


Form 990  Department of the Treasury Internal Revenue Service	Return of Organization Exempt From Income Tax Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation) ▶ The organization may have to use a copy of this return to satisfy state reporting requirements	OMB No 1545-0047
		2009
		Open to Public Inspection

A For the 2009 calendar year, or tax year beginning 01-01-2009 and ending 12-31-2009					
B Check if applicable <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization KFHP OF THE MID-ATLANTIC STATES INC		D Employer identification number 52-0954463	
		Doing Business As		E Telephone number (510) 271-6611	
		Number and street (or P O box if mail is not delivered to street address) Room/suite ONE KAISER PLAZA 15L		G Gross receipts \$ 2,697,638,092	
		City or town, state or country, and ZIP + 4 OAKLAND, CA 94612			
		F Name and address of principal officer MARILYN J KAWAMURA ONE KAISER PLAZA 15L OAKLAND, CA 94612		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)		H(c) Group exemption number ▶	
I Tax-exempt status <input checked="" type="checkbox"/> 501(c) (3) ◀(insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527					
J Website: ▶ N/A					
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶				L Year of formation 1972	
				M State of legal domicile MD	

Part I

Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities TO PROVIDE HIGH-QUALITY, AFFORDABLE HEALTH CARE SERVICES TO IMPROVE THE HEALTH OF OUR MEMBERS AND THE COMMUNITIES WE SERVE		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3	Number of voting members of the governing body (Part VI, line 1a) 14		
	4	Number of independent voting members of the governing body (Part VI, line 1b) 12		
	5	Total number of employees (Part V, line 2a) 5,602		
	6	Total number of volunteers (estimate if necessary) 538		
	7a	Total gross unrelated business revenue from Part VIII, column (C), line 12 . . . 48,415		
	b	Net unrelated business taxable income from Form 990-T, line 34 . . . 7b		
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	0	1,000
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	2,001,395,669	2,072,471,716
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	12,596,916	17,190,027
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,970,070	331,594
			2,015,962,655	2,089,994,337
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	956,920	7,413,818
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	395,712,166	442,095,453
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶0		
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	1,589,898,041	1,651,348,508
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	1,986,567,127	2,100,857,779
	19	Revenue less expenses Subtract line 18 from line 12	29,395,528	-10,863,442
Net Assets or Fund Balances			Beginning of Current Year	End of Year
	20	Total assets (Part X, line 16)	695,635,674	774,115,404
	21	Total liabilities (Part X, line 26)	496,066,134	625,509,440
	22	Net assets or fund balances Subtract line 21 from line 20	199,569,540	148,605,964

Part II

Signature Block

Sign Here	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			
	Signature of officer		2010-10-28 Date	
	DEBORAH STOKES SVP, CC, CAO Type or print name and title			
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4	KPMG LLP 55 SECOND STREET SAN FRANCISCO, CA 94105		EIN ▶ Phone no ▶ (415) 963-5100
	May the IRS discuss this return with the preparer shown above? (see instructions) <input type="checkbox"/> Yes <input type="checkbox"/> No			

Part III Statement of Program Service Accomplishments

1

Briefly describe the organization's mission

TO PROVIDE HIGH-QUALITY, AFFORDABLE HEALTH CARE SERVICES TO IMPROVE THE HEALTH OF OUR MEMBERS AND THE COMMUNITIES WE SERVE

2

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

Yes

☒

No

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

3

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

Yes

☒

No

If "Yes," describe these changes on Schedule O

4

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

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

4a

(Code) (Expenses \$ 1,872,731,734 including grants of \$ 0) (Revenue \$ 2,070,556,850)

member health care services and medical training for care improvement Kaiser Foundation Health Plan of the Mid-Atlantic States (KFHP of MAS) provides medical and surgical care, including urgent care services, extended care and home health care, for its members without regards to age, sex, race, religion or national origin or the ability to pay. KFHP of MAS educates and trains medical students and other health care professionals and promotes scientific and nursing education in order to improve care. Additional information about Mid-Atlantic States Health Plan's charitable activities can be found in Schedule O.

4b

(Code) (Expenses \$ 22,087,346 including grants of \$ 0) (Revenue \$ 1,866,451)

Charitable Care (Medical Financial Assistance and Charitable Coverage) Health Plan provides charity care to low-income vulnerable patients through the Medical Financial Assistance (MFA) and Charitable Health Coverage (CHC) Programs. MFA - Health Plan offers financial assistance to help families and individuals that are unable to pay for all or part of the cost of urgent or emergent care provided in Kaiser Permanente facilities. CHC - these programs are available to low income adults and children who are not eligible for other public or privately sponsored coverage. More than 4,371 patients received comprehensive care for up to four years through the CHC programs.

4c

(Code) (Expenses \$ 9,253,649 including grants of \$ 0) (Revenue \$ 0)

Participation in Government Sponsored Programs Mid-Atlantic Health Plan contributed \$9.3 million (no offsetting revenue received) to support the provision of medical care services to individuals in the state of Maryland. The Maryland Medical Assistance Program (MMA) provides funds to allow the state to increase rates that Medicaid pays to fee-for-service and managed care health care providers. The MMA program helps increase the number of practitioners willing to serve Medicaid patients, and without such practitioners, access to care could be seriously curtailed for vulnerable populations in Maryland.

4d










Other program services (Describe in Schedule O) See also Additional Data for Description

(Expenses \$ 8,230,067 including grants of \$ 7,413,818) (Revenue \$ 0)

4e

Total program service expenses \$ 1,912,302,796

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A 	1	Yes
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	No
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I 	3	No
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II 	4	Yes
5	Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III	5	
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I 	6	No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II 	7	No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8	No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV 	9	No
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V 	10	No
11	Is the organization's answer to any of the following questions "Yes"? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.	11	Yes
	• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.		
	• Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII.		
	• Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII.		
	• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX.		
	• Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.		
	• 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? If "Yes," complete Schedule D, Part X.		
12	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII 	12	Yes
12A	Was the organization included in consolidated, independent audited financial statements for the tax year?	Yes	No
	If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional	12A	Yes
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
14b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Part I	14b	No
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S? If "Yes," complete Schedule F, Part II	15	No
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S? If "Yes," complete Schedule F, Part III	16	No
17	Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I	17	No
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18	No
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	No
20	Did the organization operate one or more hospitals? If "Yes," complete Schedule H	20	No

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b–24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b	Yes	
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	Yes	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35	Yes	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

			Yes	No
1a	Enter the number reported in Box 3 of Form 1096, <i>Annual Summary and Transmittal of U.S. Information Returns</i> . Enter -0- if not applicable	1a	6,046	
	b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c	Yes
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return	2a	5,602	
	b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	3a	Yes	
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O			3b	Yes
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		No
b If "Yes," enter the name of the foreign country: <input type="text"/> See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		No
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?			5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a		No
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b	
7 Organizations that may receive deductible contributions under section 170(c).				
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a		No
b If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c	No
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d		
e Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e	No
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f	No
g For all contributions of qualified intellectual property, did the organization file Form 8899 as required?			7g	
h For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?			7h	
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8	
9 Sponsoring organizations maintaining donor advised funds.				
a Did the organization make any taxable distributions under section 4966?			9a	
b Did the organization make a distribution to a donor, donor advisor, or related person?			9b	
10 Section 501(c)(7) organizations. Enter				
a Initiation fees and capital contributions included on Part VIII, line 12		10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		10b		
11 Section 501(c)(12) organizations. Enter				
a Gross income from members or shareholders		11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?			12a	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year		12b		

Part VI

Governance, Management, and Disclosure

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

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body	1a	14	
b	Enter the number of voting members that are independent	1b	12	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	Yes	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		No
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4	Yes	
5	Did the organization become aware during the year of a material diversion of the organization's assets?	5		No
6	Does the organization have members or stockholders?	6	Yes	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	Yes	
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	Yes	
b	Each committee with authority to act on behalf of the governing body?	8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		No

Section B. Policies

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

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

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed▶DC , MD , VA
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you make these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request
19	Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶ NATIONAL DIRECTOR OF TAX ONE KAISER PLAZA 15L OAKLAND, CA 94612 (510) 271-6385

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

• 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

☐ Check this box if the organization did not compensate any current or former officer, director, trustee or key employee

Form **990** (2009)

1b	Total	561,390	23,161,227	2,548,219
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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▶624

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
INOVA GROUP OF HOSPITALS PO BOX 37019 BALTIMORE, MD 21297	HOSPITAL SERVICES	111,061,026
WASHINGTON HOSPITAL CENTER PO BOX 631290 BALTIMORE, MD 21263	HOSPITAL SERVICES	62,782,006
HOLY CROSS HOSPITAL 9805 DAMERON DRIVE SILVER SPRING, MD 20902	HOSPITAL SERVICES	60,715,248
CHILDRENS HOSPITAL PO BOX 37215 BALTIMORE, MD 21297	HOSPITAL SERVICES	29,404,527
MID-ATLANTIC PERMANENTE MEDICAL GRO 2101 E JEFFERSON ST ROCKVILLE, MD 20852	MEDICAL SERVICES	421,553,788

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 ▶513

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	1a	Federated campaigns . . .	1a						
	b	Membership dues	1b						
	c	Fundraising events	1c						
	d	Related organizations	1d						
	e	Government grants (contributions)	1e						
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	1,000					
	g	Noncash contributions included in lines 1a-1f \$ _____							
	h	Total. Add lines 1a-1f			1,000				
Program Service Revenue			Business Code						
	2a	MBR HLTH CARE PREM	621,400	1,757,224,500	1,757,224,500				
	b	SUPPL CHARGE/PHARM	621,400	97,288,875	97,279,891	8,984			
	c	NON-PLAN & IND REV	621,400	2,403,737	2,403,737				
	d	OTHER PRGM SERVICE	621,400	17,580,360	17,540,929	39,431			
	e	MEDICARE/MEDICAID	621,400	197,974,244	197,974,244				
	f	All other program service revenue							
	g	Total. Add lines 2a-2f			2,072,471,716				
Other Revenue	3	Investment income (including dividends, interest and other similar amounts)			13,629,187		13,629,187		
	4	Income from investment of tax-exempt bond proceeds . . .			0				
	5	Royalties			0				
	6a	Gross Rents	(i) Real	(ii) Personal					
		b	Less rental expenses						
		c	Rental income or (loss)	150,569					
		d	Net rental income or (loss)						150,569
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other					
		b	Less cost or other basis and sales expenses						
		c	Gain or (loss)	611,180,447					24,148
		d	Net gain or (loss)						3,560,840
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18							
		b	Less direct expenses						
		c	Net income or (loss) from fundraising events . . .						0
	9a	Gross income from gaming activities See Part IV, line 19							
		b	Less direct expenses						
		c	Net income or (loss) from gaming activities . . .						0
	10a	Gross sales of inventory, less returns and allowances . .							
		b	Less cost of goods sold						
		c	Net income or (loss) from sales of inventory . . .						0
Miscellaneous Revenue		Business Code							
11a	INC INT-AFFILIATE	900,099		181,025			181,025		
b									
c									
d	All other revenue								
e	Total. Add lines 11a-11d			181,025					
12	Total revenue. See Instructions			2,089,994,337	2,072,423,301	48,415	17,521,621		

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	7,413,818	7,413,818		
2	Grants and other assistance to individuals in the U S See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	56,991	56,456	535	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	329,054,046	290,504,109	38,549,937	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	24,265,899	20,954,340	3,311,559	
9	Other employee benefits	65,187,795	57,399,233	7,788,562	
10	Payroll taxes	23,530,722	20,821,232	2,709,490	
11	Fees for services (non-employees)				
a	Management	0			
b	Legal	1,235,334		1,235,334	
c	Accounting	1,182,549		1,182,549	
d	Lobbying	0			
e	Professional fundraising See Part IV, line 17	0			
f	Investment management fees	0			
g	Other	0			
12	Advertising and promotion	23,831,003	194,188	23,636,815	
13	Office expenses	7,493,553	4,977,681	2,515,872	
14	Information technology	118,173,576	118,173,576		
15	Royalties	0			
16	Occupancy	37,133,007	37,133,007		
17	Travel	2,459,758	2,109,861	349,897	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	944,527	220,824	723,703	
20	Interest	88,156	88,156		
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	28,932,477	28,932,477		
23	Insurance	455,783	455,783		
24	Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a	BASIC CONTRACTUAL PAYMENTS	608,656,043	608,656,043		
b	PURCHASED MEDICAL SERVICES	392,360,631	392,360,631		
c	SUPPLIES	284,873,426	227,853,243	57,020,183	
d	INTER-REGIONAL CHARGES	52,749,825	52,749,825		
e	PURCHASED NON-MEDICAL SVC	42,148,841		42,148,841	
f	All other expenses	48,630,019	41,248,313	7,381,706	
25	Total functional expenses. Add lines 1 through 24f	2,100,857,779	1,912,302,796	188,554,983	0
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 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			7,509,278	1	6,027,088
	2	Savings and temporary cash investments				2	
	3	Pledges and grants receivable, net				3	
	4	Accounts receivable, net			65,627,957	4	66,363,500
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L				5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L				6	
	7	Notes and loans receivable, net				7	
	8	Inventories for sale or use			21,967,688	8	21,460,375
	9	Prepaid expenses and deferred charges			4,328,849	9	4,747,172
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	675,977,357			
	b	Less accumulated depreciation	10b	360,443,346	220,959,393	10c	315,534,011
	11	Investments—publicly traded securities			372,001,422	11	356,858,041
	12	Investments—other securities See Part IV, line 11				12	
	13	Investments—program-related See Part IV, line 11				13	
	14	Intangible assets				14	
	15	Other assets See Part IV, line 11			3,241,087	15	3,125,217
	16	Total assets. Add lines 1 through 15 (must equal line 34)			695,635,674	16	774,115,404
Liabilities	17	Accounts payable and accrued expenses			230,431,546	17	218,313,743
	18	Grants payable				18	
	19	Deferred revenue			3,237,055	19	5,262,621
	20	Tax-exempt bond liabilities			12,990,058	20	12,964,664
	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			249,407,475	25	388,968,412
	26	Total liabilities. Add lines 17 through 25			496,066,134	26	625,509,440
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets				27	
	28	Temporarily restricted net assets				28	
	29	Permanently restricted net assets				29	
	Organizations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 30 through 34.						
	30	Capital stock or trust principal, or current funds			6,795,610	30	6,795,610
	31	Paid-in or capital surplus, or land, building or equipment fund				31	
	32	Retained earnings, endowment, accumulated income, or other funds			192,773,930	32	141,810,354
	33	Total net assets or fund balances			199,569,540	33	148,605,964
	34	Total liabilities and net assets/fund balances			695,635,674	34	774,115,404

Part XI **Financial Statements and Reporting**

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? . .		No
b Were the organization's financial statements audited by an independent accountant? 	Yes	
c If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O . . .	Yes	
d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input checked="" type="checkbox"/> Both consolidated and separated basis		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? 	Yes	
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits . .	Yes	

SCHEDULE A

(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization KFHP OF THE MID-ATLANTIC STATES INC	Employer identification number 52-0954463
---	--

Part I

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

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

- 1

☐

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

☐

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

☐

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

☐

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

☐

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

☐

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

☐

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

☐

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

☒

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

☐

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

☐

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

a

☐

Type I

b

☐

Type II

c

☐

Type III - Functionally integrated

d

☐

Type III - Other

e

☐

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

f

☐

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

g

☐

Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i)

a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?

(ii)

a family member of a person described in (i) above?

(iii)

a 35% controlled entity of a person described in (i) or (ii) above?

h

☐

Provide the following information about the supported organization(s)

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

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

Part II

Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (See instructions)					12	
13 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2009 (line 6 column (f) divided by line 11 column (f))	14	
15 Public Support Percentage for 2008 Schedule A, Part II, line 14	15	
16a 33 1/3% support test—2009. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		
b 33 1/3% support test—2008. If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		
17a 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization		
b 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization		
18 Private Foundation If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions		

Part IIISupport Schedule for Organizations Described in IRC 509(a)(2)
(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")					1,000	1,000
2Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	1,688,799,384	1,833,460,358	1,939,546,503	2,001,419,294	2,072,423,301	9,535,648,840
3Gross receipts from activities that are not an unrelated trade or business under section 513						
4Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5The value of services or facilities furnished by a governmental unit to the organization without charge						
6Total. Add lines 1 through 5	1,688,799,384	1,833,460,358	1,939,546,503	2,001,419,294	2,072,424,301	9,535,649,840
7aAmounts included on lines 1, 2, and 3 received from disqualified persons						
bAmounts 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						
cAdd lines 7a and 7b						
8Public Support (Subtract line 7c from line 6.)						9,535,649,840

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9Amounts from line 6	1,688,799,384	1,833,460,358	1,939,546,503	2,001,419,294	2,072,424,301	9,535,649,840
10aGross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	6,641,473	10,407,879	16,063,854	16,584,560	13,960,781	63,658,547
bUnrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
cAdd lines 10a and 10b	6,641,473	10,407,879	16,063,854	16,584,560	13,960,781	63,658,547
11Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13Total support (Add lines 9, 10c, 11 and 12.)	1,695,440,857	1,843,868,237	1,955,610,357	2,018,003,854	2,086,385,082	9,599,308,387
14First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here	<input type="checkbox"/>					

Section C. Computation of Public Support Percentage

15Public Support Percentage for 2009 (line 8 column (f) divided by line 13 column (f))	15	99.337 %
16Public support percentage from 2008 Schedule A, Part III, line 15	16	99.390 %

Section D. Computation of Investment Income Percentage

17Investment income percentage for 2009 (line 10c column (f) divided by line 13 column (f))	17	0.663 %
18Investment income percentage from 2008 Schedule A, Part III, line 17	18	0.610 %
19a33 1/3% support tests—2009. 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	<input type="checkbox"/>	
b33 1/3% support tests—2008. 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	<input type="checkbox"/>	
20Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions	<input type="checkbox"/>	

Part IV

Supplemental Information. Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. See instructions

SCHEDULE C

(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

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

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

OMB No 1545-0047

2009

Open to Public
Inspection

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

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

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

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

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

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

Name of the organization KFHP OF THE MID-ATLANTIC STATES INC	Employer identification number 52-0954463
---	--

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 funtion activities

▶ \$
- 3

Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b

▶ \$
- 4

Did the filing organization file **Form 1120-POL** for this year?

☐ Yes

☐ No
- 5

State the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

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

Part II-A

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

A

Check

☐

if the filing organization belongs to an affiliated group

B

Check

☐

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing Organization's Totals	(b) Affiliated Group Totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)															
b Total lobbying expenditures to influence a legislative body (direct lobbying)															
c Total lobbying expenditures (add lines 1a and 1b)															
d Other exempt purpose expenditures															
e Total exempt purpose expenditures (add lines 1c and 1d)															
f Lobbying nontaxable amount Enter the amount from the following table in both columns															
<table><tr><td>If the amount on line 1e, column (a) or (b) is:</td><td>The lobbying nontaxable amount is:</td></tr><tr><td>Not over \$500,000</td><td>20% of the amount on line 1e</td></tr><tr><td>Over \$500,000 but not over \$1,000,000</td><td>\$100,000 plus 15% of the excess over \$500,000</td></tr><tr><td>Over \$1,000,000 but not over \$1,500,000</td><td>\$175,000 plus 10% of the excess over \$1,000,000</td></tr><tr><td>Over \$1,500,000 but not over \$17,000,000</td><td>\$225,000 plus 5% of the excess over \$1,500,000</td></tr><tr><td>Over \$17,000,000</td><td>\$1,000,000</td></tr></table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g Grassroots nontaxable amount (enter 25% of line 1f)															
h Subtract line 1g from line 1a If zero or less, enter -0-															
i Subtract line 1f from line 1c If zero or less, enter -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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) Total
2a Lobbying non-taxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots non-taxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
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?		No	
	b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	Yes		
	c Media advertisements?		No	
	d Mailings to members, legislators, or the public?		No	
	e Publications, or published or broadcast statements?		No	
	f Grants to other organizations for lobbying purposes?	Yes		18,000
	g Direct contact with legislators, their staffs, government officials, or a legislative body?	Yes		232,172
	h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		No	
	i Other activities? If "Yes," describe in Part IV	Yes		116,086
	j Total lines 1c through 1i			366,258
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A

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

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

Part III-B

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

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

Part IV

Supplemental Information

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

Identifier	Return Reference	Explanation
LOBBYING ACTIVITY BY NONELECTING PUBLIC CHARITIES	SCHEDULE C, PART II-B, LINE 1A THROUGH 1I	The Organization is a member of the Kaiser Permanente Medical Care Program and participated and benefited from lobbying activities conducted at the regional and national level for the benefit of its enrolled members and for the health care industry as a whole. As an organization generally exempt from income tax under Internal Revenue Code Section 501(c)(3), Health Plan has a policy prohibiting internal involvement in any political campaigns. This policy is closely monitored for compliance. During the year this Organization may have made comments or statements concerning legislation which may affect the health care industry. Health Plan may have engaged in telephone conversations and/or written letters to various federal, state, and local officials regarding matters which affected the healthcare industry as a whole. The amount of time and money involved in the activities is detailed on lines a through i. Health Plan has several employees and/or may retain a professional consultant to represent Health Plan's interests in various legislative and regulatory bodies and from time-to-time to keep informed of Federal and State legislation having an impact on Health Plan's charitable activities as an exempt Health Maintenance Organization. These individuals attempt to ensure that proposed legislation and enacted laws are compatible with the Interest of Health Plan and its members by performing the following activities: - Collecting, analyzing and distributing within the Organization, public and private policy recommendations regarding proposed legislation that affect the operation of Health Plan and its ability to provide quality health and medical care services to its members in a cost effective environment. - Providing appropriate informational materials to legislators and to their staffs that pertain to matters of common interest in the health care community and in the not-for-profit community. - Also by preparing written and oral testimony, these individuals appear at legislative hearings, monitor legislative proceedings and meet with legislators and/or their staffs regarding issues pertinent to the mission of Health Plan. Those individuals appearing at such hearings and meetings for and on behalf of Health Plan often are representing the interests of common interest groups as well as the interests of the members of Health Plan. - Other employees and officers perform services by delivering speeches at various public and private functions and in serving as faculty in healthcare related educational programs throughout the community.

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

2009

Open to Public Inspection

Name of the organization KFHP OF THE MID-ATLANTIC STATES INC	Employer identification number 52-0954463
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Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

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

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

1	Purpose(s) of conservation easements held by the organization (check all that apply) <div><input type="checkbox"/> Preservation of land for public use (e g , recreation or pleasure) <input type="checkbox"/> Preservation of an historically importantly land area</div> <div><input type="checkbox"/> Protection of natural habitat <input type="checkbox"/> Preservation of a certified historic structure</div> <div><input type="checkbox"/> Preservation of open space</div>											
2	Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year											
		<table><tr><td></td><td>Held at the End of the Year</td></tr><tr><td>a</td><td>Total number of conservation easements</td></tr><tr><td>b</td><td>Total acreage restricted by conservation easements</td></tr><tr><td>c</td><td>Number of conservation easements on a certified historic structure included in (a)</td></tr><tr><td>d</td><td>Number of conservation easements included in (c) acquired after 8/17/06</td></tr></table>		Held at the End of the Year	a	Total number of conservation easements	b	Total acreage restricted by conservation easements	c	Number of conservation easements on a certified historic structure included in (a)	d	Number of conservation easements included in (c) acquired after 8/17/06
	Held at the End of the Year											
a	Total number of conservation easements											
b	Total acreage restricted by conservation easements											
c	Number of conservation easements on a certified historic structure included in (a)											
d	Number of conservation easements included in (c) acquired after 8/17/06											
3	Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ► _____											
4	Number of states where property subject to conservation easement is located ► _____											
5	Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>											
6	Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ► _____											
7	Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ _____											
8	Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>											
9	In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization’s financial statements that describes the organization’s accounting for conservation easements											

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

1a	If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items	
b	If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items	
	(i) Revenues included in Form 990, Part VIII, line 1	► \$ _____
	(ii) Assets included in Form 990, Part X	► \$ _____
2	If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items	
a	Revenues included in Form 990, Part VIII, line 1	► \$ _____
b	Assets included in Form 990, Part X	► \$ _____

Part III

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

3

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

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

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

5

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

☐ Yes

☐ No

Part IV

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

1a

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

☐ Yes

☐ No

b

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

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

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

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV

Part V

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

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

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶ %

b

Permanent endowment ▶ %

c

Term endowment ▶ %

3a

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

(i) unrelated organizations

3a(i)

Yes

No

(ii) related organizations

3a(ii)

Yes

No

b

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

3b

Yes

No

4

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

Part VI

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

Description of investment	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		49,452,083		49,452,083
b Buildings		308,814,478	170,121,372	138,693,106
c Leasehold improvements		50,685,386	38,934,726	11,750,660
d Equipment		165,991,954	127,558,503	38,433,451
e Other		101,033,456	23,828,745	77,204,711
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				315,534,011

Schedule D (Form 990) 2009

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements			
1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	2,089,994,337
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	2,100,857,779
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-10,863,442
4	Net unrealized gains (losses) on investments	4	157,203
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-40,257,339
9	Total adjustments (net) Add lines 4 - 8	9	-40,100,136
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-50,963,578

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	2,086,600,589
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	157,203
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	4,455,855
e	Add lines 2a through 2d	2e	4,613,058
3	Subtract line 2e from line 1	3	2,081,987,531
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	8,006,806
c	Add lines 4a and 4b	4c	8,006,806
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	2,089,994,337

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return			
1	Total expenses and losses per audited financial statements	1	2,137,564,167
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	39,329
e	Add lines 2a through 2d	2e	39,329
3	Subtract line 2e from line 1	3	2,137,524,838
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	-36,667,059
c	Add lines 4a and 4b	4c	-36,667,059
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	2,100,857,779

Part XIV Supplemental Information

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

Identifier	Return Reference	Explanation
RECONCILIATION OF REVENUE PER AUDITED FIN STMT WITH REVENUE PER RETURN	SCHEDULE D, PART XII	LINE 2D ADJ FOR TAX BASIS IN SECURITIES SOLD \$ 4,416,526 FIXED ASSET LOSS - RECLASS 39,329 TOTAL \$ 4,455,855 LINE 4B BAD DEBT EXPENSES - RECLASS \$ 6,243,546 SEE PART XI, LINE 8, NOTE 1 1,763,260 TOTAL \$ 8,006,806
RECONCILIATION OF EXPENSES PER AUDITED FIN STMT WITH EXPENSES PER RETURN	SCHEDULE D, PART XIII	LINE 2D FIXED ASSET LOSS - RECLASS \$ 39,329 LINE 4B BAD DEBT EXPENSES - RECLASS \$ 6,243,546 DECREASE IN PENSION LIABILITY <42,910,605> TOTAL \$ <36,667,059>
RECONCILIATION OF CHANGE IN NET ASSETS FROM FORM 990 TO FINANCIAL STMT	SCHEDULE D, PART XI, LINE 8	DECREASE IN PENSION LIABILITY \$ <42,910,605> ADJ FOR TAX BASIS IN SECURITIES SOLD 4,416,526 SEE "NOTE 1" <1,763,260> TOTAL \$ <40,257,339> NOTE 1 OTHER THAN TEMPORARY IMPAIRMENT OF INVESTMENT RECOGNIZED FOR FINANCIAL STATEMENT PURPOSES, WHICH WILL BE TAX REPORTED WHEN REALIZED
FIN 48 FOOTNOTE	SCHEDULE D, PART X	NOT REQUIRED
NOTE 2	2008 FORM 990, PART VIII, LINE 7C	IN 2008, WE REPORTED \$2,028,111 LOSS FROM SALES OF SECURITIES. WE USED THE BEST ESTIMATE OF TAX BASIS GAIN AVAILABLE AT THAT TIME. WE NOW HAVE FINAL TAX BASIS NUMBERS SHOWING \$3,482,108 LOSS FROM SALES OF SECURITIES FOR 2008.

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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

DLN: 93493312008380

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization
KFHP OF THE MID-ATLANTIC STATES INC

Employer identification number
52-0954463

Part I

General Information on Grants and Assistance

1

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

Yes

No

2

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

Part II

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

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

2

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

137

3

Enter total number of other organizations

1

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

Cat No 50055P

Schedule I (Form 990) 2009

Software ID:

Software Version:

EIN: 52-0954463

Name: KFHP OF THE MID-ATLANTIC STATES INC

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Access Carroll Inc2 Locust Lane Suite 301 Westminister, MD 21157	20-2146701	501(c)(3)	72,402				Operations Grant for Salary and Provisions for Acc Access Coordinator and Medication Coordinator
Adventist HealthCare Inc 1801 Research Blvd Rockville, MD 20850	52-1532556	501(c)(3)	10,000				2009 Health Disparities Conference
American Heart Association Mid-Atlantic Affiliate4217 Park Place Court Glen Allen, VA 23060	13-5613797	501(c)(3)	39,550				An Affair of the Heart Luncheon & Fashion Show
Anne Arundel Medical Center Foundation Inc2001 Medical Parkway Sajak Pavilion Annapolis, MD 21401	52-1331298	501(c)(3)	11,500				2009 Anne Arundel Medical Center Gala
Arlington Free Clinic2921 11th Street South Arlington, VA 22204	54-1671883	501(c)(3)	60,000				Expanding Access with a Nurse Practitioner Program
Arlington Pediatric Center 601 S Carlin Springs Road Arlington, VA 22204	54-1998631	501(c)(3)	29,200				Care Coordination for Children and Youth with Spec Special Health Care Needs
Associated Black Charities 1114 Cathedral Street Baltimore, MD 21201	52-1427774	501(c)(3)	131,800				Grantfunding for the Baltimore Obesity Collaborati Collaborative
Baltimore City Foundation 469 City Hall Baltimore, MD 21202	52-1212473	501(c)(3)	10,000				2009 YouthWorks
Baltimore Healthcare Access Inc201 East Baltimore Street Suite 100 Baltimore, MD 21202	52-2017095	501(c)(3)	75,000				We have You Covered program
Baltimore County Maryland 400 Washington Avenue Room 150 Towson, MD 21204	52-6000889	Govt Entity	90,000				Bureau of Healthcare Access - Access to Care

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Bea Gaddy Family Centers 425 North Chester Street Baltimore, MD 21231	52-1243628	501(c)(3)	20,000				Thanksgiving Day Dinner for the Homeless
Bikes Belong Foundation 1928 Pearl Street Boulder, CO 80302	20-4306888	501(c)(3)	161,250				Safe Roads to School
Bread for the City Inc1525 Seventh Street NW Washington, DC 20001	52-1138207	501(c)(3)	95,000				Bread for the City's Nutrition Initiative
Bright Beginnings Inc128 M Street NW Washington, DC 20001	52-1697917	501(c)(3)	50,000				Eat Right, Live Well
Calvary Women's Services 110 Maryland Avenue NE 103 Washington, DC 20002	52-1307706	501(c)(3)	24,000				Donation
Capital Area Food Bank645 Taylor Street NE Washington, DC 20017	52-1167581	501(c)(3)	90,000				Donation
CASA of Maryland310 Tulip Avenue Takoma Park, MD 20912	52-1372972	501(c)(3)	90,000				Community Access and health Promotion project
Catholic Charities Esperanza Center430 S Broadway Baltimore, MD 21231	52-0591538	501(c)(3)	90,000				VIM- Volunteers in Medicine
Catoctin Foundation Inc The 224B Cornwell Street NW Leesburg, VA 20175	54-1921059	501(c)(3)	12,000				2009 Viva Las Vegas Gala
Central Virginia Health Services IncPO Box 220 Canton, VA 23123	54-0887287	501(c)(3)	75,000				Community Health Center Support

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Chase Brexton Health Services Inc1001 Cathedral Street Baltimore, MD 21201	52-1638592	501(c)(3)	90,000				Columbia Center Support
Child Center and Adult Health Services Inc16220 Frederick Road Suite 502 Gaithersburg, MD 20877	52-1120638	501(c)(3)	70,720				Expansion of short-term mental health services
Children's Hospital Foundation111 Michigan Avenue NW Washington, DC 200102970	52-1640402	501(c)(3)	60,000				Mobile Health
Christ House1717 Columbia Road NW Washington, DC 20009	52-1362103	501(c)(3)	25,000				Christ House Medical and Supportive Services
CommnHealth ACTION1025 Connecticut Avenue NW Suite 10 Washington, DC 20036	83-0398572	501(c)(3)	499,750				Mid-Atlantic Public Health Institute - development
Common Good City Farm 3318 19th Street NW Washington, DC 20010	80-0365344	501(c)(3)	30,000				Common Good City Farm Fresh Food for the Nation's
Community Clinic Inc15850 Crabbs Branch Way 350 Rockville, MD 20855	52-0988386	501(c)(3)	90,000				Hiring of Bi-lingual Staff Nation's Capital
Community Ministries of Rockville1010 Grandin Ave Suite A-1 Rockville, MD 20851	52-0910334	501(c)(3)	49,700				Annual Gala
Community of Hope1413 Girard Street NW Washington, DC 20009	52-1184749	501(c)(3)	50,000				Health Care Services - General Operation Support
Consumer Health Foundation 1400 26th Street NW Suite 710 Washington, DC 20036	53-0078064	501(c)(3)	75,000				Regional Health Collaboration Initiative

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Coppin State University2500 West North Avenue Baltimore, MD 21216	52-6002033	501(c)(3)	50,735				Improving Access to Care for Marylanders through s
DC Department of Parks and Recreation3149 16th Street NW Washington, DC 20010	52-1821789	Govt Entity	130,000				DC Swims Free school based healthcare
District of Columbia Primary Care Association (DCP1411 K Street NW Suite 300 Washington, DC 200053404	52-1999196	501(c)(3)	120,000				sponsorship of annual meeting
Domestic Violence Center of Howard County Inc5457 Twin Knolls Road Suite 310 Columbia, MD 21045	52-1115111	501(c)(3)	31,600				2009 Domestic Violence Center of Howard County Gal
Doorways for Women and FamiliesPO Box 100185 Arlington, VA 22210	54-1087829	501(c)(3)	24,000				Donation
End Time Harvest Minisitries Inc5808 Harland Street New Carrollton, MD 20784	52-1379809	501(c)(3)	35,912				2009 Port Towns Youth Council Awards Ceremony for
Engaged Community Offshoots Inc3901 Livingston Street Hyattsville, MD 20781	26-4196401	501(c)(3)	75,000				Eating Full Circle program
Family Health and Birth Center801 17th Street NE Washington, DC 20002	52-2091131	501(c)(3)	90,000				Operational Support
Food & Friends Inc219 Riggs Road NE Washington, DC 20011	52-1648941	501(c)(3)	95,000				Donation Career Success Program graduates
Food For Others Inc2938 Prosperity Avenue Fairfax, VA 22031	54-1777157	501(c)(3)	24,000				Donation

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Food Research and Action Center1875 Connecticut Avenue NW Suite 54 Washington, DC 20009	23-7200739	501(c)(3)	215,000				Grant support of DC Hunger Solutions
Frederick County Health Department350 Montevue Lane Frederick, MD 21702	86-1131979	Govt Entity	96,201				Establishg community Partnership to link uninsured
Frederick Union Rescue Mission IncPO Box 3389 Frederick, MD 21705	52-0813371	501(c)(3)	20,000				Donation
Fredericksburg Area Food Bank3631 Lee Hill Drive Fredericksburg, VA 22408	54-1255013	501(c)(3)	90,000				Donation children to medical homes
Gladys Spellman Nursing Center Foundation Inc3601 Taylor Street Suite 108 Brentwood, MD 207221300	52-1645648	501(c)(3)	39,443				Sages Rock (Reaching Out in Communities) Program
Greater Baden Medical Services Inc9440 Pennsylvania Ave Suite 160 Upper Marlboro, MD 20772	52-0961414	501(c)(3)	200,000				SNEAG Funding
Greater Prince William Community Health Center 4379 Ridgewood Center drive 102 Woodbridge, VA 22192	83-0435138	501(c)(3)	90,000				Provide prenatal care and services to uninsured an
Hispanic College Fund Inc 1301 K Street NW Suite 450-A West Washington, DC 20005	52-1809680	501(c)(3)	102,600				Hispanic Youth Institutes (MD/DC/VA)
Holy Cross Hospital Foundation11801 Tech Road Silver Spring, MD 20904	20-8428450	501(c)(3)	13,630				2009 Holy Cross Hospital Gala Sciences Students
Howard Community Educational Foundation 10901 Little Patuxent Parkway Columbia, MD 21044	52-1272329	501(c)(3)	25,000				Kaiser Permanente Helping Hands Fund for Health Sc Luncheon

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Jeanie Schmidt Free ClinicPO Box 5143 Herndon,VA 20172	71-0877944	501(c)(3)	50,000				Additional Staff to support increased number of pa patients
Junior League of Baltimore Inc The5902 York Road Baltimore,MD 21212	52-0591620	501(c)(3)	30,000				Kids in the Kitchen
La Clinica del Pueblo2831 15th St NW Washington,DC 200094607	52-1942551	501(c)(3)	60,000				Cuidemos Nuestra Salud (Taking Care of Our Health)
Loudoun Community Health Center224 A Cornwall St NW Leesburg,VA 20176	20-2379419	501(c)(3)	98,000				Loudoun Community Health Center Oral Health Progra Program
Manna Food Center Inc9311 Gaither Road Gaithersburg,MD 20877	52-1289203	501(c)(3)	150,000				Smart Snacks Program and Fresh Food for Families S Share Program
Marian House949 Gorsuch Avenue Baltimore,MD 21218	52-1243849	501(c)(3)	24,000				Donation
Martha's Table Inc2114 14th Street NW Washington,DC 20009	52-1186071	501(c)(3)	24,500				Donation
Maryland Food Bank Inc2200 Halethorpe Farms Roads Baltimore,MD 21227	52-1135690	501(c)(3)	90,000				Donation
Maryland Healthcare Education Institute6820 Deerpath Road Elkridge,MD 21075	52-0901664	501(c)(3)	150,000				Who Will Care? Nursing Education Program
Mary's Center for Maternal and Child Care Inc2333 Ontario Road NW Washington,DC 20009	52-1594116	501(c)(3)	59,375				2009 Noche Tropical Gala

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Meals on Wheels of Central Maryland515 South Haven Street Baltimore, MD 21224	52-6074723	501(c)(3)	22,600				18th Annual Culinary Extravaganza
Miriam's Kitchen2401 Virginia Avenue NW Washington, DC 20037	52-1331552	501(c)(3)	24,000				Donation
Mobile Medical Care Inc9309 Old Georgetown Rd Bethesda, MD 20814	23-7022588	501(c)(3)	75,000				MobileMed Upcounty Clinic at Shady Grove Adventist
Montgomery County Community Foundation8720 Georgia Avenue Suite 202 Silver Spring, MD 20910	23-7343119	501(c)(3)	9,700				2009 Annual Celebration of Giving
Mosaica Inc1522 K Street NW Suite 1130 Washington, DC 20005	52-1872115	501(c)(3)	30,000				Profiles Project and Festival
National Center for Victims of Crime2000 M Street NW Suite 480 Washington, DC 20005	30-0022798	501(c)(3)	24,000				Donation
National Ovarian Cancer Coalition Inc4900 Hopyard Road Suite 100 Pleasanton, CA 94588	65-0628064	501(c)(3)	7,500				2009 Walk For the Whisper
Northern Virginia Dental Clinic Inc5827 Columbia Pike Suite 405 Falls Church, VA 22041	54-1646071	501(c)(3)	74,800				Operational support for current programs in Falls
Northern Virginia Dental Society4330 N Evergreen Lane Annandale, VA 22003	54-6053006	Other	22,000				2010 Mission of Mercy Dental Clinic
NOVA Scripts Central Inc6400 Arlington Blvd Suite 120 Falls Church, VA 22042	65-1275162	501(c)(3)	90,000				General Operations Support STI/HIV/AIDS Transmission in At-Risk Youth

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Planned Parenthood Association of Metropolitan Was1108 Sixteenth St NW Washington, DC 200364802	53-0204621	501(c)(3)	40,000				Preventing Teen Pregnancy/Parenthood and STI/HIV/A
Playworks (formerly known as Sports4Kids)2601 North Howard Street Baltimore, MD 21218	94-3251867	501(c)(3)	40,000				Playworks Baltimore and Washington, D C
Port Towns Community Development CorporationPO Box 312 Bladensburg, MD 20710	52-1998685	501(c)(3)	55,000				2009 Port Towns Day Event
Primary Care Coalition of Montgomery County Inc8757 Georgia Avenue 10th Floor Silver Spring, MD 20910	52-1847976	501(c)(3)	70,345				2009 Mid-Year Grant
Prince George's Community College Foundation301 Largo Road Largo, MD 20774	52-1429938	501(c)(3)	10,000				Legacy Cirlce Annual Giving Program
Prince George's County Health Department1701 McCormick Drive Largo, MD 20774	52-2046026	Govt Entity	188,200				Care for Kids Program Support & Health Survey
Prince William Area Free Clinic Inc9301 Lee Avenue Manassas, VA 20110	54-1619202	501(c)(3)	85,000				Access to Healthcare for Vulnerable Populations
Rails-toTrails Conservancy 2121 Ward Court NW 5th Floor Washington, DC 20037	52-1437006	501(c)(3)	33,797				Development of Metropolitan Branch
Rappahannock RefugeInc902 Lafayette Blvd Fredericksburg, VA 22401	52-1419314	501(c)(3)	20,000				Donation to Hope House
Road Runners Club of America1501 Lee Hwy Suite 140 Arlington, VA 22209	74-2112511	501(c)(3)	20,000				15th running of the Pike's Peek 10K race

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Saint Agnes Hospital Foundation Inc900 Caton Ave Baltimore, MD 212295201	52-1415083	501(c)(3)	5,838				2009 Spring Gala
Share Our Strength1730 M Street NW Suite 700 Washington, DC 20036	52-1367538	501(c)(3)	90,000				Donation
Shepherd's Clinic2800 Kirk Avenue Baltimore, MD 212183647	52-1739001	501(c)(3)	75,000				Operational Support
So Others Might Eat71 O Street NW Washington, DC 20001	23-7098123	501(c)(3)	68,750				23rd annual awards gala
Spanish Catholic Center of Catholic Charities1618 Monroe Street NW Washington, DC 20010	52-0980905	501(c)(3)	200,000				SNEAG Funding for DC Dental Clinic
Suitland Family and Life Development Corporation 14416 Old Mill Road Suite 101 Upper Marlboro, MD 20772	52-2052386	501(c)(3)	50,000				Prince George's County Youth-Adult Partnership for
The City of Takoma Park 7676 New Hampshire Ave Suite 101 MB Takoma Park, MD 20912	52-6000808	Govt Entity	50,000				Crossroads Farmers Market/Fresh Check Program
The Community Foundation for the National Capital1201 15th Street NW Suite 420 Washington, DC 20005	23-7343119	501(c)(3)	501,519				Fourth Annual Civic Leadership Awards 2009
The Executive Leadership Foundation1001 N Fairfax Street Suite 300 Alexandria, VA 22314	52-1631358	501(c)(3)	19,100				2009 Annual Recognition Dinner
The Friends of the National Arboretum's Washington 3501 New York Avenue NE Washington, DC 20002	52-1257712	501(c)(3)	60,000				Washington Youth Garden Schoolyard Project

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
The InterFaith Conference of Metropolitan Washingt1426 Ninth Street NW 2nd floor Washington, DC 200013330	52-1156410	501(c)(3)	7,500				26th Edition of The Emergency Food, Shelter and He Program opening
The Lloyd F Moss Free Clinic 1301 Sam Perry Blvd Fredericksburg, VA 22401	54-1677934	501(c)(3)	30,000				Moss Free Clinic Pharmacy/Diabetic Medications and
The Montgomery County Family Justice Center Founda 600 Jefferson Street Rockville, MD 20852	94-3444962	501(c)(3)	11,000				The Family Justice Center Community Building Progr
The Nonprofit Roundtable of Greater Washington1201 15th Street NW Suite 420 Washington, DC 20005	16-1626729	501(c)(3)	50,000				Saving the Safety Net Initiative
Through The Kitchen Door International Inc3305 Pauline Drive Chevy Chase, MD 208153919	31-1677181	501(c)(3)	20,000				In school lunch catering
Total Health Care Inc1501 Division Street Baltimore, MD 21217	23-7267007	501(c)(3)	98,000				Emergency Dental Care for the Uninsured
United Way of Central Maryland IncPO Box 1576 Baltimore, MD 21203	52-0591543	501(c)(3)	30,000				Corporate Gift for 2008 Campaign
United Way of the National Capital Area8391 Old Courthouse Road Suite 200 Vienna, VA 22182	53-0234290	501(c)(3)	20,000				Donation
Unity Health Care Foundation Inc1220 12th Street SE Ste 120 Washington, DC 20003	52-1572431	501(c)(3)	90,000				Operations Support
Us Helping Us-People Into Living INC3636 Georgia Avenue NW Washington, DC 20010	52-1628279	501(c)(3)	10,000				2009 A Passion for Living

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Virginia Health Care Foundation1001 East Broad Street Suite 445 Richmond, VA 23219	54-1639924	501(c)(3)	140,000				To support and strengthen the health safety net in
Virginia Hospital Center Foundation - Arlington He1701 N George Mason Drive Arlington, VA 22205	20-4129901	501(c)(3)	12,500				Family Fun Day - September 26, 2009
Washington Parks & People2437 15th Street NW Washington, DC 20009	52-1681110	501(c)(3)	50,000				Heart & Soul
Washington Regional Association of Grantmakers1400 16th St NW suite 740 Washington, DC 20036	52-1756853	501(c)(3)	51,250				2009 Washington Grantmakers Annual Meeting
Whitman-Walker Clinic1701 14th Street NW Washington, DC 20036	52-1122122	501(c)(3)	60,000				Medical Adherence Case Management

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2009

Open to Public Inspection

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

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

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization

KFHP OF THE MID-ATLANTIC STATES INC

Employer identification number

52-0954463

Part I

Questions Regarding Compensation

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

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

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

[illegible]

Part IIISupplemental Information

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

Identifier	Return Reference	Explanation
SCHEDULE J, PART I, LINE 3	Top Management Officials' Compensation	Kaiser Foundation Health Plan of the Mid-Atlantic States relied on Kaiser Foundation Health Plan, Inc that used one or more of the methods described below to establish the top management officials' compensation - Compensation committee - Independent compensation consultant - Form 990 of other organizations - Written employment contract - Compensation survey or study, and - Approval by the board or compensation committee
SCHEDULE J, PART I, LINE 4a	severance	Christine Malcolm \$ 1,492,105 Listed persons participated in arrangements entitling them to severance benefits in the event of termination by the organization without cause or due to job elimination. Depending on position level, tenure, and termination reason, severance benefits payable under these arrangements provide for pay and health benefits continuation plus payment of accrued obligations. In addition, for some of the listed persons, severance benefits payable include prorated incentive awards for performance periods not yet ended. None of the listed persons participated in arrangements entitling them to change-of-control payments.
SCHEDULE J, PART I, LINE 4b	SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN PAYMENTS	George Halvorson \$ 1,237,500 Steven Zarkin 468,045 Bernard Tyson 323,207 Daniel Garcia 285,048 Arthur Southam 236,262 MARILYN KAWAMURA 207,448 Kathryn Lancaster 178,867 KAY LEWIS 114,860 Deborah Stokes 94,289 Thomas Meier 43,474 ANTHONY BARRUETA 35,483 KENDALL HUNTER 32,324 CARRIE HARRIS-MULLER 29,854 RUBEN BURNETT 28,495 SUSAN SPURLARK 26,749 DEANNE PETERSEN 24,418 MARY JAEGER 20,651 Total \$ 3,386,974 Some of the listed persons participated in nonqualified supplemental retirement plans. Under these plans, the organization makes annual contributions to accounts held in the name of individual participants. Contributions vary by position level and pay, and vest over time based on age and/or service. Participant accounts are credited with actual investment returns from up to four mutual funds and/or with a fixed rate of interest or a combination thereof. Unvested amounts are subject to risk of forfeiture.
SCHEDULE J, PART I, LINE 7		The organization provided non-fixed payments to some of the persons listed. Payments were made under incentive plans, based on attainment of organizational performance goals and individual performance, designed to support the organization's mission to provide high-quality, affordable care and improve the health of its members and the communities it serves.

Software ID:

Software Version:

EIN: 52-0954463

Name: KFHP OF THE MID-ATLANTIC STATES INC

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

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
ANTHONY BARRUETA	(i)	0	0	0	0	0	0
	(ii)	268,060	129,108	32,856	65,880	509,031	0
KENNETH E BATES	(i)	192,337	60,000	4,100	26,242	283,679	0
	(ii)	0	0	0	0	0	0
JUDITH L BRITTAIN	(i)	186,538	29,350	32,074	61,789	323,228	0
	(ii)	0	0	0	0	0	0
RUBEN J BURNETT	(i)	0	0	0	0	0	0
	(ii)	228,377	57,250	17,881	69,813	394,819	0
CHRISTINE K CASSEL	(i)	0	0	0	0	0	0
	(ii)	162,000	0	50	0	162,050	0
THOMAS W CHAPMAN EDD	(i)	12,600	0	0	0	12,600	0
	(ii)	103,000	0	17,297	70,000	190,297	0
DANIEL P GARCIA	(i)	0	0	0	0	0	0
	(ii)	387,526	432,362	193,497	205,344	1,230,799	146,693
WILLIAM R GRABER	(i)	0	0	0	0	0	0
	(ii)	192,000	0	12,679	0	204,679	0
J EUGENE GRIGSBY III PHD	(i)	12,600	0	4,753	0	17,353	0
	(ii)	180,500	0	0	0	180,500	0
GEORGE C HALVORSON	(i)	0	0	0	0	0	0
	(ii)	1,188,160	4,054,050	1,349,839	62,820	6,667,671	0
CARRIE HARRIS-MULLER	(i)	0	0	0	0	0	0
	(ii)	242,410	90,377	32,351	63,165	440,082	0
KENDALL D HUNTER	(i)	0	0	0	0	0	0
	(ii)	272,620	117,730	20,874	75,723	498,726	0
MARY E JAEGER	(i)	0	0	0	0	0	0
	(ii)	167,293	29,308	38,541	52,000	298,921	0
JUDITH JOHANSEN	(i)	0	0	0	0	0	0
	(ii)	175,500	0	11,386	0	186,886	0
MARILYN KAWAMURA	(i)	0	0	0	0	0	0
	(ii)	357,713	245,184	178,208	154,831	947,715	112,043
KATHRYN LANCASTER	(i)	0	0	0	0	0	0
	(ii)	577,270	612,074	61,366	218,460	1,482,960	0
KAY W LEWIS	(i)	0	0	0	0	0	0
	(ii)	170,288	43,700	98,264	96,388	420,975	58,085
CHRISTINE MALCOLM	(i)	0	0	0	0	0	0
	(ii)	221,193	277,885	1,543,968	42,811	2,099,647	561,776
PHILIP MARINEAU	(i)	0	0	0	0	0	0
	(ii)	180,500	0	12,679	0	193,179	0
THOMAS R MEIER	(i)	0	0	0	0	0	0
	(ii)	284,736	224,422	58,678	75,573	656,536	0
JENNY J MING	(i)	0	0	0	0	0	0
	(ii)	161,000	0	12,679	0	173,679	0
EDWARD PEI	(i)	0	0	0	0	0	0
	(ii)	166,000	0	0	0	166,000	0
DEANNE PETERSEN	(i)	0	0	0	0	0	0
	(ii)	192,664	78,112	37,479	54,216	376,104	0
J NEAL PURCELL	(i)	0	0	0	0	0	0
	(ii)	217,200	0	11,157	0	228,357	0
ARTHUR M SOUTHAM MD	(i)	0	0	0	0	0	0
	(ii)	713,074	908,866	65,551	276,362	1,975,178	0
SUSAN SPURLARK	(i)	0	0	0	0	0	0
	(ii)	207,294	76,369	40,050	82,846	420,192	0
DEBORAH STOKES	(i)	0	0	0	0	0	0
	(ii)	291,085	175,811	94,726	104,729	679,478	53,951
CYNTHIA TELLES	(i)	0	0	0	0	0	0
	(ii)	184,600	0	6,441	0	191,041	0
SANDRA THOMPKINS	(i)	0	0	0	0	0	0
	(ii)	160,000	0	14,604	0	174,604	0
BERNARD J TYSON	(i)	0	0	0	0	0	0
	(ii)	680,034	901,070	148,868	262,495	2,006,257	0
TAMSEN L WESTMORELAND	(i)	0	0	0	0	0	0
	(ii)	165,973	31,560	10,785	25,281	245,378	0
STEVEN R ZATKIN	(i)	0	0	0	0	0	0
	(ii)	545,314	579,050	546,352	90,250	1,773,459	462,144
VICTORIA B ZATKIN	(i)	0	0	0	0	0	0
	(ii)	181,000	38,584	46,865	44,991	313,738	0

Schedule L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

▶ Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V lines 38a or 40b.
▶ Attach to Form 990 or Form 990-EZ. ▶See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization KFHP OF THE MID-ATLANTIC STATES INC	Employer identification number 52-0954463
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Part I Excess Benefit Transactions (section 501(c)(3) and section 501 (c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected? Yes No
2	Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ▶ \$		
3	Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$		

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
Total			▶ \$							

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of grant or type of assistance

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues? Yes No
MARK MALCOLM	KFHP INC EMPLOYEE	97,027	COMPENSATIon	No

Identifier	Return Reference	Explanation
FORM 990 REVIEW PROCESS	PART VI, SECTION A, LINE 11A	1 Key information necessary for the preparation of the tax return is obtained and/or confirmed with internal sources including regional finance, executive compensation, community benefits, treasury, government relations, and legal 2 Community benefits details are presented to the community benefit committee of the board for review 3 Executive compensation details are presented to the compensation committee of the board for review 4 The complete tax return is reviewed and signed by a KPMG tax advisor 5 The complete tax return is reviewed and signed by the Senior vice president, corporate controller and chief accounting officer 6 The tax return is discussed with the full board of directors A copy of the return is provided to each board member in electronic format prior to filing
COMPLIANCE ENFORCEMENT	PART VI, SECTION B, LINE 12C	Regularly and Consistently Monitors Compliance with the Conflicts of Interest Policy Kaiser Permanente regularly monitors compliance with the Conflicts of Interest Policy in 3 key ways 1 The Kaiser Permanente Compliance Hotline is available to all employees and vendors to report actual or potential conflicts of interest All calls are answered by a third party and provided to Kaiser Permanente's National Compliance office for review and appropriate action Employees can report anonymously and without fear of retaliation Reports of actual or potential Conflicts of Interest are generated and investigations are conducted as required and information is tracked and trended to determine if additional guidance is required to avoid conflicts of interest Compliance Hotline Reports are provided for review and action to the Kaiser Foundation Health Plan/ Hospitals Boards of Directors annually 2 The Senior Vice President & Chief Compliance Officer and the Vice President of Internal Audit Services annually review the directors', officers', key employees', and executives' Annual Conflicts of Interest Questionnaire disclosures and provide direction on any investigations required Investigations are documented, tracked and trended to determine if additional controls or education is required, In addition, Conflicts of Interest Questionnaire Reports are provided for review and action to the Kaiser Foundation Health Plan/ Hospitals Boards of Directors annually, and 3 Annually, as a component of the external audit, KPMG reviews the Annual Conflicts of Interest Questionnaires completed by Directors, Officers, Key Employees, and Executives, and actions taken as a result of the disclosures The results of the annual audit, including any findings in this area are presented to the Kaiser Foundation Health Plan/ Hospitals Audit and Compliance Committee Regularly and Consistently Enforces Compliance with the Conflicts of Interest Policy To ensure consistency in the enforcement of the policy Kaiser Permanente uses the following steps as a general guideline A Represented employees are subject to any corrective/disciplinary action provisions described in specific regional/national collective bargaining agreements and/or organizational policies and practices B Kaiser Permanente notifies employees of the National Human Resources Policy No 14 Corrective/Disciplinary Action Policy during new employee orientation and in annual compliance training C In the event that it is necessary to discipline any employee because of, but not limited to, failure to comply with applicable legal/regulatory requirements, Kaiser Permanente policies and procedures, or the Principles of Responsibility, or for unsatisfactory performance or misconduct, coaching/counseling and/or corrective/disciplinary action may include, but is not limited to (I) Oral discussion and/or warning by the employee's immediate supervisor or higher level manager to correct the problem (II) Written notice, with or without final warning (III) Paid or unpaid suspension, with or without final warning (IV) Termination of employment
COMPENSATION DETERMINATION	PART VI, SECTION B, LINE 15A/B	The executive compensation program is designed to recruit, retain and motivate qualified senior management personnel Senior management personnel have a significant impact on the strategic and policy direction and results of the organization Therefore, the executive compensation program is, to a significant degree, performance-based The compensation program is reviewed annually by the Compensation Committee of the Board of Directors which evaluates and approves prior to payment all programs and payments to CEO, Executive Director and top management officials (executives) Base pay for executive positions is established at a level comparable to the relevant market In addition, other components of the compensation program bear 'at-risk' features designed to focus on strategically important performance goals and to assist in attracting and retaining top performers The executive compensation program is targeted at the median of the comparable external market in which the organization competes for executive leadership Evaluation of comparable pay data is performed by an Independent Compensation, Benefit & Human Resource Consulting firm The compensation program focuses on objectives in the areas of quality of member care and service, financial soundness, and the community and social mission of the organization
PUBLIC INSPECTION	PART VI, SECTION C, LINE 19	Governing documents - are available as provided to state Dept of Insurance and maintained on state agency website or upon request Conflict of Interest is available on KP website under vendor Principles of Responsibility or upon request Financial Statements are on file with state insurance agency on a statutory basis (stand alone entity) Combined data is published for Kaiser Foundation Health Plan Inc and subsidiaries and Kaiser Foundation Hospitals and Subsidiaries with audit opinion by KPMG upon request To request copies contact Tax Director Kaiser Foundation Health Plan and Hospitals One Kaiser Plaza, 15L Oakland, CA 94612
FAMILY AFFILIATIONS	PART VI, SECTION A, LINE 2	steven r zatkin - spouse officer of kfhp inc , kfhp and subsidiaries victoria zatkin - spouse senior vp, general counsel and officer of kfhp inc and regional health plans
NET UNRELATED BUSINESS TAXABLE INCOME FROM FORM 990-T, LINE 34	PART I, LINE 7-B	TOTAL UBI (FORM 990-T, LINE 30) \$ 15,022 NET OPERATING LOSS (NOL) APPLIED <15,022> UBTI WITH NOL (FORM 990-T, LINE 34) NONE

Identifier	Return Reference	Explanation
EXEMPT PURPOSE ACHIEVEMENTS - PROGRAM SERVICES	PART III, LINE 4A-D	Kaiser Foundation Health Plan of the Mid-Atlantic States, Inc or "Mid-Atlantic Health Plan" is a tax-exempt subsidiary health plan of Kaiser Foundation Health Plan, Inc (KFHP) Mid-Atlantic Health Plan, along with KFHP, Kaiser Foundation Hospitals and their subsidiaries are nonprofit corporations that are part of the integrated health care delivery system known as the Kaiser Permanente Medical Care Program or "Kaiser Permanente", which provides a program of Healthcare and medical services as a prepaid direct care group practice health Maintenance organization Membership in KFHP and its health plan subsidiaries is available without regard to sex, race, religion, ethnic background, sexual orientation, and occupational status, and income level Health Plan members are broadly representative of the various ages, social, and income groups within the areas it serves Once enrolled, a member is free to maintain membership regardless of age, health status or employment KAISER PERMANENTE'S COMMITMENT TO THE COMMUNITY In 2001, the KFHP Board of Directors reaffirmed Direct Community Benefit Investment (DCBI) as a national program and set the following four goals - Address critical questions in American health care that the Program's history, culture and competencies position it uniquely to examine - Build the reputation of Kaiser Permanente for its leadership in helping to solve major health challenges - Create a program that engages the creativity and spirit of the people of Kaiser Permanente at all levels - Meet the requirements placed on KFHP, KFHP, and its subsidiary health plans as tax-exempt organizations that return value to the communities served beyond the provision of health care to members The Board directed that this new DCBI program be guided by a national strategy, with continued local flexibility and implementation The program is supported by national and regional funding pools, and built on the organization's integrated health care system In 2007, the KFHP/H Board of Directors refined the focus of the organization's Community Benefit Program and established the following four priority areas which have come to be known as "streams of work" - Care and Coverage for Low-Income People - Creates and supports programs that lower the financial barriers for the under- and uninsured - Community Health Initiatives - Designs, delivers, and sustains long-term programs that engage communities in work to improve conditions in their neighborhoods - Safety Net Partnerships - Builds partnerships with community clinics, local health departments, and public hospitals Provides funding, technical assistance, dissemination of care management and quality improvements technology to help improve care and expand treatment capacity for vulnerable populations - Developing and Disseminating Knowledge - Improves health care by sharing our knowledge- educating practitioners, advancing research, empowering consumers and informing policymakers about the evidence base for care and health The Board elaborated that at least 75% of total community benefit funding will be directed to program priorities within the four streams of work and the remaining 25% of funding will be directed by local regions to respond to local community benefit needs and opportunities that may or may not be within the four key focus areas The KFHP/H Board has a standing Community Benefit Committee of the Board of Directors to oversee the program-wide Community Benefit program Kaiser Permanente also has a national executive of KFHP and KFHP to lead Kaiser Permanente's Community Benefit Program as a full-time assignment Raymond J Baxter, PhD is the Senior Vice President for Community Benefit, Research and Health Care Policy reporting to the CEO and Chairman of the Board THE COMMUNITY BENEFIT PROGRAMS IN THE MID-ATLANTIC REGION In 2009, Kaiser Permanente spent approximately \$1.7 billion or approximately 4% of revenue to support the Community Benefit Program The Mid-Atlantic Health Plan expended approximately \$40.6 million to support community benefit activities A breakdown of the 2009 Community Benefit dollars attributable to the Mid-Atlantic Health Plan is included in Attachment A The following identifies many of the signature community benefit programs and services grouped according to the national streams of work funded by the Mid-Atlantic Health Plan CARE AND COVERAGE FOR LOW-INCOME PEOPLE There are roughly 46 million Americans without health care coverage Uninsured, low-income individuals and families who are not eligible for public programs often have to rely on traditional charity care Frequently, individuals in this situation may wait to seek medical care until their conditions become critical, and end up in hospital emergency rooms for treatment of conditions that are preventable or easily treated in earlier stages In 2009, the Mid-Atlantic Health Plan expended \$29.6 million to address the financing and delivery of health care for populations vulnerable due to socio-economic status, illness, ethnicity, age, or other factors Program beneficiaries (under- and uninsured) received free or discounted care in a Kaiser Permanente facility or by a Permanente provider Charitable Care (Medical Financial Assistance and Charitable Health Coverage Programs) In the Mid-Atlantic States, Health Plan provides charity care to low-income vulnerable populations through the Medical Financial Assistance and Charitable Health Coverage Programs In 2009, the Mid-Atlantic States Health Plan spent \$20.2 million on under- and uninsured residents in Maryland, Virginia and the District of Columbia to serve more than 4,300 children and adults - Medical Financial Assistance The Medical Financial Assistance (MFA) Program provides temporary financial assistance to individuals who are in both medical and financial need and ensures that collection practices do not further burden an individual or family in financial distress The program is available to assist Health Plan members in reducing out-of-pocket costs such as co-payments, co-insurance, medical services and/or pharmacy Nonmembers are offered assistance for specified medically necessary services related to an episode of care In order to receive financial assistance, members and nonmembers must not be eligible to receive assistance under any other public or private program MFA awards are only for services provided in Health Plan facilities Kaiser Permanente's charity care program also includes discounted charges for uninsured patients below 400% of the federal poverty guidelines - Charitable Health Coverage Charitable Health Coverage (CHC) is a unique approach to caring for low-income uninsured persons in the community Participants receive a regular Kaiser Permanente membership card and access to the full range of service and providers-a much better alternative to a brief and costly emergency room visit or hospitalization This allows the Mid-Atlantic Health Plan to invest in the longer term health of patients and the communities Since inception in the early 1980s, CHC programs have made a real difference in the lives of persons who might otherwise have no other source of care The following describes two CHC programs in the Mid-Atlantic region a Bridge Program - This program enables participants to have comprehensive health care coverage at significantly reduced costs at a time when they are experiencing financial difficulties due to job loss, involuntary reduction in work hours, death, divorce, or legal separation from a spouse Typically, these individuals are not eligible for any other public or private health care coverage and whose income is less than 250% of the federal poverty guidelines Health Plan subsidizes either 90% or 95% of their monthly health care premium relative to the member's income At the end of 2009, nearly 2,300 individuals were enrolled through community partners located in 12 local jurisdictions b Medical Care for Children Programs - In 2009, more than 2000 children were enrolled in the program in six jurisdictions throughout the Mid-Atlantic Health Plan region Children in these programs may not be eligible for public or private health care programs and must have family incomes of below 250% of the federal poverty guidelines The program operated in partnership with local governments, hospitals and/or nonprofit community groups Referrals to specialists not available from the Permanente Medical Group and inpatient hospitalizations are covered by the program's partners This program targets children of "working poor" families

Identifier	Return Reference	Explanation																										
EXEMPT PURPOSE ACHIEVEMENTS - PROGRAM SERVICES		<p>Participation in Government-Sponsored Programs In 2009, Mid-Atlantic Health Plan contributed \$9.3 million to support the provision of medical care services to individuals in the following government-sponsored program - The Maryland Medical Assistance Program provides funds to allow the state to increase rates that Medicaid pays to fee-for-service health care providers and managed care health care providers. The program helps increase the number of practitioners willing to serve Medicaid patients, and without such practitioners, access to care could be seriously curtailed for vulnerable populations in Maryland.</p> <p>COMMUNITY HEALTH INITIATIVES As an innovator in health, Kaiser Permanente designs, delivers, and sustains long-term programs that engage communities in work to improve conditions in their neighborhoods, workplaces, and schools to support good health, particularly Healthy Eating, Active Living (HEAL). The Mid-Atlantic Health Plan spent \$3.6 million on community health initiatives during 2009.</p> <p>Health Eating Active Living Programs The Mid-Atlantic HEAL program provides a variety of community outreach activities and services to address the environmental factors that effect childhood and adult obesity. The focus is on increasing access to healthy foods, fun and safe places for children and adults to engage in physical activity as well as raise awareness and educate the consumer about ways to lead a healthier lifestyle through healthy eating and active living.</p> <p>Grants and Donations for Community Health Initiatives The Mid-Atlantic Health Plan donated \$3.6 million to 40 nonprofit community organizations to support a variety of community health initiatives. The following are examples of programs and services funded in 2009 - Common Health Action was awarded \$499,750 to provide seed funding for the Mid-Atlantic's first Public Health Institute. The Mid-Atlantic Public Health Institute works across jurisdictions, sectors, and disciplines to achieve optimal health for all communities. Through convening, training, research, and advocacy, MAPHI will support and expand the collaborative capacity of diverse public and private partners to develop, implement, and evaluate innovative community health policies and strategies - Manna Food Center received \$150,000 for their Smart Snacks Program and Fresh Food for Families Share Program. The Smart Snacks Program is a partnership between Manna and local elementary schools and local businesses to provide students with backpacks that are filled with healthy, kid-friendly food. These bags are distributed each Friday, so that children have food for the weekend when they cannot access school meals. The Fresh Food for Families Farm Share program will allow Manna to purchase shares of land from local farms within the county, on which Manna can grow fruits and vegetables and provide healthy foods to local families, providing 3,000 families with 1-2 lbs of fresh healthy food.</p> <p>SAFETY NET PARTNERSHIPS Through funding, technical assistance, public policy advocacy, training and volunteering, dissemination of care-management and quality improvement technologies, Kaiser Permanente helps these vital health care providers improve care and expand treatment capacity for the communities and vulnerable people they serve.</p> <p>Grants and Donations for Safety Net Partnerships The Mid-Atlantic Health Plan spent \$4.1 million to support 74 organizations that deliver medical or dental care services to uninsured people in community settings, primarily safety net clinics in the District of Columbia, Maryland, and Virginia. In May 2009, a special request for proposals was issued to safety net providers for the purpose of funding services that address health needs of the uninsured. The following are examples of programs and services funded - Spanish Catholic Charities received a \$200,000 grant from Kaiser Permanente to increase access to culturally competent oral health care and education for the low-income, uninsured population of the greater Washington, DC metropolitan region, including Montgomery and Prince George's County - The DC Primary Care Association (DCPCA) received a \$100,000 grant for operational support in their primary focus areas of restructuring and expanding safety net services to eliminate health disparities, and conducting outreach to help individuals access the health care system and learn how to adopt healthy behaviors.</p> <p>DEVELOPING AND DISSEMINATING KNOWLEDGE Kaiser Permanente aims to improve health care by sharing its knowledge, educating practitioners, advancing research, empowering consumers, and informing policymakers about the evidence base for care and health. The Educational Theatre Programs is a potent strategy for disseminating clinically-honed prevention messages to students, families, and their broader communities. In 2009, the Mid-Atlantic Health Plan spent \$736,887 to support this program.</p> <p>Educational Theatre Programs (ETP) The Educational Theatre Programs in Mid-Atlantic States has provided professional, award-winning health education plays for grades K-12 for 20 years in Maryland, Virginia and the District of Columbia. In 2009, ETP performed for approximately 43,000 children and adults in the Greater Baltimore-Washington metro area. They completed 193 performances. Each program presents current age-appropriate health information. Actor-educators are extensively trained in related health issues and workshop facilitation. Resources material for students, teachers and parents reinforce the educational messages in each performance. ETP in Mid-Atlantic States performed four shows during 2009-2010 season, including Professor Bodywise's Traveling Menagerie, The R-Files, The Amazing Food Detective and Secrets.</p> <p>OTHER COMMUNITY BENEFITS The Mid-Atlantic Health Plan spent \$2.7 million on other community benefits beyond the national streams of work.</p> <p>Regional Community Benefit Operations The Mid-Atlantic Health Plan has a dedicated Community Benefit Department with 8 full-time employees to support regional community benefit programs and services and coordinate CB initiatives.</p> <p>Other Grants and Donations In 2009, Mid-Atlantic Health Plan made contributions to support nonprofit organizations which were not part of National Streams of Work. The following are examples - The Maryland Foodbank received a contribution of \$90,000 to support the widening gap between supply and demand for their services, feeding the hungry of Central Maryland - The Washington AIDS Partnership received \$50,000 to support this funding collaborative owned by the Washington Regional Association of Grantmakers for HIV Prevention and advocacy services for at-risk youth.</p> <p>ATTACHMENT A 2009 COMMUNITY BENEFIT INVESTMENT MID-ATLANTIC HEALTH PLAN The following chart summarizes the 2009 Community Benefit investments in Maryland, Virginia and Washington, DC. The investments in the community reflected in the chart are unaudited.</p> <table><tr><td>CARE AND COVERAGE Charitable Care and Coverage Programs</td><td>\$ 20,220,895</td></tr><tr><td>Government Sponsored Programs</td><td>9,253,649</td></tr><tr><td>CB Operations for Care and Coverage</td><td>80,000</td></tr><tr><td>Subtotal</td><td>\$ 29,554,544</td></tr><tr><td>COMMUNITY HEALTH INITIATIVES Grants & Donations for Community Health Initiatives</td><td>\$ 3,551,279</td></tr><tr><td>SAFETY NET PARTNERSHIPS Grants & Donations for Safety Net Partnerships</td><td>\$ 4,065,188</td></tr><tr><td>KNOWLEDGE DISSEMINATION Educational Theatre Programs</td><td>\$ 736,887</td></tr><tr><td>Grants & Donations for Knowledge Dissemination</td><td>25,000</td></tr><tr><td>Subtotal</td><td>\$ 761,887</td></tr><tr><td>OTHER COMMUNITY BENEFITS Other CB Grants & Donations</td><td>\$ 588,600</td></tr><tr><td>CB Operations</td><td>2,083,827</td></tr><tr><td>Subtotal</td><td>\$ 2,672,427</td></tr><tr><td>TOTAL</td><td>\$ 40,605,325</td></tr></table>	CARE AND COVERAGE Charitable Care and Coverage Programs	\$ 20,220,895	Government Sponsored Programs	9,253,649	CB Operations for Care and Coverage	80,000	Subtotal	\$ 29,554,544	COMMUNITY HEALTH INITIATIVES Grants & Donations for Community Health Initiatives	\$ 3,551,279	SAFETY NET PARTNERSHIPS Grants & Donations for Safety Net Partnerships	\$ 4,065,188	KNOWLEDGE DISSEMINATION Educational Theatre Programs	\$ 736,887	Grants & Donations for Knowledge Dissemination	25,000	Subtotal	\$ 761,887	OTHER COMMUNITY BENEFITS Other CB Grants & Donations	\$ 588,600	CB Operations	2,083,827	Subtotal	\$ 2,672,427	TOTAL	\$ 40,605,325
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Identifier	Return Reference	Explanation
CHANGES TO ORGANIZATIONAL DOCUMENTS	part vi, line 4	<p>Amendments to Bylaw s of Kaiser Foundation Health Plan of the Mid-Atlantic States, Inc , effective June 25, 2009 Article C, Member, Section C-5, Meetings Clarifies that the annual meeting of the member shall be at the time of the first regular Board of Directors' meeting each year Article D, Directors, Section D-1 Power and Authority of Directors (d) - under list of powers of corporation deletes statement that "removal of the Chairman of the Board or the Regional President shall require the affirmative vote of the member ", and statement that (f) the affirmative vote of the member is required to approve any disposition of or encumbrance of the corporation or acquisition of assets where the fair market value of such corporate property or assets exceeds 10% of the value of the assets of the corporation Adds new power of corporation as subsection (n) - to appoint or remove members of the Executive Advisory Board and approve the charter of the Executive Advisory Board and amendments Section D-2, Number Changed the number of Directors to fourteen (14) Provides that two of the fourteen Directors shall be inside Directors - one shall be the Chairman of the Board of the corporation and one shall be a senior officer of the member designated by the Chairman of the Board All other Directors shall be independent Directors Section D-4, Election and Term of Office Deletes provisions for Subscriber Directors (a) Provides that the term of all Directors in office as of June 1, 2009, shall expire on June 25, 2009 (b) Provides that the twelve independent Directors shall be divided into three classes of four Directors each The member shall elect one class to serve from June 25, 2009 until the annual meeting of the member in 2010, one class to serve from June 25, 2009 until the annual meeting of the member in 2011, and one class to serve until the annual meeting of the member in 2012 (c) Commencing with the first regularly scheduled meeting of the member's Board of Directors in 2010, and each year thereafter upon the expiration of a term of a class of Directors, Directors of that class shall be elected for a three-year term, to end at the first regularly scheduled meeting of the member's Board of Directors in the third year following election or when successors are elected (c) Adds provision prohibiting the Chairman of the Board from continuing to serve as a Director after he or she resigns or retires D-7 Adds new section establishing an Executive Advisory Board to be appointed by the Board of Directors upon recommendation by the Regional President and providing that the Board shall approve the Advisory Board charter and any amendments Section F-4, Executive Committee (a) Composition Changed the composition of the Executive Committee to seven Directors, which shall be comprised of the chairs of the Board's standing committees Provides that the Committee shall be comprised solely of independent Directors and defines independent Directors Adds new subsection (b) which sets forth authority and duties of the Executive Committee, including assisting the Board of Directors with oversight responsibility relating to (1) tax exemption, and (2) executive selection, performance appraisal and succession, and authority to act for the Board between meetings Former subsection (b) "Authority and Duties" changed to subsection (c) "Acting for Board Between Meetings", and revises list of actions that the Executive Committee shall not be authorized to take Former subsection (c) changed to (d) Conduct of Business and changes a quorum to a majority of the Committee and provides that the Committee shall annually assess its performance and report to the Board</p>

form 990, part vi, question 6 kaiser foundation health plan, INC is the sole member form 990, part vi, question 7a KFHP appoints the directors (and fills vacancies and has authority to remove directors) The same 14 individuals who comprise the board of directors of KFHP also serve as the 14 directors of KFHP-CO, OH, NW, MAS form 990, part vi, question 7b The following actions of the corporation require approval of the sole member a) removal of the chairman of the board or the regional president, b) amendments to the bylaws that pertain to the member, the board of directors, or procedures for amending the bylaws (articles c, d, and h of the bylaws), c) amendment of the articles of incorporation

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

Cat No 51056K

Schedule O (Form 990) 2009

Related Organizations and Unrelated Partnerships

2009

Open to Public Inspection

▶ **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.**

Employer identification number

52-0954463

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

(a)
Name, address, and EIN of disregarded entity

(b)
Primary activity

(c)
Legal domicile (state
or foreign country)

(d)
Total income

(e)
End-of-year assets

(f)
Direct controlling
entity

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

(a)
Name, address, and EIN of related organization

(b)
Primary activity

(c)
Legal domicile (state
or foreign country)

(d)
Exempt Code section

(e)
Public charity status
(if section 501(c)(3))

(f)
Direct controlling
entity

See Additional Data Table

Part IIIPart III

Identification of Related Organizations Taxable as a Partnership

(Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)		(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproporionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	
								Yes	No		Yes	No
HCMS LLC												
ONE KAISER PLAZA 15L OAKLAND, CA94612 20-3924985	CASE MGMT	CA	NA		NONE	0		0	No	0		No

Part IVPart III

Identification of Related Organizations Taxable as a Corporation or Trust

(Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
OAK TREE ASSURANCE LTD ONE KAISER PLAZA 15L OAKLAND, CA94612 03-0329760	INSURANCE	VT	NA	C CORP	0	0	0 %
KAISER PERMANENTE INSURANCE COMPANY ONE KAISER PLAZA 15L OAKLAND, CA94612 94-3203402	INSURANCE	CA	NA	C CORP	0	0	0 %
KAISER PROPERTY SERVICES INC ONE KAISER PLAZA 15L OAKLAND, CA94612 94-3259432	REAL ESTATE	CA	NA	C CORP	0	0	0 %
ARCHIMEDES INC ONE KAISER PLAZA 15L OAKLAND, CA94612 20-3774729	CONSULTING	CA	NA	C CORP	0	0	0 %
KAISER PERMANENTE INTERNATIONAL ONE KAISER PLAZA 15L OAKLAND, CA94612 94-3245176	CONSULTING	CA	NA	C CORP	0	0	0 %

Part V

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

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

1

During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a

Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity

b

Gift, grant, or capital contribution to other organization(s)

c

Gift, grant, or capital contribution from other organization(s)

d

Loans or loan guarantees to or for other organization(s)

e

Loans or loan guarantees by other organization(s)

f

Sale of assets to other organization(s)

g

Purchase of assets from other organization(s)

h

Exchange of assets

i

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

j

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

k

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

l

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

m

Sharing of facilities, equipment, mailing lists, or other assets

n

Sharing of paid employees

o

Reimbursement paid to other organization for expenses

p

Reimbursement paid by other organization for expenses

q

Other transfer of cash or property to other organization(s)

r

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

1a

No

1b

No

1c

No

1d

No

1e

No

1f

No

1g

No

1h

No

1i

No

1j

No

1k

Yes

1l

Yes

1m

Yes

1n

Yes

1o

Yes

1p

Yes

1q

Yes

1r

Yes

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
(1)	See Additional Data Table		
(2)			
(3)			
(4)			
(5)			
(6)			

Schedule R (Form 990) 2009

Part VI **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Disproportionate allocations?		(g) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
			Yes	No		Yes	No		Yes	No

Software ID:

Software Version:

EIN: 52-0954463

Name: KFHP OF THE MID-ATLANTIC STATES INC

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

(a) Name, address, and EIN of related organization	(b) Primary Activity	(c) Legal Domicile (State or Foreign Country)	(d) Exempt Code section	(e) Public charity status (if 501(c)(3))	(f) Direct Controlling Entity
KAISER FOUNDATION HEALTH PLAN INC ONE KAISER PLAZA 15L OAKLAND, CA94612 94-1340523	HEALTH CARE	CA	501(c)(3)	9	NA
KAISER FOUNDATION HOSPITALS ONE KAISER PLAZA 15L OAKLAND, CA94612 94-1105628	HEALTH CARE	CA	501(c)(3)	3	NA
KAISER FDN HEALTH PLAN OF COLORADO ONE KAISER PLAZA 15L OAKLAND, CA94612 84-0591617	HEALTH CARE	CO	501(c)(3)	9	NA
KAISER FDN HEALTH PLAN OF GEORGIA INC ONE KAISER PLAZA 15L OAKLAND, CA94612 58-1592076	HEALTH CARE	GA	501(c)(3)	9	NA
KAISER FDN HEALTH PLAN OF THE NORTHWEST ONE KAISER PLAZA 15L OAKLAND, CA94612 93-0798039	HEALTH CARE	OR	501(c)(3)	9	NA
KAISER FDN HEALTH PLAN OF OHIO ONE KAISER PLAZA 15L OAKLAND, CA94612 34-0922268	HEALTH CARE	OH	501(c)(3)	9	NA
KAISER HEALTH PLAN ASSET MANAGEMENT INC ONE KAISER PLAZA 15L OAKLAND, CA94612 94-3299124	ASSET MGMT	CA	501(c)(3)	11	NA
LOKAHI ASSURANCE LTD ONE KAISER PLAZA 15L OAKLAND, CA94612 91-2171891	RISK MGMT	HI	501(c)(3)	11	NA
KAISER HOSPITAL ASSET MANAGEMENT INC ONE KAISER PLAZA 15L OAKLAND, CA94612 94-3299125	ASSET MGMT	CA	501(c)(3)	11	NA
CAMP BOWIE SERVICE CENTER ONE KAISER PLAZA 15L OAKLAND, CA94612 94-3299123	HEALTH CARE	CA	501(c)(3)	11	NA
OHP ONE KAISER PLAZA 15L OAKLAND, CA94612 93-0480268	LEASING	WA	501(c)(3)	11	NA
KAISER HEALTH ALTERNATIVES ONE KAISER PLAZA 15L OAKLAND, CA94612 93-0954562	HEALTH CARE	WA	501(c)(3)	11	NA
1800 HARRISON FOUNDATION ONE KAISER PLAZA 15L OAKLAND, CA94612 94-3317484	FINANCING	CA	501(c)(3)	11	NA

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

	(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount Involved (\$)
(1)	KAISER FOUNDATION HEALTH PLAN INC	K	4,120,402
(2)	KAISER FOUNDATION HOSPITALS	K	12,235,296
(3)	KAISER FOUNDATION HEALTH PLAN OF COLORADO	K	263,349
(4)	KAISER FOUNDATION HEALTH PLAN OF GEORGIA	K	493,380
(5)	KAISER FOUNDATION HEALTH PLAN OF THE NW	K	265,774
(6)	KAISER FOUNDATION HEALTH PLAN OF OHIO	K	117,255
(7)	KAISER PERMANENTE INSURANCE COMPANY	K	701,599
(8)	LOKAHI ASSURANCE LTD	K	9,500,000
(9)	KAISER FOUNDATION HEALTH PLAN INC	L	43,307,941
(10)	KAISER FOUNDATION HOSPITALS	L	827,088,975
(11)	KAISER FOUNDATION HEALTH PLAN OF COLORADO	L	260,236
(12)	KAISER FOUNDATION HEALTH PLAN OF GEORGIA	L	701,766
(13)	KAISER FOUNDATION HEALTH PLAN OF THE NW	L	70,010
(14)	KAISER FOUNDATION HEALTH PLAN OF OHIO	L	293,911
(15)	LOKAHI ASSURANCE LTD	L	2,400,000
(16)	KAISER FOUNDATION HEALTH PLAN INC	M	1,824
(17)	KAISER FOUNDATION HEALTH PLAN OF COLORADO	M	4,272
(18)	KAISER FOUNDATION HEALTH PLAN INC	N	245,064
(19)	KAISER FOUNDATION HEALTH PLAN INC	O	20,409,394
(20)	KAISER FOUNDATION HOSPITALS	O	24,218,571
(21)	KAISER FOUNDATION HEALTH PLAN OF COLORADO	O	284,165
(22)	KAISER FOUNDATION HEALTH PLAN OF GEORGIA	O	718,691
(23)	KAISER FOUNDATION HEALTH PLAN OF THE NW	O	9,393
(24)	KAISER PERMANENTE INSURANCE COMPANY	O	19,023,518
(25)	KAISER FOUNDATION HEALTH PLAN INC	P	11,609,257
(26)	KAISER FOUNDATION HOSPITALS	P	727,831,489
(27)	KAISER FOUNDATION HEALTH PLAN OF COLORADO	P	219,468
(28)	KAISER FOUNDATION HEALTH PLAN OF GEORGIA	P	377,964
(29)	KAISER FOUNDATION HEALTH PLAN OF THE NW	P	107,414
(30)	KAISER FOUNDATION HEALTH PLAN OF OHIO	P	16,426
(31)	OAK TREE ASSURANCE LTD	P	111,776
(32)	KAISER PERMANENTE INSURANCE COMPANY	P	7,732,634
(33)	LOKAHI ASSURANCE LTD	P	11,549,641
(34)	LOKAHI ASSURANCE LTD	Q	2,400,000
(35)	LOKAHI ASSURANCE LTD	R	29,307,980

Form **4797**

Sales of Business Property

(Also Involuntary Conversions and Recapture Amounts Under Sections 179 and 280F(b)(2))

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

OMB No 1545-0184

2009

Attachment Sequence No **27**

Department of the Treasury

Internal Revenue Service (99)

Name(s) shown on return
KFHP OF THE MID-ATLANTIC STATES INC

Identifying number
52-0954463

1

Enter the gross proceeds from sales or exchanges reported to you for 2009 on Form(s) 1099-B or 1099-S (or substitute statement) that you are including on line 2, 10, or 20 (see instructions) .

1

Part I

Sales or Exchanges of Property Used in a Trade or Business and Involuntary Conversions From Other Than Casualty or Theft—Most Property Held More Than 1 Year (see instructions)

2	(a) Description of property	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Gross sales price	(e) Depreciation allowed or allowable since acquisition	(f) Cost or other basis, plus improvements and expense of sale	(g) Gain or (loss) Subtract (f) from the sum of (d) and (e)
2							
3	Gain, if any, from Form 4684, line 43						3
4	Section 1231 gain from installment sales from Form 6252, line 26 or 37						4
5	Section 1231 gain or (loss) from like-kind exchanges from Form 8824						5
6	Gain, if any, from line 32, from other than casualty or theft						6
7	Combine lines 2 through 6 Enter the gain or (loss) here and on the appropriate line as follows						7
	Partnerships (except electing large partnerships) and S corporations. Report the gain or (loss) following the instructions for Form 1065, Schedule K, line 10, or Form 1120S, Schedule K, line 9 Skip lines 8, 9, 11, and 12 below						
	Individuals, partners, S corporation shareholders, and all others. If line 7 is zero or a loss, enter the amount from line 7 on line 11 below and skip lines 8 and 9 If line 7 is a gain and you did not have any prior year section 1231 losses, or they were recaptured in an earlier year, enter the gain from line 7 as a long-term capital gain on the Schedule D filed with your return and skip lines 8, 9, 11, and 12 below						
8	Nonrecaptured net section 1231 losses from prior years (see instructions)						8
9	Subtract line 8 from line 7 If zero or less, enter -0- If line 9 is zero, enter the gain from line 7 on line 12 below If line 9 is more than zero, enter the amount from line 8 on line 12 below and enter the gain from line 9 as a long-term capital gain on the Schedule D filed with your return (see instructions)						9

Part II

Ordinary Gains and Losses (see instructions)

10	Ordinary gains and losses not included on lines 11 through 16 (include property held 1 year or less)						
	L/H IMPROVEMENT	01-01-2001	12-31-2009	0	14,014	18,393	4,379
	EQUIPMENT - MEDICAL	01-01-2001	12-31-2009	24,148	100,357	121,555	
	EQUIPMENT - TELECOM	01-01-2001	12-31-2009	0	18,336	32,088	13,752

11	Loss, if any, from line 7	11	()
12	Gain, if any, from line 7, or amount from line 8, if applicable	12	
13	Gain, if any, from line 31	13	
14	Net gain or (loss) from Form 4684, lines 35 and 42a	14	
15	Ordinary gain from installment sales from Form 6252, line 25 or 36	15	
16	Ordinary gain or (loss) from like-kind exchanges from Form 8824	16	
17	Combine lines 10 through 16	17	-15,181
18	For all except individual returns, enter the amount from line 17 on the appropriate line of your return and skip lines a and b below For individual returns, complete lines a and b below		
a	If the loss on line 11 includes a loss from Form 4684, line 39, column (b)(ii), enter that part of the loss here Enter the part of the loss from income-producing property on Schedule A (Form 1040), line 28, and the part of the loss from property used as an employee on Schedule A (Form 1040), line 23 Identify as from "Form 4797, line 18a " See instructions		
b	Redetermine the gain or (loss) on line 17 excluding the loss, if any, on line 18a Enter here and on Form 1040, line 14		

Part III

Gain From Disposition of Property Under Sections 1245, 1250, 1252, 1254, and 1255
(see instructions)

19

(a) Description of section 1245, 1250, 1252, 1254, or 1255 property

(b) Date acquired

(mo , day, yr)

(c) Date sold

(mo , day, yr)

A

B

C

D

These columns relate to the properties on lines 19A through 19D		Property A	Property B	Property C	Property D
20	Gross sales price (Note: See line 1 before completing)	20			
21	Cost or other basis plus expense of sale . . .	21			
22	Depreciation (or depletion) allowed or allowable	22			
23	Adjusted basis Subtract line 22 from line 21 .	23			
24	Total gain Subtract line 23 from line 20 . .	24			
25	If section 1245 property:				
a	Depreciation allowed or allowable from line 22	25a			
b	Enter the smaller of line 24 or 25a	25b			
26	If section 1250 property: If straight line depreciation was used, enter -0- on line 26g, except for a corporation subject to section 291				
a	Additional depreciation after 1975 (see instructions) . .	26a			
b	Applicable percentage multiplied by the smaller of line 24 or line 26a (see instructions)	26b			
c	Subtract line 26a from line 24 If residential rental property or line 24 is not more than line 26a, skip lines 26d and 26e	26c			
d	Additional depreciation after 1969 and before 1976 . .	26d			
e	Enter the smaller of line 26c or 26d	26e			
f	Sections 291 amount (corporations only) . .	26f			
g	Add lines 26b, 26e, and 26f	26g			
27	If section 1252 property: Skip this section if you did not dispose of farmland or if this form is being completed for a partnership (other than an electing large partnership)				
a	Soil, water, and land clearing expenses . .	27a			
b	Line 27a multiplied by applicable percentage (see instructions) .	27b			
c	Enter the smaller of line 24 or 27b	27c			
28	If section 1254 property:				
a	Intangible drilling and development costs, expenditures for development of mines and other natural deposits, mining exploration costs, and depletion (see instructions)	28a			
b	Enter the smaller of line 24 or 28a	28b			
29	If section 1255 property:				
a	Applicable percentage of payments excluded from income under section 126 (see instructions)	29a			
b	Enter the smaller of line 24 or 29a (see instructions)	29b			

Summary of Part III Gains. Complete property columns A through D through line 29b before going to line 30.			
30	Total gains for all properties Add property columns A through D, line 24	30	
31	Add property columns A through D, lines 25b, 26g, 27c, 28b, and 29b Enter here and on line 13 .	31	
32	Subtract line 31 from line 30 Enter the portion from casualty or theft on Form 4684, line 37 Enter the portion from other than casualty or theft on Form 4797, line 6	32	

Part IV

Recapture Amounts Under Sections 179 and 280F(b)(2) When Business Use Drops to 50% or Less
(see instructions)

		(a) Section 179	(b) Section 280F(b)(2)
33	Section 179 expense deduction or depreciation allowable in prior years . .	33	
34	Recomputed depreciation (see instructions)	34	
35	Recapture amount Subtract line 34 from line 33 See the instructions for where to report . .	35	

Additional Data

Software ID:
Software Version:
EIN: 52-0954463
Name: KFHP OF THE MID-ATLANTIC STATES INC

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

4d. Other program services					
(Code) (Expenses \$	8,230,067	including grants of \$	7,413,818) (Revenue \$	0)
SEE COMMUNITY BENEFIT REPORT					

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
ANTHONY BARRUETA DIRECTOR	40 0	X						0	430,024	79,007
MARY CARTER-WILLIAMS PhD SUBSCRIBER DIRECTOR	2 0	X						6,689	0	0
CHRISTINE K CASSEL DIRECTOR	7 0	X						0	162,050	0
THOMAS W CHAPMAN EDD DIRECTOR	8 0	X						12,600	120,297	70,000
DANIEL P GARCIA SVP, CHIEF COMPLIANCE OFFICER	40 0	X		X				0	1,013,385	217,414
WILLIAM R GRABER DIRECTOR	7 0	X						0	204,679	0
J EUGENE GRIGSBY III PHD DIRECTOR	6 0	X						17,353	180,500	0
GEORGE C HALVORSON Chairman, CEO , President	40 0	X		X				0	6,592,049	75,622
JUDITH JOHANSEN DIRECTOR	6 0	X						0	186,886	0
KIM J KAISER DIRECTOR	7 0	X						0	118,000	0
MARILYN KAWAMURA REGIONAL PRESIDENT - MAS	40 0	X		X				0	781,105	166,610
PHILIP MARINEAU DIRECTOR	6 0	X						0	193,179	0
JENNY J MING DIRECTOR	6 0	X						0	173,679	0
EDWARD PEI DIRECTOR	6 0	X						0	166,000	0
J NEAL PURCELL DIRECTOR	8 0	X						0	228,357	0
KAREN ROTHENBERG DIRECTOR	2 0	X						7,420	0	0
CYNTHIA TELLES DIRECTOR	6 0	X						0	191,041	0
ROBERT G TEMPLIN Jr DIRECTOR	2 0	X						12,929	0	0
SANDRA THOMPCKINS DIRECTOR	6 0	X						0	174,604	0
BERNARD J TYSON EVP - HP & HOSPITAL OPERATIONS	40 0	X		X				0	1,729,972	276,285
KATHRYN LANCASTER EVP - CHIEF FINANCIAL OFFICER	40 0			X				0	1,250,710	232,250
CHRISTINE MALCOLM SVP - HOSPITAL STRATEGY	40 0			X				0	2,043,046	56,601
THOMAS R MEIER SVP & TREASURER	40 0			X				0	567,836	88,700
DEANNE PETERSEN VP, CFO - MAS	40 0			X				0	308,255	67,849
ARTHUR M SOUTHAM MD EVP - HEALTH PLAN OPERATIONS	40 0			X				0	1,687,491	287,687

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
SUSAN SPURLARK VP, REGIONAL COUNSEL - MAS	40 0			X				0	323,713	96,479
DEBORAH STOKES SVP, CORPORATE CONTROLLER, CAO	40 0			X				0	561,622	117,856
STEVEN R ZATKIN SVP, GEN COUNSEL, SECRETARY	40 0			X				0	1,670,716	102,743
VICTORIA B ZATKIN ASSISTANT SECRETARY	40 0			X				0	266,449	47,289
RUBEN J BURNETT VP, SALES, MARKETING & BUS	40 0				X			0	303,508	91,311
CARRIE HARRIS-MULLER VP & CHIEF ADMIN OFFICER	40 0				X			0	365,138	74,944
KENDALL D HUNTER VP, CHIEF OPERATIONS OFFICER	40 0				X			0	411,224	87,502
KENNETH E BATES VP, SALES & ACCOUNT MANAGEMENT	40 0					X		256,437	0	27,242
JUDITH L BRITTAIN VP, DELIVERY SYSTEMS OPERATION	40 0					X		247,962	0	75,266
MARY E JAEGER VP, HUMAN RESOURCES-MAS	40 0					X		0	235,142	63,779
KAY W LEWIS VP-UTILIZATION, RISK, QUAL MGT	40 0					X		0	312,252	108,723
TAMSEN L WESTMORELAND EXEC DIR REGIONAL COMPLIANCE	40 0					X		0	208,318	37,060

Form 990, Part VIII - Statement of Revenue - 2a - 2g Program Service Revenue -

	Business Code	(A) Total Revenue	(B) Related or Exempt Function Revenue	(C) Unrelated Business Revenue	(D) Revenue Excluded from Tax under IRC 512, 513, or 514
MBR HLTH CARE PREM	621,400	1,757,224,500	1,757,224,500		
SUPPL CHARGE/PHARM	621,400	97,288,875	97,279,891	8,984	
NON-PLAN & IND REV	621,400	2,403,737	2,403,737		
OTHER PRGM SERVICE	621,400	17,580,360	17,540,929	39,431	
MEDICARE/MEDICAID	621,400	197,974,244	197,974,244		

Form 990, Part IX - Statement of Functional Expenses - 24a - 24e Other Expenses

<i>Do not include amounts reported on line 6b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
BASIC CONTRACTUAL PAYMENTS	608,656,043	608,656,043		
PURCHASED MEDICAL SERVICES	392,360,631	392,360,631		
SUPPLIES	284,873,426	227,853,243	57,020,183	
INTER-REGIONAL CHARGES	52,749,825	52,749,825		
PURCHASED NON-MEDICAL SVC	42,148,841		42,148,841	