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A For the 2007 calendar year, or tax year beginning 01-01-2007 and ending 12-31-2007		D Employer identification number 13-3783732	
B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <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 HEALTHFIRST PHSP INC co HEALTHFIRST INC	
Number and street (or P O box if mail is not delivered to street address) Room/suite 25 BROADWAY			
City or town, state or country, and ZIP + 4 NEW YORK, NY 10004			
		E Telephone number (212) 801-6000	
		F Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) ▶	
<p> ♦ Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ). </p>			
G Web site: ▶ www.healthfirstny.com			
J Organization type (check only one) ▶ <input checked="" type="checkbox"/> 501(c)(3) (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
K Check here <input type="checkbox"/> if the organization is not a 509(a)(3) supporting organization and its gross receipts are normally not more than 25,000 A return is not required, but if the organization chooses to file a return, be sure to file a complete return			
L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12 ▶ 1,046,821,413			
H and I are not applicable to section 527 organizations			
H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
H(b) If "Yes" enter number of affiliates ▶			
H(c) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No (If "No," attach a list See instructions)			
H(d) Is this a separate return filed by an organization covered by a group ruling? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
I Group Exemption Number ▶			
M Check <input checked="" type="checkbox"/> if the organization is not required to attach Sch B (Form 990, 990-EZ, or 990-PF)			

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions.)									
Revenue	1	Contributions, gifts, grants, and similar amounts received							
	a	Contributions to donor advised funds	1a						
	b	Direct public support (not included on line 1a)	1b						
	c	Indirect public support (not included on line 1a)	1c						
	d	Government contributions (grants) (not included on line 1a)	1d						
	e	Total (add lines 1a through 1d) (cash \$ _____ noncash \$ _____)					1e		
	2	Program service revenue including government fees and contracts (from Part VII, line 93) .					2	1,038,582,860	
	3	Membership dues and assessments					3		
	4	Interest on savings and temporary cash investments					4	5,986,224	
	5	Dividends and interest from securities					5	2,252,329	
	6a	Gross rents	6a						
	b	Less rental expenses	6b						
	c	Net rental income or (loss) subtract line 6b from line 6a					6c		
	7	Other investment income (describe ►)					7		
	8a	Gross amount from sales of assets	(A) Securities		(B) Other				
	other than inventory	8a							
b	Less cost or other basis and sales expenses	8b							
c	Gain or (loss) (attach schedule)	8c							
d	Net gain or (loss) Combine line 8c, columns (A) and (B)					8d			
9	Special events and activities (attach schedule) If any amount is from gaming, check here ► <input type="checkbox"/>								
a	Gross revenue (not including \$ _____ of contributions reported on line 1b)	9a							
b	Less direct expenses other than fundraising expenses	9b							
c	Net income or (loss) from special events Subtract line 9b from line 9a					9c			
10a	Gross sales of inventory, less returns and allowances	10a							
b	Less cost of goods sold	10b							
c	Gross profit or (loss) from sales of inventory (attach schedule) Subtract line 10b from line 10a					10c			
11	Other revenue (from Part VII, line 103)					11			
12	Total revenue Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11					12	1,046,821,413		
Expenses	13	Program services (from line 44, column (B))					13	1,002,185,304	
	14	Management and general (from line 44, column (C))					14	32,191,467	
	15	Fundraising (from line 44, column (D))					15		
	16	Payments to affiliates (attach schedule)					16		
	17	Total expenses Add lines 16 and 44, column (A)					17	1,034,376,771	
Net Assets	18	Excess or (deficit) for the year Subtract line 17 from line 12					18	12,444,642	
	19	Net assets or fund balances at beginning of year (from line 73, column (A))					19	88,993,192	
	20	Other changes in net assets or fund balances (attach explanation) <input type="checkbox"/>					20	20,132,116	
	21	Net assets or fund balances at end of year Combine lines 18, 19, and 20					21	121,569,950	

Part II

Statement of Functional Expenses

All organizations must complete column (A) Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others (See the instructions.)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.			(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22a	Grants paid from donor advised funds (attach Schedule) (cash \$ _____ noncash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	22a				
22b	Other grants and allocations (attach schedule) (cash \$ _____ noncash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	22b				
23	Specific assistance to individuals (attach schedule)	23				
24	Benefits paid to or for members (attach schedule)	24				
25a	Compensation of current officers, directors, key employees etc Listed in Part V-A (attach schedule)	25a				
b	Compensation of former officers, directors, key employees etc listed in Part V-B (attach schedule)	25b				
c	Compensation and other distributions not icluded above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule)	25c				
26	Salaries and wages of employees not included on lines 25a, b and c	26				
27	Pension plan contributions not included on lines 25a, b and c	27				
28	Employee benefits not included on lines 25a - 27	28				
29	Payroll taxes	29				
30	Professional fundraising fees	30				
31	Accounting fees	31				
32	Legal fees	32				
33	Supplies	33	219,536	219,536		
34	Telephone	34				
35	Postage and shipping	35	280,402	280,402		
36	Occupancy	36				
37	Equipment rental and maintenance	37				
38	Printing and publications	38	1,398,308	1,398,308		
39	Travel	39				
40	Conferences, conventions, and meetings	40				
41	Interest	41				
42	Depreciation, depletion, etc (attach schedule)	42				
43	Other expenses not covered above (itemize)					
a	See Additional Data Table	43a				
b		43b				
c		43c				
d		43d				
e		43e				
f		43f				
g		43g				
44	Total functional expenses. Add lines 22a through 43g (Organizations completing columns (B)-(D), carry these totals to lines 13–15)	44	1,034,376,771	1,002,185,304	32,191,467	0

Joint Costs. Check ☐ if you are following SOP 98-2

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? ☒ Yes ☐ No

If "Yes," enter (i) the aggregate amount of these joint costs \$ _____, (ii) the amount allocated to Program services \$ _____, (iii) the amount allocated to Management and general \$ _____, and (iv) the amount allocated to Fundraising \$ _____

Part III Statement of Program Service Accomplishments *(See the instructions.)*

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose? the organization provides comprehensive health services, as defined in article 44 of the public health law of new york state on a prepaid and capitated basis, to an enrolled population substantially composed of medicaid and child health plus and family health plus recipients	Program Service Expenses (Required for 501(c)(3) and (4) orgs , and 4947(a)(1) trusts, but optional for others)
<p>All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)</p> <p>a healthfirst phsp is a licensed prepaid health services plan that provides comprehensive prepaid health care coverage to medicaid, child health plus, family health plus and hiv special needs plan recipients, pursuant to article 44 of the new york state public health law. healthcare services have been provided on a prepaid and capitated basis to medicaid enrollees since october 1994. in addition, the organization has formulated various marketing strategies and procedures to add more members. as of december 31, 2007 medicaid recipients are 307,894 and 64 regional hospitals are participating to provide services. Healthfirst PHSP has further expanded health care by adding child health plus, family health plus, and fidelis to the communities. as of december 31, 2007, child health plus enrollees are 30,870, family health plus enrollees are 77,920 and fidelis enrollees are 9,866.</p> <p>(Grants and allocations \$) If this amount includes foreign grants, check here <input type="checkbox"/></p>	1,002,185,304
<p>b</p> <p>(Grants and allocations \$) If this amount includes foreign grants, check here <input type="checkbox"/></p>	
<p>c</p> <p>(Grants and allocations \$) If this amount includes foreign grants, check here <input type="checkbox"/></p>	
<p>d</p> <p>(Grants and allocations \$) If this amount includes foreign grants, check here <input type="checkbox"/></p>	
<p>e Other program services (attach schedule)</p> <p>(Grants and allocations \$) If this amount includes foreign grants, check here <input type="checkbox"/></p>	
<p>f Total of Program Service Expenses (should equal line 44, column (B), Program services) . . . 1,002,185,304</p>	

Part IV Balance Sheets (See the instructions.)

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.			(A) Beginning of year		(B) End of year
Assets	45	Cash—non-interest-bearing		45	
	46	Savings and temporary cash investments	158,927,837	46	146,323,377
	47a	Accounts receivable	47a54,840,806		
	b	Less allowance for doubtful accounts	47b	32,701,259	47c54,840,806
	48a	Pledges receivable	48a		
	b	Less allowance for doubtful accounts	48b		48c
	49	Grants receivable		49	
	50a	Receivables from current and former officers, directors, trustees, and key employees (attach schedule)		50a	
	b	Receivables from other disqualified persons (as defined under section 4958(c)(3)(B) (attach schedule)		50b	
	51a	Other notes and loans receivable (attach schedule)	51a		
	b	Less allowance for doubtful accounts	51b		51c
	52	Inventories for sale or use		52	
	53	Prepaid expenses and deferred charges		53	
	54a	Investments—publicly-traded securities . <input checked="" type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV		54a	44,727,239
	b	Investments—other securities (attach schedule) <input type="checkbox"/> Cost <input type="checkbox"/> FMV		54b	
	55a	Investments—land, buildings, and equipment basis	55a		
	b	Less accumulated depreciation (attach schedule)	55b		55c
56	Investments—other (attach schedule)		56		
57a	Land, buildings, and equipment basis	57a595,383			
b	Less accumulated depreciation (attach schedule)	57b595,383		57c	
58	Other assets, including program-related investments (describe <input checked="" type="checkbox"/>)	5,258,466	58	<input checked="" type="checkbox"/> 9,633,968	
59	Total assets (must equal line 74) Add lines 45 through 58	196,887,562	59	255,525,390	
Liabilities	60	Accounts payable and accrued expenses	86,283,987	60	128,454,471
	61	Grants payable		61	
	62	Deferred revenue	220,975	62	32,075
	63	Loans from officers, directors, trustees, and key employees (attach schedule)		63	
	64a	Tax-exempt bond liabilities (attach schedule)		64a	
	b	Mortgages and other notes payable (attach schedule)		64b	
	65	Other liabilities (describe <input checked="" type="checkbox"/>)	21,389,408	65	<input checked="" type="checkbox"/> 5,468,894
	66	Total liabilities Add lines 60 through 65	107,894,370	66	133,955,440
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74				
	67	Unrestricted	88,993,192	67	121,569,950
	68	Temporarily restricted		68	
	69	Permanently restricted		69	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74				
	70	Capital stock, trust principal, or current funds		70	
	71	Paid-in or capital surplus, or land, building, and equipment fund		71	
	72	Retained earnings, endowment, accumulated income, or other funds		72	
	73	Total net assets or fund balances Add lines 67 through 69 or lines 70 through 72 (Column (A) must equal line 19 and column (B) must equal line 21)	88,993,192	73	121,569,950
	74	Total liabilities and net assets / fund balances Add lines 66 and 73	196,887,562	74	255,525,390

Part IV-A Reconciliation of Revenue per Audited Financial Statements With Revenue per Return <i>(See the instructions.)</i>						
a	Total revenue, gains, and other support per audited financial statements	a	1,046,821,413			
b	Amounts included on line a but not on Part I, line 12	b				
1	Net unrealized gains on investments				b1	
2	Donated services and use of facilities				b2	
3	Recoveries of prior year grants				b3	
4	Other (specify) _____				b4	
	Add lines b1 through b4	b				
c	Subtract line b from line a	c	1,046,821,413			
d	Amounts included on Part I, line 12, but not on line a	d				
1	Investment expenses not included on Part I, line 6b				d1	
2	Other (specify) _____				d2	
	Add lines d1 and d2	d				
e	Total revenue (Part I, line 12) Add lines c and d	e	1,046,821,413			

Part IV-B Reconciliation of Expenses per Audited Financial Statements With Expenses per Return						
a	Total expenses and losses per audited financial statements	a	1,034,376,771			
b	Amounts included on line a but not on Part I, line 17	b				
1	Donated services and use of facilities				b1	
2	Prior year adjustments reported on Part I, line 20				b2	
3	Losses reported on Part I, line 20				b3	
4	Other (specify) _____				b4	
	Add lines b1 through b4	b				
c	Subtract line b from line a	c	1,034,376,771			
d	Amounts included on Part I, line 17, but not on line a :	d				
1	Investment expenses not included on Part I, line 6b				d1	
2	Other (specify) _____				d2	
	Add lines d1 and d2	d				
e	Total expenses (Part I, line 17) Add lines c and d	e	1,034,376,771			

Part V-A Current Officers, Directors, Trustees, and Key Employees (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated.) <i>(See the instructions.)</i>				
(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
paul dickstein 25 BROADWAY 9TH FLOOR NEW YORK,NY 10004	PRESIDENTceo - left 103007 1 00	0	0	0
thomas w bergdell 25 BROADWAY 9TH FLOOR NEW YORK,NY 10004	SVPGEN COUNSEL 1 00	0	0	0
michael honig 25 BROADWAY 9TH FLOOR NEW YORK,NY 10004	DIRECTOR 1 00	0	0	0
jay schechtman 25 BROADWAY 9TH FLOOR NEW YORK,NY 10004	DIRECTOR 1 00	0	0	0
james boothe 25 BROADWAY 9TH FLOOR NEW YORK,NY 10004	EXEC VPchairman - left 103007 1 00	0	0	0
david falk 25 BROADWAY 9TH FLOOR NEW YORK,NY 10004	TREASURER 1 00	0	0	0
kelly k gelein 25 BROADWAY 9TH FLOOR NEW YORK,NY 10004	SECRETARY 1 00	0	0	0
rasha foda 25 BROADWAY 9TH FLOOR NEW YORK,NY 10004	DIRECTOR 1 00	0	0	0
marybeth tita 25 BROADWAY 9TH FLOOR nEW YORK,NY 10004	dIRECTOR 1 00	0	0	0

No

Part V-B **Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits** (If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)

[illegible]

No

76	Did the organization make a change in its activities or methods of conducting activities? If "Yes," attach a detailed statement of each change	76	No
77	Were any changes made in the organizing or governing documents but not reported to the IRS? . . . If "Yes," attach a conformed copy of the changes	77	No
78a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return? . . .	78a	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	78b	
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79	No
80a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc , to any other exempt or nonexempt organization?	80a	Yes
b	If "Yes," enter the name of the organization ➤ See Additional Data Table _____and check whether it is <input type="checkbox"/> exempt or <input type="checkbox"/> nonexempt		
81a	Enter direct or indirect political expenditures (See line 81 instructions) 81a _____	81b	No
b	Did the organization file Form 1120-POL for this year?	81b	No

Part VI

Other Information (continued)

Yes

No

82a

Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?

82a

No

b

If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)

82b

83a

Did the organization comply with the public inspection requirements for returns and exemption applications?

83a

Yes

b

Did the organization comply with the disclosure requirements relating to quid pro quo contributions?

83b

84a

Did the organization solicit any contributions or gifts that were not tax deductible?

84a

No

b

If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?

84b

85

501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members?

85a

b

Did the organization make only in-house lobbying expenditures of \$2,000 or less?

85b

If "Yes," was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed the prior year.

c

Dues assessments, and similar amounts from members

85c

d

Section 162(e) lobbying and political expenditures

85d

e

Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices

85e

f

Taxable amount of lobbying and political expenditures (line 85d less 85e)

85f

g

Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?

85g

h

If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?

85h

86

501(c)(7) orgs. Enter a Initiation fees and capital contributions included on line 12

86a

b

Gross receipts, included on line 12, for public use of club facilities

86b

87

501(c)(12) orgs. Enter a Gross income from members or shareholders

87a

b

Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)

87b

88a

At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX.

88a

No

b

At any time during the year, did the organization directly or indirectly own a controlled entity within the meaning of section 512(b)(13)? If yes, complete Part XI.

88b

No

89a

501(c)(3) organizations. Enter Amount of tax imposed on the organization during the year under section 4911 0, section 4912 0, section 4955 0

b

501(c)(3) and 501(c)(4) orgs. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction.

89b

No

c

Enter Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 0

d

Enter Amount of tax on line 89c, above, reimbursed by the organization

e

All organizations. At any time during the tax year was the organization a party to a prohibited tax shelter transaction?

89e

No

f

All organizations. Did the organization acquire direct or indirect interest in any applicable insurance contract?

89f

No

g

For supporting organizations and sponsoring organizations maintaining donor advised funds. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?

89g

No

90a

List the states with which a copy of this return is filed NY

b

Number of employees employed in the pay period that includes March 12, 2007 (See instructions.)

90b

0

91a

The books are in care of DAVID FALK Telephone no (212) 801-6000

25 BROADWAY

Located at NEW YORK, NY ZIP + 4 10004

b

At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?

91b

No

If "Yes," enter the name of the foreign country

See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.

Part VI Other Information <i>(continued)</i>		Yes	No
c At any time during the calendar year, did the organization maintain an office outside of the United States?		91c	No
If "Yes," enter the name of the foreign country ▶ _____			
92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 —Check here ▶ <input type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the tax year ▶		92	

Part VII Analysis of Income-Producing Activities *(See the instructions.)*

Note: Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
		(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93	Program service revenue					
a	PREMIUM REVENUE					292,960,009
b						
c						
d						
e						
f	Medicare/Medicaid payments					745,622,851
g	Fees and contracts from government agencies					
94	Membership dues and assessments					
95	Interest on savings and temporary cash investments			14	5,986,224	
96	Dividends and interest from securities			14	2,252,329	
97	Net rental income or (loss) from real estate					
a	debt-financed property					
b	non debt-financed property					
98	Net rental income or (loss) from personal property					
99	Other investment income					
100	Gain or (loss) from sales of assets other than inventory					
101	Net income or (loss) from special events . . .					
102	Gross profit or (loss) from sales of inventory					
103	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
104	Subtotal (add columns (B), (D), and (E))				8,238,553	1,038,582,860
105	Total (add line 104, columns (B), (D), and (E)) ▶					1,046,821,413

Note: Line 105 plus line 1e, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes *(See the instructions.)*

Line No. ▼	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
93	THE CAPITATION PREMIUM REVENUES REPRESENT PREPAID AMOUNTS
A-F	PAID BY THE NEW YORK STATE DEPARTMENT OF SOCIAL SERVICES TO THE ORGANIZATION FOR ITS HEALTH CARE PROVIDERS THE ORGANIZATION IS THEN OBLIGATED TO PROVIDE HEALTH CARE SERVICES TO ITS ENROLLEES, WHO ARE COMPOSED OF MEDICAID AND CHILD HEALTH PLUS AND FAMILY HEALTH PLUS RECIPIENTS

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities *(See the instructions.)*

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts *(See the instructions.)*

(a)	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(b)	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
NOTE: If "Yes" to (b) , file Form 8870 and Form 4720 (see instructions).		

Part XI

Information Regarding Transfers To and From Controlled Entities

Complete only if the organization is a controlling organization as defined in section 512(b)(13)

				Yes	No	
106	Did the reporting organization make any transfers to a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity					
	(A) Name and address of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer		
a						
b						
c						
Totals						

				Yes	No	
107	Did the reporting organization receive any transfers from a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity					
	(A) Name and address of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer		
a						
b						
c						
Totals						

				Yes	No	
108	Did the organization have a binding written contract in effect on August 17, 2006 covering the interests, rents, royalties and annuities described in question 107 above?					

Please 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		2008-11-14 Date		
Paid Preparer's Use Only	marybeth tita, svp, cfo Type or print name and title				
	Preparer's signature		Date	Check if self-employed	Preparer's SSN or PTIN (See Gen. Inst. W)
	Firm's name (or yours if self-employed), address, and ZIP + 4			EIN	
RSM MCGLADREY INC 1185 AVENUE OF THE AMERICAS NEW YORK, NY 100362602			Phone no (212) 372-1000		

SCHEDULE A

(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)
(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or 4947(a)(1) Nonexempt Charitable Trust
Supplementary Information—(See separate instructions.)
▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

OMB No 1545-0047

2007

Name of the organization HEALTHFIRST PHSP INC co HEALTHFIRST INC	Employer identification number 13-3783732
---	--

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
None				
Total number of other employees paid over \$50,000 ▶				

Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See page 2 of the instructions. List each one (whether individual or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services ▶		

Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services
(List each contractor who performed services other than professional services, whether individual or firms. If there are none, enter "None". See page 2 for instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
WORKFLOWONE PO BOX 644039 PITTSBURGH,PA 152644039	PRINTING SERVICES	1,483,645
VISTA MEDIA PO BOX 51046 LOS ANGELES,CA 900515346	ADVERTISING	865,020
culver theisen inc 19 west 21st street suite 601 new york,NY 10010	advertising service	322,900
vector media llc 708 third avenue 14th floor NEW YORK,NY 10017	advertising	300,000
universal sales associated 285 broadway bethpage,NY 11714	printing & supplies	223,168
Total number of other contractors receiving over \$50,000 for other services ▶		

Part III Statements About Activities (See page 2 of the instructions.)

Yes No

1	During the year, has the organization attempted to influence national, state, or local legislation, include any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶\$ _____(Must equal amounts on line 38, Part VI-A, or line 1 of Part VI-B)	1		No
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.) 📎			
a	Sale, exchange, or leasing property?	2a		No
b	Lending of money or other extension of credit?	2b		No
c	Furnishing of goods, services, or facilities?	2c	Yes	
d	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? 📎	2d	Yes	
e	Transfer of any part of its income or assets?	2e		No
3a	Did the organization make grants for scholarships, fellowships, student loans, etc ? (If "Yes," attach an explanation of how the organization determines that recipients qualify to receive payments)	3a		No
b	Did the organization have a section 403(b) annuity plan for its employees?	3b		No
c	Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment , historic land areas or structures? If "Yes" attach a detailed statement	3c		No
d	Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?	3d		No
4a	Did the organization maintain any donor advised funds? If "Yes," complete lines 4b through 4g If "No," complete lines 4f and 4g	4a		No
b	Did the organization make any taxable distributions under section 4966?	4b		
c	Did the organization make a distribution to a donor, donor advisor, or related person?	4c		
d	Enter the total number of donor advised funds owned at the end of the tax year ▶ _____			
e	Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year ▶ _____			
f	Enter the total number of separate funds or accounts owned at the end of the tax year (excluding donor advised funds included on line 4d) where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts ▶ 0 _____			
g	Enter the aggregate value of assets held in all funds or accounts included on line 4f at the end of the tax year ▶ 0 _____			

Part IV

Reason for Non-Private Foundation Status (See pages 4 through 7 of the instructions.)

I certify that the organization is not a private foundation because it is (Please check only **ONE** applicable box)

5

☐

A church, convention of churches, or association of churches Section 170(b)(1)(A)(i)

6

☐

A school Section 170(b)(1)(A)(ii) (Also complete Part V)

7

☐

A hospital or a cooperative hospital service organization Section 170(b)(1)(A)(iii)

8

☐

A federal, state, or local government or governmental unit Section 170(b)(1)(A)(v)

9

☐

A medical research organization operated in conjunction with a hospital Section 170(b)(1)(A)(iii) Enter the hospital's name, city, and state

10

☐

An organization operated for the benefit of a college or university owned or operated by a governmental unit Section 170(b)(1)(A)(iv) (Also complete the **Support Schedule** in Part IV-A)

11a

☐

An organization that normally receives a substantial part of its support from a governmental unit or from the general public Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)

11b

☐

A community trust Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)

12

☒

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 charitable, etc , 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) (Also complete the **Support Schedule** in Part IV-A)

13

☐

An organization that is not controlled by any disqualified persons (other than foundation managers) and otherwise meets the requirements of section 509(a)(3) Check the box that describes the type of supporting organization

☐ Type I

☐ Type II

☐ Type III - Functionally Integrated

☐ Type III - Other

Provide the following information about the supported organizations. (see page 7 of the instructions.)					
(a) Name(s) of supported organization(s)	(b) Employer identification number	(c) Type of organization (described in lines 5 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents?		(e) Amount of support?
			Yes	No	
Total					

14

☐

An organization organized and operated to test for public safety Section 509(a)(4) (See page 7 of the instructions)

Part IV-A

Support Schedule

(Complete only if you checked a box on line 10, 11, or 12)

Use cash method of accounting.

Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants See line 28)			6,619	1,636	8,255
16 Membership fees received					0
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc , purpose	819,207,818	701,398,030	613,526,925	406,743,691	2,540,876,464
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	6,479,400	2,928,951	956,844	654,508	11,019,703
19 Net income from unrelated business activities not included in line 18					0
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					0
21 The value of services or facilities furnished to the organization by a governmental unit without charge Do not include the value of services or facilities generally furnished to the public without charge					0
22 Other income Attach a schedule Do not include gain or (loss) from sale of capital assets		1,677			1,677
23 Total of lines 15 through 22	825,687,218	704,328,658	614,490,388	407,399,835	2,551,906,099
24 Line 23 minus line 17	6,479,400	2,930,628	963,463	656,144	11,029,635
25 Enter 1% of line 23	8,256,872	7,043,287	6,144,904	4,073,998	
26 Organizations described on lines 10 or 11:	a Enter 2% of amount in column (e), line 24			26a	
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2002 through 2005 exceeded the amount shown in line 26a Do not file this list with your return. Enter the total of all these excess amounts				26b	0
c Total support for section 509(a)(1) test Enter line 24, column (e)				26c	
d Add Amounts from column (e) for lines 18 19 22 26b				26d	
e Public support (line 26c minus line 26d total)				26e	
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))				26f	
27 Organizations described on line 12:	a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person " Do not file this list with your return. Enter the sum of such amounts for each year (2006) (2005) (2004) (2003)				
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000 (Include in the list organizations described in lines 5 through 11b, as well as individuals) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year (2006) (2005) (2004) (2003)					
c Add Amounts from column (e) for lines 15 16 17 20 21	8,255 0 2,540,876,464 0			27c	2,540,884,719
d Add Line 27a total and line 27b total				27d	
e Public support (line 27c total minus line 27d total)				27e	2,540,884,719
f Total support for section 509(a)(2) test Enter amount from line 23, column (e)	27f	2,551,906,099			
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))					27g 9956 81 %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					27h 43 18 %
28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2002 through 2005, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant Do not file this list with your return. Do not include these grants in line 15					


Part V Private School Questionnaire (See page 7 of the instructions.)


(To be completed ONLY by schools that checked the box on line 6 in Part IV)

29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		Yes	No
29				
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?			
30				
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe, if "No," please explain (If you need more space, attach a separate statement)			
31				
31				
31				
32	Does the organization maintain the following			
a	Records indicating the racial composition of the student body, faculty, and administrative staff?	32a		
b	Records documenting that scholarships and other financial assistance are awarded on racially nondiscriminatory basis?	32b		
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c		
d	Copies of all material used by the organization or on its behalf to solicit contributions?	32d		
	If you answered "No" to any of the above, please explain (If you need more space, attach a separate statement)			
33	Does the organization discriminate by race in any way with respect to			
a	Students' rights or privileges?	33a		
b	Admissions policies?	33b		
c	Employment of faculty or administrative staff?	33c		
d	Scholarships or other financial assistance?	33d		
e	Educational policies?	33e		
f	Use of facilities?	33f		
g	Athletic programs?	33g		
h	Other extracurricular activities?	33h		
	If you answered "Yes" to any of the above, please explain (If you need more space, attach a separate statement)			
34a	Does the organization receive any financial aid or assistance from a governmental agency?	34a		
b	Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement	34b		
35	Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev Proc 75-50, 1975-2 C B 587, covering racial nondiscrimination? If "No," attach an explanation	35		

Part VI-A

Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions.)
(To be completed ONLY by an eligible organization that filed Form 5768)


Check  **a** ☐ if the organization belongs to an affiliated group

Check  **b** ☐ if you checked "a" and "limited control" provisions apply

Limits on Lobbying Expenditures		(a) Affiliated group totals	(b) To be completed for all electing organizations
(The term "expenditures" means amounts paid or incurred)			
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37	Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38	Total lobbying expenditures (add lines 36 and 37)	38	
39	Other exempt purpose expenditures	39	
40	Total exempt purpose expenditures (add lines 38 and 39)	40	
41	Lobbying nontaxable amount Enter the amount from the following table— <div><div>If the amount on line 40 is—</div><div>The lobbying nontaxable amount is—</div><div>Not over \$500,00020% of the amount on line 40</div><div>Over \$500,000 but not over \$1,000,000\$100,000 plus 15% of the excess over \$500,000</div><div>Over \$1,000,000 but not over \$1,500,000\$175,000 plus 10% of the excess over \$1,000,000</div><div>Over \$1,500,000 but not over \$17,000,000\$225,000 plus 5% of the excess over \$1,500,000</div><div>Over \$17,000,000\$1,000,000</div></div>	41	
42	Grassroots nontaxable amount (enter 25% of line 41)	42	
43	Subtract line 42 from line 36 Enter -0- if line 42 is more than line 36	43	
44	Subtract line 41 from line 38 Enter -0- if line 41 is more than line 38	44	
Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.			

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 45 through 50 on page 11 of the instructions)

	Lobbying Expenditures During 4-Year Averaging Period				
Calendar year (or fiscal year beginning in) 	(a) 2007	(b) 2006	(c) 2005	(d) 2004	(e) Total
45 Lobbying nontaxable amount					
46 Lobbying ceiling amount (150% of line 45(e))					
47 Total lobbying expenditures					
48 Grassroots nontaxable amount					
49 Grassroots ceiling amount (150% of line 48(e))					
50 Grassroots lobbying expenditures					

Part VI-B

Lobbying Activity by Nonelecting Public Charities
(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines c through h .)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (Add lines c through h .)			
If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities			

Exempt Organizations (See page 12 of the instructions.)

501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

Yes	No
------------	-----------

- | | | |
|---------------|-----|----|
| 51a(i) | | No |
| a(ii) | | No |
| b(i) | | No |
| b(ii) | | No |
| b(iii) | | No |
| b(iv) | | No |
| b(v) | | No |
| b(vi) | Yes | |
| c | | No |

C		No
----------	--	----

goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

[illegible]

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

▶ ☒ **Yes** ☐ **No**

b If "Yes," complete the following schedule

[illegible]

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2007 Compensation
Schedule

Name: HEALTHFIRST PHSP INC co HEALTHFIRST INC
EIN: 13-3783732

Name	Related Organization		Relationship	Compensation Amount	Benefit Plan Contributions	Expense Account	Compensation Description
	Name	EIN					
paul dickstein	HF MANAGEMENT SERVICES LLC	13-4069806	shares common officers and directors	805,793	679,078	17,967	
thomas w bergdall	HF MANAGEMENT SERVICES LLC	13-4069806	shares common officers and directors	434,604	187,319	0	
kelly k gelein	HF MANAGEMENT SERVICES LLC	13-4069806	shares common officers and directors	121,112	11,893	0	
james boothe	HF MANAGEMENT SERVICES LLC	13-4069806	shares common officers and directors	444,449	131,373	0	

Name	Related Organization		Relationship	Compensation Amount	Benefit Plan Contributions	Expense Account	Compensation Description
	Name	EIN					
david falk	HF MANAGEMENT SERVICES LLC	13-4069806	shares common officers and directors	157,781	13,788	0	
jay schechtman	HF MANAGEMENT SERVICES LLC	13-4069806	shares common officers and directors	454,914	86,497	0	
michael honig	HF MANAGEMENT SERVICES LLC	13-4069806	shares common officers and directors	342,561	115,147	0	
marybeth tita	hF MANAGEMENT SERVICES LLC	13-4069806	shares common officers and directors	40,212	1,346	0	

TY 2007 Other Assets Schedule**Name:** HEALTHFIRST PHSP INC co HEALTHFIRST INC**EIN:** 13-3783732

Description	Beginning of Year Amount	End of Year Amount
prepayment-claims	5,258,466	3,587,482
interest receivable	0	742,215
due from ny state	0	1,651,841
due from related party- HF management services llc	0	265,486
other healthcare receivable	0	1,694,856
hospital deficit pool receiveable	0	1,692,088

TY 2007 Other Changes in Net Assets Schedule**Name:** HEALTHFIRST PHSP INC co HEALTHFIRST INC**EIN:** 13-3783732

Description	Amount
RETAINED HOSPITAL PAYMENTS	19,487,103
CHANGE IN NET UNREALIZED GAINS & LOSSES	645,013

TY 2007 Other Liabilities Schedule

Name: HEALTHFIRST PHSP INC co HEALTHFIRST INC

EIN: 13-3783732

Description	Beginning of Year Amount	End of Year Amount
DUE TO AFFILIATE 501C4	60,296	1,200,879
DUE TO NEW YORK STATE	21,329,112	4,268,015

TY 2007 Other Income Schedule

Name: HEALTHFIRST PHSP INC co HEALTHFIRST INC

EIN: 13-3783732

Description	2006	2005	2004	2003	Total
OTHER INCOME		1,677			1,677

TY 2007 Self Dealing Statement**Name:** HEALTHFIRST PHSP INC co HEALTHFIRST INC**EIN:** 13-3783732

Line Number	Explanation
2c	Heathfirst PHSP, Inc. engages HF Management services, llc to provide management and administrative services. these services include provider administration, medical management, complaints and grievances, quality assurance, preparation of schedule reports, member services, financial management, marketing and claims administration.

Additional Data

Software ID:

Software Version:

EIN: 13-3783732

Name: HEALTHFIRST PHSP INC co HEALTHFIRST INC

Form 990, Part II, Line 43 - Other expenses not covered above (itemize):

<i>Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.</i>		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
a DUES & SUBSCRIPTIONS	43a	78,655		78,655	
b HEALTH PROMOTION	43b	2,416,575	2,416,575		
c SERVICE FEE & BANK CHARGES	43c	42,048	42,048		
d HEALTH PROMOTION EVENTS	43d	394,811	394,811		
e HFMS MANAGEMENT FEES	43e	114,322,421	82,213,595	32,108,826	
f STORAGE	43f	2,278	2,278		
g consultants	43g	3,986		3,986	
h HEALTHCARE SERVICE COSTS	43h	915,217,751	915,217,751		

Form 990, Part VI, Line 80b - If "Yes", enter the name of the organization and whether it is exempt or nonexempt:

Name of the Organization	Exempt	Nonexempt
managed health inc	X	
healthfirst inc	X	
hf administrative services inc		X
healthfirst hmo inc		X
healthfirst ipa inc		X
hf management services llc		X
hf purchasing inc		X
healthfirst health plan of nj	X	