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

Part II

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)  
☐ Preservation of land for public use (e g , recreation or pleasure) ☐ Preservation of an historically importantly land area  
☐ Protection of natural habitat ☐ Preservation of a certified historic structure  
☐ Preservation of open space

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

	Held at the End of the Year
a	Total number of conservation easements
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 ▶ \$ \_\_\_\_\_

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

d

☐ Loan or exchange programs

b

☐ Scholarly research

e

☐ Other

c

☐ Preservation for future generations

4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5

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

☐ Yes

☐ No

Part IV

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

1a

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

☐ Yes

☐ No

b

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

	Amount
1c	
1d	
1e	
1f	

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

2a

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

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV

Part V

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

	(a)Current Year	(b)Prior Year	(c)Two Years Back	(d)Three Years Back	(e)Four Years Back
1a	Beginning of year balance . . . . .				
b	Contributions . . . . .				
c	Investment earnings or losses . . . . .				
d	Grants or scholarships . . . . .				
e	Other expenditures for facilities and programs . . . . .				
f	Administrative expenses . . . . .				
g	End of year balance . . . . .				

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶

b

Permanent endowment ▶

c

Term endowment ▶

3a

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

(i)

unrelated organizations . . . . .

(ii)

related organizations . . . . .

b

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

	Yes	No
3a(i)		
3a(ii)		
3b		

4

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

Part VI

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

Description of property	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land . . . . .		9,197,973		9,197,973
b Buildings . . . . .		115,065,114	67,935,451	47,129,663
c Leasehold improvements . . . . .		57,394,162	38,957,548	18,436,614
d Equipment . . . . .		156,166,572	125,699,302	30,467,270
e Other . . . . .		110,606,559	91,776,559	18,830,000
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				124,061,520



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	1,209,801,699
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	1,182,805,823
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	26,995,876
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	-27,801,849
9	Total adjustments (net) Add lines 4 - 8	9	-27,801,849
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-805,973

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	937,186,983
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	937,186,983
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	272,614,716
c	Add lines 4a and 4b . . . . .	4c	272,614,716
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12 ) . . . . .	5	1,209,801,699

Part XIII

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements . . . . .	1	910,191,107
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	910,191,107
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	272,614,716
c	Add lines 4a and 4b . . . . .	4c	272,614,716
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18 ) . . . . .	5	1,182,805,823

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 - 219,441 FASB 158 PENSION ADJUSTMENT -28,465,089 FASB 158 POST RETIREMENT ADJUSTMENT 882,681 TOTAL TO SCHEDULE D, PART XI, LINE 8 -27,801,849
PART XII, LINE 4B - OTHER ADJUSTMENTS		INTERCOMPANY ACTIVITY 272,614,716
PART XIII, LINE 4B - OTHER ADJUSTMENTS		INTERCOMPANY ACTIVITY 272,614,716



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

2011

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. Use Part IV and Schedule I-1 (Form 990) if additional space is needed . . . . . ▶ ☐

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

2

Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . . . ▶

36

3

Enter total number of other organizations listed in the line 1 table . . . . . ▶

0

Part III

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

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

Part IV

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

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 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 EDUCATION 8170 33RD AVE S PO BOX 1309 MINNEAPOLIS, MN 554401309			6,582,630				PROGRAM SUPPORT
HEALTHPARTNERS RESEARCH FOUNDATION8170 33RD AVE S PO BOX 1309 MINNEAPOLIS, MN 554401309			1,959,653				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
LAKEVIEW MEMORIAL HOSPITAL FOUNDATION8170 33RD AVE S PO BOX 1309 MINNEAPOLIS, MN 554401309			43,155				PROGRAM SUPPORT
REGIONS HOSPITAL FOUNDATION8170 33RD AVE S PO BOX 1309 MINNEAPOLIS, MN 554401309			309,358				PROGRAM SUPPORT

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

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
HUDSON HOSPITAL FOUNDATION INC 8170 33RD AVE S PO BOX 1309 MINNEAPOLIS, MN 554401309			14,195				PROGRAM SUPPORT
INSTITUTE FOR CLINICAL SYSTEMS IMPROVEMENT8009 34TH AVENUE SOUTH BLOOMINGTON, MN 55425			1,218,300				PROGRAM SUPPORT

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

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
AMERICAN CANCER SOCIETY 2520 PILOT KNOB ROAD SUITE 150 MENDOTA HEIGHTS, MN 55120			7,350				PROGRAM SUPPORT
AMERICAN RED CROSS 100 ROBERT STREET S ST PAUL, MN 55107			5,352				PROGRAM SUPPORT

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

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
AMHERST H WILDER FOUNDATION451 LEXINGTON PARKWAY N ST PAUL,MN 55104			205,600				PROGRAM SUPPORT
BOY SCOUTS OF AMERICA - NORTHERN STAR COUNCIL393 MARSHALL AVENUE ST PAUL,MN 551021717			10,000				PROGRAM SUPPORT

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

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
GREATER TWIN CITIES UNITED WAY 404 S 8TH STREET MINNEAPOLIS, MN 554041084			52,000				PROGRAM SUPPORT
AMERICAN HEART ASSOCIATION328 GRAND AVE BILLINGS, MT 59101			12,500				PROGRAM SUPPORT



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

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
CENTRAL MINNESOTA COMMUNITY FOUNDATION101 SOUTH 7TH AVENUE SUITE 100 ST CLOUD, MN 56301			50,000				PROGRAM SUPPORT
NATIONAL COOPERATIVE BUSINESS ASSOCIATION1401 NEW YORK AVENUE NW SUITE 1100 WASHINGTON, DC 20005			10,500				PROGRAM SUPPORT

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

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
COMMUNITY HEALTH CHARITIES MINNESOTA2626 E 82ND STREET STE 340 BLOOMINGTON, MN 55425			13,200				PROGRAM SUPPORT
EAST METRO MEDICAL SOCIETY FOUNDATION1300 GODWARD ST NE SUITE 2200 MINNEAPOLIS, MN 55413			150,000				PROGRAM SUPPORT

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

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
RENEWING THE COUNTRYSIDE2105 1ST AVENUE SO MINNEAPOLIS, MN 55405			10,000				PROGRAM SUPPORT
LIFETRACK RESOURCES709 UNIVERSITY AVE ST PAUL, MN 55104			10,500				PROGRAM SUPPORT

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

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
MARCH OF DIMES MINNESOTA CHAPTER5233 EDINA INDUSTRIAL BOULEVARD EDINA, MN 55439			5,100				PROGRAM SUPPORT
MINNESOTA MEDICAL ASSOCIATION FOUNDATION1300 GOODWARD ST NE SUITE 2300 MINNEAPOLIS, MN 55413			10,000				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
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			7,500				PROGRAM SUPPORT

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

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
NATURE CONSERVANCY MN 1101 WEST RIVER PARKWAY SUITE 200 MINNEAPOLIS, MN 55415			10,000				PROGRAM SUPPORT
SCIENCE MUSEUM OF MINNESOTA 120 W KELLOGG BLVD ST PAUL, MN 55102			12,000				PROGRAM SUPPORT

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

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
NORMANDALE COMMUNITY COLLEGE FOUNDATION9700 FRANCE AVE S BLOOMINGTON, MN 55431			6,000				PROGRAM SUPPORT
COMMUNITY SHARES 1619 DAYTON AVE STE 323 ST PAUL, MN 55104			7,800				PROGRAM SUPPORT

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

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
ITASCA PROJECT FUND55 5TH STREET EAST STE 600 ST PAUL,MN 55101			18,000				PROGRAM SUPPORT
MN ENVIRONMENTAL FUND450 SYNDICATE AVE NORTH STE 320 ST PAUL,MN 55104			7,800				PROGRAM SUPPORT



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

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
GIVE MN55 5TH ST E SUITE 600 ST PAUL,MN 551011797			50,000				PROGRAM SUPPORT
TWIN CITIES HABITAT FOR HUMANITYPO BOX 7557 MINNEAPOLIS,MN 55407			8,763				PROGRAM SUPPORT

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

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
ST PAUL C V A FOUNDATION175 W KELLOGG BLVD SUITE 502 ST PAUL,MN 55102			15,000				PROGRAM SUPPORT
YMCA OF METROPOLITAN MINNEAPOLIS60 SOUTH NINTH STREET MINNEAPOLIS, MN 554023198			21,000				PROGRAM SUPPORT

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

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
ST PAUL PUBLIC SCHOOLS FOUNDATION INC 55 FIFTH STREET E SUITE 600 ST PAUL, MN 551011797			50,000				PROGRAM SUPPORT
TUFTS UNIVERSITY- SCHOOL OF NUTRITION SCIENCE & POLICY 150 HARRISON AVENUE ROOM 255 BOSTON, MA 02111			25,000				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
REGENTS OF THE UNIVERSITY OF MINNESOTA1300 S 2ND STREET - ROOM 655 WEST BANK OFFICE BUILDING MINNEAPOLIS, MN 55454			41,000				PROGRAM SUPPORT
YWCA OF MINNEAPOLIS1130 NICOLLET MALL MINNEAPOLIS, MN 554032005			7,500				PROGRAM SUPPORT

Schedule J  
(Form 990)

Compensation Information

OMB No 1545-0047

2011

Open to Public Inspection

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

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

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization  
GROUP HEALTH PLAN INC

Employer identification number  
41-0797853

Part I

Questions Regarding Compensation

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

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) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, columns (D) and (E) for that individual.

[illegible]

Part III

Supplemental Information

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

Identifier	Return Reference	Explanation
	PART I, LINE 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 \$ 12,659; SCOTT A. AEBISCHER 10,751; CALVIN U. ALLEN 16,983; BABETTE APLAND 7,681; MARY K. BRAINERD 106,872; KATHLEEN M. COONEY 46,427; ROBERT B. CUMMING 20,257; DAVID A. DZIUK 16,629; DAVID S. GESKO 10,460; GEORGE J. ISHAM 39,178; NANCY A. MCCLURE 13,459; BRIAN H. RANK 25,775; MEGAN M. REMARK 8,383; KATHERINE B. SAYRE 25,179; SCOTT A. SCHNUCKLE 9,050; DOUGLAS N. SMITH 7,228; BARBARA E. TRETHERWAY 16,636; ROBERT H. VAN WHY 7,819; ANDREA M. WALSH 52,177; DONNA J. ZIMMERMAN 17,822. --- TOTAL \$471,445.
	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, TRIPLE AIM, 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				
BRIAN H RANK MD	(i) (ii)	464,574 0	130,231 0	67,198 0	83,203 0	84,003 0	829,209 0	29,218 0
CHARLES J ABRAHAMSON	(i) (ii)	179,901 0	37,142 0	0 0	0 0	37,028 0	254,071 0	0 0
ALAN V ABRAMSON	(i) (ii)	327,380 0	89,180 0	31,690 0	40,109 0	88,157 0	576,516 0	13,876 0
SCOTT A AEBISCHER	(i) (ii)	305,356 0	83,950 0	106,389 0	33,840 0	82,639 0	612,174 0	80,169 0
CALVIN U ALLEN	(i) (ii)	344,438 0	133,884 0	19,274 0	49,648 0	81,439 0	628,683 0	15,369 0
BABETTE A APLAND	(i) (ii)	271,276 0	74,168 0	22,952 0	23,752 0	81,766 0	473,914 0	8,802 0
SHANNON B BEAUDIN-KLEIN	(i) (ii)	164,122 0	36,221 0	0 0	0 0	67,963 0	268,306 0	0 0
DAVID J BERGH	(i) (ii)	242,995 0	50,104 0	1,322 0	0 0	86,160 0	380,581 0	0 0
MARY K BRAINERD	(i) (ii)	874,522 0	313,876 0	53,620 0	257,666 0	111,314 0	1,610,998 0	43,104 0
RICK J BRUZEK	(i) (ii)	206,819 0	43,795 0	0 0	0 0	83,023 0	333,637 0	0 0
KATHLEEN M COONEY	(i) (ii)	521,607 0	178,060 0	67,653 0	128,182 0	106,328 0	1,001,830 0	48,594 0
PATRICK T COURNEYA	(i) (ii)	278,579 0	14,000 0	2,429 0	0 0	72,749 0	367,757 0	0 0
ROBERT B CUMMING	(i) (ii)	356,764 0	168,336 0	27,422 0	59,471 0	75,507 0	687,500 0	15,392 0
TRICIA L DEGE	(i) (ii)	152,172 0	43,353 0	0 0	0 0	58,758 0	254,283 0	0 0
DAVID A DZIUK	(i) (ii)	373,035 0	100,240 0	22,951 0	53,153 0	89,832 0	639,211 0	11,553 0
FORREST M FLINT	(i) (ii)	204,358 0	42,963 0	0 0	0 0	84,030 0	331,351 0	0 0
DAVID S GESKO	(i) (ii)	302,546 0	82,600 0	22,643 0	20,971 0	56,021 0	484,781 0	10,496 0
TIM M HALEY	(i) (ii)	155,988 0	96,769 0	0 0	0 0	87,913 0	340,670 0	0 0



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				
GEORGE J ISHAM	(i) (ii)	439,712 0	120,691 0	44,859 0	95,822 0	117,913 0	818,997 0	44,859 0
SUSAN M KNUDSON-SCHUMACHER	(i) (ii)	181,389 0	61,960 0	0 0	0 0	76,854 0	320,203 0	0 0
KAREN K KRAEMER	(i) (ii)	174,772 0	51,414 0	0 0	0 0	76,786 0	302,972 0	0 0
KIM R LAREAU	(i) (ii)	212,314 0	47,800 0	0 0	0 0	77,216 0	337,330 0	0 0
NANCY A MCCLURE	(i) (ii)	340,969 0	87,019 0	31,975 0	42,737 0	86,790 0	589,490 0	12,569 0
FRANK P MCQUILLAN	(i) (ii)	173,421 0	13,800 0	0 0	0 0	76,345 0	263,566 0	0 0
KEVIN J PALATTAO	(i) (ii)	218,512 0	59,980 0	0 0	0 0	82,904 0	361,396 0	0 0
NICO PRONK PHD	(i) (ii)	240,223 0	49,634 0	0 0	0 0	77,560 0	367,417 0	0 0
MEGAN M REMARK	(i) (ii)	259,858 0	95,608 0	12,969 0	23,848 0	73,796 0	466,079 0	0 0
KATIE B SAYRE	(i) (ii)	276,667 0	77,566 0	26,747 0	43,531 0	87,910 0	512,421 0	26,747 0
SCOTT A SCHNUCKLE	(i) (ii)	286,290 0	78,708 0	34,528 0	25,850 0	73,924 0	499,300 0	24,239 0
DOUG N SMITH	(i) (ii)	236,450 0	102,522 0	15,258 0	22,264 0	89,100 0	465,594 0	9,010 0
SHARON A STEIN	(i) (ii)	209,484 0	44,125 0	0 0	0 0	52,983 0	306,592 0	0 0
ELIZABETH L SWANSON	(i) (ii)	182,368 0	46,021 0	0 0	0 0	78,479 0	306,868 0	0 0
TOBI TANZER	(i) (ii)	195,883 0	39,444 0	0 0	0 0	81,845 0	317,172 0	0 0
BARBARA E TRETHEWAY	(i) (ii)	372,165 0	101,493 0	33,051 0	53,241 0	73,672 0	633,622 0	18,644 0
ROBERT H VAN WHY	(i) (ii)	272,824 0	74,594 0	21,451 0	22,158 0	69,405 0	460,432 0	8,838 0
ANDREA M WALSH	(i) (ii)	429,096 0	148,702 0	58,128 0	99,041 0	88,024 0	822,991 0	58,128 0

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				
BETH A WATERMAN	(i) (ii)	251,059 0	69,148 0	0 0	0 0	87,148 0	407,355 0	0 0
DONNA J ZIMMERMAN	(i) (ii)	198,854 0	54,320 0	0 0	19,358 0	61,891 0	334,423 0	0 0
RICHARD DAVIS	(i) (ii)	1,438,478 0	0 0	10,744 0	0 0	70,513 0	1,519,735 0	0 0
DENNIS W ZHU MD	(i) (ii)	1,200,404 0	0 0	6,067 0	0 0	99,846 0	1,306,317 0	0 0
TIMOTHY KROSHUS	(i) (ii)	1,065,556 0	100,000 0	22,742 0	0 0	68,457 0	1,256,755 0	0 0
AHMAD S ABDULKARIM MD	(i) (ii)	1,041,337 0	0 0	0 0	0 0	78,137 0	1,119,474 0	0 0
STEPHEN R TAN MD	(i) (ii)	964,686 0	0 0	10,063 0	0 0	82,111 0	1,056,860 0	0 0

<div>Schedule K (Form 990)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Supplemental Information on Tax Exempt Bonds</div> <div>▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Schedule O (Form 990). ▶ Attach to Form 990. ▶ See separate instructions.</div>							OMB No 1545-0047			
								<div>2011</div>			
	Name of the organization GROUP HEALTH PLAN INC							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 SEE PART VI	41-6005521	603695FF9	10-30-2003	81,218,536	REFUND BONDS ISSUED 11/5/1992 FUND VARIOUS PROJECTS & EQUIPMENT		X		X		X

Part II Proceeds												
				A		B		C		D		
1	Amount of bonds retired			23,470,000								
2	Amount of bonds defeased											
3	Total proceeds of issue			83,667,706								
4	Gross proceeds in reserve funds			6,725,004								
5	Capitalized interest from proceeds			1,335,384								
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			23,021,359								
11	Other spent proceeds			45,017,283								
12	Other unspent proceeds			7,589,881								
13	Year of substantial completion			2007								
				Yes	No							Yes
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	If 'Yes' to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?		X						
c	Are there any research agreements that may result in private business use of bond-financed property?		X						
d	If 'Yes' to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
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	0 050 %							
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								
6	Total of lines 4 and 5	0 050 %							
7	Has the organization adopted management practices and procedures to ensure the post-tax-exempt 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	25 0000000000000							
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 VProcedures To Undertake Corrective Action

Check the box if the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations . . . . . ☐ Yes ☒ No

Part VISupplemental Information

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

Identifier	Return Reference	Explanation
PART I, LINE A, COLUMNS (A) AND (B)	ISSUER AND EIN	THESE BONDS WERE ISSUED JOINTLY BY THE HOUSING AND REDEVELOPMENT AUTHORITY OF THE CITY OF ST PAUL, MINNESOTA, EIN 41-6005521, AND THE CITY OF MINNEAPOLIS, MINNESOTA, EIN 41-6005375
PART I, LINE A, COLUMN (C)	CUSIP NUMBER	THE CUSIP NUMBER SHOWN ON FORM 8038, WHICH WAS 603695779, IS INCORRECT, THE CORRECT VALUE IS SHOWN HERE (603695FF9)
PART I AND PART II, LINE 3	DIFFERENCES IN AMOUNT	DIFFERENCES BETWEEN THE ISSUE PRICE (PART I) AND TOTAL PROCEEDS (PART II, LINE 3) ARE DUE TO INVESTMENT EARNINGS
PART II, LINE 4	COMPONENTS OF AMOUNT SHOWN	THE AMOUNT SHOWN IN COLUMN A CONSISTS OF \$6,537,166 IN DEBT SERVICE RESERVE FUND, PLUS \$187,838 IN DEBT SERVICE FUND DEPOSITS
PART III, LINE 3B	LEGAL COUNSEL	THE ORGANIZATION USES INTERNAL LEGAL COUNSEL TO REVIEW ANY MANAGEMENT OR SERVICE CONTRACTS RELATING TO FINANCED PROPERTY IF IT ENCOUNTERS UNUSUAL OR COMPLEX CONTRACTS IT WILL ENGAGE BOND COUNSEL OR OTHER OUTSIDE COUNSEL
PART IV, LINE 5	INVESTMENT OF PROCEEDS	SUCH AMOUNTS WERE APPROPRIATELY YIELD RESTRICTED
PART V	WRITTEN PROCEDURES	SINCE 12/31/11 THE ORGANIZATION HAS UNDERTAKEN ESTABLISHING SUCH WRITTEN PROCEDURES

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

2011

Open to Public  
Inspection

Name of the organization GROUP HEALTH PLAN INC	Employer identification number 41-0797853
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Identifier	Return Reference	Explanation
AMENDED RETURN FILED TO CORRECT PART VII AND SCHEDULE J COMPENSATION AMOUNT	FORM 990, PAGE 1, HEADER, BOX B - AMENDED RETURN	COMPENSATION AND BENEFIT AMOUNTS, AS INDICATED IN THE PREVIOUSLY FILED 2011 FORM 990 FOR GROUP HEALTH PLAN, INC ARE CORRECTED IN THIS FILING THE TWO SCHEDULES AFFECTED ARE - FORM 990, PART VII - SCHEDULE J (FORM 990), PART II THE THREE OFFICERS WHOSE REPORTED COMPENSATION AND BENEFIT AMOUNTS ARE AFFECTED ARE - CALVIN U ALLEN - MARY K BRAINERD - ROBERT B CUMMING

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 &amp; 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, A ND HPI-RAMSEY HPI-RAMSEY IS THE SOLE CORPORATE MEMBER OF REGIONS HOSPITAL, REGIONS HOSPITAL FOUNDATION, CAPITAL VIEW TRANSITIONAL CARE CENTER, LAKEVIEW HEALTH SYSTEM 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-STOCK 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-STOCK 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 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 HEALTHPARTNERS 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</p> <p>II HMO PRODUCTS AND MEMBERS IN 2011, GHI PROVIDED COMPREHENSIVE, PREPAID HEALTH CARE SERVICES TO 52,128 GHI MEMBERS THESE MEMBERS WERE COMPRISED OF 10,708, COMMERCIAL MEMBERS, 54 INDIVIDUAL/CONVERSION MEMBERS, AND 41,366 MEDICARE COST MEMBERS</p> <p>III PROVISION OF SERVICES TO MEMBERS AND NON-MEMBERS THROUGH EMPLOYED AND CONTRACTED PHYSICIANS IN 2011, HEALTHPARTNERS PROVIDED COVERAGE TO MEMBERS AND SERVICES TO PATIENTS THROUGH A BROAD NETWORK OF HOSPITALS AND CLINICS INCLUDING THOSE STAFFED BY GHI EMPLOYED PHYSICIANS GHI'S EMPLOYED "STAFF M</p>

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EXEMPT PURPOSE AND ACHIEVEMENTS	FORM 990, PART III, LINE 4A	<p>ODEL" 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 2011, HPMG EMPLOYED APPROXIMATELY 592 FULL-TIME EMPLOYEE PHYSICIANS. HPMG PHYSICIANS PRACTICE IN MORE THAN 36 MEDICAL AND SURGICAL SPECIALTIES. HPDG EMPLOYS AN AVERAGE OF 59 DENTISTS AND CONTRACTS WITH AN ADDITIONAL 2,272 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. 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 2011, REGIONS PROVIDED \$13 MILLION IN CHARITY CARE COSTS TO CARE FOR MORE THAN 43,237 PATIENTS WHO DID NOT HAVE INSURANCE OR COULD NOT AFFORD CARE. IN ADDITION, REGIONS PROVIDED FREE OR DISCOUNTED CARE TO PATIENTS WITHOUT INSURANCE THAT TOTALED MORE THAN \$2.1 MILLION IN COSTS. 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 2011, HEALTHPARTNERS HOSPICE SERVED 1,181 PATIENTS, WITH 1,001 NEW ADMISSIONS. HEALTHPARTNERS PALLIATIVE CARE SERVED 350 PATIENTS, WITH 251 NEW ADMISSIONS. MEDICARE PATIENTS REPRESENTED 87% OF THE POPULATION SERVED, MEDICAL ASSISTANCE PATIENTS WERE 1%, HEALTHPARTNERS MEMBERS WERE 11%, AND THE REMAINING PATIENTS WERE COVERED BY SOME OTHER INSURANCE OR WERE UNINSURED.</p>

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		<p>IV BENEFITS TO MEMBERS AND THE COMMUNITY IN 2011 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. 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 THROUGHOUT THE INTEGRATED SYSTEM. 2011 COMMUNITY BENEFIT ACTIVITIES INCLUDED A 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 2011, GHI PROVIDED OVER \$1,657,926 IN CHARITY CARE TO PATIENTS WHO WERE NOT GHI MEMBERS. IN ADDITION, GHI EMPLOYS FINANCIAL COUNSELORS WHO PROVIDE PATIENTS WITH OPTIONS WHEN THEY ARE UNINSURED OR UNDERINSURED. FINANCIAL COUNSELORS 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 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 2011, APPROXIMATELY 845 PRESCRIPTIONS WERE DISPENSED TO OVER 300 PATIENTS. HEALTHPARTNERS ALSO PROVIDED APPROXIMATELY \$4,200 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 2011, APPROXIMATELY \$102,000 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 214 PRESCRIPTIONS AND THE COST OF CO-PAYS FOR ANOTHER 46 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 2011, APPROXIMATELY \$8,000 IN CO-PAYMENTS WENT UNPAID AT HEALTHPARTNERS' (GHI) PHARMACIES. PORTICO HEALTHNET. PORTICO IS 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 OFFERS ITS OWN COVERAGE PROGRAM AND COVERS PRIMARY AND SPECIALTY CARE CLINIC VISITS, URGENT CARE SERVICES, AND PRESCRIPTION DRUGS ALONG WITH INTERPRETER AND TRANSPORTATION SERVICES. IN 2011, HPMG PAID \$45,953 AND REGIONS HOSPITAL PROVIDED \$133,917 TO PORTICO. THIS TOTAL CONTRIBUTION OF \$179,870 WAS USED TO FUND PORTICO'S BENEFIT COVERAGE AND ADMINISTRATIVE COSTS. B. MEDICAL EDUCATION IN PARTNERSHIP WITH THE UNIVERSITY OF MINNESOTA MEDICAL SCHOOL, IME TRAINS APPROXIMATELY 1,600 MEDICAL STUDENTS AND ALMOST 500 RESIDENT PHYSICIANS ANNUALLY IN 22 MEDICAL SPECIALTIES AT REGIONS HOSPITAL AND HPMG CLINICS. HEALTHPARTNERS CONTRIBUTED \$6.5 MILLION TO IME IN 2011, INCLUDING ONGOING OPERATIONAL SUPPORT, SHARING AT WORK MATCHING AND A ONE-TIME CONTRIBUTION OF \$5 MILLION. FOR A FULL REPORT ON IME'S 2011 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 HPMG CLINICS. THESE AFFILIATIONS ALLOW HPMG AND HPMG 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. C. MEDICAL RESEARCH AND HEALTH CARE IMPROVEMENT. HEALTHPARTNERS RESEARCH FOUNDATION (HPRF). IN 2011, HEALTHPARTNERS CONTRIBUTED \$1,264,000 TO SUPPORT HPRF'S OPERATIONS. IN 2011, HPRF CONDUCTED OVER 200 RESEARCH PROJECTS, MANY IN CONJUNCTION WITH FEDERAL FUNDING AGENCIES SUCH AS T</p>



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		<p>HE NATIONAL INSTITUTE OF HEALTH AND THE CENTER FOR DISEASE CONTROL FOR MORE INFORMATION, PLEASE SEE THE HPRF FORM 990 FOR 2011 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 2011, GHI CONTINUED TO PROVIDE FREE SHUTTLE SERVICES FROM REGIONS HOSPITAL TO THE HEALTHPARTNERS SPECIALTY CENTER FOR PATIENTS IN 2011, HPMG PROVIDED TOTAL AND PARTIAL ADJUSTMENTS TO ELIGIBLE PATIENTS TOTALING \$247,796 IN CHARITY CARE COSTS AT THE HEALTHPARTNERS SPECIALTY CENTER LOCATIONS D INNOVATIVE STRATEGIES FOR HEALTH IMPROVEMENT, DISEASE PREVENTION AND DISEASE MANAGEMENT PAY-FOR-PERFORMANCE PROGRAM TOTAL COST OF CARE, OR TCOC, IS A NAME FOR A METHOD OF MEASURING HEALTH CARE AFFORDABILITY TCOC MEASURES ARE POWERFUL ANALYTICAL TOOLS FOR HEALTH PLANS, PROVIDERS, MEDICAL GROUPS, GOVERNMENT AGENCIES, EMPLOYERS AND OTHERS WITH A STAKE IN REDUCING HEALTH CARE COST TRENDS THEY CAN HELP PINPOINT WAYS TO MAKE HEALTH CARE MORE AFFORDABLE WITHOUT SACRIFICING QUALITY OR EXPERIENCE MANY ORGANIZATIONS HAVE EXPERIMENTED WITH TCOC MODELS IN RECENT YEARS HEALTHPARTNERS HAS DEVELOPED A TCOC MODEL THAT IS UNIQUE IN A SIGNIFICANT WAY IN ADDITION TO CONSIDERATION OF COST OF CARE PROVIDED TO A PATIENT (OR "TOTAL COST INDEX"), IT ALSO INCORPORATES AN INNOVATIVE APPROACH TO MEASURING RESOURCES USED IN PROVIDING THAT CARE (OR "TOTAL RESOURCE USE INDEX") WHEN USED IN COMBINATION, THESE MEASURES YIELD MORE COMPREHENSIVE, REVEALING AND ACTIONABLE RESULTS THAN COST MEASURES ALONE USING THIS SYSTEM, WHICH HAS BEEN MORE THAN A DECADE IN DEVELOPMENT AND STAGED-IN USE, HEALTHPARTNERS HAS OUTPERFORMED MINNESOTA, REGIONAL AND NATIONAL RISK-ADJUSTED COST OF CARE BENCHMARKS FOR THREE STRAIGHT YEARS HEALTHPARTNERS FINANCIALLY INCENTS PROVIDERS THROUGH ITS TCOC PROGRAM TO ACHIEVE THE INSTITUTE FOR HEALTHCARE IMPROVEMENTS TRIPE AIM IMPROVING THE HEALTH OF THE POPULATION, ENHANCING THE PATIENTS EXPERIENCE AND MAKING HEALTH CARE MORE AFFORDABLE HEALTHPARTNERS AWARDED \$29 MILLION IN 2011 FOR ACHIEVING THESE GOALS AND PAID OVER \$80 MILLION IN SHARED SAVINGS EQUITABLE CARE INITIATIVES HEALTHPARTNERS HAS A LONGSTANDING COMMITMENT TO IMPROVING THE HEALTH OF THE DIVERSE COMMUNITIES IT SERVES HEALTHPARTNERS CREATED A CROSS CULTURAL CARE AND SERVICE TASK FORCE IN 2001 TO LAY THE FOUNDATION FOR DELIVERING EQUITABLE CARE AND REDUCING DISPARITIES ENTERPRISE-WIDE PROGRAMMING FOR EQUITABLE CARE AND SERVICE ENCOMPASSES THE HEALTHPARTNERS HEALTH PLAN, HEALTHPARTNERS MEDICAL AND DENTAL GROUP CLINICS AND REGIONS HOSPITAL IN 2011, PROGRAMMING INCLUDED THE FOLLOWING DATA COLLECTION HEALTHPARTNERS SYSTEMATICALLY COLLECTS DATA ON RACE, ETHNICITY AND LANGUAGE PREFERENCES DIRECTLY FROM PATIENTS AND MEMBERS IN A VARIETY OF WAYS, ALL OF THEM VOLUNTARY DATA IS COLLECTED THROUGH HEALTHPARTNERS.COM, TELEPHONE CONTACTS WITH DEPARTMENTS SUCH AS MEMBER SERVICES AND CASE MANAGEMENT AND ONLINE THROUGH HEALTH ASSESSMENTS HEALTHPARTNERS USES THE ELECTRONIC MEDICAL RECORDS IN OUR CARE DELIVERY SYSTEM TO CAPTURE THIS DATA FACE-TO-FACE WITH PATIENTS THE DATA IS USED TO CONTINUALLY MONITOR THE QUALITY OF CARE DELIVERED AND PATIENT EXPERIENCE BY RACE AND LANGUAGE, AS WELL AS IDENTIFY STRATEGIES TO REDUCE HEALTH DISPARITIES IN TREATMENT, OUTCOMES AND SERVICE</p>

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		<p>THE EBAN EXPERIENCE(TM) EBAN IS AN INNOVATIVE APPROACH TO LINK QUALITY IMPROVEMENT WITH THE HEALTH OF THE POPULATION IT USES A COLLABORATIVE FORMAT THAT INCORPORATES TEAMS OF HEALTH PROFESSIONALS AND COMMUNITY MEMBERS, WORKING SIDE-BY-SIDE TO UNDERSTAND CULTURAL BARRIERS TO OPTIMAL CARE AND IMPROVE CARE DESIGN THE GOAL OF THE PROJECT IS TO TRANSFORM HEALTH CARE DELIVERY AND REDUCE DISPARITIES IN CARE THIS PROJECT IS A COLLABORATIVE OF IME, MIXED BLOOD THEATRE, TWIN CITIES PUBLIC TELEVISION, RAINBOW RESEARCH AND THE COMMUNITIES WE SERVE IT IS SPONSORED IN PART BY A GRANT FROM PFIZER MEDICAL EDUCATION GROUP AS PART OF THE EBAN EXPERIENCE, HEALTHPARTNERS WORKS TO TEST AND IMPLEMENT STRATEGIES TO REDUCE DISPARITIES USING LANGUAGE, RACE AND OTHER DATA IN 2011, NINE INTERDISCIPLINARY TEAMS COMPLETED NINE IMPROVEMENT PROJECTS AIMED AT CLOSING GAPS IN HEALTH OUTCOMES TOPICS INCLUDED - INCREASING PEDIATRIC IMMUNIZATION RATES IN CHILDREN FROM EAST AFRICA - IMPROVING DIABETES HEALTH OUTCOMES THROUGH EDUCATION IN ETHIOPIAN PATIENTS - INCREASING COLORECTAL CANCER SCREENING RATES IN COMMUNITIES OF COLOR - DECREASING READMISSION RATES FOR MINORITY AND LIMITED-ENGLISH-PROFICIENT PATIENTS - IMPROVING PAIN MEDICATION DELIVERY TIME IN THE ER FOR MINORITY AND LIMITED-ENGLISH-PROFICIENT PATIENTS - INCREASE BREAST CANCER SCREENING RATES IN PATIENTS OF COLOR - INCREASE FLUORIDE VARNISH RATES AND SEALANTS FOR CHILDREN FROM PUBLICALLY-INSURED FAMILIES - INCREASE RATES OF ADVANCE DIRECTIVES IN AFRICAN AMERICAN PATIENTS IN ADDITION TO EBAN, HEALTHPARTNERS WAS PART OF THE FOLLOWING EQUITABLE CARE PROGRAMS IN 2011 - THROUGH THE AMERICAN HEALTH INSURANCE PLANS (AHIP) ASSOCIATION, HEALTHPARTNERS WAS A MEMBER OF THE NATIONAL HEALTH PLAN COLLABORATIVE TO REDUCE DISPARITIES - HEALTHPARTNERS CONTINUED TO COLLABORATE WITH THE YWCA IN "IT'S TIME TO TALK ABOUT RACE" THIS PROGRAM PROVIDES AN OPPORTUNITY TO BUILD COMMUNITY AND CREATE UNDERSTANDING THROUGH OPEN DIALOGUE ON RACE COMMUNITY MEMBERS, EMPLOYEES AND PATIENTS WERE INVITED TO JOIN IN THESE DISCUSSIONS ABOUT RACE AND RACISM - HEALTHPARTNERS CONTINUED TO SUPPORT THE ITASCA PROJECT, AN EMPLOYEE-LED ALLIANCE TO ADDRESS REGIONAL ISSUES THAT AFFECT OUR FUTURE COMPETITIVENESS AND QUALITY OF LIFE THEIR "CLOSE THE GAP' PROJECT BUILDS AWARENESS OF DISPARITIES ACROSS ISSUES SUCH AS EDUCATION AND HEALTH CARE AS PART OF THE ITASCA PROJECT, HEALTHPARTNERS WORKED WITH MAJOR CORPORATIONS AND COMMUNITY LEADERS TO ELIMINATE RACE, CLASS AND PLACE DISPARITIES THROUGH THE DEVELOPMENT OF RESOURCES AND TOOLS - HEALTHPARTNERS AND REGIONS HOSPITAL PARTNERED WITH HISPANIC, ASIAN AND AFRICAN AMERICAN STUDENTS SEEKING THEIR MASTER OF BUSINESS ADMINISTRATION DEGREES AND CREATED A PLATFORM TO DISCUSS DISPARITIES AND RECENT CHANGES RELATED TO HEALTH CARE REFORM - HEALTHPARTNERS PARTICIPATED IN THE EXCHANGE, A COLLABORATIVE OF MINNESOTA HEALTH-RELATED ORGANIZATIONS, WHOSE MEMBERS SHARE THEIR TRANSLATED HEALTH MATERIALS - HEALTHPARTNERS WAS A MEMBER OF THE MINNESOTA HEALTH LITERACY PARTNERSHIP, A COLLABORATIVE OF HOSPITALS, CLINIC SYSTEMS, HEALTH PLANS AND COMMUNITY AND PUBLIC ORGANIZATIONS THIS GROUP SHARES INFORMATION AND ENGAGES IN JOINT PLANNING ON HEALTH LITERACY ISSUES THE GROUP IS COMMITTED TO ADVANCING HEALTH LITERACY, SO ALL PEOPLE IN OUR COMMUNITY CAN UNDERSTAND AND ENGAGE IN THEIR HEALTH AND HEALTH CARE - HEALTHPARTNERS WAS RECOGNIZED BY THE MINNEAPOLIS-ST PAUL CHAPTER OF THE NATIONAL SOCIETY OF HISPANIC MBA'S (NSHMB) FOR OUR WORK IN THE COMMUNITY AND FOR MAKING MEANINGFUL CONNECTION WITH THE HISPANIC/LATINO COMMUNITY - HEALTHPARTNERS SUPPORTED MINNESOTA HEALTHFORCE, HIGHER GROUND ACADEMY, AND MINNEAPOLIS AND ST PAUL PUBLIC SCHOOLS, WORKING WITH DIVERSE STUDENTS TO PROVIDE INTERNSHIPS, MENTORING AND CAREER COACHING, AS WELL AS SPONSORED THE UNIVERSITY OF ST THOMAS COLLEGE AND TWIN CITIES BLACK MBA MULTICULTURAL FORUM WHICH OFFERS WORKSHOPS ON CULTURAL COMPETENCE AND WORKPLACE DIVERSITY LANGUAGE ASSISTANCE HEALTHPARTNERS OFFERED TRAINING AND LANGUAGE ASSISTANT THROUGHOUT THE ORGANIZATION, PROVIDING INTERPRETER SERVICES IN ALL KEY LANGUAGES SPOKEN BY PATIENTS MORE THAN 150 OTHER LANGUAGES WERE AVAILABLE THROUGH TELEPHONE AND VIDEO REMOTE INTERPRETER SERVICES IN 2011, HEALTHPARTNERS USED AN INTERNAL TRANSLATION WORK GROUP TO SYSTEMATIZE THE TRANSLATION PROCESS AND CREATED TOOLS TO SUPPORT CONSISTENT AND EFFICIENT TRANSLATIONS FOR MEMBERS AND THE COMMUNITY HEALTHPARTNERS CONTINUED TO PARTICIPATE IN THE EXCHANGE, A COLLABORATIVE OF MINNESOTA HEALTH ORGANIZATIONS WHOSE MEMBERS SHARE THEIR TRANSLATED HEALTH EDUCATION MATERIALS OPEN ENROLLMENT MATERIALS WERE PRODUCED BOTH IN ENGLISH AND SPANISH AND A SPANISH MICRO WEBSITE WAS CREATED TO BETTER SERVE OUR SPANISH-SPEAKING MEMBERS HEALTHPARTNERS ALSO LICENSED WEBSITE CONTENT FROM THE HEALTHWISE ONLINE SPANISH HEALTH GUIDE AND OFFERED OPEN ENROLLMENT MEETINGS IN SPANISH EQUITABLE CARE FELLOWS PROGRAM THE HEALTHPARTNERS EQUITABLE CARE FELLOWS PROGRAM</p>

Identifier	Return Reference	Explanation
		<p>           LOWS PROGRAMS CONTINUED IN 2011. THE 120 FELLOWS ARE STAFF MEMBERS AND PROVIDERS WHO RECEIVE EXPERT TRAINING SO THEY CAN BECOME ADVOCATES AND SERVE AS LOCAL RESOURCES FOR THEIR COLLEAGUES IN CARING FOR PATIENTS FROM DIVERSE CULTURES AND THOSE WITH LIMITED ENGLISH PROFICIENCY. FELLOWS ARE EXPECTED TO BE ROLE MODELS, SHARING IDEAS WITH COWORKERS AND ACTIVELY PARTICIPATING IN RAISING OVERALL CULTURAL AWARENESS. THEY CONTRIBUTE ARTICLES, REPRESENT HEALTHPARTNERS AT COMMUNITY CULTURAL EVENTS AND PARTICIPATE IN OR PLAN SEMINARS ON EQUITABLE CARE. IN 2011, HEALTHPARTNERS OFFERED THE FOLLOWING EQUITABLE CARE ACTIVITIES: - BIWEEKLY "CULTURE ROOTS" NEWSLETTER CONTINUED TO BE AN ORGANIZATION-WIDE EDUCATIONAL TOOL. REGIONS HOSPITAL HELD SIX "CARING ACROSS CULTURES" FORUMS FOR STAFF, COVERING A VARIETY OF CROSS-CULTURAL TOPICS. - HEALTHPARTNERS EXPANDED THE EQUITABLE CARE AND SERVICE INTRANET SITE WITH CROSS-CULTURAL RESOURCES FOR PROVIDERS AND STAFF. - DIVERSITY AMBASSADORS ARE A GROUP OF VOLUNTEER LEADERS WHO MEET ONCE A MONTH WITH A FOCUS ON CREATING DIVERSITY AND INCLUSION IN OUR WORK ENVIRONMENT. THEY PARTNERED ON SOME OF THE EFFORTS NOTED ABOVE. THEY ALSO SERVED AS RESOURCES FOR ORGANIZATIONAL CULTURE AND CULTURAL COMPETENCE TOPICS. HPMG'S CENTER FOR INTERNATIONAL HEALTH (CIH) IS THE LARGEST MULTI-DISCIPLINARY HEALTH CARE PROGRAM IN MINNESOTA FOR REFUGEES, IMMIGRANTS AND NON-NATIVE-ENGLISH SPEAKING FAMILIES. IN 2011, CIH OPERATED AT A LOSS OF \$1,814,000. THERE WERE 15,050 OUTPATIENT ENCOUNTERS, WITH THE PAYER MIX FOR THE CLINIC COMPOSED OF 13.3% COMMERCIAL, 85.8% MEDICAID AND MEDICARE, AND 0.9% OTHER. AS PART OF ITS COMMITMENT TO DELIVER EQUITABLE CARE, HPMG CLINICS AND REGIONS HOSPITAL ARE BUILDING A DIVERSE WORKFORCE. IN 2011, THERE WERE 781 PHYSICIANS FROM 49 COUNTRIES SPEAKING 60 LANGUAGES. OF THIS, 39% ARE WOMEN, AND 19% ARE FROM RACIAL OR ETHNICALLY DIVERSE COMMUNITIES.         </p>

Identifier	Return Reference	Explanation
		<p>BEHAVIORAL HEALTH IN 2011, HEALTHPARTNERS STAFF PROVIDED BEHAVIORAL HEALTH CASE MANAGEMENT SUPPORT TO 4,888 NEW HIGH-RISK MEMBERS TO PREVENT CRISES THAT LEAD TO EMERGENCY HOSPITALIZATION HEALTHPARTNERS ALSO HELPS THOSE LEAVING THE HOSPITAL TO GET PROMPT TREATMENT FROM AN OUTPATIENT MENTAL HEALTH PROVIDER HEALTHPARTNERS SCORED IN THE TOP TEN PERCENT NATIONALLY IN FOLLOWING BEST PRACTICES GUIDELINES FOR TREATMENT OF DEPRESSION INCLUDING MEDICATION MANAGEMENT AND SUPPORT FOR MEMBERS WHO ARE BATTLING DEPRESSION FOR THE PAST NINE YEARS , HEALTHPARTNERS BEHAVIORAL HEALTH PERSONNEL HAVE BEEN ON THE BOARDS OF TWO LEADING MINNESOTA MENTAL HEALTH ADVOCACY ORGANIZATIONS THE NATIONAL ALLIANCE ON MENTAL ILLNESS - MINNESOTA (NAMI) AND SUICIDE AWARENESS VOICES OF EDUCATION (SAVE) AGAIN IN 2011, HEALTHPARTNERS WAS A GOLD SPONSOR OF MINNESOTA'S NAMI WALKS, AN EVENT TO RAISE AWARENESS AND REDUCE THE STIGMA ASSOCIATED WITH MENTAL ILLNESS HEALTHPARTNERS EMPLOYEES CONTRIBUTED, IN ADDITION TO OUR SPONSORSHIP, DONATIONS TOTALED TO ABOUT \$30,000 TO NAMI IN 2011 IN ADDITION, HEALTH PARTNERS AND REGIONS HOSPITAL DISTRIBUTED PACKETS OF WILDFLOWER SEEDS WITH THE MESSAGE "NAMI- PLANTING SEEDS OF HOPE' TO HELP REDUCE STIGMA IN THE COMMUNITY ABOUT MENTAL ILLNESS HEALTHPARTNERS INVESTED A TOTAL \$1,570,856 IN 2011 TO STAFF TELEPHONIC HEALTH COACHING AND CARE COORDINATION SERVICES FOR MEMBERS WITH MENTAL HEALTH AND CHEMICAL HEALTH CONDITIONS AT NO COST TO THE CALLER IN ADDITION, THERE WERE 123,030 REFILL REMINDER LETTERS AND HEALTH EDUCATION NEWSLETTERS SENT TO 10,566 MEMBERS IN 2011 THESE MATERIALS HELP SUPPORT MEDICATION ADHERENCE TO BEHAVIORAL HEALTH MEDICATIONS FOR THE CONDITIONS OF DEPRESSION, BIPOLAR DISORDER, SCHIZOPHRENIA OR CHEMICAL DEPENDENCY AT A COST OF NEARLY \$67,000 HEALTHPARTNERS IS A MAJOR SPONSOR OF THE MENTAL HEALTH CRISIS ALLIANCE (MHCA) MHCA IS COMPOSED OF ORGANIZATIONS REPRESENTING COUNTIES, HOSPITALS, HEALTH PLANS, THE STATE OF MINNESOTA, CONSUMERS AND ADVOCATES, 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, PROVIDING INDIVIDUALIZED ADULT MENTAL HEALTH CRISIS STABILIZATION SERVICES IN CLIENTS' HOMES, COMMUNITY SETTINGS, OR IN SHORT-TERM, SUPERVISED, LICENSED RESIDENTIAL PROGRAMS SERVICES TO PATIENTS LIVING WITH HIV/AIDS IN 1985, GHI'S HEALTHPARTNERS MEDICAL GROUP'S INFECTIOUS DISEASE (ID) CLINIC BECAME THE FIRST DESIGNATED HIV/AIDS CLINIC PROGRAM IN MINNESOTA USING A MULTI-DISCIPLINARY APPROACH THAT INCLUDES PHYSICIANS SPECIALIZING IN HIV, NURSES , CASE MANAGERS, AND PSYCHIATRISTS, THE ID CLINIC PROVIDES A HOLISTIC APPROACH TO CARE THE CLINIC RECEIVES GRANTS FOR CASE MANAGEMENT SERVICES, COMPREHENSIVE PRIMARY CARE SERVICES REGARDLESS OF INCOME OR INSURANCE STATUS, TRANSPORTATION TO AND FROM MEDICAL AND SOCIAL SERVICE APPOINTMENTS, HIV-RELATED LABORATORY SERVICES AND MEDICAL ADHERENCE SERVICES IN 2011, RHF SECURED \$722,263 IN FEDERAL GOVERNMENT GRANT FUNDING FOR THESE PROGRAMS THROUGH SUBGRANTS FROM MINNESOTA'S HENNEPIN COUNTY AND THE MINNEAPOLIS MEDICAL RESEARCH FOUNDATION THE CLINIC ALSO RECEIVED \$9,000 IN FUNDING FROM THE HUGH J ANDERSEN FOUNDATION AND \$10,000 FROM THE SHARING AT WORK EMPLOYEE GIVING CAMPAIGN OF REGIONS HOSPITAL AND HEALTHPARTNERS FOR AN HIV/AIDS MEDICATIONS ASSISTANCE PROGRAM PHYSICAL ACTIVITY AND WELLNESS HEALTHPARTNERS OFFERED INCENTIVES IN 2011 FOR STAYING FIT THROUGH THE HEALTHPARTNERS FREQUENT FITNESS AND FREQUENT FITNESS CHALLENGE PROGRAMS THE FREQUENT FITNESS PROGRAMS PROVIDE FULLY INSURED MEMBERS THE OPPORTUNITY TO EARN A \$20 REIMBURSEMENT ON THEIR MONTHLY FITNESS CLUB DUES AT OVER 7,500 HEALTH CLUB LOCATIONS IF THEY ACHIEVE 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 2011 THE FREQUENT FITNESS CHALLENGE PROGRAM IS AN ADDITIONAL INCENTIVE PROGRAM THAT AWARDS MEMBERS MEETING THE FREQUENT FITNESS VISIT CRITERIA 8 TIMES DURING THE PREVIOUS 12 MONTHS 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 IN 2011, HEALTHPARTNERS ALSO LAUNCHED YUMPOWER, A COMMUNITY-BASED INITIATIVE TO PROMOTE INTAKE OF FRUITS AND VEGETABLES AND BETTER-FOR-YOU FOOD CHOICE AS PART OF THIS LAUNCH, HEALTHPARTNERS RELEASED WWW.YUMPOWER.COM, A WEBSITE WITH MANY BETTER-FOR-YOU EATING TOOLS, TIPS, AND COOKING VIDEOS, AS WELL AS A FREE SMART PHONE APP THAT HELPS TO FIND BETTER OPTIONS AT COMMONLY-CHOSEN RESTAURANTS AND ALSO GAVE AWAY OVER 2000 BAGS OF FRESH, LOCAL VEGETABLES AT HEALTHPARTNERS CLINIC LOCATIONS IN AUGUST SCHOOL PARTNERSHIPS HEALTHPARTNERS FACILITATED THE SAINT PAUL PUBLIC SCHOOLS WORKSITE WELLNESS PROGRAM, CALLED CHOOSE WELL, LIVE WELL IN 2011, THE PROGRAM</p>

Identifier	Return Reference	Explanation
		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 WITH AN ESTIMATED SAVINGS OF - REPEAT PARTICIPANTS (N = 4,125) X HEALTH CARE COST SAVINGS PER REPEAT PARTICIPANT (\$501.12) = \$2,067,120 IN GROSS SAVINGS OVER FIVE YEARS - ALL PARTICIPANTS (N = 5,623) X HEALTH CARE COST SAVINGS PER REPEAT PARTICIPANT (\$413.31) = \$ 2,324,042 IN GROSS SAVINGS OVER FIVE YEARS. EMPLOYER HEALTH AND WELL-BEING, 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 HEALTH AND WELL-BEING, PROGRAMS AND SERVICES ARE AVAILABLE FOR ALL COMPANIES AND ORGANIZATIONS REGARDLESS OF HEALTH PLAN AFFILIATION.

Identifier	Return Reference	Explanation
		<p>V 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 &amp; HEALTH FAIR - MINNESOTA STATE FAIR ECO EXPERIENCE CARELINE HEALTHPARTNERS INVESTS OVER \$4.8 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 MN COMMUNITY MEASUREMENT HEALTHPARTNERS HELPED TO ESTABLISH MN COMMUNITY MEASUREMENT (MNCM) WITH OTHER MINNESOTA HEALTH PLANS AND THE MINNESOTA MEDICAL ASSOCIATION, AND CONTRIBUTES ON AN ANNUAL BASIS IN 2011, ASTHMA AND COLORECTAL SCREENING WERE ADDED TO THE DATA THAT CLINICIANS SUBMIT TO MNCM NEW MEASURES ALSO INCLUDED ADHD CARE AND SPIROMETRY SPECIALTY MEASURES WERE DEVELOPED FOR KNEE REPLACEMENT SURGERY AND OBSTETRICS AND ARE IN A PILOT PHASE IN 2011, 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 2011, 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 54 MEDICAL GROUP, HOSPITAL AND INTEGRATED HEALTH CARE DELIVERY SYSTEM MEMBERS IN MINNESOTA AND SURROUNDING AREAS IN 2011, HEALTHPARTNERS CONTRIBUTED TIME AND EXPERTISE TO FIVE MAJOR ICSI INITIATIVES - THE RARE (REDUCING AVOIDABLE READMISSIONS EFFECTIVELY) CAMPAIGN UNITED ICSI, THE MINNESOTA HOSPITAL ASSOCIATION AND STRATIS HEALTH IN LEADING AN EFFORT TO ENGAGE MINNESOTA HOSPITALS AND OTHER PROVIDERS IN THE CARE CONTINUUM TO PREVENT 4,000 AVOIDABLE READMISSIONS BY DEC 31, 2012 - 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 A NUMBER OF DIAMOND CLINICS IN 2011 ADDED THE SBIRT (SCREENING, BRIEF INTERVENTIONS, AND REFERRAL TO TREATMENT) PROGRAM TO HELP PATIENTS WITH SUBSTANCE ABUSE - THE STATEWIDE HIGH-TECHNOLOGY DIAGNOSTIC IMAGING (HTDI) 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 AN ESTIMATED 70% OF HTDI SCANS WERE BEING ORDERED USING DECISION SUPPORT AT THE END OF 2011 - 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 FOCUSING ON ENSURING THAT EVIDENCE-BASED AND APPROPRIATE CARE IS PROVIDED TO PATIENTS SUFFERING FROM LOW BACK PAIN PARTNERSHIPS WITH COMMUNITY-BASED HEALTH ADVOCACY GROUPS HEALTHPARTNERS HAVE ESTABLISHED PARTNERSHIPS WITH NONPROFIT ORGANIZATIONS WITH COMPATIBLE MISSIONS INCLUDING THE AMERICAN HEART ASSOCIATION, THE AMERICAN CANCER SOCIETY, THE AMERICAN LUNG ASSOCIATION AND THE NATIONAL ALLIANCE OF MENTAL ILLNESS MINNESOTA 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 VI COMMUNITY STEWARDSHIP AND LEADERSHIP CORPORATE DONATIONS IN 2011, HEALTHPARTNERS CONTRIBUTED \$1,003,905 TO NONPROFIT HEALTH ORGANIZATIONS HEALTHPARTNERS GIVES PRIORITY TO FUNDING PARTNERSHIPS AND PROJECTS THAT ARE CONSISTENT WITH HEALTHPARTNERS' 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</p>

Identifier	Return Reference	Explanation
		<p>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 ORGANIZATIONS: REGIONS HOSPITAL FOUNDATION, IME, AND HEALTHPARTNERS RESEARCH FOUNDATION. FUNDS RAISED THROUGH SHARING AT WORK ARE USED TO IMPROVE PATIENT CARE, PROVIDE EDUCATION AND PROFESSIONAL DEVELOPMENT AND CONDUCT CUTTING EDGE RESEARCH. HEALTHPARTNERS MATCHES 100 PERCENT OF ALL SHARING AT WORK DONATIONS. IN 2011, HEALTHPARTNERS AND REGIONS EMPLOYEES DONATED \$496,197, TOTALING OVER \$1 MILLION WITH THE HEALTHPARTNERS MATCH. HEALTHPARTNERS IS COMMITTED TO IMPROVING THE HEALTH OF THE COMMUNITY. EXTENDING 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, HEALTHPARTNERS HOSTS AN ANNUAL HEALTHPARTNERS COMMUNITY GIVING CAMPAIGN THAT SUPPORTS SIX LOCAL FEDERATIONS: GREATER TWIN CITIES UNITED WAY, UNITED WAY OF WASHINGTON COUNTY-EAST, ST. CROIX VALLEY UNITED WAY, COMMUNITY SHARES, COMMUNITY HEALTH CHARITIES-MINNESOTA AND THE MINNESOTA ENVIRONMENTAL FUND. IN 2011, HEALTHPARTNERS' EMPLOYEES PLEDGED TO GIVE THE COMMUNITY GIVING CAMPAIGN OVER \$329,000 THROUGH AUTOMATIC PAYROLL DEDUCTIONS, PLUS \$60,000 FROM HEALTHPARTNERS CORPORATE MATCH. ADDITIONALLY, EMPLOYEES DONATED OVER \$30,000 THROUGH SPECIAL EVENTS ACROSS THE ORGANIZATION. IN 2011, HEALTHPARTNERS SPONSORED THE HEART WALK FOR THE AMERICAN HEART ASSOCIATION. IN ADDITION TO THE SPONSORSHIP, HEALTHPARTNERS WALKERS RAISED \$41,500 FOR THE AMERICAN HEART ASSOCIATION. IN-KIND DONATIONS: HEALTHPARTNERS SUPPORTS AND CONTRIBUTES TO NUMEROUS NON-PROFIT ORGANIZATIONS THROUGHOUT THE YEAR BY PROVIDING MEETING SPACE AND DONATING USED EQUIPMENT. IN 2011, HEALTHPARTNERS DONATED OFFICE SUPPLIES AND FURNITURE TO LOCAL ORGANIZATIONS INCLUDING COMPANIES TO CLASSROOMS, FURNISH OFFICE AND HOME, LITTLE SISTERS OF THE POOR AND INTERMEDIATE DISTRICT 287. IN ADDITION, HEALTHPARTNERS PROVIDES TIME AND OPPORTUNITIES FOR EMPLOYEES TO COORDINATE DRIVES FOR FOOD, CLOTHING, BOOKS AND TOYS ON LOCATION AT THE WORKPLACE. FUNDRAISING COMMUNICATIONS: HEALTHPARTNERS COMMUNITY RELATIONS STAFF PROVIDED COMMUNICATIONS TO ALL EMPLOYEES ABOUT OPPORTUNITIES TO VOLUNTEER AND/OR FUNDRAISE FOR THE FOLLOWING NONPROFIT ORGANIZATIONS - ALZHEIMER'S MEMORY WALK - AMERICAN RED CROSS BLOOD DONATION - SUSAN G. KOMEN BREAST CANCER 3-DAY - AMERICAN CANCER SOCIETY DAFFODIL DAYS - FEED MY STARVING CHILDREN - AMERICAN HEART ASSOCIATION HEART WALK - MAKING STRIDES AGAINST BREAST CANCER - MINNESOTA AIDS WALK - RACE FOR THE CURE - RELAY FOR LIFE - MINNESOTA BRAIN INJURY ASSOCIATION WALK FOR THOUGHT.</p>

Identifier	Return Reference	Explanation
		<p>HEALTHPARTNERS CONTINUES TO WIN ACCOLADES FOR HIGH QUALITY CARE. SEVERAL AWARDS AND HONORS RECEIVED IN 2011 INCLUDED NATIONAL BUSINESS COALITION ON HEALTH'S EVALUE8 REPORT. HEALTHPARTNERS WAS AMONG THE NATIONAL LEADERS IN 11 OF 14 SURVEYED AREAS OF HEALTH CARE, ACCORDING TO A REPORT SPONSORED BY THE NATIONAL BUSINESS COALITION ON HEALTH (NBCH). THE NBCH USES THE EVALUE8 HEALTH CARE PURCHASING AND QUALITY IMPROVEMENT ASSESSMENT PROGRAM TO HELP MEASURE THE PERFORMANCE OF HEALTH PLANS AND ASSESS WHAT THE PLANS ARE DOING TO IMPROVE QUALITY AND CONTROL COSTS. THIS IS THE SEVENTH YEAR IN A ROW THAT HEALTHPARTNERS HAS BEEN THE TOP-RANKED PLAN IN MINNESOTA. THE ELEVEN CATEGORIES ARE THE MOST IN WHICH IT HAS ACHIEVED NATIONAL BENCHMARK STATUS. NATIONAL COMMITTEE FOR QUALITY ASSURANCE (NCQA). HEALTHPARTNERS IS AMONG THE TOP 25 PRIVATE HEALTH PLANS IN THE NATION AND IS THE TOP-RANKED PLAN IN MINNESOTA, ACCORDING TO NCQA'S HEALTH INSURANCE PLAN RANKINGS 2011-2012. THE RANKINGS ARE BASED ON MORE THAN 50 MEASURES OF CLINICAL PERFORMANCE AND MEMBER SATISFACTION, AS WELL AS NCQA ACCREDITATION. IN THE REPORT, HEALTHPARTNERS RANKED 24TH OUT OF 390 PRIVATE HEALTH PLANS FROM ACROSS THE NATION. NCQA IS A PRIVATE, NOT-FOR-PROFIT ORGANIZATION. TOP MEMBER SATISFACTION. HEALTHPARTNERS DELIVERS EXCELLENT CARE AND SERVICE FOR MEMBERS. IN THE 2010-2011 CONSUMER ASSESSMENT OF HEALTHCARE PROVIDERS AND SYSTEMS (CAHPS) RANKINGS, HEALTHPARTNERS WAS NUMBER ONE IN MINNESOTA AND NUMBER 19 NATIONALLY. MINNESOTA COMMUNITY MEASUREMENT. HEALTHPARTNERS MEDICAL GROUP WAS A HIGH PERFORMING MEDICAL GROUP FOR PRIMARY CARE IN THE MINNESOTA COMMUNITY MEASUREMENT 2011 HEALTH CARE QUALITY REPORT, ACHIEVING ABOVE-AVERAGE RATINGS IN 10 OUT OF 12 POSSIBLE CATEGORIES - THE MOST OF ANY MEDICAL GROUP.</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 ARE MEMBER-ELECTED DIRECTORS THE CHAIR OF THE CORPORATE MEMBER SERVES AS A DIRECTOR EX OFFICIO 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 THE PART OF BOARD MEMBERS, OFFICERS AND KEY EMPLOYEES PURSUANT TO ITS CONFLICT OF INTEREST POLICY UNDER THE POLICY, ALL BOARD MEMBERS, PRINCIPAL OFFICERS, MEMBERS OF A COMMITTEE WITH 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 PROVIDES A REPORT TO THE GOVERNANCE COMMITTEE A WRITTEN REPORT OF THE POTENTIAL CONFLICTS IS SHARED WITH THE CHAIR 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 IDENTIFY 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 -219,441 FASB 158 PENSION ADJUSTMENT -28,465,089 FASB 158 POST RETIREMENT ADJUSTMENT 882,681 TOTAL TO FORM 990, PART XI, LINE 5 -27,801,849



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

2011

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) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

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, MN 554401309 41-1629390	THIRD PARTY ADMINISTRATOR	MN	HEALTHPARTNERS INC	C			
(2) HEALTHPARTNERS ASSOCIATES INC 8170 33RD AVENUE SOUTH PO BOX 1309 MINNEAPOLIS, MN 554401309 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, MN 554401309 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, MN 554401309 41-1838197	DEVELOP HEALTHCARE BUSINESS OPPORTUNITIES	MN	HEALTHPARTNERS INC	C			
(5) HEALTHPARTNERS INSURANCE COMPANY 8170 33RD AVENUE SOUTH PO BOX 1309 MINNEAPOLIS, MN 554401309 41-1683523	MEDICAL AND DENTAL INSURANCE	MN	HEALTHPARTNERS ADMINISTRATORS INC	C			
(6) DENTAL SPECIALTIES INC 8170 33RD AVENUE SOUTH PO BOX 1309 MINNEAPOLIS, MN 554401309 45-1297583	PROFESSIONAL DENTAL SERVICES	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 related organization(s)

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

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

e Loans or loan guarantees by related organization(s)

f Sale of assets to related organization(s)

g Purchase of assets from related organization(s)

h Exchange of assets with related organization(s)

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

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

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

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

m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

n Sharing of paid employees with related organization(s)

o Reimbursement paid to related organization(s) for expenses

p Reimbursement paid by related organization(s) for expenses

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

r Other transfer of cash or property from related 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	1,959,653	
(2) HEALTHPARTNERS CENTRAL MINNESOTA CLINICS INC - SHARED PERSONNEL	N	186,100	
(3) HEALTHPARTNERS CENTRAL MINNESOTA CLINICS INC - MANAGEMENT SERVICES	K	126,300	
(4) HEALTHPARTNERS INC - MANAGEMENT AND HEALTHCARE SUPPORT SERVICES	K	142,716,000	
(5) HEALTHPARTNERS INC - HEALTHCARE SERVICES	K	81,362,033	
(6) PHYSICIANS NECK & BACK CLINICS	P	5,571,843	

Schedule R (Form 990) 2011

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 501(c) (3))	(f) Direct Controlling Entity	(g) Section 512 (b)(13) controlled organization	
HEALTHPARTNERS INC  8170 33RD AVENUE SOUTH PO BOX 1309 MINNEAPOLIS, MN 554401309 41-1693838	HYBRID STAFF MODEL/NETWORK MODEL HEALTH MAINTENANCE ORGANIZATION	MN	501(C) (4)		N/A		No
HEALTHPARTNERS CENTRAL MINNESOTA CLINICS INC  8170 33RD AVE S PO BOX 1309 MPLS, MN 554401309 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, MN 554401309 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, MN 554401309 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, MN 554401309 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 AVE S PO BOX 1309 MPLS, MN 554401309 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, MN 554401309 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, MN 554401309 41-1503090	IN-HOME PATIENT CARE	MN	501(C) (3)	509(A)(2)	HPI - RAMSEY		No
REGIONS HOSPITAL  8170 33RD AVENUE SOUTH PO BOX 1309 MINNEAPOLIS, MN 554401309 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, MN 554401309 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, MN 554401309 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, MN 554401309 39-0808442	HOSPITAL	WI	501(C) (3)	170(B)1 (A)(III)	RH-WISCONSIN		No
WESTFIELDS HOSPITAL FOUNDATION INC  8170 33RD AVENUE SOUTH PO BOX 1309 MINNEAPOLIS, MN 554401309 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, MN 554401309 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, MN 554401309 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, MN 554401309 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 AVE S PO BOX 1309 MPLS, MN 554401309 26-3616590	PROVIDE MEDICAL TRANSPORT SERVICES	WI	501(C) (3)	509(A)(3) TYPE II	RH-WISCONSIN		No
LAKEVIEW MEMORIAL HOSPITAL FOUNDATION  8170 33RD AVENUE SOUTH PO BOX 1309 MINNEAPOLIS, MN 554401309 41-1386635	PROVIDE HOSPITAL PROGRAM FINANCIAL SUPPORT	MN	501(C) (3)	509(A)(3) TYPE II	STILLWATER HEALTH SYSTEM		No
LAKEVIEW MEMORIAL HOSPITAL ASSOCIATION INC  8170 33RD AVENUE SOUTH PO BOX 1309 MINNEAPOLIS, MN 554401309 41-0811697	HOSPITAL	MN	501(C) (3)	170(B)1 (A)(III)	STILLWATER HEALTH SYSTEM		No
ST CROIX VALLEY HEALTHCARE & RESEARCH FOUNDATION  8170 33RD AVE S PO BOX 1309 MPLS, MN 554401309 41-1923524	FOUNDATION	MN	501(C) (3)	PF	STILLWATER HEALTH SYSTEM		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 501(c)(3))	(f) Direct Controlling Entity	(g) Section 512 (b)(13) controlled organization	
STILLWATER MEDICAL GROUP  8170 33RD AVENUE SOUTH PO BOX 1309 MINNEAPOLIS, MN 554401309 83-0379473	PHYSICIANS GROUP	MN	501(C)(3)	509(A)(2)	STILLWATER HEALTH SYSTEM		No
STILLWATER HEALTH SYSTEM  8170 33RD AVENUE SOUTH PO BOX 1309 MINNEAPOLIS, MN 554401309 30-0221189	CORPORATE PLANNING AND OVERSIGHT	MN	501(C)(3)	509(A)(3) TYPE II	HPI - RAMSEY		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	1,959,653	
(2) HEALTHPARTNERS CENTRAL MINNESOTA CLINICS INC - SHARED PERSONNEL	N	186,100	
(3) HEALTHPARTNERS CENTRAL MINNESOTA CLINICS INC - MANAGEMENT SERVICES	K	126,300	
(4) HEALTHPARTNERS INC - MANAGEMENT AND HEALTHCARE SUPPORT SERVICES	K	142,716,000	
(5) HEALTHPARTNERS INC - HEALTHCARE SERVICES	K	81,362,033	
(6) PHYSICIANS NECK & BACK CLINICS	P	5,571,843	



Form

4562

Depreciation and Amortization  
(Including Information on Listed Property)

OMB No 1545-0172

2011

Attachment  
Sequence No 179

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 instructions)	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 2010 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 2012 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	16,317,840

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 2011	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 2011 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 2011 Tax Year Using the Alternative Depreciation System						
<b>20a</b> Class life					S/L	
<b>b</b> 12-year			12 yrs		S/L	
<b>c</b> 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	16,317,840
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

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

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

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

Section B—Information on Use of Vehicles

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

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

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

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

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

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2011 tax year (see instructions)					
43 Amortization of costs that began before your 2011 tax year				43	
44 <b>Total.</b> 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				
JOHN GHERTY DIRECTOR	4 00	X						18,000	0	0	
BARBARA KAUFMAN DIRECTOR & VICE CHAIR	3 00	X						22,000	0	0	
GREGORY STRONG DIRECTOR	3 00	X						15,000	0	0	
ANN WYNIA DIRECTOR & CHAIR	4 00	X						31,750	0	0	
BRIAN H RANK MD DIRECTOR & MEDICAL DIRECTO	55 00	X		X				662,003	0	167,206	
CHARLES J ABRAHAMSON VP-NETWORK MGMT &PROVIDER	40 00			X				217,043	0	37,028	
ALAN V ABRAMSON SRVP & CIO	44 00			X				448,250	0	128,266	
SCOTT A AEBISCHER SR VP CUSTOMER SERV/PRODUC	50 00			X				495,695	0	116,479	
CALVIN U ALLEN SR VP STRAT PLANNING/HR	50 00			X				497,596	0	131,087	
BABETTE A APLAND SR VP HEALTH & CARE MGMT	50 00			X				368,396	0	105,518	
SHANNON B BEAUDIN-KLEIN VP MARKETING & COMMUNICATI	55 00			X				200,343	0	67,963	
DAVID J BERGH VP HEALTH/FIN INFO SYSTEMS	50 00			X				294,421	0	86,160	
MARY K BRAINERD PRESIDENT & CEO	50 00			X				1,242,018	0	368,980	
RICK J BRUZEK VP PHARMACY SERVICES	48 00			X				250,614	0	83,023	
KATHLEEN M COONEY EXECUTIVE VP & CAO	55 00			X				767,320	0	234,510	
PATRICK T COURNEYA ASSOC MED DIR - DELIVERY S	60 00			X				295,008	0	72,749	
ROBERT B CUMMING SR VP ACTUARIAL/UNDERWRITI	50 00			X				552,522	0	134,978	
TRICIA L DEGE VP FINANCE & PLANNING	40 00			X				195,525	0	58,758	
DAVID A DZIUK SR VP & CHIEF FINANCIAL OF	55 00			X				496,226	0	142,985	
FORREST M FLINT VP DENTAL PLAN	48 00			X				247,321	0	84,030	
DAVID S GESKO SR VP - DENTAL DIRECTOR	55 00			X				407,789	0	76,992	
TIM M HALEY VP BROKER SALES	45 00			X				252,757	0	87,913	
GEORGE J ISHAM CHIEF HEALTH OFFICER	60 00			X				605,262	0	213,735	
SUSAN M KNUDSON-SCHUMACHER VP HEALTH INFORMATICS	50 00			X				243,349	0	76,854	
KAREN K KRAEMER VP DISEASE & CASE MGMT	50 00			X				226,186	0	76,786	

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				260,114	0	77,216
NANCY A MCCLURE SR VP MEDICAL GROUP & CLIN	50 00			X				459,963	0	129,527
FRANK P MCQUILLAN VP - TREASURY & REAL ESTATE	50 00			X				187,221	0	76,345
KEVIN J PALATTAO VP CLINIC PATIENT CARE SYS	55 00			X				278,492	0	82,904
NICO PRONK PHD VP HEALTH MGMT BEHAVIOR GR	52 00			X				289,857	0	77,560
MEGAN M REMARK VP SPECIALTY CARE & OPERAT	50 00			X				368,435	0	97,644
KATIE B SAYRE SR VP HLTH PLAN OPS & GOV	45 00			X				380,980	0	131,441
SCOTT A SCHNUCKLE SR VP DENTAL, RX, BUSINESS	50 00			X				399,526	0	99,774
DOUG N SMITH SR VP SALES	60 00			X				354,230	0	111,364
SHARON A STEIN VP HEALTH BEHAVIOR GROUP	50 00			X				253,609	0	52,983
ELIZABETH L SWANSON VP HUMAN RESOURCES	50 00			X				228,389	0	78,479
TOBI TANZER VP CORPORATE INTEGRITY	50 00			X				235,327	0	81,845
BARBARA E TRETHEWAY SR VP GENERAL COUNSEL	55 00			X				506,709	0	126,913
ROBERT H VAN WHY SR VP PRIMARY CARE/CLINIC	50 00			X				368,869	0	91,563
ANDREA M WALSH EXEC VP & CHIEF MARKETING	50 00			X				635,926	0	187,065
BETH A WATERMAN VP HLTH IMPROVE/CARE INNOV	60 00			X				320,207	0	87,148
DONNA J ZIMMERMAN VP GOVT & COMMUNITY RELATI	55 00			X				253,174	0	81,249
RICHARD DAVIS PHYSICIAN	75 00					X		1,449,222	0	70,513
DENNIS W ZHU MD PHYSICIAN	80 00					X		1,206,471	0	99,846
TIMOTHY KROSHUS PHYSICIAN	50 00					X		1,188,298	0	68,457
AHMAD S ABDULKARIM MD PHYSICIAN	60 00					X		1,041,337	0	78,137
STEPHEN R TAN MD PHYSICIAN	44 00					X		974,749	0	82,111