

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

For Paperwork Reduction Act Notice, see the separate instructions. Cat No 11282Y Form **990** (2016)

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III ☒**1** Briefly describe the organization's mission:

To improve the health status of the residents in all of the communities we serve. We accomplish this through innovative programs to provide health care coverage with an emphasis on preventative care as well as outreach programs to the communities aimed at enhancing and promoting healthier communities. Merger Transaction: HealthPlus of Michigan merged with the organization on February 1, 2016 in a statutory merger as defined in IRC Section 368.

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 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 \$ 1,883,433,410 including grants of \$ 491,240) (Revenue \$ 1,890,707,256)
See Additional Data

4b (Code) (Expenses \$ including grants of \$) (Revenue \$)

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

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

4e Total program service expenses **▶** 1,883,433,410

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	1	No
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?	2	No
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3	No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	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? <i>If "Yes," complete Schedule C, Part III</i>	5	No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> 🗑️	6	No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> 🗑️	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> 🗑️	8	No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> 🗑️	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> 🗑️	10	No
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> 🗑️	11a	Yes
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> 🗑️	11b	Yes
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i> 🗑️	11c	No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> 🗑️	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> 🗑️	11e	Yes
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i> 🗑️	11f	Yes
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> 🗑️	12a	No
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i> 🗑️	12b	Yes
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	14b	No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>	15	No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>	16	No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i> (see instructions)	17	No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	18	No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19	No

Part IV Checklist of Required Schedules (continued)

	Yes	No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	Yes	
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		No
23 Did the organization answer "Yes" to Part VII, Section A, line 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>	Yes	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>		No
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
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?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		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>		No
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i>		No
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		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>		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>		No
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		No
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		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>		No
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		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>		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>		No
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	Yes	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	Yes	
b If "Yes" to line 35a, 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>	Yes	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
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>		No
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	Yes	

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V ☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a	7,953
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	1,123
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	Yes
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	Yes
b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O	3b	Yes
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	No
b	If "Yes," enter the name of the foreign country ▶ _____ See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR)		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8	
9a	Did the sponsoring organization make any taxable distributions under section 4966?	9a	
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b	
10	Section 501(c)(7) organizations. Enter		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O	13a	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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 or note to any line in this Part VI. ☒**Section A. Governing Body and Management**

		Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	1a 16		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.			
b Enter the number of voting members included in line 1a, above, who are independent	1b 13		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		No
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		No
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		No
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5		No
6 Did the organization have members or stockholders?	6	Yes	
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	Yes	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	Yes	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a The governing body?	8a	Yes	
b Each committee with authority to act on behalf of the governing body?	8b	Yes	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.	9		No

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

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?	10a	No
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13.	12a	Yes
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done.	12c	Yes
13 Did the organization have a written whistleblower policy?	13	Yes
14 Did the organization have a written document retention and destruction policy?	14	Yes
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	15a	Yes
b Other officers or key employees of the organization	15b	Yes
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	Yes
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	Yes

Section C. Disclosure

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

Check if Schedule O contains a response or note to any line in this Part VII ☐

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
See Additional Data Table										
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								5,015,312	9,269,839	2,181,576

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 **▶ 168**

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
Accenture LLP PO Box 70629 Chicago, IL 60673	Software support & consulting	9,069,386
Patricia N Harrison, 24416 Crocker Blvd Clinton Twp, MI 80111	Advertising	5,730,776
Brian Unlimited Distribution 13700 Oakland St Highland Park, MI 48203	Printing and Mailing	2,711,059
McKesson Technologies INC 5995 Windward Parkway Alpharetta, GA 30005	software support & consulting	2,685,461
Medtouch LLC 450 Artisan Way 310 Somerville, MA 02145	software support & consulting	2,280,389

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 **▶ 103**

Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII ☐

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns . . .	1a				
	b Membership dues . . .	1b				
	c Fundraising events . . .	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f				
	g Noncash contributions included in lines 1a-1f \$ _____					
	h Total. Add lines 1a-1f ▶					
Program Service Revenue		Business Code				
	2a Health Care Premiums	524114	1,885,016,189	1,885,016,189		
	b Hlth Ins Claims Assessmt	624110	5,691,067	5,691,067		
	c _____					
	d _____					
	e _____					
	f All other program service revenue					
	g Total. Add lines 2a-2f ▶		1,890,707,256			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶		5,771,232			5,771,232
	4 Income from investment of tax-exempt bond proceeds ▶					
	5 Royalties ▶					
	6a Gross rents	(i) Real (ii) Personal				
	b Less rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss) ▶					
	7a Gross amount from sales of assets other than inventory	(i) Securities (ii) Other				
		52,743,558				
	b Less cost or other basis and sales expenses	52,515,462 37,075				
	c Gain or (loss)	228,096 -37,075				
	d Net gain or (loss) ▶		191,021			191,021
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 a					
	b Less direct expenses b					
	c Net income or (loss) from fundraising events . . . ▶					
	9a Gross income from gaming activities See Part IV, line 19 a					
	b Less direct expenses b					
	c Net income or (loss) from gaming activities . . . ▶					
	10a Gross sales of inventory, less returns and allowances . . . a					
	b Less cost of goods sold . . . b					
c Net income or (loss) from sales of inventory . . . ▶						
Miscellaneous Revenue	Business Code					
11a						
b						
c						
d All other revenue		630,834			630,834	
e Total. Add lines 11a-11d ▶		630,834				
12 Total revenue. See Instructions ▶		1,897,300,343	1,890,707,256	0	6,593,087	

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).

Check if Schedule O contains a response or note to any line in this Part IX ☐**Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.**

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21.	491,240	491,240		
2 Grants and other assistance to domestic individuals. See Part IV, line 22.				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, line 15 and 16.				
4 Benefits paid to or for members.	1,681,644,499	1,681,644,499		
5 Compensation of current officers, directors, trustees, and key employees.	3,209,242	2,424,514	784,728	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	298,885	298,885		
7 Other salaries and wages.	93,678,449	86,135,599	7,542,850	
8 Pension plan accruals and contributions (include section 401 (k) and 403(b) employer contributions).	10,096,014	9,270,689	825,325	
9 Other employee benefits.	12,487,480	11,264,071	1,223,409	
10 Payroll taxes.	7,269,100	6,631,961	637,139	
11 Fees for services (non-employees):				
a Management.				
b Legal.	1,353,706		1,353,706	
c Accounting.	495,624		495,624	
d Lobbying.				
e Professional fundraising services. See Part IV, line 17.				
f Investment management fees.	265,997		265,997	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	2,817,441	2,817,441		
12 Advertising and promotion.	26,865,579	26,488,158	377,421	
13 Office expenses.	5,377,633	5,338,786	38,847	
14 Information technology.	29,014,603	28,326,985	687,618	
15 Royalties.				
16 Occupancy.	1,890,313	1,854,028	36,285	
17 Travel.	556,537	518,016	38,521	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19 Conferences, conventions, and meetings.	264,560	233,154	31,406	
20 Interest.	2,614,893		2,614,893	
21 Payments to affiliates.				
22 Depreciation, depletion, and amortization.	23,643,351	19,695,384	3,947,967	
23 Insurance.				
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O):				
a UBI TAX.	1,361		1,361	
b				
c				
d				
e All other expenses.	5,042,980		5,042,980	
25 Total functional expenses. Add lines 1 through 24e.	1,909,379,487	1,883,433,410	25,946,077	0
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance SheetCheck if Schedule O contains a response or note to any line in this Part IX ☐

				(A) Beginning of year		(B) End of year	
Assets	1	Cash—non-interest-bearing		25,957,223	1	38,298,819	
	2	Savings and temporary cash investments		128,406,623	2	168,754,867	
	3	Pledges and grants receivable, net			3		
	4	Accounts receivable, net		62,555,612	4	99,766,854	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L			5		
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). 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		4,625,099	9	12,643,442	
	10a	Land, buildings, and equipment—cost or other basis. Complete Part VI of Schedule D	10a	189,020,577			
	b	Less: accumulated depreciation	10b	92,126,299	99,185,706	10c	96,894,278
	11	Investments—publicly traded securities		129,854,964	11	114,079,116	
	12	Investments—other securities. See Part IV, line 11		109,888,624	12	76,900,117	
	13	Investments—program-related. See Part IV, line 11			13		
	14	Intangible assets		6,018,469	14	8,824,212	
	15	Other assets. See Part IV, line 11		8,824,212	15	31,380,601	
16	Total assets. Add lines 1 through 15 (must equal line 34)		575,316,532	16	647,542,306		
Liabilities	17	Accounts payable and accrued expenses		45,309,493	17	69,383,123	
	18	Grants payable			18		
	19	Deferred revenue		17,600,901	19	11,204,332	
	20	Tax-exempt bond liabilities			20		
	21	Escrow or custodial account liability. Complete Part IV of Schedule D			21		
	22	Loans and other 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		177,337,749	25	230,193,012	
	26	Total liabilities. Add lines 17 through 25		240,248,143	26	310,780,467	
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets		335,068,389	27	336,761,839	
	28	Temporarily restricted net assets			28		
	29	Permanently restricted net assets			29		
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.						
	30	Capital stock or trust principal, or current funds			30		
	31	Paid-in or capital surplus, or land, building or equipment fund			31		
	32	Retained earnings, endowment, accumulated income, or other funds			32		
33	Total net assets or fund balances		335,068,389	33	336,761,839		
34	Total liabilities and net assets/fund balances		575,316,532	34	647,542,306		

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI ☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,897,300,343
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,909,379,487
3	Revenue less expenses Subtract line 2 from line 1	3	-12,079,144
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	335,068,389
5	Net unrealized gains (losses) on investments	5	11,697
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	13,760,898
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	336,761,839

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII ☒

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
b Were the organization's financial statements audited by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	Yes	
c If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O		No
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		

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

Form 990 (2016)

Form 990, Part III, Line 4a:

Health Alliance Plan (HAP) is a nonprofit, regional health plan based in Detroit that provides health coverage to Individuals and companies. HAP is a subsidiary of the Henry Ford Health System, one of the nation's leading health care systems. A leader in personalized customer service, disease management and wellness programs, HAP partners with physicians, employers and community organizations to improve the health and well-being of the community. HAP offers six distinct product portfolios: o Group Fully Insured Commercial - HMO - EPO - Health Engagement - Small Business Solutions o Personal Alliance for Individuals (pre-65) and Families - HMO o Medicare Solutions for Individuals and groups - HAP Senior Plus (HMO) - HAP Senior Plus (HMO-POS) Participating Physicians and Ancillary Providers. HAP's robust provider networks include the following leading Michigan doctors, hospitals and health systems: Beaumont, Detroit Medical Center, St. Joseph Mercy, St. John/Providence, Henry Ford Health System, Genesys, McLaren and the University of Michigan. HAP contracts with 95 Michigan hospitals to serve its HMO members. Statewide and national provider network solutions are available for other product lines through strategic relationships with Physicians Care Network, CIGNA and NationCare for companies with multiple locations. HAP contracts with urgent care centers, pharmacies and ancillary providers to serve its membership. At the end of 2016, HAP's HMO membership enrollment was 287,960. HAP serviced 3,458,136 member months. Members worked with their chosen healthcare providers to maintain a healthy lifestyle or manage their chronic conditions. The following statistics reflect utilization for the HMO product: HAP HMO Commercial and Medicare members incurred 32,886 medical/surgical hospital admissions in 2016; this figure includes admissions for behavioral health-related issues. HAP and its providers encourage members to seek routine services and preventive health screenings to maintain their health and meet their personal health goals. The majority of these services are obtained in their physician offices. HAP spends a considerable amount of resources communicating with members and providing supportive health programs and resources to help them achieve sustainable healthy habits and manage chronic conditions. Examples of health and wellness programs and resources include: 1) Personal Service Coordinators are assigned to members during the first two years of membership to help them understand their HAP coverage and navigate the healthcare system. 2) Online health risk assessment and digital coaching tools. 3) Member events and educational resources: diabetes self-care, stress reduction, nutrition, physical fitness coaching, women and heart disease, stress management events and educational resources, preventive services guidelines, Balanced Living magazine and online blog. 4) Preventive Services: cancer screenings, annual physicals, immunizations and a variety of other preventive services. 5) Weight Watchers discounts and weight management programs promote lasting weight control. 6) Smoking Cessation programs provide ongoing support. 7) Global Emergency Services and Identify Theft Protection through Assist America. Urgent care and emergency services are covered worldwide. Our contract with Assist America provides a full range of emergency medical services to help with difficulties while traveling 100+ miles away from home, or abroad, and free identity theft protection. 8) Restore Comfort and Palliative Care Program. 9) Restore CareTrack Disease Management Program matches members with chronic conditions with the resources they need to reach their personal health goals, from personalized health information to inspirational nurse health coaching. 10) Mental Health and Substance Abuse: Specially trained social workers, psychologists and counselors provide integrated behavioral and medical disease management services to members with mental health and substance abuse conditions. 11) Medication Therapy Management Program. HAP pharmacists counsel seniors with chronic conditions and work with their physicians to make taking multiple medications safer and more effective and address the barriers to medication therapy adherence. 12) Worksite Wellness programs bring free or low-cost preventive services and health education to the workplace tailored to the needs of each company. HAP offers workshops on health and wellness topics, behavior change programs, health screenings, health fairs and an employee assistance program, newsletters and wellness forums for employer groups. 13) HAP member discounts: HAP Advantage offers valuable money-saving discounts and extras to Health Alliance Plan subscribers on a variety of health-and-wellness related activities and venues. Many HAP Advantage relationships are local companies. 14) Quarterly member wellness challenges are designed to engage members in friendly "competition" to improve healthy behaviors like physical activity, nutrition, and stress management. Community Stewardship: HAP supports many community organizations in a variety of ways. Examples of organizations we support regularly (through both financial support and employee volunteerism) include the Detroit Urban League, Orchards Children's Services and domestic violence shelters HAVEN, Humble Design, Playworks of Michigan, Forgotten Harvest, and Turning Point. In 2016 HAP employees contributed 1,560 volunteer hours to community service. HAP executives donated 2,134 hours to serving on community nonprofit boards of directors. Signature Community Programs: HAP 5K Challenge. Many chronic health conditions could be avoided through a healthier lifestyle yet, lifestyle changes are especially difficult for people who lack support, motivation or financial resources. For this reason, HAP developed a free program designed to turn "couch potatoes" into runners. HAP's nine-week 5K Challenge offered support to first-time runners in southeast Michigan through in-person group training sessions with a licensed instructor, combined with online support, activity tracking tools and engagement with coaches and peers. Interest in the program far exceeded expectations. Participants who completed the program and ultimately competed in the 5K run reported lower blood pressure, increased stamina and weight loss. Over 300 members took advantage of this program in 2016. Splash Bash: After learning that Detroit residents were not taking advantage of available aquatic recreational opportunities, HAP launched a free water aerobics program - Splash Bash - that gives adults free access to water aerobics classes in partnership with local community health and recreation centers with adequate aquatic facilities. In 2016, over 5,900 people participated in this program around metro Detroit and Flint. Enhance Fitness: HAP partners with the National Kidney Foundation of Michigan to bring Enhance Fitness to the community through partnerships with local community health and recreation centers. Enhance Fitness is a free physical activity program geared toward improving the overall functional fitness and well-being of older adults. However, adults of any age are welcome. In 2016, over 3,000 community members participated in this program around metro Detroit and Flint. HAP Matching Gifts Program: HAP provides matching gifts to support employee giving to the causes and organizations they care about. The Program also reflects our core values of respect for people and a social conscience in our communities. HAP encourages employee philanthropy through the matching gifts program. In 2016, HAP matched \$3,500 in employee donations to 10 community organizations. program. In 2015, HAP matched \$1,970 in employee donations to 10 community organizations. National Kidney Foundation (NKF) Kidney Walk: In 2016, HAP walkers and volunteers raised nearly \$5,726 to support the NKF's efforts to combat kidney disease and diabetes. Bowling for Kids' Sake (Sterling Heights): In 2016, HAP volunteers raised more than \$12,000 in support of Big Brothers Big Sisters of Metropolitan Detroit at their annual Bowl for Kids' Sake bowling event. On Your Mark: youth fitness camps were provided to 2 Detroit Parks and Recreation locations to help support their summer camp programs. Over 250 Detroit youth took part in boot camp-style fitness programs focused on team building and leading healthier lifestyles.

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Marvin Beatty Director	1 00 0 00	X						0	0	0
Susie M Wells Director	1 00 0 00	X						0	0	0
Rosalie E Denning Director	1 00 0 00	X						0	0	0
Nancy Schlichting Director - Part Year	1 00 62 00	X						0	4,684,101	62,044
Shari L Burgess Director- Chair	1 00 0 00	X		X				0	0	0
Joyce V Hayes Giles Director	1 00 0 00	X						0	0	0
Jamie C Hsu PhD Director	1 00 0 00	X						0	0	0
Sandra A Cavette MPH RDH Director	1 00 0 00	X						0	0	0
Marquerite S Rigby Director	1 00 0 00	X						0	0	0
Harvey Hollins III Director	1 00 0 00	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Colleen M Ezzeddine PhD Director	1 00 0 00	X						0	0	0
Judith S Milosic Director	1 00 0 00	X						0	0	0
Susanne M Mitchell Director	1 00 0 00	X						0	0	0
Michelle B Schreiber MD Director	1 00 0 00	X						0	505,438	53,916
James G Vella Director	1 00 0 00	X						0	0	0
Teresa L Kline President & CEO (Started Nov 2016)	1 00 0 00	X						0	76,923	0
Raymond C Lope Director	60 00 1 00	X						0	0	0
Wright L Lassiter III Director/Interim Pres & CEO(part year)	1 00 62 00	X		X				0	2,219,445	330,708
Todd Hutchison Treasurer/CFO (part year)	55 00 5 00			X				429,965	0	42,088
Dan E Champney Assistant Secretary	55 00 5 00			X				277,858	0	34,818

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors											
(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations	
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former				
Edith L Eisenmann Secretary	1 00 62 00			X				0	345,732	34,586	
Naim Munir MD SVP & Chief Health Officer	55 00 5 00				X			689,822	0	45,892	
Mary Ann Tournoux Sr VP & Chief Marketing Of	55 00 5 00				X			620,165	0	42,691	
Annette M Marcath VP & Chief Information Off	55 00 5 00				X			327,770	0	47,055	
Matthew M Walsh SVP & Chief Operating Offi	55 00 6 00				X			607,065	0	44,053	
Balakrishna Pai MD Sr Medical Director	60 00 0 00					X		400,401	0	61,650	
Gregory Buran VP Utilization Mgt Phys	60 00 0 00					X		429,123	0	46,482	
John D Calabria MD Sr Medical Director	60 00 0 00					X		318,841	0	23,483	
Robin D Kelmenson MD SR Medical Director	60 00 0 00					X		352,955	0	32,458	
Timothy Sullivan VP - Healthcare Affrd & Prf Imp	60 00 0 00					X		305,359	0	24,652	

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
James M Connelly Former President & CEO	0 00 0 00						X	0	1,177,761	1,161,160
Derick Adams Former VP Human Resources	20 00 40 00						X	0	260,439	50,942
Dianna L Ronan Former Treasurer	55 00 5 00						X	255,988	0	42,898

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -		DLN: 93493317047687	
<div>SCHEDULE D (Form 990)</div> <div>Department of the Treasury Internal Revenue Service</div>		<div>Supplemental Financial Statements</div> <div>► Complete if the organization answered "Yes," on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. ► Attach to Form 990.</div> <div>Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.</div>			<div>OMB No 1545-0047</div> <div>2016</div> <div>Open to Public Inspection</div>
Name of the organization HEALTH ALLIANCE PLAN OF MICHIGAN				Employer identification number 38-2242827	
Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" on Form 990, Part IV, line 6.					
		(a) Donor advised funds		(b) Funds and other accounts	
1	Total number at end of year				
2	Aggregate value of contributions to (during year)				
3	Aggregate value of grants from (during year)				
4	Aggregate value at end of year				
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?				<input type="checkbox"/> Yes <input type="checkbox"/> No
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?				<input type="checkbox"/> Yes <input type="checkbox"/> No
Part II Conservation Easements. Complete if the organization answered "Yes" on Form 990, Part IV, line 7.					
1	Purpose(s) of conservation easements held by the organization (check all that apply) <input type="checkbox"/> Preservation of land for public use (e g , recreation or education) <input type="checkbox"/> Preservation of an historically important land area <input type="checkbox"/> Protection of natural habitat <input type="checkbox"/> Preservation of a certified historic structure <input type="checkbox"/> Preservation of open space				
2	Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year				
a	Total number of conservation easements	Held at the End of the Year			
b	Total acreage restricted by conservation easements	2a			
c	Number of conservation easements on a certified historic structure included in (a)	2b			
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2c			
		2d			
3	Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax 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?				<input type="checkbox"/> Yes <input type="checkbox"/> No
6	Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ►				
7	Amount of expenses incurred in monitoring, inspecting, handling of violations, 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 section 170(h)(4)(B)(ii)?				<input type="checkbox"/> Yes <input type="checkbox"/> No
9	In Part XIII, 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" on Form 990, Part IV, line 8.					
1a	If the organization elected, as permitted under SFAS 116 (ASC 958), 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 XIII, the text of the footnote to its financial statements that describes these items				
b	If the organization elected, as permitted under SFAS 116 (ASC 958), 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) Revenue included on 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 (ASC 958) relating to these items				
a	Revenue included on Form 990, Part VIII, line 1	► \$			
b	Assets included in Form 990, Part X	► \$			
For Paperwork Reduction Act Notice, see the Instructions for Form 990.					
		Cat No 52283D		Schedule D (Form 990) 2016	

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3

Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

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

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" on 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 XIII and complete the following table

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIII Check here if the explanation has been provided in Part XIII

☐

Part V

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

	(a)Current year	(b)Prior year	(c)Two years back	(d)Three years back	(e)Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2

Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a

Board designated or quasi-endowment

b

Permanent endowment

c

Temporarily restricted endowment

The percentages on lines 2a, 2b, and 2c should equal 100%

3a

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

(i) unrelated organizations

(ii) related organizations

b

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

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

4

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

Part VI

Land, Buildings, and Equipment.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		851,336		851,336
b Buildings		10,952,329	4,907,600	6,044,729
c Leasehold improvements		14,520,342	7,137,445	7,382,897
d Equipment		29,033,125	17,042,371	11,990,754
e Other		133,663,445	63,038,883	70,624,562
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))				96,894,278

Part VII

Investments—Other Securities. Complete if the organization answered 'Yes' on Form 990, Part IV, line 11b.
See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other _____ (A) HAP Preferred, Inc	5,912,937	C
(B) Alliance Health & Life Insurance Co	36,898,994	C
(C) Midwest	25,855,915	C
(D) ASR	8,232,271	C
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12) ▶	76,900,117	

Part VIII

Investments—Program Related. Complete if the organization answered 'Yes' on Form 990, Part IV, line 11c.
See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 13) ▶		

Part IX

Other Assets. Complete if the organization answered 'Yes' on Form 990, Part IV, line 11d See Form 990, Part X, line 15

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15) ▶	

Part X

Other Liabilities. Complete if the organization answered 'Yes' on Form 990, Part IV, line 11e or 11f.
See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
Medical Claims	166,343,395
Capital Lease	28,507,998
Retiree Benefits	2,902,187
Pension	32,439,432
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ▶	230,193,012

2. Liability for uncertain tax positions In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII

☒

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains (losses) on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)	5	

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

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

Part XIII Supplemental Information

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, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Return Reference	Explanation
See Additional Data Table	

Part XIII Supplemental Information *(continued)*

Return Reference	Explanation

Additional Data

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

Supplemental Information

Return Reference	Explanation
Part X, Line 2	HAP is an entity described under Internal Revenue Code Section 501(c)(4) and as such is exempt from federal and state income taxes Any income not substantially related to the organization's exempt purpose may be considered unrelated business income (UBI) under IRC Section 511 and, as such, subject to tax at normal corporate rates HAP has concluded that there are no material uncertain tax positions as of December 31, 2016 and 2015

efile GRAPHIC print - DO NOT PROCESS

As Filed Data -

DLN: 93493317047687

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
HEALTH ALLIANCE PLAN OF MICHIGAN

Grants and Other Assistance to Organizations,
Governments and Individuals in the United States

Complete if the organization answered "Yes," on Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

▶ Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

Open to Public Inspection

Employer identification number
38-2242827

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 Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
See Additional Data Table							
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 23

3 Enter total number of other organizations listed in the line 1 table 6

Part III **Grants and Other Assistance to Domestic Individuals.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22

Part III can be duplicated 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
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					

Part IV **Supplemental Information.** Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

Return Reference	Explanation
Part I, Line 2	The community outreach department monitors grants paid to charitable and governmental entities

Additional Data

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

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	(b) EIN	(c) IRC 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
National Kidney Foundation 1900 E Jefferson 222 Detroit, MI 48207	38-1559941	501 (c)(3)	62,443				Organizational Support
Leadership Oakland 4555 Investment Dr Suite 302 Troy, MI 48098	38-3390575	501 (c)(3)	8,200				Organizational support

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC 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
100 Black Men One Ford Place Detroit, MI 48202	38-3124115	501 (c)(3)	6,000				Organizational support
Boys & Girls Clubs of SE Michigan 26777 Halsted Rd 100 Farmington Hills, MI 48331	38-1387123	501 (c)(3)	6,300				Organizational support

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC 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
City of Troy- Troy Parks and Recreation 3179 Livernois Troy, MI 48083	38-6027333		8,000				Organizational support
City of Warren- Warren Parks & Recreation Dept PO Box 7006 Troy, MI 480077006	38-6006931		7,000				OrgAnizational support

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC 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
							Organizational support
YMCA 1401 Broadway St A3 Detroit, MI 48226	38-1358055	501 (c)(3)	6,250				Organizational support

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC 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
Crim Fitness Foundation Inc 452 S Saginaw Street Suite 1 Flint, MI 48502	38-2595169	501 (c)(3)	13,150				Organizational support
Detroit Urban League 208 Mack Avenue Detroit, MI 48201	38-1358387	501 (c)(3)	6,000				Organizational support

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC 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
Flint Cultural Center Corp 601 E Second St Flint, MI 48503	38-6089075	501 (c)(3)	62,500				Organizational support
City of Detroit 18100 Meyers Detroit, MI 48234	38-6004606	501 (c)(3)	20,000				Organizational support

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC 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
Economic Club of Detroit 211 West Fort St 710 Detroit, MI 48226	38-0508823	501 (c)(3)	10,380				Organizational support
Greater Detroit Area Health Council Inc 30200 Telegraph Suite 105 Bingham Farms, MI 48025	38-1360904	501 (c)(3)	6,000				Organizational support

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC 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
Old Newsboys of Flint 6255 Taylor Drive Flint, MI 48507	38-6020365	501 (c)(3)	5,000				Organizational support
M & L Online PO Box 9072 Farmington Hills, MI 483339072	38-3538481	501 (c)(3)	5,000				Organizational support

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC 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
On Your Mark Youth Fitness 602 Walnut Royal Oak, MI 48073	81-2093145		14,000				Organizational support
Michigan Hispanic Chapter 31455 Southfield Beverly Hills, MI 48025	38-2872956	501 (c)(3)	6,000				Organizational support

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC 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
Michigan Wellness Co 2125 Butterfield Dr Troy, MI 48084	46-0825218	501 (c)(3)	5,000				Organizational support
Playworks Education Energized 2990 W Grand Blvd Suite 231 Detroit, MI 48202	94-3251867	501 (c)(3)	9,500				Organizational support

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC 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
Michigan Chronicle 479 Ledyard Detroit, MI 48201	38-0826530		7,500				Organizational support
Pulse3 Foundation 1015 S Washington Saginaw, MI 48601	38-3146518	501 (c)(3)	7,500				Organizational support

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC 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
							Organizational support
Spaulding for Children 16250 Northland Dr Ste 120 Southfield, MI 48075	38-1871660	501 (c)(3)	5,000				Organizational support

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC 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
Wayne State University 656 W Kirby 4145 Faculty Bldg Detroit, MI 48202	38-6028429	501 (c)(3)	5,000				Organizational support
Come Play Detroit LLC 1514 Washington Blvd 201 Detroit, MI 48226	27-2031404		5,000				Organizational support

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC 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
Gleaners Community Food Bank 2131 Beaufait Detroit, MI 48207	38-2156255	501 (c)(3)	5,000				Organizational support
Humble Design Inc 180 N Saginaw Pontiac, MI 48342	27-0410088	501 (c)(3)	5,000				Organizational support

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC 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
Judson Center Inc 4410 W 13 Mile Rd Royal Oak, MI 48073	38-1359084	501 (c)(3)	5,000				Organizational support

Schedule J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2015

Open to Public Inspection

Name of the organization HEALTH ALLIANCE PLAN OF MICHIGAN	Employer identification number 38-2242827
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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 on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Discretionary spending account</div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div>		
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 of the expenses described above? If "No," complete Part III to explain	Yes	
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?	Yes	
3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. <div><div><input type="checkbox"/> Compensation committee</div><div><input type="checkbox"/> Independent compensation consultant</div><div><input type="checkbox"/> Form 990 of other organizations</div><div><input type="checkbox"/> Written employment contract</div><div><input type="checkbox"/> Compensation survey or study</div><div><input type="checkbox"/> Approval by the board or compensation committee</div></div>		
4 During the year, did any person listed on 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?		No
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	Yes	
c Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.		No
Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.		
5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of: a The organization?		No
b Any related organization? If "Yes," on line 5a or 5b, describe in Part III.		No
6 For persons listed on 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?		No
b Any related organization? If "Yes," on line 6a or 6b, describe in Part III.		No
7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III.		No
8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.		No
9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?		

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

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column(B) reported as deferred on prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
See Additional Data Table							

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Return Reference	Explanation
Part I, Line 1a	Part I - 1a Tax indemnification and gross-up payments. Certain members of the organization's senior leadership received gross-up payments in regards to the supplemental executive retirement SERP 457 (f) plan.
Part I, Line 3	The Chief Executive Officer for Health Alliance Plan is an employee of Henry Ford Health System, HAP's parent company. Henry Ford Health System has a Compensation Committee of the Board of Trustees consisting of all independent trustees. The committee meets throughout the year and is charged with the approval of the organization's overall compensation and benefit programs as well as the specific review and approval of the compensation of certain employees including the Chief Executive Officer of HAP. The committee directly engages an independent compensation advisor to assist with this process. The process includes evaluation of the individual's performance, utilization of compensation studies of similarly situated positions as well as comparisons to compensation as reported by other health care organizations. The reasonableness of compensation is evaluated based upon these and other factors.
Part I, Line 4b	Part I - 4b Certain members of the organization's senior leadership team participate in a supplemental retirement program (SERP 457(f) Plan) that results in reportable taxable income as the benefits accrue, rather than as they are paid. It is an element of the plan design to absorb the advance tax impact of these plans for the participants. In such cases the related amounts are reported as taxable income to the individual and included in the determination of reasonable compensation. The employees that received this taxable benefit are also officers and or key employees of the company. 4b HAP SERP 457(f) PLAN Mary Ann Tournoux - SERP (vested - \$10,841) Naim Munir MD - SERP (vested - \$10,559) Annette Marcath - SERP (vested - \$11,340) Dan Champney - SERP (vested - \$803) Todd Hutchison - SERP (non-vested) Matthew Walsh - SERP (non-vested) 4b HFHS SERP 457(f) PLAN Participant Accrual Distribution Non-Vested Reportable W-2 Nancy M. Schlichting 810,039 - - 810,039 James M. Connelly 0 1,571,942 - 412,633 Wright L. Lassiter III - - 283,001 - 4b HFHS Nonqualified 457(b) PLAN Employee Employer Medicare Reportable 2016 Contr 2016 Contr Tax gross-Up W-2 Amounts Nancy M. Schlichting - 18,000 433 18,433 Wright L. Lassiter III - 18,000 433 18,433 Schriber, Michelle - 5,995 184 6,139

Additional Data

Software ID:

Software Version:

EIN: 38-2242827

Name: HEALTH ALLIANCE PLAN OF MICHIGAN

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1Nancy Schlichting Director - Part Year	(i)	0	0	0	0	0	0	0
	(ii)	1,481,602	2,366,503	835,996	25,805	-	-	0
						36,239	4,746,145	
1Michelle B Schreiber MD Director	(i)	0	0	0	0	0	0	0
	(ii)	362,043	131,712	11,683	25,805	-	-	0
						28,111	559,354	
2Wnght L Lassiter III Director/Interim Pres & CEO (part yea	(i)	0	0	0	0	0	0	0
	(ii)	1,232,452	965,938	21,055	306,156	-	-	0
						24,552	2,550,153	
3Todd Hutchison Treasurer/CFO (part year)	(i)	316,003	113,152	810	19,383	22,705	472,053	0
	(ii)	0	0	0	0	-	-	0
						0	0	
4Dan E Champney Assistant Secretary	(i)	212,935	64,120	803	14,171	20,647	312,676	0
	(ii)	0	0	0	0	-	-	0
						0	0	
5Edith L EisenmannSecretary	(i)	0	0	0	0	0	0	0
	(ii)	188,982	133,008	23,742	20,636	-	-	0
						13,950	380,318	
6Naim Munir MD SVP & Chief Health Officer	(i)	404,042	270,319	15,461	19,829	26,063	735,714	0
	(ii)	0	0	0	0	-	-	0
						0	0	
7Mary Ann Tournoux Sr VP & Chief Marketing Of	(i)	380,735	228,589	10,841	21,320	21,371	662,856	0
	(ii)	0	0	0	0	-	-	0
						0	0	
8Annette M Marcath VP & Chief Information Off	(i)	242,118	73,280	12,372	25,277	21,778	374,825	0
	(ii)	0	0	0	0	-	-	0
						0	0	
9Matthew M Walsh SVP & Chief Operating Offi	(i)	368,673	236,682	1,710	23,142	20,911	651,118	0
	(ii)	0	0	0	0	-	-	0
						0	0	
10Balakrnshna Pai MD Sr Medical Director	(i)	276,474	99,205	24,722	42,542	19,108	462,051	0
	(ii)	0	0	0	0	-	-	0
						0	0	
11Gregory Buran VP Utilization Mgt Phys	(i)	293,457	107,764	27,902	20,889	25,593	475,605	0
	(ii)	0	0	0	0	-	-	0
						0	0	
12John D Calabna MD Sr Medical Director	(i)	227,025	66,700	25,116	19,071	4,412	342,324	0
	(ii)	0	0	0	0	-	-	0
						0	0	
13Robin D Kelmenson MD SR Medical Director	(i)	252,125	77,830	23,000	13,890	18,568	385,413	0
	(ii)	0	0	0	0	-	-	0
						0	0	
14Timothy Sullivan VP - Healthcare Affrd & Prf Imp	(i)	235,835	69,524	0	14,163	10,489	330,011	0
	(ii)	0	0	0	0	-	-	0
						0	0	
15James M Connelly Former President & CEO	(i)	0	0	0	0	0	0	0
	(ii)	14,898	750,122	412,741	1,160,432	-	-	1,571,942
						728	2,338,921	
16Denck Adams Former VP Human Resources	(i)	0	0	0	0	0	0	0
	(ii)	203,441	52,578	4,420	19,020	-	-	0
						31,922	311,381	
17Dianna L Ronan Former Treasurer	(i)	201,419	50,347	4,222	17,828	25,070	298,886	0
	(ii)	0	0	0	0	-	-	0
						0	0	

SCHEDULE O
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue ServiceName of the organization
HEALTH ALLIANCE PLAN OF MICHIGAN**Supplemental Information to Form 990 or 990-EZ**Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at
www.irs.gov/form990.

OMB No 1545-0047

2016**Open to Public
Inspection****Employer identification number**

38-2242827

990 Schedule O, Supplemental Information

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

990 Schedule O, Supplemental Information

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

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section A, line 7b	<p>The Member has the following reserved powers under the HAP By-laws</p> <ul style="list-style-type: none">A) Appoint Chairperson of the HAP Board of DirectorsB) Adopt agreement of merger or consolidation, or approve sale, lease or exchange of Corporation's property and assetsC) Approve the transfer of assets to other organizations or individuals if sum exceeds 5% of Corporation's total assetsD) Admit person/entity as new Member or terminate Member's membershipE) Amend HAP By-lawsF) Appoint/remove President of CorporationG) Dissolve Corporation or revoke dissolution of CorporationH) Approve capital and operating budgets

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section B, line 11b	The process the organization uses to review Form 990 prior to filing with the IRS - Review of the entire return with the organization's chief financial officer, chief operating officer and chief executive officer - Review of all compensation matters and disclosures with the compensation committee of the organization's board of trustees - Review of the return with the HAP finance committee of the board of trustees - Provide a copy of the return to the board of trustees

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section B, line 12c	<p>The process for regularly and consistently monitoring and enforcing compliance with the conflict of interest policy for all directors and officers HAP has a robust compliance program The program requires all directors and officers of HAP to complete a conflict of interest document The documents are reviewed and maintained by the Compliance Officer In addition, HAP is required to submit Board disclosure statements to the Michigan Office of Finance and Insurance Regulations Thus, on an annual basis, all Directors, Officers, and key employees, and others subject to IRS Form 990 reporting are requested to complete the Conflict of Interest Questionnaire In addition, they are provided a copy of the policy The Compliance Officer tracks receipt of the Conflict of Interest Questionnaire and follows-up on any identified conflicts All conflicts are reported to the HAP Board of Directors' Audit Committee, and the President and CEO for review and resolution All Directors and Officers are required, under the policy, to report to the Compliance Officer any conflicts that may arise during the year Violations of the Conflicts of Interest Policy - The board determines if the member has in fact failed to disclose an actual or possible conflict of interest and it shall take appropriate disciplinary and corrective action</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section B, line 15	<p>Part VI Section B, Question 15a & b The Organization is an affiliate of Henry Ford Health System (HFHS) who has the responsibility to oversee the compensation practice of the Organization HFHS has a compensation committee of the board of trustees consisting of all external trustees They meet periodically throughout the year They are charged with approval of the Organization's overall compensation and benefit programs as well as the specific review and approval of the compensation of certain employees including the CFO, all officers and key employees of the Organization They directly engage an independent compensation advisor to assist with this process The process includes evaluation of the individual's performance, utilization of compensation studies of similarly situated positions, as well as comparisons to compensation as reported by other health care organizations The reasonableness of compensation is evaluated based upon these and other factors The committee also reviews the compensation disclosure to be made on Form 990 in advance of filing</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section C, line 19	<p>The process of making governing documents, conflict of interest policy and financial statements available to the public HAP is committed to the idea of transparency Therefore, HAP consistently and regularly discloses most information to our providers, consumers, and employer groups HAP's governing documents and conflict of interest policy are available on the internet HAP Bylaws, Articles of Incorporation, and financial statements are submitted to the Michigan Office of Financial and Insurance Regulations They are available to the public through a Freedom of Information Act request to this agency Also, financial statements, conflict of interest policy and governing documents are available upon request for the same period of disclosure as set forth in IRC Section 6104(d) In addition, HAP will provide its Form 990 to anyone who requests to view it or to receive a copy of the Form 990 The Form 990 is also available for viewing on the following website www.guidestar.org</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part XI, line 9	HAP Pension Adjustment 771,625 Misc Adjustment -301,510 Alliance Health & Life Insurance Co Net Income -17,674,400 Midwest Health Plan, Inc Net Income 4,371,542 Administratio n Systems Research Corporation Net Income 3,674,663 HAP Preferred Net Income 1,819,978 G ain on Sale Membership- MHP 1,696,000 Acquisition Non-Controlling Interest -27,724,000 Ac quisition Inherent Contribution Health Plus 17,527,000 Acquisition Inherent Contribution HPI-Flint 932,000 Additional Paid in Capital 30,000,000 Dividends Paid ASR -1,332,000

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART XII - LINE 2C	Health Alliance Plan of Michigan is included in the consolidated financial statements of Henry Ford Health System. The governing body of HFHS has delegated the oversight of the financial statements, including the choice of independent auditors, to its audit committee.

990 Schedule O, Supplemental Information

Return Reference	Explanation
PART IV, LINE 12	THE ORGANIZATION IS AN ELEMENT OF THE EXTERNAL AUDIT REPORT OBTAINED FOR THE CONSOLIDATED OPERATIONS OF HENRY FORD HEALTH SYSTEM

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VII	AVERAGE HOURS PER WEEK DEVOTED TO RELATED ORGANIZATIONS. MANY EXECUTIVE EMPLOYEES OF HFHS PROVIDE SERVICES TO MULTIPLE AFFILIATED ENTITIES. HENRY FORD HEALTH SYSTEM USES ESTIMATES FOR REPORTING AVERAGE HOURS PER WEEK IN ALL SECTIONS OF FORM 990. GENERALLY 60 HOURS ARE REPORTED FOR THE HOURS ASSOCIATED FOR THE ORGANIZATION THAT THE INDIVIDUAL HAS PRINCIPAL RESPONSIBILITY FOR. HOURS ASSOCIATED WITH OTHER HOSPITAL OR LARGER ORGANIZATIONS ARE REPORTED AT 5 PER WEEK AND FOR SMALLER ORGANIZATIONS 1 HOUR PER WEEK IS REPORTED.

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -		DLN: 93493317047687	
SCHEDULE R (Form 990)	Related Organizations and Unrelated Partnerships				OMB No 1545-0047
					2016
	▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.				Open to Public Inspection
▶ Attach to Form 990. ▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990 .					
Department of the Treasury Internal Revenue Service					
Name of the organization HEALTH ALLIANCE PLAN OF MICHIGAN				Employer identification number 38-2242827	

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on Form 990, Part IV, line 33.					
(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.							
See Additional Data Table							
(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) Northwest Detroit Dialysis 30100 Telegraph Bingham Farms, MI 48025 38-3232668	Operate Dialysis Clinic	MI	Henry Ford Health System	Related				No			No	
(2) Macomb Regional Dialysis Centers 16151 Nineteen Mile Rd Clinton Township, MI 48038 26-0423581	Operate Dialysis Clinic	MI	Henry Ford Health System	Related				No			No	
(3) Foote Health Care Associates 1100 E Michigan Avenue Jackson, MI 49201 38-3017711	Lessor of Medical Condominiums	MI	Henry Ford Allegiance Health Group	Related				No			No	

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

See Additional Data Table

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of- year assets	(h) Percentage ownership	(i) Section 512(b) (13) controlled entity?	
								Yes	No

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

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

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, or(iv) rent from a controlled entity

1a

No

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

1b

No

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

1c

Yes

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

1d

No

e Loans or loan guarantees by related organization(s)

1e

Yes

f Dividends from related organization(s)

1f

No

g Sale of assets to related organization(s)

1g

No

h Purchase of assets from related organization(s)

1h

No

i Exchange of assets with related organization(s)

1i

No

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

1j

Yes

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

1k

No

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

1l

Yes

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

1m

Yes

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

1n

Yes

o Sharing of paid employees with related organization(s)

1o

No

p Reimbursement paid to related organization(s) for expenses

1p

Yes

q Reimbursement paid by related organization(s) for expenses

1q

Yes

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

1r

Yes

s Other transfer of cash or property from related organization(s)

1s

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
See Additional Data Table

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved

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

[illegible]

Part VII **Supplemental Information**

Provide additional information for responses to questions on Schedule R (see instructions)

Return Reference	Explanation
SCHEDULE R, PART V, LINE 1D & 1E	The organization, as a Designated Affiliate, is a member of the Henry Ford Health System Credit Group. Members of the Credit Group are jointly and severally liable for outstanding obligations issued under the 2016 HFHS Bond Master Indenture.
SCHEDULE R, PART V, LINE 2, COL. C	All transactions involved cash transfers at the time of services rendered or received. Therefore, the cash value at the time of the transactions is considered the fair market value.

Additional Data

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512 (b)(13) controlled entity?	
						Yes	No
(1) One Ford Place Detroit, MI 48202 38-1357020	Healthcare Service Provider	MI	501(c)(3)	Line 3	N/A		No
(1) One Ford Place Detroit, MI 48202 38-2947657	Healthcare Service Provider	MI	501(c)(3)	Line 3	Henry Ford Health System	Yes	
(2) One Ford Place Detroit, MI 48202 23-7383042	Supporting Organization	MI	501(c)(3)	Line 12a, I	Henry Ford Health System	Yes	
(3) 2333 Biddle Ave Wyandotte, MI 48192 38-2791823	Healthcare Service Provider	MI	501(c)(3)	Line 3	Henry Ford Health System	Yes	
(4) One Ford Place Detroit, MI 48202 38-6553031	Malpractice Insurance	MI	501(c)(4)	N/A	Henry Ford Health System	Yes	
(5) 205 N East Avenue Jackson, MI 49201 38-2756428	Healthcare Service Provider	MI	501(c)(3)	Line 11b, Part 11	Henry Ford Health System	Yes	
(6) One Ford Place Detroit, MI 48202 38-2433285	Nursing Homes	MI	501(c)(3)	9	Henry Ford Health System	Yes	
(7) One Ford Place Detroit, MI 48202 90-0840304	Scientific Research	MI	501(c)(3)	7	Henry Ford Health System	Yes	
(8) One Ford Place Detroit, MI 48202 46-4064067	Advocacy Svs for HFHS & Affil's	MI	501(c)(4)	N/A	Henry Ford Health System	Yes	
(9) 205 N East Avenue Jackson, MI 49201 38-3607833	Supporting Organization	MI	501(c)(3)	Line 11b, Part 11	Henry Ford Allegiance Health Group	Yes	
(10) 205 N East Avenue Jackson, MI 49201 38-2336367	Hospice Care	MI	501(c)(3)	7	Healthlink	Yes	
(11) One Jackson Square Jackson, MI 49201 38-3422146	Supporting Organization	MI	501(c)(3)	Line 11b, Part 11	Allegiance Hospice	Yes	
(12) 205 N East Avenue Jackson, MI 49201 38-2756425	Home Health Care	MI	501(c)(3)	Line 11a, Part 1	Henry Ford Allegiance Health Group	Yes	
(13) 205 N East Avenue Jackson, MI 49201 38-6082835	Supporting Organization	MI	501(c)(3)	7	Henry Ford Allegiance Health Group	Yes	
(14) 110 North Elm Avenue Jackson, MI 49201 38-1218485	Long Term Acute Hospital	MI	501(c)(3)	3	Henry Ford Allegiance Health Group	Yes	

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust									
(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) Alliance Health and Life Insurance Company 2850 West Grand Boulevard Detroit, MI 48202 38-3291563	Health Insurance	MI	Health Alliance Plan	C	399,420,630	111,167,324	100 000 %	Yes	
(1) HAP Preferred Inc 2850 West Grand Boulevard Detroit, MI 48202 38-2513504	Provider Network Leasing	MI	Health Alliance Plan	C	16,213,983	14,927,302	100 000 %	Yes	
(2) Sha Realty Inc One Ford Place Detroit, MI 48202 38-1378121	Recreational Service - Golfing	MI	Henry Ford Health System	C				Yes	
(3) Fairlane Health Services 30100 Telegraph Bingham Farms, MI 48025 38-2565235	Healthcare Management	MI	Henry Ford Health System	C				Yes	
(4) Onika Insurance Ltd First Carribean House Grand Cayman CJ	Captive Insurance	CJ	Henry Ford Health System	C				Yes	
(5) HAP Midwest Health Plan Inc 2800 West Grand Boulevard Dearborn, MI 48126 38-3123777	Health Insurance	MI	Health Alliance Plan	C	153,201,024	85,429,269	100 000 %	Yes	
(6) Administration Systems Research Corporation International 2850 West Grand Boulevard Detroit, MI 48202 38-2651185	Third Party Administrator	MI	Health Alliance Plan	C	24,611,605	15,165,034	66 670 %	Yes	
(7) Henry Ford Physician Network One Ford Place Detroit, MI 48202 32-0306774	Physician Network	MI	Henry Ford Health System	C				Yes	
(8) HAP Community Alliance 2850 West Grand Boulevard Detroit, MI 48202 27-0449055	Management Company	MI	Health Alliance Plan	C			100 000 %	Yes	
(9) Viking Health System Inc 205 N East Avenue Jackson, MI 49201 38-2756161	Healthcare Admin Corporation	MI	Henry Ford Allegiance Health	C				Yes	
(10) Cascades Insurance Company LTD 205 N East Avenue Jackson, MI 49201 98-1132982	Hospital Malpractice Insurance Captive	CJ	Henry Ford Allegiance Health	C				Yes	

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

(a) Name of related organization		(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
(1)	WA Foote Memorial Hospital	M	229,901	Fair market value
(1)	HAP Preferred Inc	Q	6,722,280	Fair market value
(2)	Henry Ford Wyandotte Hospital	M	27,884,534	Fair market value
(3)	Henry Ford Macomb Hospital Corporation	M	35,853,968	Fair market value
(4)	Alliance Health & Life Insurance Company	Q	56,531,272	Fair market value
(5)	HAP Midwest Health Plan	Q	2,391,899	Fair market value
(6)	Henry Ford Macomb Hospital Corporation	L	445,031	Fair market value
(7)				Fair market value
(8)				Fair market value
(9)				Fair market value
(10)				Fair market value
(11)	Northwest Detroit Dialysis Center	M	4,317,912	Fair market value
(12)	Macomb Regional Dialysis	M	384,139	Fair market value
(13)	Henry Ford Allegiance Health	M	229,901	Fair market value