

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

2010

Open to Public Inspection

Department of the Treasury Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2010 calendar year, or tax year beginning and ending

B Check if applicable: C Name of organization: GROUP HEALTH PLAN, INC. D Employer identification number: 41-0797853
E Telephone number: 952-883-6584
G Gross receipts \$: 1,324,525,638
H(a) Is this a group return for affiliates?
H(b) Are all affiliates included?
I Tax-exempt status:
J Website: WWW.HEALTHPARTNERS.COM
K Form of organization: Corporation
L Year of formation: 1955
M State of legal domicile: MN

Part I Summary

Table with 3 columns: Description, Prior Year, Current Year. Rows include: 1 Briefly describe the organization's mission... 2 Check this box... 3-7a Activities & Governance 7b Net unrelated business taxable income... 8-12 Revenue 13-19 Expenses 20-22 Net Assets or Fund Balances

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here: Signature of officer: DAVE A. DZIUK, SVP-FINANCE & CFO
Date:
Print/Type preparer's name: CINDI R. FULLER
Preparer's signature:
Date:
Check if self-employed:
PTIN:
Firm's name: KPMG LLP
Firm's EIN:
Firm's address: 4200 WELLS FARGO CTR, 90 S. 7TH STREET MINNEAPOLIS, MN 55402
Phone no. 612-305-5000

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: OUR MISSION IS TO IMPROVE THE HEALTH OF OUR MEMBERS, OUR PATIENTS AND THE COMMUNITY.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 823,583,264. including grants of \$ 5,330,705.) (Revenue \$ 1,002,853,839.) SEE SCHEDULE O - EXEMPT PURPOSE AND ACHIEVEMENTS

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

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

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

4e Total program service expenses 823,583,264.

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?		X
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>		X
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>	X	
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>		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
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>		X
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>		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
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>	X	
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>	X	
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>		X
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>		X
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
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>		X
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>		X
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i>	X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
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>		X
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>		X
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>		X
20a	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X
b	If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
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>	X	
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 25</i>	X	
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		X
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?		X
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		X
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
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>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>		X
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>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
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>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
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>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
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>		X
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>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	X	
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)?	X	
a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	X	
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>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Main form area containing questions 1a through 14b with input fields and Yes/No columns.

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

Check if Schedule O contains a response to any question in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year; 1b Enter the number of voting members included in line 1a, above, who are independent; 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?; 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?; 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?; 5 Did the organization become aware during the year of a significant diversion of the organization's assets?; 6 Does the organization have members or stockholders?; 7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?; 7b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?; 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? b Each committee with authority to act on behalf of the governing body?; 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.

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Does the organization have local chapters, branches, or affiliates?; 10b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?; 11a Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?; 11b Describe in Schedule O the process, if any, used by the organization to review this Form 990.; 12a Does the organization have a written conflict of interest policy? If "No," go to line 13; 12b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?; 12c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done; 13 Does the organization have a written whistleblower policy?; 14 Does the organization have a written document retention and destruction policy?; 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?; 15a The organization's CEO, Executive Director, or top management official; 15b Other officers or key employees of the organization; 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?; 16b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed MN
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
Own website [] Another's website [X] Upon request [X]
19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization:
KEVIN J. BRANDT, DIRECTOR OF FINANCIAL REPORTING - (952) 883-6584
8170 33RD AVE S, PO BOX 1309, MINNEAPOLIS, MN 55440-1309

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
THOMAS BRINSKO DIRECTOR & CHAIR	5.40	X						31,750.	0.	0.
JOHN GHERTY DIRECTOR	3.70	X						17,250.	0.	0.
BARBARA KAUFMAN DIRECTOR & TREASURER	4.60	X						22,000.	0.	0.
GREGORY STRONG DIRECTOR	3.60	X						12,708.	0.	0.
MARY K. BRAINERD PRESIDENT & CEO	50.00	X		X				1,195,124.	0.	369,423.
BRIAN H. RANK, MD DIRECTOR & MEDICAL DIRECTO	65.00	X		X				652,711.	0.	169,568.
CHARLES J. ABRAHAMSON VP-NETWORK MGMT & PROVIDER	40.00			X				216,508.	0.	36,793.
ALAN V. ABRAMSON SRVP & CIO	47.00			X				455,311.	0.	122,038.
SCOTT A. AEBISCHER SR VP CUSTOMER SERV/PRODUC	50.00			X				415,595.	0.	111,611.
CALVIN U. ALLEN SR VP STRAT PLANNING/HR	50.00			X				484,845.	0.	117,394.
BABETTE A. APLAND SR VP HEALTH & CARE MGMT	55.00			X				371,354.	0.	100,013.
SHANNON B. BEAUDIN-KLEIN VP MARKETING & COMMUNICATI	53.00			X				198,992.	0.	64,435.
DAVID J. BERGH VP HEALTH/FIN INFO SYSTEMS	55.00			X				292,185.	0.	83,495.
RICK J. BRUZEK VP PHARMACY SERVICES	45.00			X				245,967.	0.	80,283.
KATHLEEN M. COONEY EXECUTIVE VP & CAO	55.00			X				793,555.	0.	217,592.
PATRICK T. COURNEYA ASSOC MED DIR - DELIVERY SYSTEMS	60.00			X				156,179.	0.	54,891.
ROBERT B. CUMMING SR VP ACTUARIAL/UNDERWRITI	45.00			X				553,880.	0.	133,325.

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
TRICIA L. DEGE VP FINANCE & PLANNING	40.00			X				202,089.	0.	53,472.
DAVID A. DZIUK SR VP & CHIEF FINANCIAL OFFICER	55.00			X				472,677.	0.	134,988.
FORREST M. FLINT VP DENTAL PLAN	53.00			X				246,337.	0.	81,391.
DAVID S. GESKO SR VP - DENTAL DIRECTOR	55.00			X				407,524.	0.	75,502.
TIM M. HALEY VP BROKER SALES	45.00			X				322,465.	0.	80,681.
GEORGE J. ISHAM CHIEF HEALTH OFFICER	60.00			X				612,987.	0.	210,095.
SUSAN M. KNUDSON-SCHUMACHER VP HEALTH INFORMATICS	47.00			X				234,591.	0.	73,386.
KAREN K. KRAEMER VP DISEASE & CASE MGMT	50.00			X				206,902.	0.	70,598.
KIM R. LAREAU VP IS&T CARE DELIVERY	50.00			X				260,158.	0.	70,621.
1b Sub-total								9,081,644.	0.	2,511,595.
c Total from continuation sheets to Part VII, Section A								10,166,590.	0.	1,955,969.
d Total (add lines 1b and 1c)								19,248,234.	0.	4,467,564.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **1,124**

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
UNIVERSITY OF MN PHYSICIANS, MAYO MAIL CODE 609, MINNEAPOLIS, MN 55455-0392	PHYSICIAN SERVICES	6,090,894.
AON RISK SERVICES 22992 NETWORK PLACE, CHICAGO, IL 60673-1229	BUSINESS RISK MANAGEMENT SERVICES	3,048,542.
A K Q A, INC., 118 KING ST. 6TH FLOOR, SAN FRANCISCO, CA 94107	SOFTWARE DEVELOPMENT SERVICES	2,615,663.
ST. PAUL RADIOLOGY 1664TH STREET EAST, ST. PAUL, MN 55101-1421	MEDICAL SERVICES	2,345,681.
PITNEY BOWES, INC. PO BOX 856210, LOUISVILLE, KY 40285-6210	OFFICE MACHINE SERVICING	2,330,353.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **118**

SEE PART VII, SECTION A CONTINUATION SHEETS

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
NANCY A. MCCLURE SR VP MEDICAL GROUP & CLINICS	50.00			X				436,056.	0.	119,855.
KEVIN J. PALATTAO VP CLINIC PATIENT CARE SYS	63.00			X				243,511.	0.	77,531.
NICO PRONK, PHD VP HEALTH MGMT BEHAVIOR GROUP	51.00			X				289,515.	0.	73,699.
MEGAN M. REMARK VP SPECIALTY CARE & OPERATIONS	55.00			X				306,818.	0.	81,984.
KATIE B. SAYRE SR VP HLTH PLAN OPS & GOV	40.00			X				383,028.	0.	127,290.
SCOTT A. SCHNUCKLE SR VP DENTAL, RX, BUSINESS	50.00			X				374,523.	0.	96,799.
DOUG N. SMITH SR VP SALES	60.00			X				349,085.	0.	107,571.
SHARON A. STEIN VP HEALTH BEHAVIOR GROUP	52.00			X				255,311.	0.	43,663.
ELIZABETH L. SWANSON VP HUMAN RESOURCES	45.00			X				219,494.	0.	73,912.
TOBI TANZER VP CORPORATE INTEGRITY	55.00			X				217,336.	0.	75,652.
MARCUS THYGESON, MD VP/MED DIR HEALTH INITIATIVES	40.00			X				70,811.	0.	13,662.
BARBARA E. TRETHERWAY SR VP GENERAL COUNSEL	55.00			X				508,959.	0.	227,204.
ROBERT H. VAN WHY SR VP PRIMARY CARE/CLINIC	50.00			X				370,234.	0.	88,970.
ANDREA M. WALSH EXEC VP & CHIEF MARKETING OFFICER	55.00			X				647,403.	0.	187,085.
BETH A. WATERMAN VP HLTH IMPROVE/CARE INNOVATION	50.00			X				281,251.	0.	83,637.
DONNA J. ZIMMERMAN VP GOVT & COMMUNITY RELATIONS	57.00			X				236,025.	0.	75,808.
AHMAD S. ABDULKARIM, MD PHYSICIAN	60.00					X		965,862.	0.	64,897.
MICHAEL J. D'AMATO, MD PHYSICIAN	50.00					X		1,006,947.	0.	75,935.
IRSHAD H. JAFRI, MD PHYSICIAN	50.00					X		849,045.	0.	85,039.
STEPHEN R. TAN, MD PHYSICIAN	44.00					X		930,550.	0.	77,683.
Total to Part VII, Section A, line 1c										

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1 a 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					
	2 a FEE FOR SERVICE HEALTH	621400	329,369,307.	329,369,307.			
	b MEDICARE & MEDICAID PA	621400	274,253,612.	274,253,612.			
	c OTHER MEDICAL SERVICE	621400	116,569,817.	116,569,817.			
	d MEDICAL PREMIUMS	524114	71,778,441.	71,778,441.			
	e PATIENT SERVICE REVENUE	621400	42,865,598.	42,865,598.			
	f All other program service revenue	524114	33,062,829.	33,062,829.			
g Total. Add lines 2a-2f		867,899,604.					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		4,439,557.			4,439,557.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross Rents	(i) Real					
		(ii) Personal					
		b Less: rental expenses					
		c Rental income or (loss)					
	d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	(i) Securities	199,589,000.				
		(ii) Other					
		b Less: cost or other basis and sales expenses	196,294,000.				
		c Gain or (loss)	3,295,000.				
	d Net gain or (loss)		3,295,000.	3,295,000.			
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
		b Less: direct expenses					
c Net income or (loss) from fundraising events							
9 a Gross income from gaming activities. See Part IV, line 19	a						
	b Less: direct expenses						
	c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances	a						
	b Less: cost of goods sold						
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
11 a NON-TAXABLE AFFIL. A&G	561000	131,659,235.	131,659,235.				
b TAXABLE AFFIL. A&G	561000	120,938,242.			120,938,242.		
c							
d All other revenue							
e Total. Add lines 11a-11d		252,597,477.					
12 Total revenue. See instructions.		1,128,231,638.	1,002,853,839.	0.	125,377,799.		

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	5,330,705.	5,330,705.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	327,677,916.	312,228,850.	15,449,066.	
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	9,294,132.	8,724,138.	569,994.	
9 Other employee benefits	61,827,470.	58,035,693.	3,791,777.	
10 Payroll taxes	17,950,175.	16,849,320.	1,100,855.	
11 Fees for services (non-employees):				
a Management				
b Legal	37,115.	26,567.	10,548.	
c Accounting	184,406.	11.	184,395.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	18,691,079.	13,966,635.	4,724,444.	
12 Advertising and promotion	3,267,756.	2,561,106.	706,650.	
13 Office expenses	9,477,056.	8,290,878.	1,186,178.	
14 Information technology	4,037,959.	1,982,908.	2,055,051.	
15 Royalties				
16 Occupancy	21,897,401.	20,197,902.	1,699,499.	
17 Travel	1,655,946.	1,564,880.	91,066.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	261,820.	213,905.	47,915.	
20 Interest	3,363,282.	3,363,282.		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	15,020,362.	11,366,201.	3,654,161.	
23 Insurance	9,224,344.	9,151,672.	72,672.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a HOSPITAL & MEDICAL SERV	173,739,510.	173,739,510.		
b MGMT & ADMIN TO NON-TAX	131,659,235.		131,659,235.	
c MGMT & ADMIN TO TAXABLE	120,938,242.		120,938,242.	
d SUPPLIES - MEDICAL & PH	106,874,507.	106,873,474.	1,033.	
e HLTH SVCS - BEHAVIORAL,	56,286,523.	56,259,444.	27,079.	
f All other expenses	20,997,917.	12,856,183.	8,141,734.	
25 Total functional expenses. Add lines 1 through 24f	1,119,694,858.	823,583,264.	296,111,594.	0.
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A)		(B)	
		Beginning of year		End of year	
Assets	1 Cash - non-interest-bearing	-42,521,879.	1	-32,081,526.	
	2 Savings and temporary cash investments	3,008,665.	2	33,233,024.	
	3 Pledges and grants receivable, net		3		
	4 Accounts receivable, net	136,781,898.	4	137,112,246.	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5		
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6		
	7 Notes and loans receivable, net		7		
	8 Inventories for sale or use	6,609,278.	8	7,752,106.	
	9 Prepaid expenses and deferred charges	7,426,751.	9	4,317,030.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 416,938,613.			
	b Less: accumulated depreciation	10b 296,504,782.	121,461,841.	10c	120,433,831.
	11 Investments - publicly traded securities	216,191,000.	11	223,494,000.	
	12 Investments - other securities. See Part IV, line 11	54,162,463.	12	67,805,024.	
	13 Investments - program-related. See Part IV, line 11		13		
	14 Intangible assets		14		
	15 Other assets. See Part IV, line 11	21,123,095.	15	21,072,050.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	524,243,112.	16	583,137,785.		
Liabilities	17 Accounts payable and accrued expenses	248,024,240.	17	291,116,020.	
	18 Grants payable		18		
	19 Deferred revenue	11,445,663.	19	14,941,882.	
	20 Tax-exempt bond liabilities	63,075,000.	20	60,100,000.	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21		
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22		
	23 Secured mortgages and notes payable to unrelated third parties		23		
	24 Unsecured notes and loans payable to unrelated third parties		24		
	25 Other liabilities. Complete Part X of Schedule D	124,101,951.	25	126,779,054.	
	26 Total liabilities. Add lines 17 through 25	446,646,854.	26	492,936,956.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets	77,596,258.	27	90,200,829.	
	28 Temporarily restricted net assets		28		
	29 Permanently restricted net assets		29		
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30 Capital stock or trust principal, or current funds		30		
	31 Paid-in or capital surplus, or land, building, or equipment fund		31		
	32 Retained earnings, endowment, accumulated income, or other funds		32		
	33 Total net assets or fund balances	77,596,258.	33	90,200,829.	
34 Total liabilities and net assets/fund balances	524,243,112.	34	583,137,785.		

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,128,231,638.
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,119,694,858.
3	Revenue less expenses. Subtract line 2 from line 1	3	8,536,780.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	77,596,258.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	4,067,791.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	90,200,829.

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
2b	Were the organization's financial statements audited by an independent accountant?	X	
2c	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.	X	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	X	
3b	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.	X	

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2010

Open to Public Inspection

Name of the organization

GROUP HEALTH PLAN, INC.

Employer identification number

41-0797853

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

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

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I
 - b Type II
 - c Type III - Functionally integrated
 - d Type III - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?		
(ii) A family member of a person described in (i) above?		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?		
- h Provide the following information about the supported organization(s).

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2010

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

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

Section A. Public Support

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

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2010. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 33 1/3% support test - 2009. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2009. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

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

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15		%
16 Public support percentage from 2009 Schedule A, Part III, line 15	16		%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17		%
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18		%

19a 33 1/3% support tests - 2010. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2009. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

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

2010

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

▶ **See separate instructions.**

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

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

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

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

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

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

Name of organization <p style="text-align: center;">GROUP HEALTH PLAN, INC.</p>	Employer identification number <p style="text-align: center;">41-0797853</p>
--	---

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

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

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

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

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

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

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule C (Form 990 or 990-EZ) 2010

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

- A Check if the filing organization belongs to an affiliated group.
 B Check if the filing organization checked box A and "limited control" provisions apply.

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

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

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

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

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

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

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

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

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

Part IV Supplemental Information

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

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2010

**Open to Public
Inspection**

Name of the organization

GROUP HEALTH PLAN, INC.

Employer identification number

41-0797853

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds 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" to Form 990, Part IV, line 7.

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

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

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.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	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?

Yes No

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

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

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

Yes No

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (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 XIV, 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) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

(ii) Assets included in Form 990, Part X ▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

b Assets included in Form 990, Part X ▶ \$ _____

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

- 3** Using the organization's 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 XIV.
- 5** During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

- 1a** Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b** If "Yes," explain the arrangement in Part XIV and complete the following table:
- | | Amount |
|--|-----------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a** Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b** If "Yes," explain the arrangement in Part XIV.

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c 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 year end balance held as:

- a** Board designated or quasi-endowment _____ %
- b** Permanent endowment _____ %
- c** Term endowment _____ %

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

- (i)** unrelated organizations
- (ii)** related organizations

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

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

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

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

Part VII Investments - Other Securities. 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) PROFESSIONAL LIABILITY TRUST	31,462,712.	COST
(B) DEFERRED COMPENSATION INVESTMENTS	27,307,455.	COST
(C) INVESTMENT IN CRITICAL ACCESS		
(D) HOSPITALS LOCATED IN WISCONSIN	4,745,610.	COST
(E) INVESTMENT IN SUBURBAN IMAGING, LLC.	4,289,245.	COST
(F)		
(G)		
(H)		
(I)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶	67,805,024.	

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Amount	
(1) Federal income taxes		
(2) CLAIMS PAYABLE	19,707,212.	
(3) DEFERRED COMPENSATION AND BENEFITS	54,601,807.	
(4) POST RETIREMENT BENEFIT OBLIGATION	12,567,306.	
(5) PROFESSIONAL LIABILITY	39,902,729.	
(6)		
(7)		
(8)		
(9)		
(10)		
(11)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	126,779,054.	

2. FIN 48 (ASC 740) Footnote. In Part XIV, 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).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	1,128,231,638.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	1,119,694,858.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	8,536,780.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	4,067,791.
9	Total adjustments (net). Add lines 4 through 8	9	4,067,791.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	12,604,571.

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

1	Total revenue, gains, and other support per audited financial statements	1	832,768,563.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	832,768,563.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	295,463,075.
c	Add lines 4a and 4b	4c	295,463,075.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	1,128,231,638.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	824,231,783.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	824,231,783.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	295,463,075.
c	Add lines 4a and 4b	4c	295,463,075.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	1,119,694,858.

Part XIV Supplemental Information

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

PART XI, LINE 8 - OTHER ADJUSTMENTS:

FASB 124 FAIR MARKET VALUATION ADJUSTMENT	2,885,403.
---	------------

FASB 158 PENSION ADJUSTMENT	1,070,224.
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FASB 158 POST RETIREMENT ADJUSTMENT	112,164.
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TOTAL TO SCHEDULE D, PART XI, LINE 8	4,067,791.
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PART XII, LINE 4B - OTHER ADJUSTMENTS:

Part XIV Supplemental Information *(continued)*

INTERCOMPANY ACTIVITY 295,463,075.

PART XIII, LINE 4B - OTHER ADJUSTMENTS:

INTERCOMPANY ACTIVITY 295,463,075.

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ **Attach to Form 990.**

OMB No. 1545-0047

2010

**Open to Public
Inspection**

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

Part I General Information on Grants and Assistance

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? **Yes** **No**
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
HEALTHPARTNERS INSTITUTE FOR MEDICAL EDUCATION - 8170 33RD AVE S. PO BOX 1309 - MINNEAPOLIS, MN 554401309			1,556,874.	0.			PROGRAM SUPPORT
HEALTHPARTNERS RESEARCH FOUNDATION 8170 33RD AVE S. PO BOX 1309 MINNEAPOLIS, MN 554401309			1,253,950.	0.			PROGRAM SUPPORT
CULTURE, INC. 2490 WELLS FARGO PLACE ST PAUL, MN 55101			20,000.	0.			PROGRAM SUPPORT
REGIONS HOSPITAL FOUNDATION 8170 33RD AVE S. PO BOX 1309 MINNEAPOLIS, MN 554401309			274,581.	0.			PROGRAM SUPPORT
HUDSON HOSPITAL, INC. 8170 33RD AVE S. PO BOX 1309 MINNEAPOLIS, MN 554401309			17,027.	0.			PROGRAM SUPPORT
INSTITUTE FOR CLINICAL SYSTEMS INTEGRATION - 8009 34TH AVENUE SOUTH - BLOOMINGTON, MN 55425			1,218,300.	0.			PROGRAM SUPPORT

2 Enter total number of section 501(c)(3) and government organizations 32.

3 Enter total number of other organizations 32.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2010)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(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
COLLEGE OF ST CATHERINE 2004 RANDOLPH AVE ST PAUL, MN 55105			25,000.	0.			PROGRAM SUPPORT
MINNESOTA DENTAL ASSOCIATION 1335 INDUSTRIAL BLVD., SUITE 200 MINNEAPOLIS, MN 55413			20,000.	0.			PROGRAM SUPPORT
CATHOLIC CHARITIES 215 OLD 6TH STREET ST. PAUL, MN 55102			10,000.	0.			PROGRAM SUPPORT
CENTER FOR ETHICAL BUSINESS 1000 LASALLE AVE MINNEAPOLIS, MN 55403			7,000.	0.			PROGRAM SUPPORT
GREATER TWIN CITIES UNITED WAY 404 S. 8TH STREET MINNEAPOLIS, MN 554041084			28,200.	0.			PROGRAM SUPPORT
AMERICAN HEART ASSOCIATION 328 GRAND AVE. BILLINGS, MT 59101			12,581.	0.			PROGRAM SUPPORT
CROHN'S & COLITIS FOUNDATION 1885 UNIVERSITY AVE. W. SUITE 355 ST. PAUL, MN 55104			10,000.	0.			PROGRAM SUPPORT
I E NETWORK, INC. 800 NICOLLET MALL, SUITE 2690 MINNEAPOLIS, MN 55402			70,000.	0.			PROGRAM SUPPORT
COMMUNITY HEALTH CHARITIES MINNESOTA - 2626 E. 82ND STREET, STE. 340 - BLOOMINGTON, MN 55425			9,900.	0.			PROGRAM SUPPORT

LHA

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(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
EAST METRO MEDICAL SOCIETY FOUNDATION - 1300 GODWARD ST., NE, SUITE 2200 - MINNEAPOLIS, MN 55413			175,000.	0.			PROGRAM SUPPORT
RENEWING THE COUNTRYSIDE 2105 1ST AVENUE SO. MINNEAPOLIS, MN 55405			10,000.	0.			PROGRAM SUPPORT
JUNIOR ACHIEVEMENT OF THE ST. CLOUD AREA - PO BOX 808 - ST. CLOUD, MN 56302			17,000.	0.			PROGRAM SUPPORT
MILLER-DWAN FOUNDATION 502 E. 2ND STREET DULUTH, MN 55805			50,000.	0.			PROGRAM SUPPORT
MINNESOTA CHAMBER OF COMMERCE 400 ROBERT ST. N., SUITE 1500 ST. PAUL, MN 551012030			5,900.	0.			PROGRAM SUPPORT
UNIVERSITY OF ST THOMAS 1000 LASALLE AVE MINNEAPOLIS, MN 554032005			6,000.	0.			PROGRAM SUPPORT
NATIONAL ALLIANCE FOR THE MENTALLY ILL OF MINNESOTA - 800 TRANSFER RD., SUITE 31 - ST. PAUL, MN 551141414			108,000.	0.			PROGRAM SUPPORT
NETWORK FOR GOOD 7920 NORFOLK AVE., SUITE 520 BETHESDA, MD 20814			10,050.	0.			PROGRAM SUPPORT
SCIENCE MUSEUM OF MINNESOTA 120 W. KELLOGG BLVD. ST. PAUL, MN 55102			50,000.	0.			PROGRAM SUPPORT

LHA

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(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
ST. PAUL FESTIVAL & HERITAGE FOUNDATION - 429 LANDMARK CENTER, 75 W. 5TH ST. - ST PAUL, MN 55102			10,000.	0.			PROGRAM SUPPORT
COMMUNITY SHARES 1619 DAYTON AVE. STE 323 ST PAUL, MN 55104			9,000.	0.			PROGRAM SUPPORT
ITASCA PROJECT FUND 55 5TH STREET EAST, STE 600 ST PAUL, MN 55101			18,000.	0.			PROGRAM SUPPORT
MN ENVIRONMENTAL FUND 450 SYNDICATE AVE. NORTH, STE 320 ST PAUL, MN 55104			9,300.	0.			PROGRAM SUPPORT
GIVE MN 55 5TH ST. E., SUITE 600 ST PAUL, MN 551011797			25,000.	0.			PROGRAM SUPPORT
TWIN CITIES HABITAT FOR HUMANITY PO BOX 7557 MINNEAPOLIS, MN 55407			18,000.	0.			PROGRAM SUPPORT
MINNEAPOLIS FOUNDATION 4050 IDS CENTER MINNEAPOLIS, MN 55402			112,500.	0.			PROGRAM SUPPORT
YMCA OF MINNEAPOLIS 1130 NICOLLET MALL MINNEAPOLIS, MN 55403			7,500.	0.			PROGRAM SUPPORT

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

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

SCHEDULE I, PART I, LINE 2: GROUP HEALTH PLAN, INC. (GHI) MANAGEMENT STAFF

REVIEW THE MISSION AND PURPOSE OF POTENTIAL GRANTEE ORGANIZATIONS TO ASSURE

CONSISTENCY WITH GHI'S MISSION AND PURPOSE. AMOUNTS SUBSEQUENTLY GRANTED

ARE SUBJECT TO GHI'S FORMAL SPENDING APPROVAL AND DOCUMENTATION PROCESS

BASED ON AMOUNT OF THE EXPENDITURE.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
 Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

Attach to Form 990. See separate instructions.

OMB No. 1545-0047

2010

Open to Public Inspection

Name of the organization

GROUP HEALTH PLAN, INC.

Employer identification number

41-0797853

Part I Questions Regarding Compensation

	Yes	No								
<p>1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.</p> <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td><input type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use	<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees	<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use									
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence									
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees									
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)									
<p>b If any of the boxes on 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</p>										
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?										
<p>3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.</p> <table border="0"> <tr> <td><input checked="" type="checkbox"/> Compensation committee</td> <td><input checked="" type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input checked="" type="checkbox"/> Independent compensation consultant</td> <td><input checked="" type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input type="checkbox"/> Form 990 of other organizations</td> <td><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input checked="" type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract	<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study	<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee				
<input checked="" type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract									
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study									
<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee									
<p>4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:</p> <p>a Receive a severance payment or change-of-control payment from the organization or a related organization?</p> <p>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</p> <p>c Participate in, or receive payment from, an equity-based compensation arrangement?</p> <p>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</p>										
5a The organization?		X								
5b Any related organization?		X								
If "Yes" to line 5a or 5b, describe in Part III.										
<p>6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:</p> <p>a The organization?</p> <p>b Any related organization?</p> <p>If "Yes" to line 6a or 6b, describe in Part III.</p>										
6a The organization?	X									
6b Any related organization?	X									
If "Yes" to line 6a or 6b, describe in Part III.										
7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III		X								
8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III		X								
9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?										

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2010

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

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

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 MARY K. BRAINERD	(i)	855,879.	326,771.	12,474.	256,464.	112,959.	1,564,547.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2 BRIAN H. RANK, MD	(i)	455,465.	136,797.	60,449.	80,933.	88,635.	822,279.	37,996.
	(ii)	0.	0.	0.	0.	0.	0.	0.
3 CHARLES J. ABRAHAMSON	(i)	177,493.	39,015.	0.	0.	36,793.	253,301.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
4 ALAN V. ABRAMSON	(i)	321,007.	93,627.	40,677.	39,666.	82,372.	577,349.	20,022.
	(ii)	0.	0.	0.	0.	0.	0.	0.
5 SCOTT A. AEBISCHER	(i)	299,369.	88,183.	28,043.	33,438.	78,173.	527,206.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
6 CALVIN U. ALLEN	(i)	336,798.	127,656.	20,391.	42,347.	75,047.	602,239.	16,396.
	(ii)	0.	0.	0.	0.	0.	0.	0.
7 BABETTE A. APLAND	(i)	264,486.	77,907.	28,961.	23,051.	76,962.	471,367.	11,981.
	(ii)	0.	0.	0.	0.	0.	0.	0.
8 SHANNON B. BEAUDIN-KLEIN	(i)	163,712.	35,280.	0.	0.	64,435.	263,427.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
9 DAVID J. BERGH	(i)	238,230.	52,630.	1,325.	0.	83,495.	375,680.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
10 RICK J. BRUZEK	(i)	200,848.	45,119.	0.	0.	80,283.	326,250.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
11 KATHLEEN M. COONEY	(i)	510,975.	187,038.	95,542.	118,803.	98,789.	1,011,147.	73,982.
	(ii)	0.	0.	0.	0.	0.	0.	0.
12 PATRICK T. COURNEYA	(i)	126,579.	29,600.	0.	0.	54,891.	211,070.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
13 ROBERT B. CUMMING	(i)	350,743.	173,284.	29,853.	59,245.	74,080.	687,205.	17,851.
	(ii)	0.	0.	0.	0.	0.	0.	0.
14 TRICIA L. DEGE	(i)	156,550.	45,539.	0.	0.	53,472.	255,561.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
15 DAVID A. DZIUK	(i)	355,949.	97,500.	19,228.	48,592.	86,396.	607,665.	7,575.
	(ii)	0.	0.	0.	0.	0.	0.	0.
16 FORREST M. FLINT	(i)	201,207.	45,130.	0.	0.	81,391.	327,728.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.

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Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 DAVID S. GESKO	(i)	297,492.	86,520.	23,512.	20,807.	54,695.	483,026.	10,851.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2 TIM M. HALEY	(i)	162,839.	0.	159,626.	0.	80,681.	403,146.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
3 GEORGE J. ISHAM	(i)	431,290.	126,776.	54,921.	95,417.	114,678.	823,082.	54,398.
	(ii)	0.	0.	0.	0.	0.	0.	0.
4 SUSAN M. KNUDSON-SCHUMACHER	(i)	170,787.	63,804.	0.	0.	73,386.	307,977.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
5 KAREN K. KRAEMER	(i)	168,652.	38,250.	0.	0.	70,598.	277,500.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
6 KIM R. LAREAU	(i)	208,885.	51,273.	0.	0.	70,621.	330,779.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
7 NANCY A. MCCLURE	(i)	311,143.	88,795.	36,118.	36,286.	83,569.	555,911.	16,626.
	(ii)	0.	0.	0.	0.	0.	0.	0.
8 KEVIN J. PALATTAO	(i)	186,515.	56,996.	0.	0.	77,531.	321,042.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
9 NICO PRONK, PHD	(i)	235,995.	52,136.	1,384.	0.	73,699.	363,214.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
10 MEGAN M. REMARK	(i)	246,125.	47,169.	13,524.	10,793.	71,191.	388,802.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
11 KATIE B. SAYRE	(i)	270,067.	76,950.	36,011.	41,850.	85,440.	510,318.	36,011.
	(ii)	0.	0.	0.	0.	0.	0.	0.
12 SCOTT A. SCHNUCKLE	(i)	280,975.	82,672.	10,876.	25,565.	71,234.	471,322.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
13 DOUG N. SMITH	(i)	225,957.	105,675.	17,453.	20,576.	86,995.	456,656.	10,564.
	(ii)	0.	0.	0.	0.	0.	0.	0.
14 SHARON A. STEIN	(i)	208,961.	46,350.	0.	0.	43,663.	298,974.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
15 ELIZABETH L. SWANSON	(i)	179,030.	40,464.	0.	0.	73,912.	293,406.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
16 TOBI TANZER	(i)	178,917.	38,419.	0.	0.	75,652.	292,988.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.

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Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 BARBARA E. TRETHERWAY	(i)	364,927.	106,610.	37,422.	154,654.	72,550.	736,163.	22,923.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2 ROBERT H. VAN WHY	(i)	266,904.	78,355.	24,975.	21,704.	67,266.	459,204.	11,795.
	(ii)	0.	0.	0.	0.	0.	0.	0.
3 ANDREA M. WALSH	(i)	416,429.	156,200.	74,774.	98,114.	88,971.	834,488.	74,774.
	(ii)	0.	0.	0.	0.	0.	0.	0.
4 BETH A. WATERMAN	(i)	230,343.	50,908.	0.	0.	83,637.	364,888.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
5 DONNA J. ZIMMERMAN	(i)	194,213.	41,812.	0.	16,620.	59,188.	311,833.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
6 AHMAD S. ABDULKARIM, MD	(i)	965,862.	0.	0.	0.	64,897.	1,030,759.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
7 MICHAEL J. D'AMATO, MD	(i)	998,281.	0.	8,666.	0.	75,935.	1,082,882.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
8 IRSHAD H. JAFRI, MD	(i)	836,667.	11,840.	538.	0.	85,039.	934,084.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
9 STEPHEN R. TAN, MD	(i)	915,438.	0.	15,112.	0.	77,683.	1,008,233.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
10 DENNIS W. ZHU, MD	(i)	1,224,826.	0.	0.	0.	98,093.	1,322,919.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

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

PART I, LINE 4B: DEFERRED COMPENSATION IN COLUMN C OF SCHEDULE J, PART

II INCLUDES AMOUNTS FROM A NONQUALIFIED 457(F) PLAN FOR THE FOLLOWING

DIRECTORS AND OFFICERS:

ALAN V. ABRAMSON \$ 12,524

SCOTT A. AEBISCHER 10,629

CALVIN U. ALLEN 16,012

BABETTE APLAND 7,467

MARY K. BRAINERD 106,439

KATHLEEN M. COONEY 46,321

ROBERT B. CUMMING 20,182

DAVID A. DZIUK 15,241

DAVID S. GESKO 10,381

GEORGE J. ISHAM 39,065

NANCY A. MCCLURE 11,496

BRIAN H. RANK 25,084

MEGAN M. REMARK 4,031

KATHERINE B. SAYRE 24,667

SCOTT A. SCHNUCKLE 8,955

Part III Supplemental Information

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

DOUGLAS N. SMITH 6,714

BARBARA E. TRETHEWAY 16,508

ROBERT H. VAN WHY 7,669

ANDREA M. WALSH 51,814

DONNA J. ZIMMERMAN 16,620

TOTAL \$457,819

PART I, LINE 6: OFFICERS AND HIGHEST COMPENSATED EMPLOYEES MAY RECEIVE

COMPENSATION BASED ON THE MANAGEMENT INCENTIVE PROGRAM (PROGRAM) OF GROUP

HEALTH PLAN INC. THE PROGRAM INCENTS AND REWARDS BUSINESS LEADERS WHO HELP

THE ORGANIZATION ACHIEVE STATED BUSINESS AND/OR HEALTH IMPROVEMENT GOALS

FOR A SPECIFIC FISCAL YEAR. THE PROGRAM IS A KEY ELEMENT OF THE

PARTICIPANT'S TOTAL COMPENSATION PACKAGE.

THE PROGRAM REWARDS ARE BASED ON POSITION IN THE ORGANIZATION (E.G. VICE

PRESIDENT, DIRECTOR, MANAGER, OTHER SPECIFICALLY IDENTIFIED LEADERS) AND

THE ACHIEVEMENT OF BUSINESS AND HEALTH IMPROVEMENT GOALS ESTABLISHED IN A

VARIETY OF AREAS. GOALS WILL BE RELATED TO THE ORGANIZATION'S STRATEGIC

PLAN AND WILL BE BALANCED. THESE AREAS MAY INCLUDE BUT ARE NOT LIMITED TO

Part III Supplemental Information

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

PATIENT SATISFACTION, EMPLOYEE SATISFACTION, WORK ENVIRONMENT, EMPLOYEE

AND/OR LEADERSHIP DEVELOPMENT, CARE DELIVERY, PATIENT EDUCATION, SIX AIMS,

MARKET SHARE, STRATEGIC CAPABILITIES, FINANCIAL PERFORMANCE (NET MARGIN),

ETC., AND WILL BE DEFINED ANNUALLY FOR EACH YEAR'S PROGRAM.

A NET MARGIN THRESHOLD MUST BE MET FOR ANY PAYMENT TO BE MADE FROM THE

PROGRAM AND THERE IS A CAP ON THE MAXIMUM INCENTIVE POTENTIALLY AVAILABLE

TO EACH PARTICIPANT.

Supplemental Information on Tax-Exempt Bonds

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

Name of the organization: **GROUP HEALTH PLAN, INC.** Employer identification number: **41-0797853**

Part I Bond Issues		SEE PART V FOR COLUMNS (A) AND (F) CONTINUATIONS									
(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
A HRA CITY OF ST PAUL-SERIES 2003-JOINT WITH CITY OF MINNEAPOLIS	41-6005521	603695779	10/30/03	81,218,536.	REFUND SERIES 1992 BONDS - FUND VARIOUS EQUIPMENT	X			X		X
B											
C											
D											

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

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

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?	X							
b Are there any research agreements that may result in private business use of bond-financed property?		X						
c Does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts or research agreements relating to the financed property?		X						
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government		1.50 %		%		%		%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government00 %		%		%		%
6 Total of lines 4 and 5		1.50 %		%		%		%
7 Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X							

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?		X						
2 Is the bond issue a variable rate issue?		X						
3a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X						
b Name of provider								
c Term of hedge								
d Was the hedge superintergrated?								
e Was the hedge terminated?								
4a Were gross proceeds invested in a GIC?	X							
b Name of provider	MORGAN STANLEY							
c Term of GIC	18.6000000							
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?	X							
5 Were any gross proceeds invested beyond an available temporary period?	X							
6 Did the bond issue qualify for an exception to rebate?		X						

Part V Supplemental Information. Complete this part to provide additional information for responses to questions on Schedule K.

SCHEDULE K, PART I, BOND ISSUES:

(A) ISSUER NAME:

HRA CITY OF ST PAUL-SERIES 2003-JOINT WITH CITY OF MINNEAPOLIS

(F) DESCRIPTION OF PURPOSE:

REFUND SERIES 1992 BONDS - FUND VARIOUS EQUIPMENT AND PROJECTS

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2010

Open to Public
Inspection

Name of the organization

GROUP HEALTH PLAN, INC.

Employer identification number

41-0797853

FORM 990, PART III, LINE 4A

EXEMPT PURPOSE AND ACHIEVEMENTS

I. CORPORATE STRUCTURE, PURPOSE, GOVERNANCE

GROUP HEALTH PLAN, INC. (GHI) IS A MINNESOTA NON-PROFIT CORPORATION AND

LICENSED HEALTH MAINTENANCE ORGANIZATION (HMO) RECOGNIZED AS EXEMPT

FROM FEDERAL INCOME TAX UNDER INTERNAL REVENUE CODE (IRC) SECTION

501(C)(3). GHI IS COMMITTED TO IMPROVING THE HEALTH OF THE COMMUNITY

BY PROVIDING PREPAID MEDICAL AND DENTAL CARE TO ITS ENROLLED MEMBERS,

INCREASING ACCESS TO AFFORDABLE MEDICAL AND DENTAL CARE IN THE

COMMUNITY AND RAISING THE STANDARDS OF MEDICAL AND DENTAL CARE IN THE

COMMUNITY.

THE GHI STAFF MODEL HMO COMBINES FINANCING AND HEALTH CARE SERVICES FOR

THE PURPOSE OF IMPROVING THE HEALTH OF ITS MEMBERS AND PATIENTS. GHI

OFFERS COMMERCIAL HMO PRODUCTS, INDIVIDUAL/CONVERSION PRODUCTS, AND

MEDICARE COST PRODUCTS. PEOPLE WHO ENROLL IN A GHI MANAGED CARE

PRODUCT RECEIVE A FULL RANGE OF PREPAID HEALTH CARE SERVICES, INCLUDING

PROFESSIONAL CARE IN HOSPITALS, PHYSICIAN SERVICES, IMAGING AND

LABORATORY SERVICES, VARIOUS THERAPIES, PREVENTIVE SERVICES, HEALTH

EDUCATION AND CERTAIN PRESCRIPTION DRUGS.

ADDITIONALLY, GHI'S EMPLOYED AND CONTRACTED PHYSICIANS PROVIDE A

SUBSTANTIAL AMOUNT OF HEALTH CARE SERVICES TO A WIDE ARRAY OF PATIENTS

WHO ARE NOT ENROLLED IN GHI'S MANAGED CARE PRODUCTS, SOME OF WHOM ARE

UNINSURED OR UNDERINSURED. GHI ALSO OPERATES A MEDICARE-CERTIFIED AND

MINNESOTA-LICENSED HOSPICE PROGRAM FOR PATIENTS WITH A TERMINAL

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) (2010)

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

DIAGNOSIS OF SIX MONTHS OR LESS.

GHI IS THE SOLE CORPORATE MEMBER OF THREE SUBSIDIARY CORPORATIONS:

HEALTHPARTNERS RESEARCH FOUNDATION (HPRF), WHICH CONDUCTS SUBSTANTIAL

SCIENTIFIC AND MEDICAL RESEARCH; HEALTHPARTNERS CENTRAL MINNESOTA

CLINICS, INC. (HPCMC), (FORMERLY KNOWN AS CENTRAL MINNESOTA GROUP

HEALTH, INC.), WHICH EMPLOYS PHYSICIANS AND SUPPORT STAFF TO PROVIDE

HEALTH CARE SERVICES IN ST. CLOUD, MINNESOTA; AND PHYSICIANS NECK &

BACK CLINICS (PNBC), WHICH EMPLOYS PHYSICIANS AND SUPPORT STAFF TO

PROVIDE TREATMENT OF CHRONIC NECK AND/OR BACK PAIN. HPRF, HPCMC AND

PNBC ARE MINNESOTA NOT FOR PROFIT CORPORATIONS THAT ARE TAX-EXEMPT

UNDER IRC SECTION 501(C)(3).

GHI IS PART OF THE HEALTHPARTNERS FAMILY OF ORGANIZATIONS.

HEALTHPARTNERS, INC. (HPI), A MINNESOTA NON-PROFIT CORPORATION

RECOGNIZED AS EXEMPT FROM FEDERAL INCOME TAX UNDER IRC SECTION

501(C)(4), IS THE SOLE CORPORATE MEMBER OF GHI. HPI IS ALSO THE SOLE

CORPORATE MEMBER OF THE FOLLOWING MINNESOTA NON-PROFIT CORPORATIONS

THAT ARE EXEMPT FROM FEDERAL INCOME TAX UNDER IRC SECTION 501(C)(3):

HEALTHPARTNERS INSTITUTE FOR MEDICAL EDUCATION (IME), RHSC, INC., AND

HPI-RAMSEY. HPI-RAMSEY IS THE SOLE CORPORATE MEMBER OF REGIONS

HOSPITAL, REGIONS HOSPITAL FOUNDATION, CAPITAL VIEW TRANSITIONAL CARE

CENTER (FORMERLY KNOWN AS NORTH ST. PAUL TRANSITIONAL CARE CENTER) AND

RAMSEY INTEGRATED HEALTH SERVICES (RIHS), ALL OF WHICH ARE MINNESOTA

NON-PROFIT CORPORATIONS EXEMPT FROM FEDERAL INCOME TAX UNDER IRC

SECTION 501(C)(3) AND OF RH-WISCONSIN, INC., A WISCONSIN NON-STOCK

CORPORATION THAT IS EXEMPT FROM FEDERAL INCOME TAX UNDER IRC SECTION

501(C)(3). RH-WISCONSIN, INC. AND GHI ARE CORPORATE MEMBERS OF HUDSON

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HOSPITAL, INC. AND WESTFIELDS HOSPITAL, INC., BOTH OF WHICH ARE WISCONSIN NON-PROFIT CORPORATIONS EXEMPT FROM FEDERAL INCOME TAX UNDER IRC SECTION 501(C)(3). RH-WISCONSIN, INC. IS ALSO THE SOLE CORPORATE MEMBER OF WESTERN WISCONSIN EMERGENCY MEDICAL SERVICES COMPANY, AN AMBULANCE SERVICE WHICH IS A WISCONSIN NON-PROFIT CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER IRC SECTION 501(C)(3). TOGETHER, THESE CORPORATIONS, AND OTHERS, FORM THE HEALTHPARTNERS FAMILY OF ORGANIZATIONS (HEALTHPARTNERS).

GHI HAS A LONG AND OUTSTANDING TRADITION OF CONSUMER GOVERNANCE, SPANNING 50 YEARS. GHI'S FIVE-MEMBER BOARD OF DIRECTORS INCLUDES THREE DIRECTORS ELECTED FROM GHI'S MEMBERS. ADDITIONALLY, THIS BOARD INCLUDES THE HPI'S BOARD CHAIR AND THE HEALTHPARTNERS MEDICAL GROUP (HPMG) PHYSICIAN MEMBER FROM THE HPI'S BOARD OF DIRECTORS. THIS HIGH LEVEL OF CONSUMER REPRESENTATION ENSURES THAT GHI CONTINUALLY PURSUES ITS MISSION OF SERVICE TO ITS MEMBERS AND THE COMMUNITY.

HEALTHPARTNERS OPERATES A PATIENT COUNCIL THAT GIVES PLAN MEMBERS AND PATIENTS, SEEKING CARE AT HEALTHPARTNERS CLINICS OWNED AND OPERATED BY GHI, A FORUM TO PROVIDE INPUT TO IMPROVE HEALTHPARTNERS PROGRAMS AND SERVICES. THE PATIENT COUNCIL IS A GROUP OF 16 PATIENTS WHO RECEIVE CARE AT HEALTHPARTNERS CLINICS WHO MEET ON A MONTHLY BASIS AND PROVIDE PATIENT FEEDBACK ON A VARIETY OF HEALTH CARE TOPICS. THIS FEEDBACK HELPS IN THE DESIGN AND PLANNING OF PROGRAMS AND SERVICES.

II. HMO PRODUCTS AND MEMBERS

IN 2010, GHI PROVIDED COMPREHENSIVE, PREPAID HEALTH CARE SERVICES TO

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49,857 GHI MEMBERS. THESE MEMBERS WERE COMPRISED OF 11,713, COMMERCIAL MEMBERS, 61 INDIVIDUAL/CONVERSION MEMBERS, AND 38,083 MEDICARE COST MEMBERS.

III. PROVISION OF SERVICES TO MEMBERS AND NON-MEMBERS THROUGH EMPLOYED AND CONTRACTED PHYSICIANS

IN 2010, HEALTHPARTNERS PROVIDED COVERAGE TO MEMBERS AND SERVICES TO PATIENTS THROUGH A BROAD NETWORK OF HOSPITALS AND CLINICS INCLUDING THOSE STAFFED BY GHI EMPLOYED PHYSICIANS.

GHI'S EMPLOYED "STAFF MODEL" PHYSICIANS AND DENTISTS ARE KNOWN AS HEALTHPARTNERS MEDICAL GROUP (HPMG) AND HEALTHPARTNERS DENTAL GROUP (HPDG) RESPECTIVELY. HPMG IS ONE OF MINNESOTA'S LARGEST MEDICAL GROUPS. IN 2010, HPMG EMPLOYED APPROXIMATELY 556 FULL TIME EMPLOYEE PHYSICIANS. HPMG PHYSICIANS PRACTICE IN MORE THAN 35 MEDICAL AND SURGICAL SPECIALTIES. HPDG EMPLOYS AN AVERAGE OF 55 DENTISTS AND CONTRACTS WITH AN ADDITIONAL 2,110 DENTISTS IN THE HEALTHPARTNERS DENTAL NETWORK TO PROVIDE DENTAL CARE. HPDG DENTISTS REPRESENT FIVE DENTAL SPECIALTIES AS WELL AS GENERAL DENTISTRY. HPDG OWNS AND OPERATES 16 DENTAL CLINICS AND A DENTAL SPECIALTY CLINIC. HPDG IS A CRITICAL ACCESS PROVIDER OF DENTAL SERVICES WHICH MEANS THAT A SIGNIFICANT NUMBER OF ITS PATIENTS ARE ENROLLED IN A GOVERNMENT PROGRAM. HPDG HAS THE LARGEST NUMBER OF GOVERNMENT PROGRAM-DENTAL PATIENTS IN THE STATE.

IN ADDITION TO PROVIDING CARE TO PERSONS ENROLLED IN GHI'S HMO

PRODUCTS, HPMG AND HPDG SUPPORT GHI'S MISSION TO IMPROVE THE HEALTH OF

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THE COMMUNITY BY PROVIDING MEDICAL AND DENTAL CARE TO A GROWING NUMBER OF PATIENTS WHO ARE MEMBERS OF HPI, UNRELATED MANAGED CARE ORGANIZATIONS, INSURED BY COMMERCIAL PAYERS, SELF-PAY PATIENTS AND/OR CHARITY CARE PATIENTS. HPMG AND HPDG FOCUS THEIR EFFORTS ON COMPASSIONATE, PATIENT-CENTERED CARE, RANGING FROM PREVENTIVE CARE TO MANAGEMENT OF PATIENTS WITH ACUTE AND/OR CHRONIC CONDITIONS.

HPDG OPENED A UNIQUE DENTAL CLINIC IN ST. PAUL IN 2005 THAT PROVIDES INTERPRETER SERVICES AND SAME-DAY ACCESS TO URGENT CARE AND APPOINTMENTS. THIS MODEL OF CARE HAS BEEN ADOPTED BY THE MINNESOTA LEGISLATURE'S "DENTAL ACCESS ADVISORY COMMITTEE" AND WAS IMPLEMENTED AT OTHER CLINICS IN THE STATE.

HEALTHPARTNERS' CONTRACTED NETWORK INCLUDES HIGHLY SPECIALIZED REFERRAL PHYSICIANS AND HOSPITALS IN THE SERVICE AREA, INCLUDING REGIONS HOSPITAL, WHICH IS PART OF HEALTHPARTNERS. IN ADDITION TO CONTRACTING WITH HOSPITALS IN THE SERVICE AREA, HEALTHPARTNERS ALSO PROVIDES EMERGENCY CARE FOR MEMBERS OUTSIDE THE SERVICE NETWORK. GHI EMPLOYED PROFESSIONALS PROVIDE SERVICES IN OVER 30 UNRELATED ORGANIZATIONS' PRIMARY CARE CLINICS LOCATED THROUGHOUT THE TWIN CITIES REGION, AS WELL AS IN HOSPITALS IN WESTERN WISCONSIN.

GHI EMPLOYED PHYSICIANS ARE THE PRIMARY PHYSICIAN GROUP AFFILIATED WITH REGIONS HOSPITAL. REGIONS HOSPITAL IS THE ONLY LEVEL I ADULT AND PEDIATRIC TRAUMA CENTER IN THE EAST METRO OF THE TWIN CITIES. IN 2010 ALONE, REGIONS HOSPITAL PROVIDED ABOUT \$82.5 MILLION IN UNCOMPENSATED CARE (\$24.8 MILLION IN ACTUAL CHARITY CARE COSTS) TO CARE FOR ABOUT

44,853 PATIENTS WHO DID NOT HAVE INSURANCE OR WHO COULD NOT AFFORD

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CARE.

GHI ALSO OPERATES HEALTHPARTNERS HOSPICE AND PALLIATIVE CARE (HPC), A COMPREHENSIVE CARE PROGRAM FOR PATIENTS WITH A TERMINAL DIAGNOSIS OF SIX MONTHS OR LESS. HPC IS MEDICARE-CERTIFIED AND LICENSED BY THE STATE OF MINNESOTA. WITH AN EMPHASIS ON ENABLING PATIENTS TO REMAIN IN THEIR HOMES FOR AS LONG AS POSSIBLE, HOSPICE TEAMS INCLUDE SPECIALLY-TRAINED HPMG PHYSICIANS AND NURSES, SOCIAL WORKERS, HOME HEALTH AIDES, VOLUNTEERS, CHAPLAINS AND COUNSELORS WHO TOGETHER PROVIDE, EMOTIONAL, SPIRITUAL, AND MEDICAL SUPPORT.

IN 2010, HEALTHPARTNERS HOSPICE SERVED 1,198 PATIENTS, WITH 1,041 NEW ADMISSIONS. HEALTHPARTNERS PALLIATIVE CARE SERVED 155 PATIENTS, WITH 155 NEW ADMISSIONS. MEDICARE PATIENTS REPRESENTED 85% OF THE POPULATION SERVED, MEDICAL ASSISTANCE PATIENTS WERE 1%, HEALTHPARTNERS MEMBERS WERE 13%, AND THE REMAINING PATIENTS WERE COVERED BY SOME OTHER INSURANCE OR WERE UNINSURED.

IV. BENEFITS TO MEMBERS AND THE COMMUNITY IN 2010

TOGETHER WITH HEALTHPARTNERS, GHI SEEKS TO BE THE BEST AND MOST TRUSTED PROVIDER OF HEALTH CARE, HEALTH PROMOTION, HEALTH CARE FINANCING AND HEALTH CARE ADMINISTRATION IN THE UNITED STATES. ACTING IN CONCERT, HEALTHPARTNERS IS WORKING TO TRANSFORM HEALTH CARE BY DELIVERING OUTSTANDING CARE AND SERVICE THAT IS CONSISTENT WITH THE INSTITUTE FOR HEALTHCARE IMPROVEMENT'S "TRIPLE AIM" INITIATIVE. THE "TRIPLE AIM" SEEKS TO SIMULTANEOUSLY OPTIMIZE THE HEALTH OF THE POPULATION, THE EXPERIENCE OF EACH INDIVIDUAL AND REDUCE PER CAPITA HEALTH CARE COSTS.

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GHI, ALONG WITH ITS SUBSIDIARIES HPRF, HPCMC AND PNBC, WORKS WITH THE OTHER EXEMPT ORGANIZATIONS WITHIN HEALTHPARTNERS TO ACHIEVE THESE AIMS WITH MAXIMUM EFFICIENCY AND COLLABORATION. FOR EXAMPLE, WHEN ONE ENTITY DEVELOPS A BEST PRACTICE, PATIENT EDUCATION MATERIALS, OR SYSTEM IMPROVEMENTS, THE BENEFITS ARE SPREAD TO MEMBERS AND PATIENTS THROUGHOUT THE INTEGRATED SYSTEM.

2010 COMMUNITY BENEFIT ACTIVITIES INCLUDED:

1. PROVIDING CARE TO NON-MEMBERS UNABLE TO PAY

IN ADDITION TO PROVIDING DIRECT CARE TO PERSONS ENROLLED IN GHI'S HMO PRODUCTS, HPMG PHYSICIANS SERVE PATIENTS WHO ARE UNINSURED AND UNABLE TO PAY FOR CARE.

IN 2010, GHI PROVIDED OVER \$1,197,371 IN CHARITY CARE TO PATIENTS WHO WERE NOT GROUP HEALTH MEMBERS. IN ADDITION, GHI EMPLOYS INSURANCE FINANCIAL TECHNICAL ASSISTANTS (IFTAS) WHO PROVIDE PATIENTS WITH OPTIONS WHEN THEY ARE UNINSURED OR UNDERINSURED. IFTAS' LINK PATIENTS TO COMMUNITY RESOURCES, PROVIDE INFORMATION AND ASSISTANCE ON HPMG'S FINANCIAL ASSISTANCE PROGRAM AND ASSISTANCE WITH APPLYING FOR MINNESOTA HEALTH CARE PROGRAMS THROUGH THE MINNESOTA DEPARTMENT OF HUMAN SERVICES. GHI SPENT \$20,000 FOR STAFF ASSISTANCE IN 2010 TO PROVIDE THIS RESOURCE TO PATIENTS.

GHI ALSO HELPS PATIENTS WHO ARE UNABLE TO PAY FOR PRESCRIPTION DRUGS OR DO NOT HAVE PRESCRIPTION INSURANCE COVERAGE BY PROVIDING ASSISTANCE

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THROUGH THE DRUG ASSISTANCE PROGRAM WHICH PROVIDES MEDICATIONS TO MEDICAL ASSISTANCE PATIENTS. IN 2010, APPROXIMATELY 809 PRESCRIPTIONS WERE DISPENSED TO OVER 400 PATIENTS. HEALTHPARTNERS ALSO PROVIDED APPROXIMATELY \$5,600 IN PRESCRIPTION DRUG ASSISTANCE TO UNINSURED PATIENTS WHOSE MEDICAL ASSISTANCE APPLICATIONS WERE PENDING, EVEN IF THEY NEVER BECAME ELIGIBLE MEDICAL ASSISTANCE PATIENTS.

HEALTHPARTNERS RECEIVED RYAN WHITE GRANT FUNDS TO SUPPORT THE PROVISION OF MEDICATIONS TO UNINSURED PATIENTS DIAGNOSED WITH HIV. THE GRANT FUNDS MEDICATIONS FOR PATIENTS WHO RECEIVE CARE AT HEALTHPARTNERS (GHI) INFECTIOUS DISEASE CLINIC. IN 2010, APPROXIMATELY \$101,000 IN HIV MEDICATIONS WAS COORDINATED THROUGH THE HEALTHPARTNERS (GHI) PHARMACY. FUNDS FROM REGIONS HOSPITAL FOUNDATION COVER A LARGE PORTION OF THAT EXPENSE. THE FUNDING COVERED THE COST OF 189 PRESCRIPTIONS AND THE COST OF CO-PAYS FOR ANOTHER 130 PRESCRIPTIONS.

ACCORDING TO THE DEPARTMENT OF HEALTH AND HUMAN SERVICES, IF A MEDICAL ASSISTANCE PATIENT CANNOT AFFORD TO PAY HIS OR HER PRESCRIPTION CO-PAYMENT, THE PRESCRIPTION SERVICE CANNOT BE WITHHELD AND THE PHARMACY MUST PROVIDE THE MEDICATION WITHOUT COLLECTING THE CO-PAYMENT. IN 2010, APPROXIMATELY \$9,000 IN CO-PAYMENTS WENT UNPAID AT HEALTHPARTNERS' (GHI) PHARMACIES.

HEALTHPARTNERS PROVIDED \$249,939 IN BENEFIT COVERAGE AND ADMINISTRATIVE COSTS IN 2010 TO PORTICO HEALTHNET (PORTICO), A NONPROFIT ORGANIZATION THAT HELPS PEOPLE ENROLL IN FREE OR LOW-COST HEALTH COVERAGE PROGRAMS. SINCE 1995, PORTICO OUTREACH WORKERS HAVE PROVIDED ASSISTANCE IN

COMPLETING APPLICATIONS FOR PROGRAMS SUCH AS MNCARE OR MEDICAL

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ASSISTANCE, AND FOR PEOPLE WHO DO NOT QUALIFY FOR THESE PROGRAMS TO MEET PROGRAM ELIGIBILITY CRITERIA. IN ADDITION, PORTICO OFFERS ITS OWN COVERAGE PROGRAM AND COVERS PRIMARY AND SPECIALTY CARE CLINIC VISITS, URGENT CARE SERVICES, AND PRESCRIPTION DRUGS ALONG WITH INTERPRETER AND TRANSPORTATION SERVICES.

2. MEDICAL EDUCATION

IN PARTNERSHIP WITH THE UNIVERSITY OF MINNESOTA MEDICAL SCHOOL, HEALTHPARTNERS INSTITUTE FOR MEDICAL EDUCATION (IME) TRAINS APPROXIMATELY 300 MEDICAL STUDENTS AND ALMOST 500 RESIDENT PHYSICIANS ANNUALLY IN 19 MEDICAL SPECIALTIES AT REGIONS HOSPITAL AND HPMG CLINICS. HEALTHPARTNERS FUNDED IME WITH \$1,556,874 IN 2010. FOR A FULL REPORT ON IME'S 2010 ACTIVITIES, PLEASE SEE IME'S FORM 990.

HEALTHPARTNERS PARTNERS WITH IME TO CONTRACT WITH OVER 35 EDUCATIONAL INSTITUTIONS TO OFFER LEARNING EXPERIENCES IN ALL HPMG AND HPDG CLINICS. THESE AFFILIATIONS ALLOW HPMG AND HPDG TO OFFER CLINICAL EXPERIENCES TO STUDENTS ENROLLED IN FORMAL COLLEGE OR UNIVERSITY BASED CLINICAL TRAINING PROGRAMS. PROGRAMS INVOLVED INCLUDE: NURSE PRACTITIONERS, DENTAL ASSISTANTS, PHYSICIAN ASSISTANTS, LPN AND SOCIAL WORK.

3. MEDICAL RESEARCH AND HEALTHCARE IMPROVEMENT

HEALTHPARTNERS RESEARCH FOUNDATION (HPRF). IN 2010, HEALTHPARTNERS CONTRIBUTED \$1,417,000 TO SUPPORT HPRF'S OPERATIONS. IN 2010, HPRF CONDUCTED OVER 200 RESEARCH PROJECTS, MANY IN CONJUNCTION WITH FEDERAL

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FUNDING AGENCIES SUCH AS THE NATIONAL INSTITUTE OF HEALTH AND THE CENTER FOR DISEASE CONTROL. FOR MORE INFORMATION, PLEASE SEE THE HPRF FORM 990 FOR 2010.

HEALTHPARTNERS SPECIALTY CENTER. THE HEALTHPARTNERS SPECIALTY CENTER IS COMPRISED OF TWO BUILDINGS - 401 PHALEN BOULEVARD AND 435 PHALEN BOULEVARD - AND CONTAINS HPMG CLINICS AND REGIONS HOSPITAL-BASED SPECIALTY DEPARTMENTS THAT ARE ALL CONNECTED WITH THE LATEST IN ELECTRONIC MEDICAL RECORDS AND EASILY ACCESSIBLE DIGITAL X-RAYS. THE LOCATION FEATURES MORE THAN 25 SPECIALTIES ON ONE CAMPUS. IN 2010, GHI CONTINUED TO PROVIDE FREE SHUTTLE SERVICES FROM REGIONS HOSPITAL TO THE HEALTHPARTNERS SPECIALTY CENTER FOR PATIENTS. IN 2010, HPMG PROVIDED TOTAL AND PARTIAL ADJUSTMENTS TO ELIGIBLE PATIENTS TOTALING \$272,706 IN CHARITY CARE COSTS AT THE HEALTHPARTNERS SPECIALTY CENTER LOCATIONS.

4. INNOVATIVE STRATEGIES FOR HEALTH IMPROVEMENT, DISEASE PREVENTION AND DISEASE MANAGEMENT PAY-FOR-PERFORMANCE PROGRAM

HEALTHPARTNERS WAS ONE OF THE FIRST IN THE NATION TO IMPLEMENT A PAY-FOR-PERFORMANCE PROGRAM IN 1997. THESE PROGRAMS HAVE SERVED AS A MODEL FOR SIMILAR PROGRAMS WITH NCQA AND THE FEDERAL GOVERNMENT. THE PROGRAM IS DESIGNED TO PROVIDE FINANCIAL INCENTIVES TO IMPROVE PATIENT CARE THROUGH HIGH QUALITY AND COST EFFECTIVE OUTCOMES. THE INSTITUTE OF MEDICINE (IOM) REPORT, "PERFORMANCE MEASUREMENT: ACCELERATING IMPROVEMENT," RECOMMENDS THAT THE FEDERAL GOVERNMENT ADOPT HEALTHPARTNERS' "PIONEERING" QUALITY MEASUREMENT APPROACH. IN 2010, HEALTHPARTNERS PAID OUT \$27 MILLION IN FINANCIAL INCENTIVES FOR PRIMARY CARE GROUPS, SPECIALTY GROUPS AND HOSPITALS.

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EQUITABLE CARE. HEALTHPARTNERS CONTINUES TO ENHANCE THE RESOURCES AVAILABLE ON AN INTRANET WEBSITE FOR STAFF AND PROVIDERS TO SUPPORT THEM IN PROVIDING EQUITABLE CARE AND SERVICE TO ALL THE MEMBERS AND PATIENTS THAT ARE SERVED. EQUITABLE CARE INVOLVES IDENTIFYING, TESTING AND IMPLEMENTING STRATEGIES TO REDUCE DISPARITIES IN TREATMENT, OUTCOMES AND SERVICE. THIS WEBSITE ENABLES EASY ACCESS TO RESOURCES FOR STAFF TO PROVIDE EQUITABLE CARE. IT INCLUDES RESOURCES ON:

- HOW TO ARRANGE AND EFFECTIVELY USE INTERPRETER SERVICES
- LINKS TO A VARIETY OF TRANSLATED MATERIALS FOR USE WITH PATIENTS AND MEMBERS
- TRAINING PROGRAMS ON CULTURAL COMPETENCY AND RELATED TOPICS
- INFORMATION ABOUT CULTURES
- DATA ABOUT THE POPULATIONS SERVED
- HEALTH LITERACY TOOLS AND MUCH MORE

HEALTHPARTNERS HAS AN ENTERPRISE-WIDE INITIATIVE TO IMPROVE INTERPRETER AND LANGUAGE ACCESS SERVICES FOR NON-ENGLISH SPEAKING COMMUNITY MEMBERS AND PATIENTS. HEALTHPARTNERS PROVIDES INTERPRETATION SERVICES IN 12 LANGUAGES INCLUDING CAMBODIAN, KAREN, OROMO, AMHARIC, SPANISH, SOMALI, HMONG, VIETNAMESE, AND AMERICAN SIGN LANGUAGE. STAFF AND PHYSICIANS ALSO HAVE ACCESS TO AN EXTENSIVE NETWORK OF AGENCY INTERPRETERS AND HAVE TELEPHONE ACCESS TO SERVICES FOR MORE THAN 150 LANGUAGES. IN 2010, HEALTHPARTNERS INVESTED OVER \$6.6 MILLION ON LANGUAGE INTERPRETATION SERVICES, BOTH AS HEALTH PLAN COVERAGE FOR STATE PUBLIC PROGRAM MEMBERS AND AS A PROVISION OF INTERPRETER SERVICES AT REGIONS HOSPITAL AND THE HPMG CLINICS.

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RACE AND ETHNICITY DATA IS BEING COLLECTED AT HPMG CLINICS AND REGIONS

HOSPITAL THAT PROVIDES INFORMATION FOR CARE IMPROVEMENT IN MINORITY

POPULATIONS. AGAIN IN 2010, GHI LICENSED ONLINE SPANISH HEALTH GUIDE

AND SPANISH MEDICATION INFORMATION FROM HEALTHWISE, ONE OF THE NATION'S

LEADING PROVIDERS OF CONSUMER HEALTH INFORMATION. THIS SPANISH CONTENT

IS AVAILABLE ON THE HEALTHPARTNERS WEBSITE.

HPMG'S CENTER FOR INTERNATIONAL HEALTH (CIH) IS THE LARGEST

MULTI-DISCIPLINARY HEALTH CARE PROGRAM IN MINNESOTA FOR REFUGEES,

IMMIGRANTS AND NON-NATIVE-ENGLISH SPEAKING FAMILIES. IN 2010, CIH

OPERATED AT A LOSS OF \$2,112,000. THERE WERE 15,754 OUTPATIENT

ENCOUNTERS, WITH THE PAYER MIX FOR THE CLINIC COMPOSED OF 20.9%

COMMERCIAL, 76.3% MEDICAID AND MEDICARE, AND 2.8% OTHER.

AS PART OF ITS COMMITMENT TO DELIVER EQUITABLE CARE, HPMG CLINICS AND

REGIONS HOSPITAL ARE BUILDING A DIVERSE WORKFORCE. IN 2010, THERE WERE

703 PHYSICIANS FROM 46 COUNTRIES SPEAKING 55 LANGUAGES. OF THIS, 37%

ARE WOMEN, AND 19% ARE FROM RACIAL OR ETHNICALLY DIVERSE COMMUNITIES.

BEHAVIORAL HEALTH. HEALTHPARTNERS SCORED IN THE TOP TEN PERCENT

NATIONALLY IN FOLLOWING BEST PRACTICES GUIDELINES FOR TREATMENT OF

DEPRESSION. HEALTHPARTNERS PROVIDES BEHAVIORAL HEALTH QUALITY AND

UTILIZATION REVIEW SUPPORT TO ASSURE MEMBERS APPROPRIATELY UTILIZE

BEHAVIORAL HEALTH SERVICES IN ORDER TO OBTAIN BEST OUTCOMES.

HEALTHPARTNERS PARTNERED WITH CONSUMER, PROVIDER, AND PAYER GROUPS IN

SEVERAL INITIATIVES, INCLUDING MINNESOTA MENTAL HEALTH ACTION GROUP,

AND SOLIDIFIED A KEY COMMUNITY PARTNERSHIP WITH THE NATIONAL ALLIANCE

FOR THE MENTALLY ILL, MINNESOTA (NAMI).

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BEHAVIORAL HEALTH OUTPATIENT CONDITION MANAGEMENT RESULTED IN A 20 PERCENT DECREASE IN PER-MEMBER PER-MONTH COST COMPARED TO A CONTROL GROUP IN 2010. BEHAVIORAL HEALTH CASE MANAGEMENT INCREASED OUTPATIENT THERAPY VISITS BY 65 PERCENT. PER-MEMBER PER-MONTH MEDICATION COSTS DECREASED SIX PERCENT. BEHAVIORAL HEALTH INPATIENT PER-MEMBER PER-MONTHS COSTS DECREASED 30 PERCENT, SUGGESTING IMPROVED CLINICAL STABILITY. THE COST OF THE HEALTHPARTNERS BEHAVIORAL HEALTH CASE MANAGEMENT PROGRAM WAS \$1,207,097 IN 2010 WHICH RESULTED IN \$7,321,000 IN GROSS SAVINGS.

HEALTHPARTNERS IS A MAJOR SPONSOR OF THE MENTAL HEALTH CRISIS ALLIANCE (MHCA). MHCA IS COMPOSED OF ORGANIZATIONS REPRESENTING COUNTIES, HOSPITALS, HEALTH PLANS, THE STATE OF MINNESOTA, CONSUMERS AND ADVOCATES, AND WAS ORIGINALLY FORMED IN 2002 TO ADDRESS THE UNMET NEEDS OF ADULTS WHO EXPERIENCE BEHAVIORAL HEALTH CRISIS. MHCA SERVES DAKOTA, RAMSEY AND WASHINGTON COUNTIES, PROVIDING INDIVIDUALIZED ADULT MENTAL HEALTH CRISIS STABILIZATION SERVICES IN CLIENTS' HOMES, COMMUNITY SETTINGS, OR IN SHORT-TERM, SUPERVISED, LICENSED RESIDENTIAL PROGRAMS.

SERVICES TO PATIENTS LIVING WITH HIV. IN 1985, HEALTHPARTNERS' (GHI) INFECTIOUS DISEASES CLINIC AT REGIONS HOSPITAL BECAME THE FIRST DESIGNATED HIV/AIDS CLINIC PROGRAM IN MINNESOTA AND CONTINUES TO BE THE PRIMARY SPECIALIZED, CUTTING-EDGE FACILITY FOR THE TREATMENT AND CARE OF HIV/AIDS PATIENTS IN THE TWIN CITIES EAST METRO AND WESTERN WISCONSIN.

BY USING A MULTI-DISCIPLINARY APPROACH THAT INCLUDES PHYSICIANS

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SPECIALIZING IN HIV, NURSES, CASE MANAGERS, AND PSYCHIATRISTS, THE HIV

CLINIC IS ABLE TO PROVIDE A HOLISTIC APPROACH TO CARE AND ASSIST

PATIENTS IN MAINTAINING A HEALTHY, PRODUCTIVE LIFE. THE CLINIC RECEIVES

GRANTS FOR CASE MANAGEMENT SERVICES, COMPREHENSIVE PRIMARY CARE

SERVICES REGARDLESS OF THE INCOME OR INSURANCE STATUS OF PATIENTS, THE

TRANSPORTATION OF PATIENTS TO AND FROM MEDICAL AND SOCIAL SERVICE

APPOINTMENTS, AND HIV-RELATED LABORATORY SERVICES TO INDIVIDUALS LIVING

WITH OR BEING SCREENED FOR HIV/AIDS. IN 2010, REGIONS HOSPITAL

FOUNDATION SECURED OVER \$519,415 IN GOVERNMENT AND PRIVATE GRANT

FUNDING TO RUN THIS PROGRAM.

PHYSICAL ACTIVITY AND WELLNESS. HEALTHPARTNERS OFFERED INCENTIVES IN

2010 FOR STAYING FIT THROUGH THE HEALTHPARTNERS FREQUENT FITNESS

PROGRAM IN WHICH FULLY INSURED MEMBERS CAN EARN A \$20 REIMBURSEMENT ON

THEIR MONTHLY FITNESS CLUB DUES AT OVER 7,500 HEALTH CLUB LOCATIONS BY

ACHIEVING AT LEAST 12 HEALTH CLUB WORKOUTS IN THE MONTH (SELF-INSURED

MEMBERS HAD ACCESS TO THE FREQUENT FITNESS PROGRAM IF THEIR EMPLOYER

ELECTED TO OFFER THE PROGRAM.). MORE THAN ONE OUT OF THREE ENROLLED

MEMBERS MET THE MONTHLY GOAL IN 2010. HEALTHPARTNERS ALSO SUPPORTED

THE PHD: PHYSICAL, HEALTHY AND DRIVEN PROGRAM THROUGH YMCA TWIN CITIES.

THIS PROGRAM TEACHES URBAN YOUTH IN THE MINNEAPOLIS AREA HOW TO STAY

HEALTHY FOR LIFE.

HEALTHPARTNERS JOINED FORCES WITH ST. PAUL PUBLIC SCHOOLS ON A PILOT

WORKSITE WELLNESS PROGRAM, CALLED CHOOSE WELL, LIVE WELL. IN 2010, THE

PROGRAM CONTINUED TO SERVICE THE ENTIRE DISTRICT OF ROUGHLY 80 SITES

AND 6,100 EMPLOYEES. THE PROGRAM MEASURABLY IMPROVES HEALTH THROUGH

BEHAVIOR CHANGE AND REDUCTIONS IN MODIFIABLE RISK FACTORS AND GENERATED

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A 2.8:1 RETURN ON INVESTMENT (A RETURN OF \$2.80 FOR EVERY \$1 INVESTED)

AFTER FOUR YEARS.

JOURNEYWELL, A HEALTHPARTNERS BUSINESS UNIT, CONTINUED TO PROVIDE MEMBERS SUPPORT TO BECOME MORE ACTIVE, EAT A HEALTHIER DIET, MANAGE STRESS AND QUIT SMOKING. HEALTHPARTNERS EMPHASIZES THE IMPORTANCE OF LIVING A HEALTHY LIFESTYLE THROUGH COMMUNITY PRESENTATIONS AND, IN ORDER TO INCREASE ACCESSIBILITY, UNDER JOURNEYWELL, PROGRAMS AND SERVICES ARE AVAILABLE FOR ALL COMPANIES AND ORGANIZATIONS REGARDLESS OF HEALTH PLAN AFFILIATION.

5. COMMUNITY HEALTH IMPROVEMENT EFFORTS

COMMUNITY HEALTH OUTREACH, SCREENINGS AND VACCINATION PROGRAMS. GROUP HEALTH EMPLOYEES HAVE PRESENTED AT AND PARTICIPATED IN A NUMBER OF COMMUNITY HEALTH EVENTS ON TOPICS SUCH AS NUTRITION, EXERCISE, TEENAGE PREGNANCY, AND DIABETES. PRIMARY AUDIENCES HAVE BEEN THE HISPANIC, HMONG, AFRICAN AMERICAN AND NATIVE AMERICAN COMMUNITIES.

HEALTHPARTNERS EMPLOYEES PARTICIPATED IN THE FOLLOWING COMMUNITY FESTIVALS AND EVENTS PROVIDING OUTREACH TO THE COMMUNITY ON A VARIETY OF HEALTH TOPICS INCLUDING BODY MASS INDEX, HEALTHY EATING, SMOKING CESSATION, CHOLESTEROL, BLOOD PRESSURE, IMMUNIZATIONS AND MORE:

- AMERICAN INDIAN WELLNESS FAIR
- MOAPPP (MINNESOTA OFFICE OF ADOLESCENT PREGNANCY PREVENTION AND PARENTING) CONFERENCE
- POWER TO END STROKE GOSPEL TOUR
- TWIN CITIES PRIDE FESTIVAL

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- HMONG SOCCER TOURNAMENT & HEALTH FAIR

- MINNESOTA STATE FAIR ECO EXPERIENCE

CARELINE. HEALTHPARTNERS INVESTS OVER \$4.5 MILLION PER YEAR TO STAFF A

24-HOUR NURSING CARE TELEPHONE LINE FOR ANY PATIENT CALL REGARDLESS OF

INSURANCE STATUS OR CARE SYSTEM.

BIOTERRORISM MONITORING. USING A GRANT FROM THE MINNESOTA DEPARTMENT

OF HEALTH, HEALTHPARTNERS TRACKS PATIENTS WHO PRESENT WITH SYMPTOMS

THAT MIGHT SUGGEST A BIOTERRORISM EVENT AND THEN SUPPLIES THAT

INFORMATION TO THE DEPARTMENT OF HEALTH.

MULTILINGUAL HEALTH RESOURCES EXCHANGE. THE EXCHANGE IS A

COLLABORATION AMONG MANY MINNESOTA ORGANIZATIONS (INCLUDING HOSPITALS,

CLINIC SYSTEMS, HEALTH PLANS, PUBLIC HEALTH AGENCIES, AND COMMUNITY

GROUPS) TO SHARE TRANSLATED HEALTH MATERIALS AND INFORMATION TO MEET

THE HEALTH EDUCATION AND INFORMATION NEEDS OF PEOPLE WITH LIMITED

ENGLISH PROFICIENCY. HEALTHPARTNERS WAS INSTRUMENTAL IN STARTING THE

EXCHANGE IN 2001. EACH MEMBER OF THE EXCHANGE CONTRIBUTES MATERIALS

TRANSLATED BY THEIR ORGANIZATION TO THE EXCHANGE WEBSITE WHERE ALL

PARTNER ORGANIZATIONS CAN DOWNLOAD IT FOR USE WITH THEIR CLIENTS AND

PATIENTS. THIS GREATLY INCREASES THE AMOUNT OF HEALTH EDUCATION

AVAILABLE IN LANGUAGES OTHER THAN ENGLISH FOR ALL PARTICIPATING

ORGANIZATIONS.

MN COMMUNITY MEASUREMENT. HEALTHPARTNERS HELPED TO ESTABLISH MN

COMMUNITY MEASUREMENT (MNCM) WITH OTHER MINNESOTA HEALTH PLANS, AND

CONTRIBUTED OVER \$178,955 IN 2010. IN 2010, 1,293 PHYSICIAN CLINICS

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REGISTERED WITH MNCM TO COLLECT AND SUBMIT DATA ON MEASURES THAT ARE APPLICABLE TO THEIR PRACTICE. IN THE 2010 MNCM HEALTH CARE QUALITY REPORT, WHICH ALLOWS CONSUMERS TO COMPARE THE QUALITY OF CARE ON SIXTEEN DIFFERENT CONDITIONS, DATA WAS REPORTED ON 192 MEDICAL GROUPS REPRESENTING 553 CLINICS. IN 2010, MNCM REPORTED AVERAGE COST FOR COMMON PROCEDURES BY MEDICAL GROUP. MNCM HAS ALSO PILOTED A PATIENT SATISFACTION SURVEY BY CLINIC WITH MEDICAL GROUPS AND HAS REPORTED RESULTS FOR PARTICIPATING CLINICS ON ITS WEBSITE.

INSTITUTE FOR CLINICAL SYSTEMS IMPROVEMENT. DURING 2010, HEALTHPARTNERS CONTRIBUTED \$1,218,300 TO THE INSTITUTE FOR CLINICAL SYSTEMS IMPROVEMENT (ICSI). HEALTHPARTNERS IS A FOUNDING MEMBER OF ICSI, WHICH ESTABLISHES BEST PRACTICE HEALTH CARE GUIDELINES FOR THE PREVENTION, DIAGNOSIS, TREATMENT AND MANAGEMENT OF NUMEROUS DISEASES AND HEALTH CONDITIONS. ICSI ALSO WORKS TO IMPROVE THE QUALITY AND LOWER THE COST OF CARE DELIVERED BY ITS 55 MEDICAL GROUP, HOSPITAL AND INTEGRATED SYSTEM MEMBERS IN MINNESOTA AND SURROUNDING AREAS. IN 2010, HEALTHPARTNERS PARTICIPATED IN FOUR MAJOR ICSI INITIATIVES:

- THE DIAMOND PROGRAM CHANGES HOW CARE FOR THE PATIENT WITH DEPRESSION IS DELIVERED AND PAID FOR IN PRIMARY CARE, AND IS GETTING FOUR TIMES AS MANY PATIENTS INTO REMISSION AT SIX MONTHS COMPARED TO TYPICAL PRIMARY CARE TREATMENT.

- THE STATEWIDE HIGH-TECHNOLOGY DIAGNOSTIC IMAGING INITIATIVE IS ENABLING MEDICAL GROUPS TO USE A COMPUTER-BASED DECISION-SUPPORT TOOL TO ENSURE THAT APPROPRIATE MRI, CT, PET AND NUCLEAR CARDIOLOGY SCANS ARE ORDERED WHILE THE PHYSICIAN IS WITH THE PATIENT.

- ICSI'S HEALTH CARE HOME INITIATIVE IS HELPING PRIMARY CARE CLINICS BECOME CERTIFIED TO MEET MINNESOTA HEALTH CARE REFORM

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LEGISLATION CRITERIA.

- A NEW ICSI INITIATIVE IS INTRODUCING THE ELEMENTS OF PALLIATIVE

CARE FOR PATIENTS AT THE TIME OF THEIR DIAGNOSIS OF A LIFE-LIMITING

ILLNESS IN PRIMARY AND NON-PALLIATIVE SPECIALTY CARE SETTINGS.

PARTNERSHIPS WITH COMMUNITY-BASED HEALTH ADVOCACY GROUPS.

HEALTHPARTNERS HAVE ESTABLISHED PARTNERSHIPS WITH NONPROFIT

ORGANIZATIONS WITH COMPATIBLE MISSIONS INCLUDING THE AMERICAN HEART

ASSOCIATION, THE AMERICAN ASSOCIATION OF DIABETES EDUCATORS, THE

MINNEAPOLIS/ST. PAUL DIABETES EDUCATORS, THE MN DIABETES COLLABORATIVE,

THE AMERICAN CANCER SOCIETY AND THE ARTHRITIS FOUNDATION. WORKING

JOINTLY WITH THESE ORGANIZATIONS, HEALTHPARTNERS HAS REACHED MORE

PEOPLE WITH INFORMATION ON THE IMPORTANCE OF BEING PHYSICALLY ACTIVE,

EATING WISELY AND AVOIDING TOBACCO PRODUCTS.

6. CHARITABLE CONTRIBUTIONS AND EMPLOYEE VOLUNTEERISM

CORPORATE DONATIONS. IN 2010, HEALTHPARTNERS CONTRIBUTED \$1,044,077.35

TO NON-PROFIT HEALTH ORGANIZATIONS. HEALTHPARTNERS GIVES PRIORITY TO

FUNDING PARTNERSHIPS AND PROJECTS THAT ARE CONSISTENT WITH THE

ORGANIZATION'S STRATEGIC HEALTH PROMOTION INITIATIVES, FOCUS ON

ACTIVITIES THAT PREVENT HEALTH PROBLEMS, ADDRESS THE NEEDS OF PEOPLE IN

OUR SERVICE AREA, AND/OR DISPLAY UNDERSTANDING OF THE DIVERSE NEEDS OF

OUR POPULATION AND INDICATE HOW THEY WILL REDUCE DISPARITIES IN HEALTH

OUTCOMES.

EMPLOYEE GIVING. ONCE A YEAR, HEALTHPARTNERS' EMPLOYEES HAVE THE

OPPORTUNITY TO CONTRIBUTE TO SHARING AT WORK, A CAMPAIGN THAT DIRECTLY

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BENEFITS THOSE SERVED BY HEALTHPARTNERS BY RAISING MONEY FOR THE

FOLLOWING HEALTHPARTNERS ENTITIES: RHF, IME, AND HPRF. FUNDS RAISED

THROUGH SHARING AT WORK ARE USED TO IMPROVE PATIENT CARE, PROVIDE

EDUCATION AND PROFESSIONAL DEVELOPMENT AND CONDUCT CUTTING EDGE

RESEARCH. HEALTHPARTNERS MATCHES 100 PERCENT OF ALL SHARING AT WORK

DONATIONS. IN 2010, GENEROUS EMPLOYEES OF HEALTHPARTNERS RAISED

\$491,914 WHICH AMOUNTED TO OVER \$983,828 WITH A 100 PERCENT

HEALTHPARTNERS MATCH.

HEALTHPARTNERS' COMMITMENT TO IMPROVING THE HEALTH OF THE COMMUNITY

EXTENDS BEYOND ITS DOORS. ADDRESSING DISPARITIES IS ONE OF THE REASONS

HEALTHPARTNERS HAS A COMMITMENT TO WORKPLACE GIVING. A COMPREHENSIVE

EMPLOYEE GIVING CAMPAIGN IS A KEY WAY TO PROVIDE A SAFETY NET OF

SERVICES AND SUPPORT TO IMPROVE THE HEALTH OF THE COMMUNITY. FOR

HEALTHPARTNERS EMPLOYEES, THERE IS AN ANNUAL COMMUNITY GIVING CAMPAIGN

THAT SUPPORTS FIVE LOCAL FEDERATIONS: GREATER TWIN CITIES UNITED WAY,

UNITED WAY OF WASHINGTON COUNTY-EAST, COMMUNITY SHARES, COMMUNITY

HEALTH CHARITIES-MINNESOTA AND THE MINNESOTA ENVIRONMENTAL FUND. IN

2010, HEALTHPARTNERS EMPLOYEES PLEDGED TO GIVE THE COMMUNITY GIVING

CAMPAIGN OVER \$365,000 THROUGH AUTOMATIC PAYROLL DEDUCTIONS AND RAISED

OVER \$28,000 THROUGH SPECIAL EVENTS.

IN 2010, HEALTHPARTNERS SPONSORED THE HEART WALK FOR THE AMERICAN HEART

ASSOCIATION. IN ADDITION TO THE SPONSORSHIP, TEAM HEALTHPARTNERS,

CONSISTING OF HEALTHPARTNERS EMPLOYEES, RAISED \$49,482 FOR THE AMERICAN

HEART ASSOCIATION.

FUNDRAISING COMMUNICATIONS. HEALTHPARTNERS COMMUNITY RELATIONS STAFF

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PROVIDED COMMUNICATIONS TO EMPLOYEES THROUGHOUT HEALTHPARTNERS ABOUT

THE FOLLOWING OPPORTUNITIES TO VOLUNTEER AND/OR FUNDRAISE:

- ALZHEIMER'S MEMORY WALK
- AMERICAN RED CROSS BLOOD DONATION
- BREAST CANCER 3-DAY EVENT (SUSAN G. KOMEN FOUNDATION)
- DAFFODIL DAYS (AMERICAN CANCER SOCIETY)
- FEED MY STARVING CHILDREN
- HEART WALK (AMERICAN HEART ASSOCIATION)
- MAKING STRIDES AGAINST BREAST CANCER
- MINNESOTA AIDS WALK
- RACE FOR THE CURE
- RELAY FOR LIFE
- WALK FOR THOUGHT (MN BRAIN INJURY ASSOCIATION)

HEALTHPARTNERS CONTINUES TO WIN ACCOLADES FOR HIGH QUALITY CARE.

SEVERAL AWARDS AND HONORS RECEIVED IN 2010 INCLUDED:

- NATIONAL BUSINESS COALITION ON HEALTH'S EVALUE8 REPORT.

HEALTHPARTNERS WAS NAMED AS ONE OF THE NATION'S FIVE TOP PERFORMING

HEALTH PLANS IN THE NATIONAL BUSINESS COALITION ON HEALTH'S (NBCH)

EVALUE8 RANKINGS. IN ADDITION, HEALTHPARTNERS WAS THE TOP-RATED PLAN

IN 10 OF THE 14 CATEGORIES IN THE EVALUE8 RANKINGS. HEALTHPARTNERS WAS

THE ONLY MINNESOTA HEALTH PLAN TO RECEIVE A TOP FIVE CITATION FROM

NBCH. THE NBCH EVALUATED 64 HEALTH PLANS ACROSS THE NATION WHICH SERVE

MORE THAN 100 MILLION AMERICANS. THE EVALUE8 PROCESS WAS ESTABLISHED TO

HELP PURCHASERS BUY HEALTH CARE PRODUCTS AND SERVICES WHILE CONTROLLING

COSTS AND ENSURING TOP QUALITY CARE.

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- NATIONAL COMMITTEE FOR QUALITY ASSURANCE (NCQA). HEALTHPARTNERS IS AMONG THE TOP 20 PRIVATE HEALTH PLANS IN THE NATION AND THE TOP-RANKED PLAN IN MINNESOTA, ACCORDING TO NCQA'S HEALTH INSURANCE PLAN RANKINGS 2010-2011. THE RANKINGS ARE BASED ON CLINICAL PERFORMANCE, MEMBER SATISFACTION AND NCQA ACCREDITATION. IN THE REPORT, HEALTHPARTNERS RANKED 19TH OUT OF 227 PRIVATE HEALTH PLANS FROM ACROSS THE NATION. NCQA IS A PRIVATE, NOT-FOR-PROFIT ORGANIZATION.

- IN JD POWER AND ASSOCIATES' 2010 MEMBER HEALTH INSURANCE PLAN STUDY, HEALTHPARTNERS HAD THE HIGHEST SCORES FOR CUSTOMER SERVICE IN THE MINNESOTA-WISCONSIN REGION.

- TOP MEMBER SATISFACTION. HEALTHPARTNERS DELIVERS EXCELLENT CARE AND SERVICE FOR MEMBERS. IN A CONSUMER ASSESSMENT OF HEALTHCARE PROVIDERS AND SYSTEMS SURVEY, MEMBERS RATE HEALTHPARTNERS CUSTOMER SERVICE IN THE TOP 10 PERCENT NATIONALLY.

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

FORM 990, PART VI, SECTION A, LINE 7A: THE ASSOCIATE MEMBERS ELECT THE "MEMBER-ELECTED DIRECTORS." THREE OF THE FIVE DIRECTORS ARE MEMBER-ELECTED DIRECTORS. THE CHAIR OF THE CORPORATE MEMBER SERVES AS A DIRECTOR EX OFFICIO AND AS THE CHAIR OF GHI.

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FORM 990, PART VI, SECTION A, LINE 7B: THE ASSOCIATE MEMBERS HAVE APPROVAL

RIGHTS REGARDING AMENDMENTS TO THE ARTICLES AND BYLAWS OF GHI AND ANY

MERGER WHEREBY GHI IS MERGED INTO AND SURVIVED BY A DIFFERENT CORPORATION.

THE SOLE CORPORATE MEMBER MUST APPROVE THE DECISIONS OF THE BOARD OF

DIRECTORS AS FOLLOWS: ANNUAL OPERATING AND CAPITAL BUDGETS AND LONG RANGE

PLANS, INDEBTEDNESS IN EXCESS OF AMOUNTS DETERMINED FROM TIME TO TIME,

MERGER OR CONSOLIDATION WITH ANOTHER CORPORATION, DISPOSAL OF ASSETS IN

EXCESS OF AMOUNTS DETERMINED FROM TIME TO TIME, APPOINTMENT OR REMOVAL OF

THE CHIEF EXECUTIVE OFFICER, AMENDMENT OF ARTICLES OR BYLAWS, VOLUNTARY

DISSOLUTION, VENDOR AGREEMENT INVOLVING 20% OR MORE OF OPERATING EXPENSES,

ANY ACTION TAKEN BY THE VOTE OF THE FULL BOARD OF DIRECTORS. BYLAWS, ARTS

IV, XIII, XIV.

FORM 990, PART VI, SECTION B, LINE 11: GHI'S 990 RETURN HAS A

COMPREHENSIVE REVIEW PROCESS THAT IS FOLLOWED BEFORE IT IS PRESENTED TO THE

GOVERNING BODY OF GHI. THE REVIEW PROCESS INCLUDES A LAYERED REVIEW BY

GHI'S TAX DEPARTMENT, MANAGEMENT TEAM, INTERNAL LEGAL DEPARTMENT AND

OUTSIDE INDEPENDENT ACCOUNTANTS. EACH ONE OF THOSE AREAS HAS AN

OPPORTUNITY TO REVIEW, ASK QUESTIONS AND MAKE COMMENTS BACK TO THE TAX

DEPARTMENT OF GHI BEFORE THE FORM 990 IS PRESENTED TO THE GOVERNING BODY OF

GHI. GHI MAKES AVAILABLE, TO THE FINANCE AND AUDIT COMMITTEE OF GHI'S

BOARD OF DIRECTORS AND TO THE FULL BOARD OF DIRECTORS, A COPY OF THE 990

FOR REVIEW AND COMMENT PRIOR TO THE FILING OF THE 990 RETURN. THIS COPY IS

PROVIDED TO THE FINANCE AND AUDIT COMMITTEE AND THE FULL BOARD OF DIRECTORS

IN A PRE-MEETING PACKET, AND IS AN AGENDA ITEM AT THE COMMITTEE MEETING.

THIS PROCESS IS NOTED AND DOCUMENTED IN THE WRITTEN COMMITTEE MINUTES OF

THE MEETING. THESE MINUTES ARE PRESENTED TO THE FULL BOARD OF DIRECTORS.

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FORM 990, PART VI, SECTION B, LINE 12C: AS REQUIRED BY THE BYLAWS OF GHI, THE BOARD MONITORS POTENTIAL CONFLICTS OF INTEREST ON THE PART OF BOARD MEMBERS, OFFICERS AND KEY EMPLOYEES PURSUANT TO ITS CONFLICT OF INTEREST POLICY. UNDER THE POLICY, ALL BOARD MEMBERS, PRINCIPAL OFFICERS, MEMBERS OF A COMMITTEE WITH BOARD DELEGATED POWERS AND KEY EMPLOYEES ANNUALLY ARE PROVIDED WITH A COPY OF THE POLICY AND REQUIRED TO COMPLETE A QUESTIONNAIRE IDENTIFYING ANY POTENTIAL CONFLICTS OF INTEREST. THE GENERAL COUNSEL SUMMARIZES THE FINDINGS FROM THE QUESTIONNAIRE AND SUBMITS A REPORT TO THE GOVERNANCE COMMITTEE. A FINAL REPORT OF THE POTENTIAL CONFLICTS IS SHARED WITH THE CHAIR OF THE BOARD AND CHIEF EXECUTIVE OFFICER WHO, ALONG WITH THE GENERAL COUNSEL AND THE BOARD ASSISTANT SECRETARY, CONTINUALLY MONITOR BOARD AGENDAS AND PROPOSED ACTIONS TO IDENTIFY AND ADDRESS ACTUAL CONFLICTS.

FORM 990, PART VI, SECTION B, LINE 15: GHI HAS AN ANNUAL PROCESS TO REVIEW THE MARKET COMPARABILITY OF THE TOTAL COMPENSATION OF ITS CEO AND ITS OTHER OFFICERS. EVERY THREE YEARS, UNDER THE DIRECTION OF THE GHI BOARD OF DIRECTORS' COMPENSATION COMMITTEE (COMPENSATION COMMITTEE), A TOTAL COMPENSATION MARKET REVIEW IS COMPLETED. THE REVIEW INCLUDES ALL COMPONENTS OF COMPENSATION; BASE SALARY, ANNUAL INCENTIVES, BENEFITS AND PERQUISITES. THE MARKET SURVEY RESULTS ARE PRESENTED TO, REVIEWED BY AND APPROVED BY THE INDEPENDENT COMPENSATION COMMITTEE. IN INTERIM YEARS, GHI'S HUMAN RESOURCES STAFF, UNDER THE DIRECTION OF THE COMPENSATION COMMITTEE, UPDATES CHANGES IN THE SALARY STRUCTURE BASED ON THE SAME INDEPENDENT STUDIES PERFORMED BY THE COMPENSATION COMMITTEE. FOR THE CHIEF EXECUTIVE OFFICER AND CERTAIN OTHER POSITIONS FULL INDEPENDENT REVIEWS ARE PERFORMED. IN ALL CASES, COMMITTEE MEMBERS COMPLETE AN ANNUAL CONFLICT OF INTEREST SURVEY TO ASSURE THE COMPENSATION COMMITTEE MEMBERS' INDEPENDENCE,

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STAFF IS NOT IN ROOM DURING DELIBERATIONS OR VOTE INCLUDING EXECUTIVE

SESSIONS, AND CONTEMPORANEOUS MINUTES ARE KEPT.

TOTAL COMPENSATION IS APPROPRIATELY DOCUMENTED ON THE FORM 990 AND W2S

THE BOARD OF DIRECTORS HAS DELEGATED TO THE COMPENSATION COMMITTEE THE

ACCOUNTABILITY TO CONDUCT AN ANNUAL PERFORMANCE EVALUATION AND TO DETERMINE

THE COMPENSATION OF THE CEO BASED ON THE PERFORMANCE REVIEW AND THE MARKET

COMPARABILITY DATA, APPROVED BY THE COMPENSATION COMMITTEE.

THE BOARD HAD DELEGATED TO THE CEO (WITH AUTHORITY TO FURTHER DELEGATE) THE

ACCOUNTABILITY TO CONDUCT ANNUAL PERFORMANCE REVIEWS AND DETERMINE THE

COMPENSATION OF ALL OTHER OFFICERS WITHIN THE COMPENSATION RANGES

DETERMINED BY THE COMPENSATION COMMITTEE. ANY EXCEPTIONS NEED TO BE

APPROVED BY THE COMPENSATION COMMITTEE.

FORM 990, PART VI, SECTION C, LINE 19: GHI FINANCIAL STATEMENTS AND 990

RETURNS ARE MADE AVAILABLE TO ANY PERSON WHO REQUESTS THE INFORMATION FROM

GHI OR HPI. GHI'S ARTICLES OF INCORPORATION ARE AVAILABLE TO ANY PERSON

WHO REQUESTS THE INFORMATION THROUGH THE MINNESOTA SECRETARY OF STATE'S

OFFICE. GHI'S ARTICLES, BYLAWS, CONFLICT OF INTEREST POLICY, BOARD MINUTES

AND PRINCIPLES OF CORPORATE GOVERNANCE CAN BE VIEWED THROUGH THE

HEALTHPARTNERS.COM WEBSITE.

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

FASB 124 FAIR MARKET VALUATION ADJUSTMENT	2,885,403.
FASB 158 PENSION ADJUSTMENT	1,070,224.
FASB 158 POST RETIREMENT ADJUSTMENT	112,164.
TOTAL TO FORM 990, PART XI, LINE 5	4,067,791.

Related Organizations and Unrelated Partnerships

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

Name of the organization: **GROUP HEALTH PLAN, INC.** Employer identification number: **41-0797853**

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

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

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
HEALTHPARTNERS, INC. - 41-1693838 8170 33RD AVENUE SOUTH, PO BOX 1309 MINNEAPOLIS, MN 55440-1309	HYBRID STAFF MODEL/NETWORK MODEL HEALTH MAINTENANCE ORGANIZATION	MINNESOTA	501(C)(4)		N/A		X
HEALTHPARTNERS CENTRAL MINNESOTA CLINICS, INC. - 41-1236798, 8170 33RD AVENUE SOUTH, PO BOX 1309, MINNEAPOLIS, MN 55440-1309	PATIENT CARE CLINIC	MINNESOTA	501(C)(3)	170(B)1 (A)(III)	N/A		X
HEALTHPARTNERS RESEARCH FOUNDATION - 41-1670163, 8170 33RD AVENUE SOUTH, PO BOX 1309, MINNEAPOLIS, MN 55440-1309	HEALTHCARE RESEARCH	MINNESOTA	501(C)(3)	509(A)(3) TYPE I	N/A		X
PHYSICIANS NECK & BACK CLINICS - 27-0684883 8170 33RD AVENUE SOUTH, PO BOX 1309 MINNEAPOLIS, MN 55440-1309	SPECIALTY PATIENT CARE	MINNESOTA	501(C)(3)	509(A)(3) TYPE II	N/A		X

Part II Continuation of Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization?	
						Yes	No
HPI - RAMSEY - 41-1793333 8170 33RD AVENUE SOUTH, PO BOX 1309 MINNEAPOLIS, MN 55440-1309	CORPORATE PLANNING AND OVERSIGHT	MINNESOTA	501(C)(3)	509(A)(3) TYPE I	HEALTHPARTNERS, INC.		X
HEALTHPARTNERS INSTITUTE FOR MEDICAL EDUCATION - 41-1835843, 8170 33RD AVENUE SOUTH, PO BOX 1309, MINNEAPOLIS, MN	MEDICAL EDUCATION	MINNESOTA	501(C)(3)	509(A)(3) TYPE I	HEALTHPARTNERS, INC.		X
CAPITAL VIEW TRANSITIONAL CARE CENTER - 41-2011453, 8170 33RD AVENUE SOUTH, PO BOX 1309, MINNEAPOLIS, MN 55440-1309	POST HOSPITALIZATION PATIENT CARE	MINNESOTA	501(C)(3)	170(B)1) (A)(III)	HPI - RAMSEY		X
RAMSEY INTEGRATED HEALTH SERVICES - 41-1503090, 8170 33RD AVENUE SOUTH, PO BOX 1309, MINNEAPOLIS, MN 55440-1309	IN-HOME PATIENT CARE	MINNESOTA	501(C)(3)	509(A)(3) TYPE II	HPI - RAMSEY		X
REGIONS HOSPITAL - 41-0956618 8170 33RD AVENUE SOUTH, PO BOX 1309 MINNEAPOLIS, MN 55440-1309	HOSPITAL	MINNESOTA	501(C)(3)	170(B)1) (A)(III)	HPI - RAMSEY		X
REGIONS HOSPITAL FOUNDATION - 41-1888902 8170 33RD AVENUE SOUTH, PO BOX 1309 MINNEAPOLIS, MN 55440-1309	PROVIDE HOSPITAL PROGRAM FINANCIAL SUPPORT	MINNESOTA	501(C)(3)	170(B)1) (A)(VI)	HPI - RAMSEY		X
RHSC, INC. - 41-1891928 8170 33RD AVENUE SOUTH, PO BOX 1309 MINNEAPOLIS, MN 55440-1309	HEALTHCARE STAFFING	MINNESOTA	501(C)(3)	509(A)(3) TYPE II	HEALTHPARTNERS, INC.		X
WESTFIELDS HOSPITAL, INC. - 39-0808442 8170 33RD AVENUE SOUTH, PO BOX 1309 MINNEAPOLIS, MN 55440-1309	HOSPITAL	WISCONSIN	501(C)(3)	170(B)1) (A)(III)	RH-WISCONSIN		X
WESTFIELDS HOSPITAL FOUNDATION, INC. - 39-1770913, 8170 33RD AVENUE SOUTH, PO BOX 1309, MINNEAPOLIS, MN 55440-1309	PROVIDE HOSPITAL PROGRAM FINANCIAL SUPPORT	WISCONSIN	501(C)(3)	509(A)(3) TYPE I	WESTFIELDS HOSPITAL, INC.		X
RH-WISCONSIN - 20-2287016 8170 33RD AVENUE SOUTH, PO BOX 1309 MINNEAPOLIS, MN 55440-1309	CORPORATE PLANNING AND OVERSIGHT	WISCONSIN	501(C)(3)	509(A)(3) TYPE II	HPI - RAMSEY		X
HUDSON HOSPITAL, INC. - 39-0804125 8170 33RD AVENUE SOUTH, PO BOX 1309 MINNEAPOLIS, MN 55440-1309	HOSPITAL	WISCONSIN	501(C)(3)	170(B)1) (A)(III)	RH-WISCONSIN		X
HUDSON HOSPITAL FOUNDATION, INC. - 39-1279567, 8170 33RD AVENUE SOUTH, PO BOX 1309, MINNEAPOLIS, MN 55440-1309	PROVIDE HOSPITAL PROGRAM FINANCIAL SUPPORT	WISCONSIN	501(C)(3)	170(B)1) (A)(VI)	HUDSON HOSPITAL, INC.		X

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

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

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to other organization(s)	X	
c Gift, grant, or capital contribution from other organization(s)		X
d Loans or loan guarantees to or for other organization(s)		X
e Loans or loan guarantees by other organization(s)		X
f Sale of assets to other organization(s)		X
g Purchase of assets from other organization(s)		X
h Exchange of assets		X
i Lease of facilities, equipment, or other assets to other organization(s)		X
j Lease of facilities, equipment, or other assets from other organization(s)		X
k Performance of services or membership or fundraising solicitations for other organization(s)	X	
l Performance of services or membership or fundraising solicitations by other organization(s)		X
m Sharing of facilities, equipment, mailing lists, or other assets	X	
n Sharing of paid employees	X	
o Reimbursement paid to other organization for expenses		X
p Reimbursement paid by other organization for expenses	X	
q Other transfer of cash or property to other organization(s)		X
r Other transfer of cash or property from other organization(s)		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) HEALTHPARTNERS RESEARCH FOUNDATION - PROGRAM SUPPORT HEALTHPARTNERS CENTRAL MINNESOTA CLINICS, INC. - SHARED	B	1,253,950.	
(2) PERSONNEL HEALTHPARTNERS CENTRAL MINNESOTA CLINICS, INC. - MANAGEMENT	N	182,600.	
(3) SERVICES HEALTHPARTNERS, INC. - MANAGEMENT AND HEALTHCARE SUPPORT	K	127,700.	
(4) SERVICES	K	184,016,000.	
(5) HEALTHPARTNERS, INC. - HEALTHCARE SERVICES	K	87,903,254.	
(6) PHYSICIANS NECK & BACK CLINICS	P	5,269,639.	

2010 DEPRECIATION AND AMORTIZATION REPORT

Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	PROGRAM SERVICES											
1	LAND (PROGRAM SVCS)	VARIABLE		.000	16	7,306,786.			7,306,786.			0.
2	BUILDINGS & IMPROVEMENTS (PROGRAM SVCS)	VARIABLE		.000	16	82,677,690.			82,677,690.	45,047,084.		2,403,769.
3	LEASEHOLD IMPROVEMENTS (PROGRAM SVCS)	VARIABLE		.000	16	40,603,919.			40,603,919.	25,860,066.		1,379,926.
4	FURNITURE & EQUIPMENT (PROGRAM SVCS)	VARIABLE		.000	16	110,422,843.			110,422,843.	81,314,209.		4,339,028.
5	SOFTWARE (PROGRAM SVCS)	VARIABLE		.000	16	76,271,943.			76,271,943.	60,783,394.		3,243,478.
	* 990 PAGE 10 TOTAL PROGRAM SERVICES					317,283,181.		0.	317,283,181.	213,004,753.	0.	11,366,201.
	MANAGEMENT AND GENERAL BUILDINGS & IMPROVEMENTS (MGMT SVCS)	VARIABLE		.000	16	26,580,349.			26,580,349.	14,482,350.		772,796.
6	LEASEHOLD IMPROVEMENTS (MGMT SVCS)	VARIABLE		.000	16	13,053,901.			13,053,901.	8,313,846.		443,637.
7	FURNITURE & EQUIPMENT (MGMT & GENERAL)	VARIABLE		.000	16	35,500,239.			35,500,239.	26,141,998.		1,394,970.
8	SOFTWARE (MGMT & GENERAL)	VARIABLE		.000	16	24,520,943.			24,520,943.	19,541,473.		1,042,758.
9	* 990 PAGE 10 TOTAL MANAGEMENT AND GENERAL					99,655,432.		0.	99,655,432.	68,479,667.	0.	3,654,161.
	* GRAND TOTAL 990 PAGE 10 DEPR					416,938,613.		0.	416,938,613.	281,484,420.	0.	15,020,362.

Depreciation and Amortization 990
 (Including Information on Listed Property)

2010

Attachment
 Sequence No. **67**

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return GROUP HEALTH PLAN, INC.	Business or activity to which this form relates FORM 990 PAGE 10	Identifying number 41-0797853
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Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount (see instructions)	1	500,000.
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost
7 Listed property. Enter the amount from line 29	7	
8 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction. Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2009 Form 4562	10	
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12 Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2011. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	15,020,362.

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2010	17	
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here	<input type="checkbox"/>	

Section B - Assets Placed in Service During 2010 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2010 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year	/		40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21 Listed property. Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	15,020,362.
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

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

24a Do you have evidence to support the business/investment use claimed? Yes No 24b If "Yes," is the evidence written? Yes No

Table with 9 columns: (a) Type of property, (b) Date placed in service, (c) Business/investment use percentage, (d) Cost or other basis, (e) Basis for depreciation, (f) Recovery period, (g) Method/Convention, (h) Depreciation deduction, (i) Elected section 179 cost.

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use 25

26 Property used more than 50% in a qualified business use: Table with 9 columns for percentage and cost.

27 Property used 50% or less in a qualified business use: Table with 9 columns for percentage and S/L.

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 28

29 Add amounts in column (i), line 26. Enter here and on line 7, page 1 29

Section B - Information on Use of Vehicles

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

Table for Section B with 6 main columns: (a) Vehicle, (b) Vehicle, (c) Vehicle, (d) Vehicle, (e) Vehicle, (f) Vehicle. Includes rows 30-36 for miles driven and availability.

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

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

Table for Section C with 2 columns: Yes, No. Includes rows 37-41 for policy statements and requirements.

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

Table for Part VI with 6 columns: (a) Description of costs, (b) Date amortization begins, (c) Amortizable amount, (d) Code section, (e) Amortization period or percentage, (f) Amortization for this year.

42 Amortization of costs that begins during your 2010 tax year: Table with 6 columns for amortization details.

43 Amortization of costs that began before your 2010 tax year 43

44 Total. Add amounts in column (f). See the instructions for where to report 44