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|--------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|
| Form <b>990</b><br><br>Department of the Treasury<br>Internal Revenue Service | <b>Return of Organization Exempt From Income Tax</b><br><br><b>Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)</b> | OMB No 1545-0047<br><div> <div>2011</div> <div>Open to Public Inspection</div> </div> |
|                                                                                                                                                              | The organization may have to use a copy of this return to satisfy state reporting requirements                                                                                                   |                                                                                       |

|                                                                                                                                                                                                                                                                                              |                                                                                                                    |                                                                                                                                                                                                                                                                                                                  |                                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------|
| <b>A For the 2011 calendar year, or tax year beginning 01-01-2011 and ending 12-31-2011</b>                                                                                                                                                                                                  |                                                                                                                    | <b>D Employer identification number</b><br>41-1242261                                                                                                                                                                                                                                                            |                                             |
| <b>B</b> Check if applicable<br><input type="checkbox"/> Address change<br><input type="checkbox"/> Name change<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Terminated<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Application pending | <b>C</b> Name of organization<br>MEDICA HEALTH PLANS                                                               |                                                                                                                                                                                                                                                                                                                  | <b>E Telephone number</b><br>(952) 992-2058 |
|                                                                                                                                                                                                                                                                                              | Doing Business As                                                                                                  |                                                                                                                                                                                                                                                                                                                  |                                             |
|                                                                                                                                                                                                                                                                                              | Number and street (or P O box if mail is not delivered to street address) Room/suite<br>401 CARLSON PARKWAY CP 330 |                                                                                                                                                                                                                                                                                                                  | <b>G</b> Gross receipts \$ 1,969,972,358    |
|                                                                                                                                                                                                                                                                                              | City or town, state or country, and ZIP + 4<br>MINNETONKA, MN 55305                                                |                                                                                                                                                                                                                                                                                                                  |                                             |
| <b>F</b> Name and address of principal officer<br>DAVID TILFORD<br>401 CARLSON PARKWAY CP 330<br>MINNETONKA, MN 55305                                                                                                                                                                        |                                                                                                                    | <b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br><b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No<br>If "No," attach a list (see instructions)<br><b>H(c)</b> Group exemption number ▶ |                                             |
| <b>I</b> Tax-exempt status <input type="checkbox"/> 501(c)(3) <input checked="" type="checkbox"/> 501(c) ( 4 ) ◀ (insert no ) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527                                                                                            |                                                                                                                    |                                                                                                                                                                                                                                                                                                                  |                                             |
| <b>J Website:</b> ▶ WWW.MEDICA.COM                                                                                                                                                                                                                                                           |                                                                                                                    |                                                                                                                                                                                                                                                                                                                  |                                             |
| <b>K</b> Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶                                                                                                           |                                                                                                                    | <b>L</b> Year of formation 1973                                                                                                                                                                                                                                                                                  | <b>M</b> State of legal domicile<br>MN      |

| Part I                                                                             |                                                                                                                                                                                                                                                                                                                                   | Summary                                                                                         |                                  |                     |
|------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|----------------------------------|---------------------|
| Activities & Governance                                                            | <b>1</b> Briefly describe the organization's mission or most significant activities<br>MEDICA'S MISSION IS TO MEET OUR CUSTOMERS' NEED FOR HEALTH PLAN PRODUCTS AND SERVICES IN DOING SO, WE WORK WITH OUR MEMBERS AND PROVIDERS TO MAKE HEALTH CARE ACCESSIBLE, AFFORDABLE AND A MEANS BY WHICH OUR MEMBERS IMPROVE THEIR HEALTH |                                                                                                 |                                  |                     |
|                                                                                    |                                                                                                                                                                                                                                                                                                                                   |                                                                                                 |                                  |                     |
|                                                                                    |                                                                                                                                                                                                                                                                                                                                   |                                                                                                 |                                  |                     |
|                                                                                    | <b>2</b> Check this box <input checked="" type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets                                                                                                                                                                        |                                                                                                 |                                  |                     |
|                                                                                    | <b>3</b> Number of voting members of the governing body (Part VI, line 1a) . . . .                                                                                                                                                                                                                                                | <b>3</b>                                                                                        | 12                               |                     |
|                                                                                    | <b>4</b> Number of independent voting members of the governing body (Part VI, line 1b) . . . .                                                                                                                                                                                                                                    | <b>4</b>                                                                                        | 11                               |                     |
|                                                                                    | <b>5</b> Total number of individuals employed in calendar year 2011 (Part V, line 2a) . . .                                                                                                                                                                                                                                       | <b>5</b>                                                                                        | 1,372                            |                     |
|                                                                                    | <b>6</b> Total number of volunteers (estimate if necessary) . . . .                                                                                                                                                                                                                                                               | <b>6</b>                                                                                        | 0                                |                     |
| <b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12 . . |                                                                                                                                                                                                                                                                                                                                   | <b>7a</b>                                                                                       | 261,331                          |                     |
| <b>b</b> Net unrelated business taxable income from Form 990-T, line 34 . .        |                                                                                                                                                                                                                                                                                                                                   | <b>7b</b>                                                                                       | 237,096                          |                     |
| Revenue                                                                            |                                                                                                                                                                                                                                                                                                                                   |                                                                                                 | <b>Prior Year</b>                | <b>Current Year</b> |
|                                                                                    | <b>8</b>                                                                                                                                                                                                                                                                                                                          | Contributions and grants (Part VIII, line 1h) . . . . .                                         | 0                                | 0                   |
|                                                                                    | <b>9</b>                                                                                                                                                                                                                                                                                                                          | Program service revenue (Part VIII, line 2g) . . . . .                                          | 1,706,184,411                    | 1,721,786,050       |
|                                                                                    | <b>10</b>                                                                                                                                                                                                                                                                                                                         | Investment income (Part VIII, column (A), lines 3, 4, and 7d) . . . .                           | 19,424,490                       | 20,476,422          |
|                                                                                    | <b>11</b>                                                                                                                                                                                                                                                                                                                         | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)                        | -728,451                         | 488,499             |
|                                                                                    | <b>12</b>                                                                                                                                                                                                                                                                                                                         | Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) . . . . .      | 1,724,880,450                    | 1,742,750,971       |
| Expenses                                                                           | <b>13</b>                                                                                                                                                                                                                                                                                                                         | Grants and similar amounts paid (Part IX, column (A), lines 1–3) . . .                          | 11,526,241                       | 10,913,725          |
|                                                                                    | <b>14</b>                                                                                                                                                                                                                                                                                                                         | Benefits paid to or for members (Part IX, column (A), line 4) . . . .                           | 1,565,038,859                    | 1,473,196,095       |
|                                                                                    | <b>15</b>                                                                                                                                                                                                                                                                                                                         | Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)               | 98,487,054                       | 98,919,793          |
|                                                                                    | <b>16a</b>                                                                                                                                                                                                                                                                                                                        | Professional fundraising fees (Part IX, column (A), line 11e) . . . .                           | 0                                | 0                   |
|                                                                                    | <b>b</b>                                                                                                                                                                                                                                                                                                                          | Total fundraising expenses (Part IX, column (D), line 25) <input checked="" type="checkbox"/> 0 |                                  |                     |
|                                                                                    | <b>17</b>                                                                                                                                                                                                                                                                                                                         | Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e) . . . . .                          | 21,434,630                       | 145,457,268         |
|                                                                                    | <b>18</b>                                                                                                                                                                                                                                                                                                                         | Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)                        | 1,696,486,784                    | 1,728,486,881       |
|                                                                                    | <b>19</b>                                                                                                                                                                                                                                                                                                                         | Revenue less expenses Subtract line 18 from line 12 . . . . .                                   | 28,393,666                       | 14,264,090          |
| Net Assets or Fund Balances                                                        |                                                                                                                                                                                                                                                                                                                                   |                                                                                                 | <b>Beginning of Current Year</b> | <b>End of Year</b>  |
|                                                                                    | <b>20</b>                                                                                                                                                                                                                                                                                                                         | Total assets (Part X, line 16) . . . . .                                                        | 675,307,053                      | 718,887,557         |
|                                                                                    | <b>21</b>                                                                                                                                                                                                                                                                                                                         | Total liabilities (Part X, line 26) . . . . .                                                   | 275,977,683                      | 302,567,425         |
|                                                                                    | <b>22</b>                                                                                                                                                                                                                                                                                                                         | Net assets or fund balances Subtract line 21 from line 20 . . . . .                             | 399,329,370                      | 416,320,132         |

| Part II                                                                                                                                                                                                                                                                                                               |                                                                                                                                                                            | Signature Block                               |                                                                                              |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|----------------------------------------------------------------------------------------------|
| Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge. |                                                                                                                                                                            |                                               |                                                                                              |
| Sign Here                                                                                                                                                                                                                                                                                                             | <div>*****</div> <div>Signature of officer</div>                                                                                                                           |                                               | <div>2012-11-12</div> <div>Date</div>                                                        |
|                                                                                                                                                                                                                                                                                                                       | <div>AARON REYNOLDS CFO</div> <div>Type or print name and title</div>                                                                                                      |                                               |                                                                                              |
| Paid Preparer's Use Only                                                                                                                                                                                                                                                                                              | <div>Preparer's signature</div> <div>TODD A JACKSON</div>                                                                                                                  | <div>Date</div>                               | <div>Check if self-employed</div> <div><input checked="" type="checkbox"/></div>             |
|                                                                                                                                                                                                                                                                                                                       | <div>Firm's name (or yours if self-employed), address, and ZIP + 4</div> <div>MCGLADREY LLP</div> <div>801 NICOLLET MALL SUITE 1100</div> <div>MINNEAPOLIS, MN 55402</div> |                                               | <div>Preparer's taxpayer identification number (see instructions)</div> <div>P00092672</div> |
|                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                            |                                               | <div>EIN</div> <div>42-0714325</div>                                                         |
|                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                            | <div>Phone no</div> <div>(612) 332-4300</div> |                                                                                              |
| <div>May the IRS discuss this return with the preparer shown above? (see instructions)</div> <div><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</div>                                                                                                                                           |                                                                                                                                                                            |                                               |                                                                                              |

Part III

Statement of Program Service Accomplishments

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

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1

Briefly describe the organization's mission

MEDICA'S MISSION IS TO MEET OUR CUSTOMERS' NEEDS FOR HEALTH PLAN PRODUCTS AND SERVICES IN DOING SO, WE WORK WITH MEMBERS AND PROVIDERS TO MAKE HEALTH CARE ACCESSIBLE, AFFORDABLE AND A MEANS BY WHICH OUR MEMBERS IMPROVE THEIR HEALTH

2

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

☐ Yes ☒ No

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

3

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

☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4

Describe the 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 \$ 810,367,000 including grants of \$ ) (Revenue \$ 850,974,000 )

MEDICA HEALTH PLANS (MHP) IN 2011 PROVIDED NONPROFIT HMO COVERAGE TO ENROLLEES IN THE STATE OF MINNESOTA'S PREPAID MEDICAL ASSISTANCE (MEDICAID) AND MINNESOTACARE PROGRAMS A TOTAL OF 150,656 MEDICA MEMBERS OR 86 1% OF MHP ENROLLMENT WERE IN MINNESOTA STATE PROGRAMS AS OF 12/31/2011 PREPAID MEDICAL ASSISTANCE PROGRAM 117,368 MEMBERS, MINNESOTACARE, 33,288

4b

(Code ) (Expenses \$ 61,309,000 including grants of \$ ) (Revenue \$ 76,667,000 )

MHP PROVIDED FULLY INSURED SMALL GROUP AND LARGE GROUP HMO HEALTH INSURANCE IN TWO STATES, MINNESOTA AND NORTH DAKOTA, AND TO 94 INDIVIDUALS WHO WERE CONVERTED FROM A GROUP PLAN AS OF 12/31/2011, THE ENROLLMENT IN MHP FULLY INSURED MINNESOTA GROUP PLANS WAS 13,392 AND THE NORTH DAKOTA ENROLLMENT WAS 416 THE COMBINED TOTAL OF 13,768 REPRESENTED 7 9% OF MHP ENROLLMENT IN 2011 MEDICA HAD THE HIGHEST ACCREDITATION STATUS, "EXCELLENT", (FROM NCQA) FOR ITS MINNESOTA COMMERCIAL HMO HEALTH PLANS IN MINNESOTA AND NORTH DAKOTA

4c

(Code ) (Expenses \$ 295,828,000 including grants of \$ ) (Revenue \$ 318,614,000 )

IN 2011 MHP PROVIDED MINNESOTA SENIOR HEALTH OPTIONS (MSHO), MEDICARE SUPPLEMENTAL AND FEE-FOR-SERVICE (FFS) COVERAGE TO 10,545 INDIVIDUALS, REPRESENTING 6 0% OF MHP ENROLLMENT IN MINNESOTA AND SOUTH DAKOTA ENROLLMENT IN MSHO WAS 9,925 AS OF 12/31/2011 ENROLLMENT IN MEDICARE SUPPLEMENTAL AND FFS PRODUCTS TOTALED 620 THE PRIVATE FEE-FOR-SERVICE (PFFS) PRODUCTS UNDER CMS CONTRACT H2410 HAVE PLAN DESIGNS THAT INCLUDE A VARIETY OF CO-PAY PLANS, PLANS WHICH COVER MEDICAL ONLY, AND PLANS THAT INCLUDE PRESCRIPTION DRUG COVERAGE THESE PLANS DO NOT LIMIT BENEFICIARIES TO A CONTRACTED MEDICAL PROVIDER NETWORK, BUT RATHER UTILIZE A DEEMED NETWORK WHERE ALL MEDICARE CERTIFIED PROVIDERS MAY BE UTILIZED, AS LONG AS THEY AGREE TO MEDICARE PAYMENT ASSIGNMENT

(Code ) (Expenses \$ 316,605,820 including grants of \$ 10,913,725 ) (Revenue \$ 337,707,000 )

MEDICA HEALTH PLANS (MHP) AND COMMUNITY BENEFITMHPMEDICA HEALTH PLANS (MHP), A SUBSIDIARY OF MEDICA HOLDING COMPANY (MHC), IS A NON-PROFIT, NON-TAXABLE CORPORATION, LICENSED UNDER MINNESOTA STATUTES CHAPTER 62D AS A MINNESOTA NONPROFIT HEALTH MAINTENANCE ORGANIZATION (HMO), AND REGULATED BY THE MINNESOTA DEPARTMENT OF HEALTH (MDH) IT IS INCORPORATED AS A NONPROFIT ORGANIZATION UNDER MINNESOTA STATUTES CHAPTER 317A AND IS GENERALLY EXEMPT FROM FEDERAL INCOME TAXES UNDER SECTION 501(C)(4) OF THE INTERNAL REVENUE CODE (IRC) MHP IS AUTHORIZED TO PROVIDE PREPAID COMPREHENSIVE HMO SERVICES AND IN 2011 DID SO TO THREE MARKET SEGMENTS 1) STATE OF MINNESOTA HEALTH CARE PROGRAMS, 2) COMMERCIAL FULLY INSURED GROUPS AND INDIVIDUALS CONVERTED FROM GROUP PLANS, AND 3) MEDICARE (THESE THREE PROGRAMS ARE EXPLAINED IN MORE DETAIL IN PSA'S 4A, B & C) TO MEET ITS MISSION AND ITS TAX-EXEMPT OBLIGATION AS AN ORGANIZATION DESCRIBED UNDER IRC 501(C)(4), MHP PROVIDED SIGNIFICANT COMMUNITY BENEFITS STATE OF MINNESOTA HEALTH CARE PROGRAMSMINNESOTA REQUIRES STATE-LICENSED HMOS TO BE NONPROFIT AND TO PARTICIPATE IN STATE OF MINNESOTA HEALTH CARE PROGRAMS MINNESOTA HEALTH CARE PROGRAMS COVER PEOPLE WHO CANNOT GET OR AFFORD HEALTH INSURANCE ELSEWHERE AND HELPS THEM PAY SOME OR ALL MEDICAL BILLS ACCORDING TO THE MINNESOTA DEPARTMENT OF HUMAN SERVICES, COVERAGE IS AVAILABLE FOR QUALIFYING INDIVIDUALS WHO MEET RULES ABOUT INCOME, ASSETS AND OTHER FACTORS THESE PROGRAMS FOCUS ON PREGNANT WOMEN, FAMILIES AND CHILDREN, ADULTS WITH DISABILITIES, CHILDREN WITH DISABILITIES, PEOPLE 65 OR OLDER, ADULTS WITHOUT CHILDREN, AND 19 AND 20 YEAR OLDS COVERAGE IS ALSO AVAILABLE FOR PEOPLE WHO MEET ELIGIBILITY RULES FOR NURSING HOME CARE, HOME CARE, FOR CHILDREN WHO HAVE A DISABILITY (MA-TEFRA PROGRAM) AND FOR EMPLOYED PERSONS WITH DISABILITIES (MA-EPD PROGRAM) AS OF 12/31/2011, 86 1% OF MHP ENROLLMENT WAS IN STATE OF MINNESOTA HEALTH CARE PROGRAMS (COVERED IN PSA 4A & 4B) THE PROGRAMS AND THE RESPECTIVE ENROLLMENT TOTALS WERE PREPAID MEDICAL ASSISTANCE PROGRAM, 111,368 MEMBERS, MINNESOTACARE, 33,288 MEMBERS IN TOTAL, AS OF 12/31/2011, MHP PROVIDED AND ADMINISTERED PREPAID COMPREHENSIVE HMO SERVICES TO 150,656 INDIVIDUALS ENROLLED IN STATE OF MINNESOTA HEALTH CARE PROGRAMS THE STATE OF MINNESOTA SETS RATES WHEN IT CONTRACTS WITH THE STATE'S NONPROFIT HMOS, PAYING A FIXED SUM PER ENROLLEE MHP BEARS THE RISK FOR COSTS ABOVE THE PREDETERMINED RATE MHP'S PERFORMANCE ON BEHALF OF THE STATE OF MINNESOTA IS EFFICIENT IN 2011 APPROXIMATELY 95 CENTS OF EACH STATE PROGRAM DOLLAR WENT TO PROVIDE CARE, THE ADMINISTRATIVE COST RATIO WAS APPROXIMATELY 6 0% OTHER COMMUNITY BENEFIT PROGRAMS AND EXPENSES BY MHP ON BEHALF OF STATE OF MINNESOTA HEALTH CARE PROGRAMS INCLUDE THE WAY TO BETTER HEALTH, \$519,544, MSC+ ELDERLY WAIVER COVERAGE FOR ELIGIBLE MEMBERS, \$249,017, FIT CHOICES FOR MINNESOTACARE MEMBERS, \$158,100, \$50,845 IN BENEFIT EXCEPTIONS FOR SERVICES NOT OTHERWISE COVERED TO HELP PMAP, MINNESOTACARE AND MSC/MSC+ MEMBERS STAY IN THEIR HOMES TO PRESERVE HEALTH, \$149,950 IN BENEFIT EXCEPTIONS FOR SERVICES NOT OTHERWISE COVERED TO HELP MINNESOTA SENIOR HEALTH OPTIONS (MSHO) AND SPECIAL NEEDS BASIC COVERAGE (SNBC) MEMBERS STAY IN THEIR HOMES TO PRESERVE HEALTH, \$602,744 IN MSHO ELDERLY WAIVER SERVICES TO HELP THOSE MEMBERS STAY IN THEIR HOMES OTHER COMMUNITY BENEFITSMHP PROVIDED OTHER COMMUNITY BENEFITS WITH A WIDE RANGE OF PROGRAMS AND INITIATIVES TO PROMOTE PUBLIC AND INDIVIDUAL HEALTH, REDUCE DISPARITIES IN ACCESS TO CARE, IMPROVE HEALTH CARE SYSTEM PERFORMANCE, AND HELP PROVIDE FINANCIAL ASSISTANCE TO ACCESS CARE MEDICA FOUNDATIONMHP IN 2011 CONTRIBUTED \$3 5 MILLION TO ENABLE GRANTS BY THE MEDICA FOUNDATION, A 501(C)(3) NONPROFIT CHARITABLE GRANT-MAKING FOUNDATION, WHICH PROVIDES FUNDING FOR NUMEROUS NONPROFIT COMMUNITY ORGANIZATIONS THAT PROVIDE HEALTH-RELATED SERVICES TO THE COMMUNITY THE MEDICA FOUNDATION IN 2011 MADE GRANTS TOTALING \$2 5 MILLION TO SUPPORT MORE THAN 104 PROJECTS AROUND BEHAVIORAL HEALTH, DISPARITIES IN HEALTH CARE, HEALTHY LIVING, WORKSITE WELLNESS AND GENERAL HEALTH IMPROVEMENT FROM 2003-2011 MEDICA FOUNDATION GRANTS TOTALED NEARLY \$13 MILLION MEDICA RESEARCH INSTITUTEIN 2011 MHP GAVE \$6 5 MILLION TO SUPPORT THE MISSION OF THE MEDICA RESEARCH INSTITUTE THE MEDICA RESEARCH INSTITUTE, ESTABLISHED IN JANUARY 2010, IS A NONPROFIT 501(C)(3) FOUNDATION AND A SISTER ORGANIZATION TO MEDICA HEALTH PLANS ITS MISSION IS TO CONDUCT RESEARCH THAT GENERATES INFORMATION FOR TIMELY TRANSLATION INTO ACTIVITIES WHICH PROTECT HEALTH AND IMPROVE LIVES COLLABORATIVE EFFORTSIN ADDITION, MHP DONATED FUNDING, EMPLOYEE TIME AND OTHER RESOURCES IN SUPPORT OF 47 LOCAL, STATE, REGIONAL AND NATIONAL COLLABORATIVE EFFORTS AND CHARITIES EXAMPLES INCLUDE MINNESOTA COMMUNITY MEASUREMENT, WHICH PROMOTES COMMUNITY-BASED, EVIDENCE-BASED CARE AND PROVIDES THE PUBLIC WITH QUALITY COMPARISONS OF PROVIDER GROUPS AND CLINICS, INSTITUTE FOR CLINICAL SYSTEMS IMPROVEMENT, WHICH PROVIDES EVIDENCE-GRADED PRACTICAL GUIDELINES AND TECHNOLOGY ASSESSMENT REPORTS, AND, MINNESOTA HEALTH INFORMATION EXCHANGE, WHICH CONNECTS DOCTORS, HOSPITALS AND CLINICS STATEWIDE SO THEY CAN QUICKLY ACCESS MEDICAL RECORDS, IMPROVING SAFETY AND QUALITY HEALTH AND WELLNESS PROGRAMS PROVIDING COMMUNITY BENEFITMHP UNDERTOOK ITS OWN INITIATIVES TO DECREASE HEALTH CARE COST AND IMPROVE QUALITY PROVIDED SIGNIFICANT BENEFITS TO ITS MEMBERS AND THEIR COMMUNITIES EXAMPLES OF PERFORMANCE AND VALUE INCLUDE - IMPROVING CARE EFFICIENCY, REDUCING THE COST OF CARE, INCLUDING - 11 3% REDUCTION IN ER VISITS - 20 1% REDUCTION IN HOSPITAL ADMISSIONS- IMPROVE THE OUTCOMES OF CARE INCLUDING - IMPROVED A1C, CHOLESTEROL LEVELS - INCREASED PARTICIPATION IN EXERCISE AND NUTRITION PROGRAMS - IMPROVED MEDICATION MANAGEMENTMY HEALTH MANAGER FROM MEDICA INCLUDES AN ARRAY OF ONLINE TOOLS AND RESOURCES THAT MAKE IT EASY FOR MEDICA MEMBERS TO ASSESS THEIR HEALTH STATUS, AND TO CUSTOMIZE AND FOLLOW PERSONALIZED PROGRAMS FOR A HEALTHIER LIFESTYLE AND DIET MY HEALTH MANAGER FROM MEDICA WAS PROVIDED AT NO ADDITIONAL CHARGE TO FULLY INSURED GROUPS AND TO MINNESOTACARE MEMBERS IN 2011 MORE THAN 97,000 MEDICA MEMBERS IN FULLY INSURED GROUPS AND 33,288 IN MINNESOTACARE HAD ACCESS TO MY HEALTH MANAGER FROM MEDICA FIT CHOICES BY MEDICA PROVIDED MEDICA MEMBERS WITH (A) A \$20 MONTHLY MEMBERSHIP CREDIT FOR EXERCISING AT A PARTICIPATING HEALTH CLUB EIGHT OR MORE DAYS PER MONTH AND (B) THE OPPORTUNITY FOR PERSONAL COACHING AND A PERSONALIZED NUTRITION AND FITNESS PLAN IN 2011 FIT CHOICES BY MEDICA WAS AVAILABLE AT NO COST TO MHP'S FULLY INSURED AND MINNESOTACARE MEMBERS IN A MEDICA STUDY OF FIT CHOICES PARTICIPATION, AFTER TWO YEARS, THE AVERAGE MONTHLY MEDICAL COSTS OF STUDY PARTICIPANTS WERE 33 6% LOWER THAN THOSE IN A MATCHED CONTROL GROUP PEOPLE NOT ENROLLED IN THE FIT CHOICES PROGRAM AND WHO DID NOT EXERCISE EIGHT TIMES A MONTH WERE 43% TO 105% MORE LIKELY TO HAVE BEEN TO A CLINIC, HOSPITAL OR EMERGENCY ROOM HEALTH AND WELLNESS COACHING MHP'S HEALTH AND WELLNESS COACHING PROGRAM IS A SELF-DIRECTED PROGRAM OFFERING A WIDE VARIETY OF TOOLS AND RESOURCES TO HELP MEMBERS MAKE CHANGES TO IMPROVE THEIR HEALTH HEALTH COACHING SUPPORT INCLUDES PRIVATE, CONFIDENTIAL ACCESS TO TRAINED HEALTH COACHES THERE WAS NO COST TO MEDICA MEMBERS TO PARTICIPATE IN THE HEALTH AND WELLNESS COACHING PROGRAM MEDICAL AND MENTAL HEALTH DISEASE MANAGEMENT AND PATIENT SUPPORTIN 2011, MHP OFFERED A PORTFOLIO OF DISEASE MANAGEMENT PROGRAMS FOR PHYSICAL AND MENTAL HEALTH, TOBACCO CESSATION, HEALTHY PREGNANCY, COMMON CHRONIC MEDICAL DISEASES, AND RARE AND COMPLEX DISEASES THEY PROVIDE EDUCATION AND RESOURCES THAT HELP SUPPORT THE MEMBERS' ABILITY TO MANAGE CHRONIC CONDITIONS THE GOALS ARE TO IMPROVE HEALTH AND QUALITY OF LIFE, REDUCE COMPLICATIONS THROUGH EARLY INTERVENTION AND MONITORING, PROMOTE MEDICAL CARE AND COMPLIANCE WITH THE PATIENT'S PHYSICIAN-RECOMMENDED MEDICAL TREATMENT REGIMEN, AND TO IMPROVE SATISFACTION WITH HEALTH CARE SERVICES MEDICA'S DISEASE MANAGEMENT PROGRAMS WERE PROVIDED AT NO ADDITIONAL CHARGE TO FULLY INSURED GROUPS, AND TO MINNESOTA STATE HEALTH CARE PROGRAM ENROLLEES SERVED BY MEDICA THERE IS NO COST TO ELIGIBLE MEDICA MEMBERS

4d

Other program services (Describe in Schedule O )

(Expenses \$ 316,605,820 including grants of \$ 10,913,725 ) (Revenue \$ 337,707,000 )

4e

Total program service expenses

\$ 1,484,109,820

Part IV Checklist of Required Schedules

|     |                                                                                                                                                                                                                                                                                                                                                    | Yes | No  |
|-----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|
| 1   | Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A . . . . .                                                                                                                                                                                                        | 1   | No  |
| 2   | Is the organization required to complete Schedule B, Schedule of Contributors(see 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? If "Yes," complete Schedule C, Part I . . . . .                                                                                                                                                     | 3   | No  |
| 4   | <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II . . . . .                                                                                                                                      | 4   |     |
| 5   | Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III . . . . .                                                                                                              | 5   | No  |
| 6   | Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I  . . . . . | 6   | No  |
| 7   | Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II  . . . .                                          | 7   | No  |
| 8   | Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III  . . . . .                                                                                                      | 8   | No  |
| 9   | Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV  . . . . .    | 9   | No  |
| 10  | Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V  . . . . .                                                 | 10  | No  |
| 11  | If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable                                                                                                                                                                                                     |     |     |
| a   | Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.  . . . . .                                                                                                                   | 11a | Yes |
| b   | Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII.  . . . . .                                               | 11b | Yes |
| c   | Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII.  . . . . .                                              | 11c | No  |
| d   | Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX.  . . . . .                                                                | 11d | Yes |
| e   | Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.  . . . . .                                                                                                                             | 11e | No  |
| f   | Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X.  . . . . .      | 11f | Yes |
| 12a | Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII  . . . . .                                                                                              | 12a | Yes |
| b   | Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional  . . . . .                 | 12b | No  |
| 13  | Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E . . . . .                                                                                                                                                                                                                                        | 13  | No  |
| 14a | Did the organization maintain an office, employees, or agents outside of the United States? . . . . .                                                                                                                                                                                                                                              | 14a | No  |
| b   | Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Part I . . . . .                                        | 14b | No  |
| 15  | Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S ? If "Yes," complete Schedule F, Part II and IV . . . . .                                                                                                                              | 15  | No  |
| 16  | Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S ? If "Yes," complete Schedule F, Part III and IV . . . . .                                                                                                                                  | 16  | No  |
| 17  | Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I . . . . .                                                                                                                                              | 17  | No  |
| 18  | Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II . . . . .                                                                                                                                                           | 18  | No  |
| 19  | Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III . . . . .                                                                                                                                                                                     | 19  | No  |
| 20a | Did the organization operate one or more hospitals? If "Yes," complete Schedule H . . . . .                                                                                                                                                                                                                                                        | 20a | No  |
| b   | If "Yes" to line 20a, did the organization attach its audited financial statement to this return? <b>Note.</b> 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 |     | No |
| b   | Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . .                                                                                                                                                                                  | 24b |     |    |
| c   | Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .                                                                                                                                       | 24c |     |    |
| d   | Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . .                                                                                                                                                                            | 24d |     |    |
| 25a | <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> . . . . .                                                                      | 25a |     | No |
| b   | Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> . . . . .       | 25b |     | No |
| 26  | Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> . . . . .                                    | 26  |     | No |
| 27  | Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i> . . . . .            | 27  |     | No |
| 28  | Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)                                                                                              |     |     |    |
| a   | A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .                                                                                                                                                                   | 28a |     | No |
| b   | A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .                                                                                                                                                | 28b |     | No |
| c   | An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or 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 | Yes |    |
| 36  | <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .                                                                                           | 36  |     |    |
| 37  | Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> . . . . .                                             | 37  |     | No |
| 38  | Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O . . . . .                                                                                               | 38  | Yes |    |

|                                                                                                 |                                                                                                                                                                                                                                                                                                                                                      |            |           |  |  |    |
|-------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-----------|--|--|----|
| <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.<br>.                                                                                                                                                                                                                                                                   | <b>1a</b>  | 246       |  |  |    |
| <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>  | 1,372     |  |  |    |
| <b>b</b>                                                                                        | If at least one is reported on line 2a, did the organization file all required federal employment tax returns?<br><br><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>  | Yes       |  |  |    |
| <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>  | Yes       |  |  |    |
| <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: _____<br>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>  |           |  |  |    |
| <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>  |           |  |  |    |
| <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>  |           |  |  |    |
| <b>f</b>                                                                                        | Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?                                                                                                                                                                                                                                         | <b>7f</b>  |           |  |  |    |
| <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?<br><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                                                                                                                                 |     |    |
| 1b | Enter the number of voting members included in line 1a, above, who are independent                                                                                                                                  |     |    |
| 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?                                               |     | 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? |     | No |
| 4  | Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?                                                                                                    |     | No |
| 5  | Did the organization become aware during the year of a significant diversion of the organization's assets?                                                                                                          |     | No |
| 6  | Did the organization have members or stockholders?                                                                                                                                                                  | 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?                                                                  | Yes |    |
| 7b | Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?                                                           |     | No |
| 8  | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following                                                                                    |     |    |
| 8a | The governing body?                                                                                                                                                                                                 | Yes |    |
| 8b | Each committee with authority to act on behalf of the governing body?                                                                                                                                               | 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        |     | 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?                                                                                                                                                                                                                           | Yes |    |
| 10b | 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?                                                                   | Yes |    |
| 11a | Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?                                                                                                                                                                  | Yes |    |
| 11b | 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                                                                                                                                                                                                      | Yes |    |
| 12b | Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?                                                                                                                                                           | Yes |    |
| 12c | Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done                                                                                                                                           | Yes |    |
| 13  | Did the organization have a written whistleblower policy?                                                                                                                                                                                                                                    | Yes |    |
| 14  | Did the organization have a written document retention and destruction policy?                                                                                                                                                                                                               | 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?                                                                         |     |    |
| 15a | The organization's CEO, Executive Director, or top management official                                                                                                                                                                                                                       | Yes |    |
| 15b | Other officers or key employees of the organization                                                                                                                                                                                                                                          | 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?                                                                                                                                        |     | No |
| 16b | 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? |     |    |

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.<br><input type="checkbox"/> Own website <input 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.                                                                                                                                                                                                                           | MARY QUIST<br>PO BOX 9310 CP 330<br>MINNEAPOLIS, MN 554409310<br>(952) 992-2058 |

Part VII

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

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

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

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

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

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

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

| (A)<br>Name and Title                         | (B)<br>Average hours per week (describe hours for related organizations in Schedule O) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|-----------------------------------------------|----------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|-----------------------|---------|--------------|------------------------------|--------|----------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
|                                               |                                                                                        | Individual trustee or director                                                                            | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former |                                                                      |                                                                           |                                                                                               |
| (1) JOHN BUCK<br>CHAIR                        | 15 00                                                                                  | X                                                                                                         |                       | X       |              |                              |        | 95,000                                                               | 0                                                                         | 0                                                                                             |
| (2) ESTHER TOMLIJANOVICH<br>VICE CHAIR        | 10 00                                                                                  | X                                                                                                         |                       | X       |              |                              |        | 67,000                                                               | 0                                                                         | 0                                                                                             |
| (3) KRIS SANDA<br>SECRETARY                   | 10 00                                                                                  | X                                                                                                         |                       | X       |              |                              |        | 67,000                                                               | 0                                                                         | 0                                                                                             |
| (4) DAVID TILFORD<br>PRESIDENT/CEO            | 40 00                                                                                  | X                                                                                                         |                       | X       |              |                              |        | 2,223,128                                                            | 0                                                                         | 171,530                                                                                       |
| (5) BURTON COHEN<br>DIRECTOR                  | 7 00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 61,000                                                               | 0                                                                         | 0                                                                                             |
| (6) DARYL DURUM<br>DIRECTOR                   | 10 00                                                                                  | X                                                                                                         |                       |         |              |                              |        | 66,000                                                               | 0                                                                         | 0                                                                                             |
| (7) PETER KELLY MD<br>DIRECTOR                | 10 00                                                                                  | X                                                                                                         |                       |         |              |                              |        | 62,000                                                               | 0                                                                         | 0                                                                                             |
| (8) SAMUEL LEON MD<br>DIRECTOR                | 7 00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 59,000                                                               | 0                                                                         | 0                                                                                             |
| (9) RAJESH AGGARWAL<br>DIRECTOR               | 7 00                                                                                   | X                                                                                                         |                       |         |              |                              |        | 60,000                                                               | 0                                                                         | 0                                                                                             |
| (10) EARL STRATTON<br>DIRECTOR                | 10 00                                                                                  | X                                                                                                         |                       |         |              |                              |        | 63,000                                                               | 0                                                                         | 0                                                                                             |
| (11) AUSTIN SULLIVAN<br>DIRECTOR              | 10 00                                                                                  | X                                                                                                         |                       |         |              |                              |        | 66,000                                                               | 0                                                                         | 0                                                                                             |
| (12) BEN BACHE-WIIG MD<br>DIRECTOR            | 10 00                                                                                  | X                                                                                                         |                       |         |              |                              |        | 65,000                                                               | 0                                                                         | 0                                                                                             |
| (13) AARON REYNOLDS<br>TREASURER/EVP/CAO      | 40 00                                                                                  |                                                                                                           |                       | X       |              |                              |        | 1,194,598                                                            | 0                                                                         | 114,174                                                                                       |
| (14) JAMES P JACOBSON<br>SVP/GENERAL COUNSEL  | 40 00                                                                                  |                                                                                                           |                       | X       |              |                              |        | 553,401                                                              | 0                                                                         | 68,830                                                                                        |
| (15) CHARLES J FAZIO<br>CMO/SVP               | 40 00                                                                                  |                                                                                                           |                       |         | X            |                              |        | 641,132                                                              | 0                                                                         | 62,078                                                                                        |
| (16) JANA L JOHNSON<br>SVP OPERATIONS         | 40 00                                                                                  |                                                                                                           |                       |         | X            |                              |        | 595,642                                                              | 0                                                                         | 77,516                                                                                        |
| (17) GLENN E ANDIS<br>SVP GOVERNMENT PROGRAMS | 40 00                                                                                  |                                                                                                           |                       |         | X            |                              |        | 658,334                                                              | 0                                                                         | 83,949                                                                                        |



Part VII

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

| (A)<br>Name and Title                                             | (B)<br>Average hours per week (describe hours for related organizations in Schedule O) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|-------------------------------------------------------------------|----------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|-----------------------|---------|--------------|------------------------------|--------|----------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
|                                                                   |                                                                                        | Individual trustee or director                                                                            | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former |                                                                      |                                                                           |                                                                                               |
| (18) ROBERT LONGENDYKE<br>SVP MARKETING/COMMUNICATIO              | 40 00                                                                                  |                                                                                                           |                       |         | X            |                              |        | 576,176                                                              | 0                                                                         | 74,300                                                                                        |
| (19) DEBBY S KNOTSON<br>SVP HRLF                                  | 40 00                                                                                  |                                                                                                           |                       |         | X            |                              |        | 549,914                                                              | 0                                                                         | 59,517                                                                                        |
| (20) SIMEON SCHINDELMAN<br>SVP COMMERICAL MARKETS                 | 40 00                                                                                  |                                                                                                           |                       |         | X            |                              |        | 622,772                                                              | 0                                                                         | 80,957                                                                                        |
| (21) THEODORE J LOFTNESS<br>VP REGIONAL HEALTH SERVICE            | 40 00                                                                                  |                                                                                                           |                       |         |              | X                            |        | 656,841                                                              | 0                                                                         | 68,909                                                                                        |
| (22) MARK L BAIRD<br>SVP FINANCE                                  | 40 00                                                                                  |                                                                                                           |                       |         |              | X                            |        | 544,943                                                              | 0                                                                         | 74,373                                                                                        |
| (23) TIM THULL<br>SVP CIO                                         | 40 00                                                                                  |                                                                                                           |                       |         |              | X                            |        | 374,662                                                              | 0                                                                         | 62,118                                                                                        |
| (24) RICHARD H SYKORA<br>GM/VP PRICE & ACCOUNT                    | 40 00                                                                                  |                                                                                                           |                       |         |              | X                            |        | 474,838                                                              | 0                                                                         | 66,212                                                                                        |
| (25) JOHN CHOMEAU<br>GM/VP CHA                                    | 40 00                                                                                  |                                                                                                           |                       |         |              | X                            |        | 340,114                                                              | 0                                                                         | 43,554                                                                                        |
| (26) JOHN NAYLOR<br>VP/GM COMM SALES, RENEWALS & ACCT SVCS        | 40 00                                                                                  |                                                                                                           |                       |         |              | X                            |        | 473,453                                                              | 0                                                                         | 69,611                                                                                        |
| (27) DANETTE COLEMAN<br>VP & GM INDIV & FAMILY BUSINESS           | 40 00                                                                                  |                                                                                                           |                       |         |              | X                            |        | 376,746                                                              | 0                                                                         | 57,272                                                                                        |
| (28) STEPHEN WICZEK<br>FORMER DIRECTOR                            | 0 00                                                                                   |                                                                                                           |                       |         |              |                              | X      | 44,000                                                               | 0                                                                         | 0                                                                                             |
| (29) TOM L HENKE<br>FORMER KEY EMPLOYEE                           | 0 00                                                                                   |                                                                                                           |                       |         |              |                              | X      | 283,484                                                              | 0                                                                         | 0                                                                                             |
|                                                                   |                                                                                        |                                                                                                           |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| 1b Sub-Total . . . . .                                            |                                                                                        |                                                                                                           |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| c Total from continuation sheets to Part VII, Section A . . . . . |                                                                                        |                                                                                                           |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| d Total (add lines 1b and 1c) . . . . .                           |                                                                                        |                                                                                                           |                       |         |              |                              |        | 11,915,178                                                           | 0                                                                         | 1,234,900                                                                                     |

2

Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization▶152

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

Section B. Independent Contractors

1

Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

| (A)<br>Name and business address                                                    | (B)<br>Description of services | (C)<br>Compensation |
|-------------------------------------------------------------------------------------|--------------------------------|---------------------|
| UNITED HEALTHCARE SERVICES INC<br>9900 BREN DR E MN008-T380<br>MINNETONKA, MN 55343 | CLAIMS PROCESSING              | 91,153,250          |
| DAHL CONSULTING INC<br>418 COUNTY ROAD D E<br>ST PAUL, MN 55117                     | TEMP SERVICES                  | 5,324,915           |
| LEVEL BRAND INC<br>724 NORTH 1ST STREET<br>MINNEAPOLIS, MN 55401                    | ADVERTISING                    | 4,385,999           |
| CDW DIRECT LLC<br>7145 BOONE AVE N<br>BROOKLYN PARK, MN 55128                       | TECHNOLOGY SERVICES            | 3,081,364           |
| XEROX CORPORATION<br>701 DECATUR AVENUE NORTH<br>MINNEAPOLIS, MN 55427              | COPY SERVICES                  | 2,449,554           |

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 ▶84

Part VIII

Statement of Revenue

|                                                           |                                           |                                                                                                                                               |               | (A)<br>Total revenue | (B)<br>Related or<br>exempt<br>function<br>revenue | (C)<br>Unrelated<br>business<br>revenue | (D)<br>Revenue<br>excluded from<br>tax under<br>sections<br>512, 513, or<br>514 |  |
|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------|----------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------------------|--|
| Contributions, gifts, grants<br>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<br>similar amounts not included above                                                             | 1f            |                      |                                                    |                                         |                                                                                 |  |
|                                                           | g                                         | Noncash contributions included in<br>lines 1a-1f \$ _____                                                                                     |               |                      |                                                    |                                         |                                                                                 |  |
|                                                           | h                                         | Total. Add lines 1a-1f . . . . .                                                                                                              |               |                      |                                                    |                                         |                                                                                 |  |
| Program Service Revenue                                   |                                           |                                                                                                                                               | Business Code |                      |                                                    |                                         |                                                                                 |  |
|                                                           | 2a                                        | MEDICARE REVENUE                                                                                                                              | 524114        | 1,169,587,640        | 1,169,587,640                                      |                                         |                                                                                 |  |
|                                                           | b                                         | SUBSCRIBER REVENUE                                                                                                                            | 524114        | 407,776,605          | 407,776,605                                        |                                         |                                                                                 |  |
|                                                           | c                                         | INTERCOMPANY ADMIN FEE                                                                                                                        | 561000        | 135,206,385          | 135,206,385                                        |                                         |                                                                                 |  |
|                                                           | d                                         | OTHER REVENUE                                                                                                                                 | 524114        | 6,064,893            | 6,064,893                                          |                                         |                                                                                 |  |
|                                                           | e                                         | DENTAL REVENUE                                                                                                                                | 541900        | 3,150,527            | 3,150,527                                          |                                         |                                                                                 |  |
|                                                           | f                                         | All other program service revenue                                                                                                             |               |                      |                                                    |                                         |                                                                                 |  |
|                                                           | g                                         | Total. Add lines 2a-2f . . . . .                                                                                                              |               | 1,721,786,050        |                                                    |                                         |                                                                                 |  |
| Other Revenue                                             | 3                                         | Investment income (including dividends, interest<br>and other similar amounts) . . . . .                                                      |               |                      | 12,465,961                                         |                                         | 12,465,961                                                                      |  |
|                                                           | 4                                         | Income from investment of tax-exempt bond proceeds . . .                                                                                      |               |                      |                                                    |                                         |                                                                                 |  |
|                                                           | 5                                         | Royalties . . . . .                                                                                                                           |               |                      |                                                    |                                         |                                                                                 |  |
|                                                           | 6a                                        | (i) Real                                                                                                                                      |               | (ii) Personal        |                                                    |                                         |                                                                                 |  |
|                                                           |                                           | 885,000                                                                                                                                       |               |                      |                                                    |                                         |                                                                                 |  |
|                                                           |                                           | 310,000                                                                                                                                       |               |                      |                                                    |                                         |                                                                                 |  |
|                                                           |                                           | 575,000                                                                                                                                       |               |                      |                                                    |                                         |                                                                                 |  |
|                                                           | d                                         | Net rental income or (loss) . . . . .                                                                                                         |               | 575,000              |                                                    |                                         | 575,000                                                                         |  |
|                                                           | 7a                                        | (i) Securities                                                                                                                                |               | (ii) Other           |                                                    |                                         |                                                                                 |  |
|                                                           |                                           | 234,921,848                                                                                                                                   |               |                      |                                                    |                                         |                                                                                 |  |
|                                                           |                                           | 226,911,387                                                                                                                                   |               |                      |                                                    |                                         |                                                                                 |  |
|                                                           |                                           | 8,010,461                                                                                                                                     |               |                      |                                                    |                                         |                                                                                 |  |
|                                                           | d                                         | Net gain or (loss) . . . . .                                                                                                                  |               | 8,010,461            |                                                    |                                         | 8,010,461                                                                       |  |
|                                                           | 8a                                        | Gross income from fundraising<br>events (not including<br>\$ _____<br>of contributions reported on line 1c)<br>See Part IV, line 18 . . . . . |               |                      |                                                    |                                         |                                                                                 |  |
|                                                           | b                                         | Less direct expenses . . . . .                                                                                                                |               |                      |                                                    |                                         |                                                                                 |  |
|                                                           | c                                         | Net income or (loss) from fundraising events . . .                                                                                            |               |                      |                                                    |                                         |                                                                                 |  |
|                                                           | 9a                                        | Gross income from gaming activities<br>See Part IV, line 19 . . . . .                                                                         |               |                      |                                                    |                                         |                                                                                 |  |
|                                                           | b                                         | Less direct expenses . . . . .                                                                                                                |               |                      |                                                    |                                         |                                                                                 |  |
|                                                           | c                                         | Net income or (loss) from gaming activities . . .                                                                                             |               |                      |                                                    |                                         |                                                                                 |  |
|                                                           | 10a                                       | Gross sales of inventory, less<br>returns and allowances . . . . .                                                                            |               |                      |                                                    |                                         |                                                                                 |  |
|                                                           | b                                         | Less cost of goods sold . . . . .                                                                                                             |               |                      |                                                    |                                         |                                                                                 |  |
|                                                           | c                                         | Net income or (loss) from sales of inventory . . .                                                                                            |               |                      |                                                    |                                         |                                                                                 |  |
|                                                           | Miscellaneous Revenue                     |                                                                                                                                               | Business Code |                      |                                                    |                                         |                                                                                 |  |
|                                                           | 11a                                       | MEDICA TAX PARTNERSHIP                                                                                                                        | 900099        | 261,331              |                                                    | 261,331                                 |                                                                                 |  |
|                                                           | b                                         | MN EXCHANGE PARTNERSHI                                                                                                                        | 561499        | -347,832             | -347,832                                           |                                         |                                                                                 |  |
|                                                           | c                                         |                                                                                                                                               |               |                      |                                                    |                                         |                                                                                 |  |
| d                                                         | All other revenue . . . . .               |                                                                                                                                               |               |                      |                                                    |                                         |                                                                                 |  |
| e                                                         | Total. Add lines 11a-11d . . . . .        |                                                                                                                                               | -86,501       |                      |                                                    |                                         |                                                                                 |  |
| 12                                                        | Total revenue. See Instructions . . . . . |                                                                                                                                               | 1,742,750,971 | 1,721,438,218        | 261,331                                            | 21,051,422                              |                                                                                 |  |

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)<br>Total expenses | (B)<br>Program service expenses | (C)<br>Management and general expenses | (D)<br>Fundraising expenses |
|--------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|---------------------------------|----------------------------------------|-----------------------------|
| 1                                                                              | Grants and other assistance to governments and organizations in the United States See Part IV, line 21                                                                                                       | 10,913,725            | 10,913,725                      |                                        |                             |
| 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                                                                                                                                                                              | 1,473,196,095         | 1,473,196,095                   |                                        |                             |
| 5                                                                              | Compensation of current officers, directors, trustees, and key employees                                                                                                                                     | 9,959,395             |                                 | 9,959,395                              |                             |
| 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                                                                                                                                                                                     | 68,363,630            |                                 | 68,363,630                             |                             |
| 8                                                                              | Pension plan contributions (include section 401(k) and section 403(b) employer contributions)                                                                                                                | 6,141,092             |                                 | 6,141,092                              |                             |
| 9                                                                              | Other employee benefits                                                                                                                                                                                      | 9,005,794             |                                 | 9,005,794                              |                             |
| 10                                                                             | Payroll taxes                                                                                                                                                                                                | 5,449,882             |                                 | 5,449,882                              |                             |
| 11                                                                             | Fees for services (non-employees)                                                                                                                                                                            |                       |                                 |                                        |                             |
| a                                                                              | Management                                                                                                                                                                                                   |                       |                                 |                                        |                             |
| b                                                                              | Legal                                                                                                                                                                                                        | 2,054,752             |                                 | 2,054,752                              |                             |
| c                                                                              | Accounting                                                                                                                                                                                                   | 564,000               |                                 | 564,000                                |                             |
| d                                                                              | Lobbying                                                                                                                                                                                                     | 177,831               |                                 | 177,831                                |                             |
| e                                                                              | Professional fundraising See Part IV, line 17                                                                                                                                                                |                       |                                 |                                        |                             |
| f                                                                              | Investment management fees                                                                                                                                                                                   | 1,476,815             |                                 | 1,476,815                              |                             |
| g                                                                              | Other                                                                                                                                                                                                        | 37,422,476            |                                 | 37,422,476                             |                             |
| 12                                                                             | Advertising and promotion                                                                                                                                                                                    | 6,564,939             |                                 | 6,564,939                              |                             |
| 13                                                                             | Office expenses                                                                                                                                                                                              | 3,153,295             |                                 | 3,153,295                              |                             |
| 14                                                                             | Information technology                                                                                                                                                                                       | 8,998,853             |                                 | 8,998,853                              |                             |
| 15                                                                             | Royalties                                                                                                                                                                                                    |                       |                                 |                                        |                             |
| 16                                                                             | Occupancy                                                                                                                                                                                                    | 9,464,385             |                                 | 9,464,385                              |                             |
| 17                                                                             | Travel                                                                                                                                                                                                       | 409,376               |                                 | 409,376                                |                             |
| 18                                                                             | Payments of travel or entertainment expenses for any federal, state, or local public officials                                                                                                               |                       |                                 |                                        |                             |
| 19                                                                             | Conferences, conventions, and meetings                                                                                                                                                                       | 767,609               |                                 | 767,609                                |                             |
| 20                                                                             | Interest                                                                                                                                                                                                     | 371,853               |                                 | 371,853                                |                             |
| 21                                                                             | Payments to affiliates                                                                                                                                                                                       |                       |                                 |                                        |                             |
| 22                                                                             | Depreciation, depletion, and amortization                                                                                                                                                                    | 7,914,645             |                                 | 7,914,645                              |                             |
| 23                                                                             | Insurance                                                                                                                                                                                                    | 1,196,513             |                                 | 1,196,513                              |                             |
| 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                                                                              | REINSURANCE                                                                                                                                                                                                  | 36,619,620            |                                 | 36,619,620                             |                             |
| b                                                                              | PREMIUM, STATE & FEDERA                                                                                                                                                                                      | 17,088,446            |                                 | 17,088,446                             |                             |
| c                                                                              | PRINTING AND PUBLICATIO                                                                                                                                                                                      | 6,822,323             |                                 | 6,822,323                              |                             |
| d                                                                              | BROKER COMMISSIONS                                                                                                                                                                                           | 1,791,283             |                                 | 1,791,283                              |                             |
| e                                                                              |                                                                                                                                                                                                              |                       |                                 |                                        |                             |
| f                                                                              | All other expenses                                                                                                                                                                                           | 2,598,254             |                                 | 2,598,254                              |                             |
| 25                                                                             | Total functional expenses. Add lines 1 through 24f                                                                                                                                                           | 1,728,486,881         | 1,484,109,820                   | 244,377,061                            | 0                           |
| 26                                                                             | Joint costs. Check here 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 . . . . .                                                                                                                                             |     |            | 343,031,090       | 1   | 307,823,502 |
|                             | 2                                                                                                                                                       | Savings and temporary cash investments . . . . .                                                                                                                                |     |            |                   | 2   |             |
|                             | 3                                                                                                                                                       | Pledges and grants receivable, net . . . . .                                                                                                                                    |     |            |                   | 3   |             |
|                             | 4                                                                                                                                                       | Accounts receivable, net . . . . .                                                                                                                                              |     |            | 73,380,437        | 4   | 83,746,555  |
|                             | 5                                                                                                                                                       | Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L . . . . .                   |     |            |                   | 5   |             |
|                             | 6                                                                                                                                                       | Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L . . . . .      |     |            |                   | 6   |             |
|                             | 7                                                                                                                                                       | Notes and loans receivable, net . . . . .                                                                                                                                       |     |            |                   | 7   |             |
|                             | 8                                                                                                                                                       | Inventories for sale or use . . . . .                                                                                                                                           |     |            |                   | 8   |             |
|                             | 9                                                                                                                                                       | Prepaid expenses and deferred charges . . . . .                                                                                                                                 |     |            |                   | 9   |             |
|                             | 10a                                                                                                                                                     | Land, buildings, and equipment, cost or other basis. Complete Part VI of Schedule D . . . . .                                                                                   | 10a | 22,722,128 |                   |     |             |
|                             | b                                                                                                                                                       | Less: accumulated depreciation . . . . .                                                                                                                                        | 10b | 15,002,831 | 8,650,292         | 10c | 7,719,297   |
|                             | 11                                                                                                                                                      | Investments—publicly traded securities . . . . .                                                                                                                                |     |            |                   | 11  |             |
|                             | 12                                                                                                                                                      | Investments—other securities. See Part IV, line 11 . . . . .                                                                                                                    |     |            | 199,371,755       | 12  | 278,618,283 |
|                             | 13                                                                                                                                                      | Investments—program-related. See Part IV, line 11 . . . . .                                                                                                                     |     |            |                   | 13  |             |
|                             | 14                                                                                                                                                      | Intangible assets . . . . .                                                                                                                                                     |     |            |                   | 14  |             |
|                             | 15                                                                                                                                                      | Other assets. See Part IV, line 11 . . . . .                                                                                                                                    |     |            | 50,873,479        | 15  | 40,979,920  |
|                             | 16                                                                                                                                                      | <b>Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .                                                                                                      |     |            | 675,307,053       | 16  | 718,887,557 |
| Liabilities                 | 17                                                                                                                                                      | Accounts payable and accrued expenses . . . . .                                                                                                                                 |     |            | 275,376,573       | 17  | 302,307,602 |
|                             | 18                                                                                                                                                      | Grants payable . . . . .                                                                                                                                                        |     |            |                   | 18  |             |
|                             | 19                                                                                                                                                      | Deferred revenue . . . . .                                                                                                                                                      |     |            | 601,110           | 19  | 259,823     |
|                             | 20                                                                                                                                                      | Tax-exempt bond liabilities . . . . .                                                                                                                                           |     |            |                   | 20  |             |
|                             | 21                                                                                                                                                      | Escrow or custodial account liability. Complete Part IV of Schedule D . . . . .                                                                                                 |     |            |                   | 21  |             |
|                             | 22                                                                                                                                                      | Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L . . . . .  |     |            |                   | 22  |             |
|                             | 23                                                                                                                                                      | Secured mortgages and notes payable to unrelated third parties . . . . .                                                                                                        |     |            |                   | 23  |             |
|                             | 24                                                                                                                                                      | Unsecured notes and loans payable to unrelated third parties . . . . .                                                                                                          |     |            |                   | 24  |             |
|                             | 25                                                                                                                                                      | Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D . . . . . |     |            |                   | 25  |             |
|                             | 26                                                                                                                                                      | <b>Total liabilities.</b> Add lines 17 through 25 . . . . .                                                                                                                     |     |            | 275,977,683       | 26  | 302,567,425 |
| Net Assets or Fund Balances | <b>Organizations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b> |                                                                                                                                                                                 |     |            |                   |     |             |
|                             | 27                                                                                                                                                      | Unrestricted net assets . . . . .                                                                                                                                               |     |            | 399,329,370       | 27  | 416,320,132 |
|                             | 28                                                                                                                                                      | Temporarily restricted net assets . . . . .                                                                                                                                     |     |            |                   | 28  |             |
|                             | 29                                                                                                                                                      | Permanently restricted net assets . . . . .                                                                                                                                     |     |            |                   | 29  |             |
|                             | <b>Organizations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>                          |                                                                                                                                                                                 |     |            |                   |     |             |
|                             | 30                                                                                                                                                      | Capital stock or trust principal, or current funds . . . . .                                                                                                                    |     |            |                   | 30  |             |
|                             | 31                                                                                                                                                      | Paid-in or capital surplus, or land, building or equipment fund . . . . .                                                                                                       |     |            |                   | 31  |             |
|                             | 32                                                                                                                                                      | Retained earnings, endowment, accumulated income, or other funds . . . . .                                                                                                      |     |            |                   | 32  |             |
|                             | 33                                                                                                                                                      | <b>Total net assets or fund balances</b> . . . . .                                                                                                                              |     |            | 399,329,370       | 33  | 416,320,132 |
|                             | 34                                                                                                                                                      | <b>Total liabilities and net assets/fund balances</b> . . . . .                                                                                                                 |     |            | 675,307,053       | 34  | 718,887,557 |

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 | 1,742,750,971 |
| 2 | Total expenses (must equal Part IX, column (A), line 25)                                                      | 2 | 1,728,486,881 |
| 3 | Revenue less expenses Subtract line 2 from line 1                                                             | 3 | 14,264,090    |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))                     | 4 | 399,329,370   |
| 5 | Other changes in net assets or fund balances (explain in Schedule O)                                          | 5 | 2,726,672     |
| 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 | 416,320,132   |

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<br>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?<br>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<br><input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input checked="" type="checkbox"/> Both consolidated and separated basis             |     |    |
| 3a | As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?                                                                                                                                                                                         |     | No |
| b  | If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits                                                                                                                             |     |    |

Additional Data

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

Form 990, Special Condition Description:

| Special Condition Description |
|-------------------------------|
|-------------------------------|

Form 990, Part III - 4 Program Service Accomplishments (See the Instructions)

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        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| 4d. Other program services                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   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                                                                                                                                                                                                                                                          | ) (Expenses \$ | 316,605,820 | including grants of \$ 10,913,725 ) (Revenue \$ 337,707,000 ) |
| <p>MEDICA HEALTH PLANS (MHP) AND COMMUNITY BENEFITMHPMEDICA HEALTH PLANS (MHP), A SUBSIDIARY OF MEDICA HOLDING COMPANY (MHC), IS A NON-PROFIT, NON-TAXABLE CORPORATION, LICENSED UNDER MINNESOTA STATUTES CHAPTER 62D AS A MINNESOTA NONPROFIT HEALTH MAINTENANCE ORGANIZATION (HMO), AND REGULATED BY THE MINNESOTA DEPARTMENT OF HEALTH (MDH) IT IS INCORPORATED AS A NONPROFIT ORGANIZATION UNDER MINNESOTA STATUTES CHAPTER 317A AND IS GENERALLY EXEMPT FROM FEDERAL INCOME TAXES UNDER SECTION 501(C)(4) OF THE INTERNAL REVENUE CODE (IRC) MHP IS AUTHORIZED TO PROVIDE PREPAID COMPREHENSIVE HMO SERVICES AND IN 2011 DID SO TO THREE MARKET SEGMENTS 1) STATE OF MINNESOTA HEALTH CARE PROGRAMS, 2) COMMERCIAL FULLY INSURED GROUPS AND INDIVIDUALS CONVERTED FROM GROUP PLANS, AND 3) MEDICARE (THESE THREE PROGRAMS ARE EXPLAINED IN MORE DETAIL IN PSA’S 4A, B &amp; C) TO MEET ITS MISSION AND ITS TAX-EXEMPT OBLIGATION AS AN ORGANIZATION DESCRIBED UNDER IRC 501(C)(4), MHP PROVIDED SIGNIFICANT COMMUNITY BENEFITS STATE OF MINNESOTA HEALTH CARE PROGRAMSMINNESOTA REQUIRES STATE-LICENSED HMOS TO BE NONPROFIT AND TO PARTICIPATE IN STATE OF MINNESOTA HEALTH CARE PROGRAMS MINNESOTA HEALTH CARE PROGRAMS COVER PEOPLE WHO CANNOT GET OR AFFORD HEALTH INSURANCE ELSEWHERE AND HELPS THEM PAY SOME OR ALL MEDICAL BILLS ACCORDING TO THE MINNESOTA DEPARTMENT OF HUMAN SERVICES, COVERAGE IS AVAILABLE FOR QUALIFYING INDIVIDUALS WHO MEET RULES ABOUT INCOME, ASSETS AND OTHER FACTORS THESE PROGRAMS FOCUS ON PREGNANT WOMEN, FAMILIES AND CHILDREN, ADULTS WITH DISABILITIES, CHILDREN WITH DISABILITIES, PEOPLE 65 OR OLDER, ADULTS WITHOUT CHILDREN, AND 19 AND 20 YEAR OLDS COVERAGE IS ALSO AVAILABLE FOR PEOPLE WHO MEET ELIGIBILITY RULES FOR NURSING HOME CARE, HOME CARE, FOR CHILDREN WHO HAVE A DISABILITY (MA-TEFRA PROGRAM) AND FOR EMPLOYED PERSONS WITH DISABILITIES (MA-EPD PROGRAM) AS OF 12/31/2011, 86 1% OF MHP ENROLLMENT WAS IN STATE OF MINNESOTA HEALTH CARE PROGRAMS (COVERED IN PSA 4A &amp; 4B) THE PROGRAMS AND THE RESPECTIVE ENROLLMENT TOTALS WERE PREPAID MEDICAL ASSISTANCE PROGRAM, 111,368 MEMBERS, MINNESOTACARE, 33,288 MEMBERS IN TOTAL, AS OF 12/31/2011, MHP PROVIDED AND ADMINISTERED PREPAID COMPREHENSIVE HMO SERVICES TO 150,656 INDIVIDUALS ENROLLED IN STATE OF MINNESOTA HEALTH CARE PROGRAMS THE STATE OF MINNESOTA SETS RATES WHEN IT CONTRACTS WITH THE STATE'S NONPROFIT HMOS, PAYING A FIXED SUM PER ENROLLEE MHP BEARS THE RISK FOR COSTS ABOVE THE PREDETERMINED RATE MHP'S PERFORMANCE ON BEHALF OF THE STATE OF MINNESOTA IS EFFICIENT IN 2011 APPROXIMATELY 95 CENTS OF EACH STATE PROGRAM DOLLAR WENT TO PROVIDE CARE, THE ADMINISTRATIVE COST RATIO WAS APPROXIMATELY 6 0% OTHER COMMUNITY BENEFIT PROGRAMS AND EXPENSES BY MHP ON BEHALF OF STATE OF MINNESOTA HEALTH CARE PROGRAMS INCLUDE THE WAY TO BETTER HEALTH, \$519,544, MSC+ ELDERLY WAIVER COVERAGE FOR ELIGIBLE MEMBERS, \$249,017, FIT CHOICES FOR MINNESOTACARE MEMBERS, \$158,100, \$50,845 IN BENEFIT EXCEPTIONS FOR SERVICES NOT OTHERWISE COVERED TO HELP PMAP, MINNESOTACARE AND MSC/MSC+ MEMBERS STAY IN THEIR HOMES TO PRESERVE HEALTH, \$149,950 IN BENEFIT EXCEPTIONS FOR SERVICES NOT OTHERWISE COVERED TO HELP MINNESOTA SENIOR HEALTH OPTIONS (MSHO) AND SPECIAL NEEDS BASIC COVERAGE (SNBC) MEMBERS STAY IN THEIR HOMES TO PRESERVE HEALTH, \$602,744 IN MSHO ELDERLY WAIVER SERVICES TO HELP THOSE MEMBERS STAY IN THEIR HOMES OTHER COMMUNITY BENEFITSMHP PROVIDED OTHER COMMUNITY BENEFITS WITH A WIDE RANGE OF PROGRAMS AND INITIATIVES TO PROMOTE PUBLIC AND INDIVIDUAL HEALTH, REDUCE DISPARITIES IN ACCESS TO CARE, IMPROVE HEALTH CARE SYSTEM PERFORMANCE, AND HELP PROVIDE FINANCIAL ASSISTANCE TO ACCESS CARE MEDICA FOUNDATIONMHP IN 2011 CONTRIBUTED \$3 5 MILLION TO ENABLE GRANTS BY THE MEDICA FOUNDATION, A 501(C)(3) NONPROFIT CHARITABLE GRANT-MAKING FOUNDATION, WHICH PROVIDES FUNDING FOR NUMEROUS NONPROFIT COMMUNITY ORGANIZATIONS THAT PROVIDE HEALTH-RELATED SERVICES TO THE COMMUNITY THE MEDICA FOUNDATION IN 2011 MADE GRANTS TOTALING \$2 5 MILLION TO SUPPORT MORE THAN 104 PROJECTS AROUND BEHAVIORAL HEALTH, DISPARITIES IN HEALTH CARE, HEALTHY LIVING, WORKSITE WELLNESS AND GENERAL HEALTH IMPROVEMENT FROM 2003-2011 MEDICA FOUNDATION GRANTS TOTALED NEARLY \$13 MILLION MEDICA RESEARCH INSTITUTEIN 2011 MHP GAVE \$6 5 MILLION TO SUPPORT THE MISSION OF THE MEDICA RESEARCH INSTITUTE THE MEDICA RESEARCH INSTITUTE, ESTABLISHED IN JANUARY 2010, IS A NONPROFIT 501(C)(3) FOUNDATION AND A SISTER ORGANIZATION TO MEDICA HEALTH PLANS ITS MISSION IS TO CONDUCT RESEARCH THAT GENERATES INFORMATION FOR TIMELY TRANSLATION INTO ACTIVITIES WHICH PROTECT HEALTH AND IMPROVE LIVES COLLABORATIVE EFFORTSIN ADDITION, MHP DONATED FUNDING, EMPLOYEE TIME AND OTHER RESOURCES IN SUPPORT OF 47 LOCAL, STATE, REGIONAL AND NATIONAL COLLABORATIVE EFFORTS AND CHARITIES EXAMPLES INCLUDE MINNESOTA COMMUNITY MEASUREMENT, WHICH PROMOTES COMMUNITY-BASED, EVIDENCE-BASED CARE AND PROVIDES THE PUBLIC WITH QUALITY COMPARISONS OF PROVIDER GROUPS AND CLINICS, INSTITUTE FOR CLINICAL SYSTEMS IMPROVEMENT, WHICH PROVIDES EVIDENCE-GRADED PRACTICAL GUIDELINES AND TECHNOLOGY ASSESSMENT REPORTS, AND, MINNESOTA HEALTH INFORMATION EXCHANGE, WHICH CONNECTS DOCTORS, HOSPITALS AND CLINICS STATEWIDE SO THEY CAN QUICKLY ACCESS MEDICAL RECORDS, IMPROVING SAFETY AND QUALITY HEALTH AND WELLNESS PROGRAMS PROVIDING COMMUNITY BENEFITMHP UNDERTOOK ITS OWN INITIATIVES TO DECREASE HEALTH CARE COST AND IMPROVE QUALITY PROVIDED SIGNIFICANT BENEFITS TO ITS MEMBERS AND THEIR COMMUNITIES EXAMPLES OF PERFORMANCE AND VALUE INCLUDE - IMPROVING CARE EFFICIENCY, REDUCING THE COST OF CARE, INCLUDING - 11 3% REDUCTION IN ER VISITS - 20 1% REDUCTION IN HOSPITAL ADMISSIONS- IMPROVE THE OUTCOMES OF CARE INCLUDING - IMPROVED A1C, CHOLESTEROL LEVELS - INCREASED PARTICIPATION IN EXERCISE AND NUTRITION PROGRAMS - IMPROVED MEDICATION MANAGEMENTMY HEALTH MANAGER FROM MEDICA INCLUDES AN ARRAY OF ONLINE TOOLS AND RESOURCES THAT MAKE IT EASY FOR MEDICA MEMBERS TO ASSESS THEIR HEALTH STATUS, AND TO CUSTOMIZE AND FOLLOW PERSONALIZED PROGRAMS FOR A HEALTHIER LIFESTYLE AND DIET MY HEALTH MANAGER FROM MEDICA WAS PROVIDED AT NO ADDITIONAL CHARGE TO FULLY INSURED GROUPS AND TO MINNESOTACARE MEMBERS IN 2011 MORE THAN 97,000 MEDICA MEMBERS IN FULLY INSURED GROUPS AND 33,288 IN MINNESOTACARE HAD ACCESS TO MY HEALTH MANAGER FROM MEDICA FIT CHOICES BY MEDICA PROVIDED MEDICA MEMBERS WITH (A) A \$20 MONTHLY MEMBERSHIP CREDIT FOR EXERCISING AT A PARTICIPATING HEALTH CLUB EIGHT OR MORE DAYS PER MONTH AND (B) THE OPPORTUNITY FOR PERSONAL COACHING AND A PERSONALIZED NUTRITION AND FITNESS PLAN IN 2011 FIT CHOICES BY MEDICA WAS AVAILABLE AT NO COST TO MHP'S FULLY INSURED AND MINNESOTACARE MEMBERS IN A MEDICA STUDY OF FIT CHOICES PARTICIPATION, AFTER TWO YEARS, THE AVERAGE MONTHLY MEDICAL COSTS OF STUDY PARTICIPANTS WERE 33 6% LOWER THAN THOSE IN A MATCHED CONTROL GROUP PEOPLE NOT ENROLLED IN THE FIT CHOICES PROGRAM AND WHO DID NOT EXERCISE EIGHT TIMES A MONTH WERE 43% TO 105% MORE LIKELY TO HAVE BEEN TO A CLINIC, HOSPITAL OR EMERGENCY ROOM HEALTH AND WELLNESS COACHING MHP'S HEALTH AND WELLNESS COACHING PROGRAM IS A SELF-DIRECTED PROGRAM OFFERING A WIDE VARIETY OF TOOLS AND RESOURCES TO HELP MEMBERS MAKE CHANGES TO IMPROVE THEIR HEALTH HEALTH COACHING SUPPORT INCLUDES PRIVATE, CONFIDENTIAL ACCESS TO TRAINED HEALTH COACHES THERE WAS NO COST TO MEDICA MEMBERS TO PARTICIPATE IN THE HEALTH AND WELLNESS COACHING PROGRAM MEDICAL AND MENTAL HEALTH DISEASE MANAGEMENT AND PATIENT SUPPORTIN 2011, MHP OFFERED A PORTFOLIO OF DISEASE MANAGEMENT PROGRAMS FOR PHYSICAL AND MENTAL HEALTH, TOBACCO CESSATION, HEALTHY PREGNANCY, COMMON CHRONIC MEDICAL DISEASES, AND RARE AND COMPLEX DISEASES THEY PROVIDE EDUCATION AND RESOURCES THAT HELP SUPPORT THE MEMBERS' ABILITY TO MANAGE CHRONIC CONDITIONS THE GOALS ARE TO IMPROVE HEALTH AND QUALITY OF LIFE, REDUCE COMPLICATIONS THROUGH EARLY INTERVENTION AND MONITORING, PROMOTE MEDICAL CARE AND COMPLIANCE WITH THE PATIENT'S PHYSICIAN-RECOMMENDED MEDICAL TREATMENT REGIMEN, AND TO IMPROVE SATISFACTION WITH HEALTH CARE SERVICES MEDICA'S DISEASE MANAGEMENT PROGRAMS WERE PROVIDED AT NO ADDITIONAL CHARGE TO FULLY INSURED GROUPS, AND TO MINNESOTA STATE HEALTH CARE PROGRAM ENROLLEES SERVED BY MEDICA THERE IS NO COST TO ELIGIBLE MEDICA MEMBERS</p> |                |             |                                                               |

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

| (A)<br>Name and Title                             | (B)<br>Average hours per week | (C)<br>Position (check all that apply) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>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 BUCK<br>CHAIR                                | 15 00                         | X                                      |                       | X       |              |                              |        | 95,000                                                               | 0                                                                         | 0                                                                                             |
| ESTHER TOMLJANOVICH<br>VICE CHAIR                 | 10 00                         | X                                      |                       | X       |              |                              |        | 67,000                                                               | 0                                                                         | 0                                                                                             |
| KRIS SANDA<br>SECRETARY                           | 10 00                         | X                                      |                       | X       |              |                              |        | 67,000                                                               | 0                                                                         | 0                                                                                             |
| DAVID TILFORD<br>PRESIDENT/CEO                    | 40 00                         | X                                      |                       | X       |              |                              |        | 2,223,128                                                            | 0                                                                         | 171,530                                                                                       |
| BURTON COHEN<br>DIRECTOR                          | 7 00                          | X                                      |                       |         |              |                              |        | 61,000                                                               | 0                                                                         | 0                                                                                             |
| DARYL DURUM<br>DIRECTOR                           | 10 00                         | X                                      |                       |         |              |                              |        | 66,000                                                               | 0                                                                         | 0                                                                                             |
| PETER KELLY MD<br>DIRECTOR                        | 10 00                         | X                                      |                       |         |              |                              |        | 62,000                                                               | 0                                                                         | 0                                                                                             |
| SAMUEL LEON MD<br>DIRECTOR                        | 7 00                          | X                                      |                       |         |              |                              |        | 59,000                                                               | 0                                                                         | 0                                                                                             |
| RAJESH AGGARWAL<br>DIRECTOR                       | 7 00                          | X                                      |                       |         |              |                              |        | 60,000                                                               | 0                                                                         | 0                                                                                             |
| EARL STRATTON<br>DIRECTOR                         | 10 00                         | X                                      |                       |         |              |                              |        | 63,000                                                               | 0                                                                         | 0                                                                                             |
| AUSTIN SULLIVAN<br>DIRECTOR                       | 10 00                         | X                                      |                       |         |              |                              |        | 66,000                                                               | 0                                                                         | 0                                                                                             |
| BEN BACHE-WIIG MD<br>DIRECTOR                     | 10 00                         | X                                      |                       |         |              |                              |        | 65,000                                                               | 0                                                                         | 0                                                                                             |
| AARON REYNOLDS<br>TREASURER/EVP/CAO               | 40 00                         |                                        |                       | X       |              |                              |        | 1,194,598                                                            | 0                                                                         | 114,174                                                                                       |
| JAMES P JACOBSON<br>SVP/GENERAL COUNSEL           | 40 00                         |                                        |                       | X       |              |                              |        | 553,401                                                              | 0                                                                         | 68,830                                                                                        |
| CHARLES J FAZIO<br>CMO/SVP                        | 40 00                         |                                        |                       |         | X            |                              |        | 641,132                                                              | 0                                                                         | 62,078                                                                                        |
| JANA L JOHNSON<br>SVP OPERATIONS                  | 40 00                         |                                        |                       |         | X            |                              |        | 595,642                                                              | 0                                                                         | 77,516                                                                                        |
| GLENN E ANDIS<br>SVP GOVERNMENT PROGRAMS          | 40 00                         |                                        |                       |         | X            |                              |        | 658,334                                                              | 0                                                                         | 83,949                                                                                        |
| ROBERT LONGENDYKE<br>SVP MARKETING/COMMUNICATIO   | 40 00                         |                                        |                       |         | X            |                              |        | 576,176                                                              | 0                                                                         | 74,300                                                                                        |
| DEBBY S KNUTSON<br>SVP HRLF                       | 40 00                         |                                        |                       |         | X            |                              |        | 549,914                                                              | 0                                                                         | 59,517                                                                                        |
| SIMEON SCHINDELMAN<br>SVP COMMERICAL MARKETS      | 40 00                         |                                        |                       |         | X            |                              |        | 622,772                                                              | 0                                                                         | 80,957                                                                                        |
| THEODORE J LOFTNESS<br>VP REGIONAL HEALTH SERVICE | 40 00                         |                                        |                       |         |              | X                            |        | 656,841                                                              | 0                                                                         | 68,909                                                                                        |
| MARK L BAIRD<br>SVP FINANCE                       | 40 00                         |                                        |                       |         |              | X                            |        | 544,943                                                              | 0                                                                         | 74,373                                                                                        |
| TIM THULL<br>SVP CIO                              | 40 00                         |                                        |                       |         |              | X                            |        | 374,662                                                              | 0                                                                         | 62,118                                                                                        |
| RICHARD H SYKORA<br>GM/VP PRICE & ACCOUNT         | 40 00                         |                                        |                       |         |              | X                            |        | 474,838                                                              | 0                                                                         | 66,212                                                                                        |
| JOHN CHOMEAU<br>GM/VP CHA                         | 40 00                         |                                        |                       |         |              | X                            |        | 340,114                                                              | 0                                                                         | 43,554                                                                                        |

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

| (A)<br>Name and Title                                 | (B)<br>Average hours per week | (C)<br>Position (check all that apply) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>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 NAYLOR<br>VP/GM COMM SALES, RENEWALS & ACCT SVCS | 40 00                         |                                        |                       |         |              | X                            |        | 473,453                                                              | 0                                                                         | 69,611                                                                                        |
| DANETTE COLEMAN<br>VP & GM INDIV & FAMILY BUSINESS    | 40 00                         |                                        |                       |         |              | X                            |        | 376,746                                                              | 0                                                                         | 57,272                                                                                        |
| STEPHEN WICZEK<br>FORMER DIRECTOR                     | 0 00                          |                                        |                       |         |              |                              | X      | 44,000                                                               | 0                                                                         | 0                                                                                             |
| TOM L HENKE<br>FORMER KEY EMPLOYEE                    | 0 00                          |                                        |                       |         |              |                              | X      | 283,484                                                              | 0                                                                         | 0                                                                                             |



SCHEDULE D  
(Form 990)

Supplemental Financial Statements

Department of the Treasury  
Internal Revenue Service

OMB No 1545-0047

2011

Open to Public Inspection

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  
MEDICA HEALTH PLANS

Employer identification number  
41-1242261

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

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

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

1

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

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

☐ Preservation of an historically importantly land area

☐ Protection of natural habitat

☐ Preservation of a certified historic structure

☐ Preservation of open space

2

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

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

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year

4

Number of states where property subject to conservation easement is located

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

Yes

No

6

Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year

7

Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year

\$

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?

Yes

No

9

In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a

If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i)

Revenues included in Form 990, Part VIII, line 1

\$

(ii)

Assets included in Form 990, Part X

\$

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a

Revenues included in Form 990, Part VIII, line 1

\$

b

Assets included in Form 990, Part X

\$

**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)

- ☐ Public exhibition

☐ Loan or exchange programs
- ☐ Scholarly research

☐ Other
- ☐ 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 |
|-----------|--------|
| <b>1c</b> |        |
| <b>1d</b> |        |
| <b>1e</b> |        |
| <b>1f</b> |        |

**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 |
|-------------------------------------------------------------------|-----------------|---------------|-------------------|---------------------|--------------------|
| <b>1a</b> Beginning of year balance . . . . .                     |                 |               |                   |                     |                    |
| <b>b</b> Contributions . . . . .                                  |                 |               |                   |                     |                    |
| <b>c</b> Investment earnings or losses . . . . .                  |                 |               |                   |                     |                    |
| <b>d</b> Grants or scholarships . . . . .                         |                 |               |                   |                     |                    |
| <b>e</b> Other expenditures for facilities and programs . . . . . |                 |               |                   |                     |                    |
| <b>f</b> Administrative expenses . . . . .                        |                 |               |                   |                     |                    |
| <b>g</b> End of year balance . . . . .                            |                 |               |                   |                     |                    |

**2** Provide the estimated percentage of the year end balance held as

- ☐ Board designated or quasi-endowment
- ☐ Permanent endowment
- ☐ Term endowment

**3a** Are there endowment funds not in the possession of the organization that are held and administered for the organization by

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

**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 |
|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|--------------------------------|------------------------------|----------------|
| <b>1a</b> Land . . . . .                                                                                           |                                      |                                |                              |                |
| <b>b</b> Buildings . . . . .                                                                                       |                                      |                                |                              |                |
| <b>c</b> Leasehold improvements . . . . .                                                                          |                                      | 12,254,770                     | 6,032,847                    | 6,221,923      |
| <b>d</b> Equipment . . . . .                                                                                       |                                      | 10,467,358                     | 8,969,984                    | 1,497,374      |
| <b>e</b> Other . . . . .                                                                                           |                                      |                                |                              |                |
| <b>Total.</b> Add lines 1a-1e <i>(Column (d) should equal Form 990, Part X, column (B), line 10(c).)</i> . . . . . |                                      |                                |                              | 7,719,297      |



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  | 1,742,750,971 |
| 2  | Total expenses (Form 990, Part IX, column (A), line 25)                         | 2  | 1,728,486,881 |
| 3  | Excess or (deficit) for the year Subtract line 2 from line 1                    | 3  | 14,264,090    |
| 4  | Net unrealized gains (losses) on investments                                    | 4  | -80,280       |
| 5  | Donated services and use of facilities                                          | 5  |               |
| 6  | Investment expenses                                                             | 6  |               |
| 7  | Prior period adjustments                                                        | 7  |               |
| 8  | Other (Describe in Part XIV)                                                    | 8  | 2,806,952     |
| 9  | Total adjustments (net) Add lines 4 - 8                                         | 9  | 2,726,672     |
| 10 | Excess or (deficit) for the year per financial statements Combine lines 3 and 9 | 10 | 16,990,762    |

Part XII

Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

|   |                                                                                            |    |               |
|---|--------------------------------------------------------------------------------------------|----|---------------|
| 1 | Total revenue, gains, and other support per audited financial statements . . . . .         | 1  | 1,605,468,750 |
| 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 | -1,848,668    |
| e | Add lines 2a through 2d . . . . .                                                          | 2e | -1,848,668    |
| 3 | Subtract line 2e from line 1 . . . . .                                                     | 3  | 1,607,317,418 |
| 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 | 135,433,553   |
| c | Add lines 4a and 4b . . . . .                                                              | 4c | 135,433,553   |
| 5 | Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12 ) . . . . . | 5  | 1,742,750,971 |

Part XIII

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

|   |                                                                                             |    |               |
|---|---------------------------------------------------------------------------------------------|----|---------------|
| 1 | Total expenses and losses per audited financial statements . . . . .                        | 1  | 1,590,856,828 |
| 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 | -135,781,385  |
| e | Add lines 2a through 2d . . . . .                                                           | 2e | -135,781,385  |
| 3 | Subtract line 2e from line 1 . . . . .                                                      | 3  | 1,726,638,213 |
| 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 | 1,848,668     |
| c | Add lines 4a and 4b . . . . .                                                               | 4c | 1,848,668     |
| 5 | Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18 ) . . . . . | 5  | 1,728,486,881 |

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                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|-----------------------------------------------------|------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48 | PART X           | AS OF DECEMBER 31, 2011, THE COMPANY'S TAX YEARS 2008 THROUGH 2011 REMAIN OPEN TO EXAMINATION BY THE INTERNAL REVENUE SERVICE (IRS) AND VARIOUS STATE AUTHORITIES. TAX YEARS 2008, 2009 AND 2010 ARE CURRENTLY UNDER EXAMINATION BY THE IRS. MANAGEMENT HAS NOT RECORDED AN AMOUNT FOR UNCERTAIN TAX POSITIONS FOR ANY MATTERS, INCLUDING THOSE CURRENTLY UNDER EXAMINATION. HOWEVER, THE ULTIMATE RESOLUTION OF THESE ITEMS IS DEPENDENT ON A NUMBER OF FACTORS. |
| PART XI, LINE 8 - OTHER ADJUSTMENTS                 |                  | CHANGE IN VALUE OF NONADMITTED ASSETS 2,459,116<br>MN HEALTH INFO EXCHANGE K-1 347,832<br>ROUNDING 4<br>TOTAL TO SCHEDULE D, PART XI, LINE 8 2,806,952                                                                                                                                                                                                                                                                                                            |
| PART XII, LINE 2D - OTHER ADJUSTMENTS               |                  | INVESTMENT EXPENSE RECLASSED AS EXPENSE - 1,476,815<br>INTEREST EXPENSE RECLASSED AS EXPENSE - 371,853                                                                                                                                                                                                                                                                                                                                                            |
| PART XII, LINE 4B - OTHER ADJUSTMENTS               |                  | MN HEALTH INFO EXCHANGE K-1 -347,832<br>INTERCOMPANY ADMIN FEES RECLASSED FROM EXPENSE 135,206,385<br>NET RENTAL INCOME RECLASSED FROM EXPENSE 575,000                                                                                                                                                                                                                                                                                                            |
| PART XIII, LINE 2D - OTHER ADJUSTMENTS              |                  | INTERCOMPANY ADMIN FEES RECLASSED AS REVENUE - 135,206,385<br>NET RENTAL INCOME RECLASSED AS REVENUE -575,000                                                                                                                                                                                                                                                                                                                                                     |
| PART XIII, LINE 4B - OTHER ADJUSTMENTS              |                  | INVESTMENT EXPENSE RECLASSED AS REVENUE 1,476,815<br>INTEREST EXPENSE RECLASSED AS REVENUE 371,853                                                                                                                                                                                                                                                                                                                                                                |

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  
MEDICA HEALTH PLANS

Employer identification number  
41-1242261

Part I

General Information on Grants and Assistance

- 1

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

☒ Yes ☐ No
- 2

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

Part II

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

| (a) Name and address of organization or government                                                        | (b) EIN    | (c) IRC Code section if applicable | (d) Amount of cash grant | (e) Amount of non-cash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of non-cash assistance | (h) Purpose of grant or assistance                       |
|-----------------------------------------------------------------------------------------------------------|------------|------------------------------------|--------------------------|-----------------------------------|-------------------------------------------------------|----------------------------------------|----------------------------------------------------------|
| (1) MEDICA FOUNDATION<br>401 CARLSON PARKWAY<br>MINNETONKA,MN 55305                                       | 41-1812461 | 501(C)(3)                          | 3,500,000                |                                   |                                                       |                                        | SUPPORT OF THE MANY PROGRAMS CONDUCTED BY THE FOUNDATION |
| (2) MEDICA RESEARCH FOUNDATION DBA<br>MEDICA RESEARCH INSTITUTE401 CARLSON PARKWAY<br>MINNETONKA,MN 55305 | 27-0600894 | 501(C)(3)                          | 6,500,000                |                                   |                                                       |                                        | SUPPORT OF THE MANY PROGRAMS CONDUCTED BY THE FOUNDATION |
| (3) INSTITUTE FOR CLINICAL SYSTEMS IMPROVEMENT8009 34TH AVE SO STE 1200<br>BLOOMINGTON,MN 55425           | 41-1782168 | 501(C)(3)                          | 913,725                  |                                   |                                                       |                                        | SUPPORT THE BEST PRACTICES IN THE MEDICAL WORLD          |
|                                                                                                           |            |                                    |                          |                                   |                                                       |                                        |                                                          |
|                                                                                                           |            |                                    |                          |                                   |                                                       |                                        |                                                          |
|                                                                                                           |            |                                    |                          |                                   |                                                       |                                        |                                                          |
|                                                                                                           |            |                                    |                          |                                   |                                                       |                                        |                                                          |
|                                                                                                           |            |                                    |                          |                                   |                                                       |                                        |                                                          |
|                                                                                                           |            |                                    |                          |                                   |                                                       |                                        |                                                          |
|                                                                                                           |            |                                    |                          |                                   |                                                       |                                        |                                                          |
|                                                                                                           |            |                                    |                          |                                   |                                                       |                                        |                                                          |
|                                                                                                           |            |                                    |                          |                                   |                                                       |                                        |                                                          |
|                                                                                                           |            |                                    |                          |                                   |                                                       |                                        |                                                          |
|                                                                                                           |            |                                    |                          |                                   |                                                       |                                        |                                                          |
|                                                                                                           |            |                                    |                          |                                   |                                                       |                                        |                                                          |

2

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

3

3

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

Part III

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

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

Part IV

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

| Identifier                                 | Return Reference | Explanation                                                                                                                                                                                                                                                                                        |
|--------------------------------------------|------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PROCEDURE FOR MONITORING GRANTS IN THE U S | PART I, LINE 2   | SCHEDULE I, PART I, LINE 2 MEDICA HEALTH PLANS DONATES FUNDS ANNUALLY TO ITS RELATED ORGANIZATIONS, MEDICA FOUNDATION AND MEDICA RESEARCH FOUNDATION DBA MEDICA RESEARCH INSTITUTE, AS WELL AS OTHER 501(C)(3) ORGANIZATIONS THE FOUNDATIONS RETAIN RECORDS TO SUBSTANTIATE THE USE OF THESE FUNDS |

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  
MEDICA HEALTH PLANS

Employer identification number  
41-1242261

Part I

Questions Regarding Compensation

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

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.

[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, LINES 4A-B | THE FOLLOWING RECEIVED A SEVERANCE PAYMENT: TOM L HENKE \$54,849; STEPHEN WICZEK \$44,000. THE FOLLOWING RECEIVED PAYMENTS FROM A NON-QUALIFIED RETIREMENT PLAN: DAVID TILFORD \$44,254; AARON REYNOLDS \$23,293; CHARLES J FAZIO \$9,929; TOM L HENKE \$21,736; GLENN E ANDIS \$12,098; ROBERT LONGENDYKE \$9,112; DEBBY S KNUTSON \$7,469; THEODORE J LOFTNESS \$52,435. THE FOLLOWING PARTICIPATED IN, BUT DID NOT RECEIVE A PAYMENT, FROM A SUPPLEMENT NONQUALIFIED RETIREMENT PLAN FROM MEDICA HEALTH PLANS, A RELATED ORGANIZATION: JAMES JACOBSON; JANA L JOHNSON; SIMEON SCHINDELMAN; MARK L BAIRD; RICHARD H SYKORA; JOHN CHOMEAU. |
|            | PART I, LINE 6     | MANAGEMENT INCENTIVE COMPENSATION INCLUDES COMPONENTS RELATED TO THE ORGANIZATIONS OPERATING EARNINGS.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |

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

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

| (A) Name            |             | (B) Breakdown of W-2 and/or 1099-MISC compensation |                                     |                          | (C) Deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation reported in prior Form 990 or Form 990-EZ |
|---------------------|-------------|----------------------------------------------------|-------------------------------------|--------------------------|---------------------------|-------------------------|---------------------------------|------------------------------------------------------------|
|                     |             | (i) Base Compensation                              | (ii) Bonus & incentive compensation | (iii) Other compensation |                           |                         |                                 |                                                            |
| DAVID TILFORD       | (i)<br>(ii) | 716,388<br>0                                       | 1,355,364<br>0                      | 151,376<br>0             | 160,702<br>0              | 10,828<br>0             | 2,394,658<br>0                  | 0<br>0                                                     |
| AARON REYNOLDS      | (i)<br>(ii) | 417,853<br>0                                       | 685,774<br>0                        | 90,971<br>0              | 100,814<br>0              | 13,360<br>0             | 1,308,772<br>0                  | 0<br>0                                                     |
| JAMES P JACOBSON    | (i)<br>(ii) | 255,315<br>0                                       | 278,150<br>0                        | 19,936<br>0              | 54,968<br>0               | 13,862<br>0             | 622,231<br>0                    | 0<br>0                                                     |
| CHARLES J FAZIO     | (i)<br>(ii) | 201,387<br>0                                       | 390,860<br>0                        | 48,885<br>0              | 54,670<br>0               | 7,408<br>0              | 703,210<br>0                    | 0<br>0                                                     |
| JANA L JOHNSON      | (i)<br>(ii) | 258,965<br>0                                       | 316,734<br>0                        | 19,943<br>0              | 62,914<br>0               | 14,602<br>0             | 673,158<br>0                    | 0<br>0                                                     |
| GLENN E ANDIS       | (i)<br>(ii) | 270,321<br>0                                       | 329,280<br>0                        | 58,733<br>0              | 70,053<br>0               | 13,896<br>0             | 742,283<br>0                    | 0<br>0                                                     |
| ROBERT LONGENDYKE   | (i)<br>(ii) | 250,288<br>0                                       | 277,552<br>0                        | 48,336<br>0              | 60,297<br>0               | 14,003<br>0             | 650,476<br>0                    | 0<br>0                                                     |
| DEBBY S KNUTSON     | (i)<br>(ii) | 243,561<br>0                                       | 264,270<br>0                        | 42,083<br>0              | 52,540<br>0               | 6,977<br>0              | 609,431<br>0                    | 0<br>0                                                     |
| SIMEON SCHINDELMAN  | (i)<br>(ii) | 333,466<br>0                                       | 269,661<br>0                        | 19,645<br>0              | 67,572<br>0               | 13,385<br>0             | 703,729<br>0                    | 0<br>0                                                     |
| THEODORE J LOFTNESS | (i)<br>(ii) | 246,500<br>0                                       | 267,815<br>0                        | 142,526<br>0             | 56,792<br>0               | 12,117<br>0             | 725,750<br>0                    | 0<br>0                                                     |
| MARK L BAIRD        | (i)<br>(ii) | 250,700<br>0                                       | 273,312<br>0                        | 20,931<br>0              | 58,802<br>0               | 15,571<br>0             | 619,316<br>0                    | 0<br>0                                                     |
| TIM THULL           | (i)<br>(ii) | 207,206<br>0                                       | 149,749<br>0                        | 17,707<br>0              | 47,318<br>0               | 14,800<br>0             | 436,780<br>0                    | 0<br>0                                                     |
| RICHARD H SYKORA    | (i)<br>(ii) | 221,283<br>0                                       | 233,427<br>0                        | 20,128<br>0              | 51,576<br>0               | 14,636<br>0             | 541,050<br>0                    | 0<br>0                                                     |
| JOHN CHOMEAU        | (i)<br>(ii) | 154,357<br>0                                       | 167,111<br>0                        | 18,646<br>0              | 33,943<br>0               | 9,611<br>0              | 383,668<br>0                    | 0<br>0                                                     |
| JOHN NAYLOR         | (i)<br>(ii) | 284,034<br>0                                       | 170,774<br>0                        | 18,645<br>0              | 54,972<br>0               | 14,639<br>0             | 543,064<br>0                    | 0<br>0                                                     |
| DANETTE COLEMAN     | (i)<br>(ii) | 214,366<br>0                                       | 144,551<br>0                        | 17,829<br>0              | 48,573<br>0               | 8,699<br>0              | 434,018<br>0                    | 0<br>0                                                     |
| STEPHEN WICZEK      | (i)<br>(ii) | 0<br>0                                             | 0<br>0                              | 44,000<br>0              | 0<br>0                    | 0<br>0                  | 44,000<br>0                     | 0<br>0                                                     |
| TOM L HENKE         | (i)<br>(ii) | 36,748<br>0                                        | 225,000<br>0                        | 21,736<br>0              | 0<br>0                    | 0<br>0                  | 283,484<br>0                    | 0<br>0                                                     |

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<br>MEDICA HEALTH PLANS | Employer identification number<br>41-1242261 |
|-------------------------------------------------|----------------------------------------------|

| Identifier                             | Return Reference                       | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|----------------------------------------|----------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                        | FORM 990, PART VI, SECTION A, LINE 6   | MEMBERS EXIST WITHIN MEDICA HEALTH PLANS AS MEMBERS COVERED UNDER REGULATED INSURANCE PLANS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|                                        | FORM 990, PART VI, SECTION A, LINE 7A  | THE MEMBERSHIP OF MEDICA HEALTH PLANS ELECTS THE CONSUMER BOARD MEMBERS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|                                        | FORM 990, PART VI, SECTION B, LINE 11  | MEDICA'S TAX ADVISORS COMPLETE THE RETURN, MEDICA'S CONTROLLER AND DIRECTOR OF TREASURY REVIEW THE RETURN BEFORE IT IS SIGNED BY THE CFO. A COPY WILL BE PROVIDED TO THE BOARD OF DIRECTORS PRIOR TO FILING FORM 990 WITH THE IRS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|                                        | FORM 990, PART VI, SECTION B, LINE 12C | ANNUALLY ALL EMPLOYEES OF MEDICA HEALTH PLANS AND DIRECTORS OF ALL MEDICA ENTITIES COMPLETE A CONFLICT OF INTEREST DISCLOSURE AND ARE REQUIRED TO REVIEW THE CURRENT POLICY. ALL POTENTIAL CONFLICTS ARE REVIEWED BY LEGAL/COMPLIANCE.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|                                        | FORM 990, PART VI, SECTION B, LINE 15  | THE BOARD'S PERSONNEL AND COMPENSATION COMMITTEE REVIEWS AND OBTAINS THE BOARD'S APPROVAL OF THE TOTAL COMPENSATION FOR THE PRESIDENT/CEO AND REVIEWS AND APPROVES THE TOTAL COMPENSATION RECOMMENDATIONS MADE BY THE CEO FOR THE EXECUTIVE AND SENIOR VICE PRESIDENTS. REVIEWS ALL OFFICER COMPENSATION AND PERFORMANCE GOALS APPROVED BY THE CEO ANNUALLY. THE PERSONNEL AND COMPENSATION COMMITTEE ALSO REVIEWS AND RECOMMENDS TO THE BOARD, OFFICER AND NON-OFFICER COMPENSATION GUIDELINES FOR THE COMPANY AND ITS SUBSIDIARIES PERIODICALLY REVIEWING MARKET DATA TO ASSESS THE COMPANY'S COMPETITIVE POSITION. PROCESS OUTSIDE THE CHARTER. THE PERSONNEL AND COMPENSATION COMMITTEE WORKS WITH AN OUTSIDE CONSULTANT IN REVIEWING MARKET COMPETITIVE DATA THAT AIDS IN SETTING THE COMPENSATION FOR THE OFFICERS AND KEY EMPLOYEES. |
|                                        | FORM 990, PART VI, SECTION C, LINE 19  | MEDICA DOES NOT CONSIDER ITS CONFLICT OF INTEREST POLICY TO BE A CONFIDENTIAL OR PROPRIETARY DOCUMENT. THEREFORE, MEDICA WOULD MAKE THIS POLICY AVAILABLE TO ANYONE WHO REQUESTS IT. CERTAIN OF THE MEDICA ENTITIES ARE REQUIRED TO FILE ANNUAL FINANCIAL STATEMENTS WITH THE REGULATORS. MEDICA CONSIDERS FINANCIAL STATEMENTS THAT ARE FILED WITH THE REGULATORS TO BE PUBLIC DOCUMENTS. ARTICLES AND BYLAWS, CONFLICT OF INTEREST POLICY, AND FORM 990S ARE AVAILABLE UPON REQUEST.                                                                                                                                                                                                                                                                                                                                                      |
| CHANGES IN NET ASSETS OR FUND BALANCES | FORM 990, PART XI, LINE 5              | NET UNREALIZED LOSSES ON INVESTMENTS -80,280. CHANGE IN VALUE OF NONADMITTED ASSETS 2,459,116. MN HEALTH INFO EXCHANGE K-1 347,832. ROUNDING 4. TOTAL TO FORM 990, PART XI, LINE 5 2,726,672.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| AVERAGE HOURS PER WEEK                 | FORM 990, PART VII, COLUMN B           | CERTAIN INDIVIDUALS REPORTED ON FORM 990, PART VII SPLIT THEIR TIME BETWEEN SEVERAL OF THE MEDICA ENTITIES (MEDICA HEALTH PLANS, MEDICA HEALTH PLANS WI, MEDICA FOUNDATION, AND MEDICA RESEARCH FOUNDATION). THE AVERAGE HOURS PER WEEK REPORTED IN PART VII ARE THE TOTAL HOURS PER WEEK FOR ALL FOUR MEDICA ORGANIZATIONS.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |

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  
MEDICA HEALTH PLANS

Employer identification number  
41-1242261

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

| (a)<br>Name, address, and EIN of disregarded entity | (b)<br>Primary activity | (c)<br>Legal domicile (state or foreign country) | (d)<br>Total income | (e)<br>End-of-year assets | (f)<br>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)<br>Name, address, and EIN of related organization                                                                     | (b)<br>Primary activity     | (c)<br>Legal domicile (state or foreign country) | (d)<br>Exempt Code section | (e)<br>Public charity status (if section 501(c)(3)) | (f)<br>Direct controlling entity | (g)<br>Section 512(b)(13) controlled organization |    |
|---------------------------------------------------------------------------------------------------------------------------|-----------------------------|--------------------------------------------------|----------------------------|-----------------------------------------------------|----------------------------------|---------------------------------------------------|----|
|                                                                                                                           |                             |                                                  |                            |                                                     |                                  | Yes                                               | No |
| (1) MEDICA FOUNDATION<br>401 CARLSON PARKWAY<br>MINNETONKA, MN 55305<br>41-1812461                                        | FOUNDATION                  | MN                                               | 501(C)(3)                  | 509(A)(3) II                                        | MEDICA HOLDING COMPANY           | Yes                                               |    |
| (2) MEDICA HEALTH PLANS OF WISCONSIN<br>401 CARLSON PARKWAY<br>MINNETONKA, MN 55305<br>41-1843804                         | HEALTH COVERAGE             | MN                                               | 501(C)(4)                  |                                                     | MEDICA HOLDING COMPANY           | Yes                                               |    |
| (3) MEDICA HOLDING COMPANY<br>401 CARLSON PARKWAY<br>MINNETONKA, MN 55305<br>01-0571840                                   | HOLDING COMPANY/NO ACTIVITY | MN                                               | 501(C)(4)                  |                                                     | N/A                              |                                                   | No |
| (4) MEDICA RESEARCH FOUNDATION DBA MEDICA RESEARCH INSTITUTE<br>401 CARLSON PARKWAY<br>MINNETONKA, MN 55305<br>27-0600894 | RESEARCH FOUNDATION         | MN                                               | 501(C)(3)                  | 509(A)(3) I                                         | MEDICA HOLDING COMPANY           | Yes                                               |    |
|                                                                                                                           |                             |                                                  |                            |                                                     |                                  |                                                   |    |
|                                                                                                                           |                             |                                                  |                            |                                                     |                                  |                                                   |    |
|                                                                                                                           |                             |                                                  |                            |                                                     |                                  |                                                   |    |

Part IIIPart 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)<br>Name, address, and EIN<br>of<br>related organization | (b)<br>Primary activity | (c)<br>Legal<br>domicile<br>(state or<br>foreign<br>country) | (d)<br>Direct controlling<br>entity | (e)<br>Predominant income<br>(related, unrelated,<br>excluded from tax<br>under sections 512-<br>514) | (f)<br>Share of total<br>income | (g)<br>Share of end-of-<br>year<br>assets | (h)<br>Disproportionate<br>allocations? |    | (i)<br>Code V—UBI<br>amount in box 20 of<br>Schedule K-1<br>(Form 1065) | (j)<br>General or<br>managing<br>partner? |    | (k)<br>Percentage<br>ownership |
|-------------------------------------------------------------|-------------------------|--------------------------------------------------------------|-------------------------------------|-------------------------------------------------------------------------------------------------------|---------------------------------|-------------------------------------------|-----------------------------------------|----|-------------------------------------------------------------------------|-------------------------------------------|----|--------------------------------|
|                                                             |                         |                                                              |                                     |                                                                                                       |                                 |                                           | Yes                                     | No |                                                                         | Yes                                       | No |                                |
|                                                             |                         |                                                              |                                     |                                                                                                       |                                 |                                           |                                         |    |                                                                         |                                           |    |                                |
|                                                             |                         |                                                              |                                     |                                                                                                       |                                 |                                           |                                         |    |                                                                         |                                           |    |                                |
|                                                             |                         |                                                              |                                     |                                                                                                       |                                 |                                           |                                         |    |                                                                         |                                           |    |                                |
|                                                             |                         |                                                              |                                     |                                                                                                       |                                 |                                           |                                         |    |                                                                         |                                           |    |                                |
|                                                             |                         |                                                              |                                     |                                                                                                       |                                 |                                           |                                         |    |                                                                         |                                           |    |                                |
|                                                             |                         |                                                              |                                     |                                                                                                       |                                 |                                           |                                         |    |                                                                         |                                           |    |                                |
|                                                             |                         |                                                              |                                     |                                                                                                       |                                 |                                           |                                         |    |                                                                         |                                           |    |                                |

Part IVPart 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)<br>Name, address, and EIN of related organization                                       | (b)<br>Primary activity      | (c)<br>Legal domicile<br>(state or<br>foreign<br>country) | (d)<br>Direct controlling<br>entity | (e)<br>Type of entity<br>(C corp, S corp,<br>or trust) | (f)<br>Share of total<br>income | (g)<br>Share of<br>end-of-year<br>assets | (h)<br>Percentage<br>ownership |
|---------------------------------------------------------------------------------------------|------------------------------|-----------------------------------------------------------|-------------------------------------|--------------------------------------------------------|---------------------------------|------------------------------------------|--------------------------------|
| (1) MEDICA INSURANCE COMPANY<br>401 CARLSON PARKWAY<br>MINNETONKA, MN 55305<br>41-1490988   | HEALTH INSURANCE             | MN                                                        | MEDICA AFFILIATED<br>SERVICES       | C                                                      |                                 |                                          |                                |
| (2) MEDICA SELF-INSURED<br>401 CARLSON PARKWAY<br>MINNETONKA, MN 55305<br>41-1479417        | THIRD PARTY<br>ADMINISTRATOR | MN                                                        | MEDICA AFFILIATED<br>SERVICES       | C                                                      |                                 |                                          |                                |
| (3) MEDICA AFFILIATED SERVICES<br>401 CARLSON PARKWAY<br>MINNETONKA, MN 55305<br>41-1716415 | HOLDING COMPANY              | MN                                                        | MEDICA HOLDING<br>COMPANY           | C                                                      |                                 |                                          |                                |
| (4) MEDICA HEALTH MANAGEMENT<br>401 CARLSON PARKWAY<br>MINNETONKA, MN 55305<br>20-8005519   | HEALTH<br>MANAGEMENT         | MN                                                        | MEDICA AFFILIATED<br>SERVICES       | 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

Yes

1b

Yes

1c

No

1d

No

1e

No

1f

No

1g

No

1h

No

1i

No

1j

No

1k

No

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)<br>Name of other organization | (b)<br>Transaction<br>type(a-r) | (c)<br>Amount involved | (d)<br>Method of determining amount<br>involved |
|-----------------------------------|---------------------------------|------------------------|-------------------------------------------------|
| (1) See Additional Data Table     |                                 |                        |                                                 |
| (2)                               |                                 |                        |                                                 |
| (3)                               |                                 |                        |                                                 |
| (4)                               |                                 |                        |                                                 |
| (5)                               |                                 |                        |                                                 |
| (6)                               |                                 |                        |                                                 |



Part VII

Supplemental Information

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

| Identifier | Return Reference | Explanation |  |
|------------|------------------|-------------|--|
|------------|------------------|-------------|--|



Software ID:

Software Version:

EIN: 41-1242261

Name: MEDICA HEALTH PLANS

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

| (a)<br>Name of other organization                            | (b)<br>Transaction<br>type(a-r) | (c)<br>Amount<br>Involved<br>(\$) | (d)<br>Method of determining<br>amount involved |
|--------------------------------------------------------------|---------------------------------|-----------------------------------|-------------------------------------------------|
| (1) MEDICA FOUNDATION                                        | B                               | 3,500,000                         | ACTUAL AMOUNT                                   |
| (2) MEDICA FOUNDATION                                        | M                               | 82,864                            | ACTUAL AMOUNT                                   |
| (3) MEDICA FOUNDATION                                        | N                               | 176,204                           | ACTUAL AMOUNT                                   |
| (4) MEDICA RESEARCH FOUNDATION DBA MEDICA RESEARCH INSTITUTE | B                               | 6,500,000                         | ACTUAL AMOUNT                                   |
| (5) MEDICA RESEARCH FOUNDATION DBA MEDICA RESEARCH INSTITUTE | M                               | 556,328                           | ACTUAL AMOUNT                                   |
| (6) MEDICA RESEARCH FOUNDATION DBA MEDICA RESEARCH INSTITUTE | N                               | 1,082,426                         | ACTUAL AMOUNT                                   |
| (7) MEDICA HEALTH PLANS OF WISCONSIN                         | A                               | 105,625                           | ACTUAL AMOUNT                                   |
| (8) MEDICA SELF INSURED                                      | M                               | 47,455,675                        | ACTUAL AMOUNT                                   |
| (9) MEDICA SELF INSURED                                      | P                               | 24,872,629                        | ACTUAL AMOUNT                                   |
| (10) MEDICA HEALTH MANAGEMENT                                | M                               | 9,356,668                         | ACTUAL AMOUNT                                   |
| (11) MEDICA HEALTH MANAGEMENT                                | N                               | 24,429,133                        | ACTUAL AMOUNT                                   |
| (12) MEDICA INSURANCE COMPANY                                | M                               | 78,467,976                        | ACTUAL AMOUNT                                   |
| (13) MEDICA INSURANCE COMPANY                                | P                               | 40,131,897                        | ACTUAL AMOUNT                                   |