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Form **990****Return of Organization Exempt From Income Tax**

OMB No. 1545-0047

**2002**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

**A** For the 2002 calendar year, or tax year beginning **2002**, and ending **2002****B** Check if applicable:

- ☐ Address change  
☐ Name change  
☐ Initial return  
☐ Final return  
☐ Amended return  
☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

**C** Name of organization **HEALTHFIRST PHSP, INC.****C/O 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****D** Employer identification number**13-3783732****E** Telephone number**(212) 801-6000****F** Accounting method ☐ Cash ☒ Accrual  
Other (specify) ▶

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ)

**H** and **I** are not applicable to section 527 organizations**H(a)** Is this a group return for affiliates? ☐ Yes ☒ No**H(b)** If "Yes" enter number of affiliates ▶**H(c)** Are all affiliates included? **N/A** ☐ Yes ☐ No  
(If "No" attach a list. See instructions.)**H(d)** Is this a separate return filed by an organization covered by a group ruling? ☐ Yes ☒ No**I** Enter 4-digit GEN ▶**M** Check ☒ if the organization is not required to attach Sch. B (Form 990 990-EZ or 990-PF)**G** Website **HEALTHFIRSTNY.COM****J** Organization type (check only one) ☒ 501(c)(3) (insert no.) **4947(a)(1)** or **527****K** Check here ☐ if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS but if the organization received a Form 990 Package in the mail, it should file a return without financial data. Some states require a complete return.**L** Gross receipts. Add lines 6b, 8b, 9b, and 10b to line 12 ▶ **244,924,720.****Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances** (See page 17 of the instructions.)

|            |  |  |  |                     |  |  |
|------------|--|--|--|---------------------|--|--|
| Revenue    | <b>1</b>   | Contributions, gifts, grants, and similar amounts received   |  |                     |  |  |
|            | <b>a</b>   | Direct public support  | <b>1a</b>  |                     |  |  |
|            | <b>b</b>   | Indirect public support  | <b>1b</b>  |                     |  |  |
|            | <b>c</b>   | Government contributions (grants)  | <b>1c</b>  |                     |  |  |
|            | <b>d</b>   | Total (add lines 1a through 1c) (cash \$ noncash \$)   | <b>1d</b>  |                     |  |  |
|            | <b>2</b>   | Program service revenue including government fees and contracts (from Part VII, line 93)           | <b>2</b>   | <b>244,119,316</b>  |  |  |
|            | <b>3</b>   | Membership dues and assessments  | <b>3</b>   |                     |  |  |
|            | <b>4</b>   | Interest on savings and temporary cash investments   | <b>4</b>   | <b>805,404.</b>     |  |  |
|            | <b>5</b>   | Dividends and interest from securities   | <b>5</b>   |                     |  |  |
|            | <b>6a</b>  | Gross rents  | <b>6a</b>  |                     |  |  |
|            | <b>b</b>   | Less: rental expenses  | <b>6b</b>  |                     |  |  |
|            | Expenses   | <b>7</b>   | Net rental income (loss) (subtract line 6b from line 6a) | <b>7</b>            |  |  |
| <b>8a</b>  |  | Gross amount from sales of assets other than inventory   | (A) Securities   | (B) Other           |  |  |
| <b>b</b>   |  | Less: cost of other basis and sales expenses   | <b>8a</b>  |                     |  |  |
| <b>c</b>   |  | Gain or (loss) (attach schedule)   | <b>8b</b>  |                     |  |  |
| <b>d</b>   |  | Net gain or (loss) (combine line 8c, columns (A) and (B))  | <b>8c</b>  |                     |  |  |
| <b>8d</b>  |  |  |  |                     |  |  |
| <b>9</b>   |  | Special events and activities (attach schedule)  |  |                     |  |  |
| <b>a</b>   |  | Gross revenue (not including \$ of contributions reported on line 1a)                              | <b>9a</b>  |                     |  |  |
| <b>b</b>   |  | Less: direct expenses other than fundraising expenses  | <b>9b</b>  |                     |  |  |
| <b>c</b>   |  | Net income or (loss) from special events (subtract line 9b from line 9a)                           | <b>9c</b>  |                     |  |  |
| Net Assets |  | <b>10a</b>   | Gross sales of inventory, less returns and allowances    | <b>10a</b>          |  |  |
|            |  | <b>b</b>   | Less: cost of goods sold                                 | <b>10b</b>          |  |  |
|            | <b>c</b>   | Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a) | <b>10c</b>   |                     |  |  |
|            | <b>11</b>  | Other revenue (from Part VII, line 103)  | <b>11</b>  |                     |  |  |
|            | <b>12</b>  | Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)                               | <b>12</b>  | <b>244,924,720</b>  |  |  |
|            | <b>13</b>  | Program services (from line 44, column (B))  | <b>13</b>  | <b>234,647,790.</b> |  |  |
|            | <b>14</b>  | Management and general (from line 44, column (C))  | <b>14</b>  | <b>14,272,982.</b>  |  |  |
|            | <b>15</b>  | Fundraising (from line 44, column (D))   | <b>15</b>  |                     |  |  |
|            | <b>16</b>  | Payments to affiliates (attach schedule)   | <b>16</b>  |                     |  |  |
|            | <b>17</b>  | Total expenses (add lines 16 and 44, column (A))   | <b>17</b>  | <b>248,920,772.</b> |  |  |
|            | <b>18</b>  | Excess or (deficit) for the year (subtract line 17 from line 12)                                   | <b>18</b>  | <b>-3,996,052.</b>  |  |  |
|            | <b>19</b>  | Net assets or fund balances at beginning of year (from line 73, column (A))                        | <b>19</b>  | <b>26,358,640.</b>  |  |  |
| <b>20</b>  | Other changes in net assets or fund balances (attach explanation) <b>STMT 1 STMT 2</b> | <b>20</b>  | <b>1,728,763.</b>  |                     |  |  |
| <b>21</b>  | Net assets or fund balances at end of year (combine lines 18, 19, and 20)              | <b>21</b>  | <b>24,091,351.</b>                                       |                     |  |  |

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For Paperwork Reduction Act Notice, see the separate instructions

Form 990 (2002)

**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 page 21 of 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 |
|--|-----------|----------------------|----------------------------|-----------------|
| 22 Grants and allocations (attach schedule)<br>(cash \$ _____ noncash \$ _____)  | 22        |                      |                            |                 |
| 23 Specific assistance to individuals (attach schedule)  | 23        |                      |                            |                 |
| 24 Benefits paid to or for members (attach schedule)   | 24        |                      |                            |                 |
| 25 Compensation of officers, directors, etc.   | 25        | NONE                 |                            |                 |
| 26 Other salaries and wages  | 26        |                      |                            |                 |
| 27 Pension plan contributions  | 27        |                      |                            |                 |
| 28 Other employee benefits   | 28        |                      |                            |                 |
| 29 Payroll taxes   | 29        |                      |                            |                 |
| 30 Professional fundraising fees   | 30        |                      |                            |                 |
| 31 Accounting fees   | 31        | 71,695.              | 71,695.                    |                 |
| 32 Legal fees  | 32        |                      |                            |                 |
| 33 Supplies  | 33        | 37,461.              | 2,242.                     | 35,219.         |
| 34 Telephone   | 34        |                      |                            |                 |
| 35 Postage and shipping  | 35        | 10,670.              | 10,670.                    |                 |
| 36 Occupancy   | 36        |                      |                            |                 |
| 37 Equipment rental and maintenance  | 37        | 7,016.               | 7,016.                     |                 |
| 38 Printing and publications   | 38        | 80,774.              | 75,145.                    | 5,629.          |
| 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) <b>STMT 3</b>  | 43a       | 248,713,156.         | 234,559,733.               | 14,153,423.     |
| b  | 43b       |                      |                            |                 |
| c  | 43c       |                      |                            |                 |
| d  | 43d       |                      |                            |                 |
| e  | 43e       |                      |                            |                 |
| 44 Total functional expenses (add lines 22 through 43)<br>Organizations completing columns (B)-(D), carry these totals to lines 13-15. | 44        | 248,920,772.         | 234,647,790.               | 14,272,982.     |

Joint Costs Check ☐ if you are following SOP 98-2Are 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 page 24 of the instructions.)What is the organization's primary exempt purpose? **STMT 4**

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.)

Program Service Expenses  
(Required for 501(c)(3) and (4) orgs. and 4947(a)(1) trusts but optional for others.)

|  |                                   |              |
|--|-----------------------------------|--------------|
| a <b>STMT 5</b>  | (Grants and allocations \$ _____) | 234,647,790. |
| b <b>STMT 5</b>  | (Grants and allocations \$ _____) |              |
| c <b>STMT 5</b>  | (Grants and allocations \$ _____) |              |
| d  | (Grants and allocations \$ _____) |              |
| e Other program services (attach schedule)   | (Grants and allocations \$ _____) |              |
| f Total of Program Service Expenses (should equal line 44, column (B), Program services) |                                   | 234,647,790. |

**Part IV Balance Sheets** (See page 24 of the instructions)

| Note                               |   | Where required, attached schedules and amounts within the description column should be for end-of-year amounts only                                     |  | (A)<br>Beginning of year |             | (B)<br>End of year |
|------------------------------------|---|---|--|--------------------------|-------------|--------------------|
| <b>Assets</b>                      | 45  | Cash - non-interest-bearing   |  |                          | 45          |                    |
|                                    | 46  | Savings and temporary cash investments  |  | 49,864,697.              | 46          | 55,661,229.        |
|                                    | 47a   | Accounts receivable   | 47a 20,689,874.  |                          |             |                    |
|                                    | b   | Less allowance for doubtful accounts  | 47b 2,674,500.   | 16,861,044.              | 47c         | 18,015,374.        |
|                                    | 48a   | Pledges receivable  | 48a  |                          |             |                    |
|                                    | b   | Less allowance for doubtful accounts  | 48b  |                          | 48c         |                    |
|                                    | 49  | Grants receivable   |  |                          | 49          |                    |
|                                    | 50  | Receivables from officers, directors, trustees, and key employees (attach schedule)   |  |                          | 50          |                    |
|                                    | 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          |                    |
|                                    | 54  | Investments - securities (attach schedule)  | <input type="checkbox"/> Cost <input type="checkbox"/> FMV |                          | 54          |                    |
|                                    | 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  | 57a 595,383.  |  |                          |             |                    |
| b                                  | Less accumulated depreciation (attach schedule) STMT 14   | 57b 595,383.  |  | 57c                      |             |                    |
| 58                                 | Other assets (describe ▶ STMT 6 )   |   | 3,467,753.   | 58                       | 53,374.     |                    |
| 59                                 | <b>Total assets</b> (add lines 45 through 58) (must equal line 74)  |   | 70,193,494.  | 59                       | 73,729,977. |                    |
| <b>Liabilities</b>                 | 60  | Accounts payable and accrued expenses   |  | 39,886,867.              | 60          | 47,805,526.        |
|                                    | 61  | Grants payable  |  |                          | 61          |                    |
|                                    | 62  | Deferred revenue  |  | NONE                     | 62          | 57,978.            |
|                                    | 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 ▶ STMT 7 )  |  | 3,947,987.               | 65          | 1,775,122.         |
| 66                                 | <b>Total liabilities</b> (add lines 60 through 65)  |   | 43,834,854.  | 66                       | 49,638,626. |                    |
| <b>Net Assets or Fund Balances</b> | Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74 |   |  |                          |             |                    |
|                                    | 67  | Unrestricted  |  | 26,358,640.              | 67          | 24,091,351.        |
|                                    | 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  | <b>Total net assets or fund balances</b> (add lines 67 through 69 or lines 70 through 72, column (A) must equal line 19, column (B) must equal line 21) |  | 26,358,640.              | 73          | 24,091,351.        |
|                                    | 74  | <b>Total liabilities and net assets / fund balances</b> (add lines 66 and 73)   |  | 70,193,494.              | 74          | 73,729,977.        |

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.



**Part VI Other Information** (See page 27 of the instructions)

|  | Yes        | No          |
|--|------------|-------------|
| <b>76</b> Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity   | <b>76</b>  | <b>X</b>    |
| <b>77</b> Were any changes made in the organizing or governing documents but not reported to the IRS?<br>If "Yes," attach a conformed copy of the changes  | <b>77</b>  | <b>X</b>    |
| <b>78a</b> Did the organization have unrelated business gross income of \$1 000 or more during the year covered by this return?  | <b>78a</b> | <b>X</b>    |
| <b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year?  | <b>78b</b> | <b>N/A</b>  |
| <b>79</b> Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement  | <b>79</b>  | <b>X</b>    |
| <b>80a</b> 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?   | <b>80a</b> | <b>X</b>    |
| <b>b</b> If "Yes," enter the name of the organization: <u>HEALTHFIRST, INC.</u><br>and check whether it is <input checked="" type="checkbox"/> exempt or <input type="checkbox"/> nonexempt  |            |             |
| <b>81a</b> Enter direct or indirect political expenditures. See line 81 instructions   | <b>81a</b> | <b>NONE</b> |
| <b>b</b> Did the organization file Form 1120-POL for this year?  | <b>81b</b> | <b>X</b>    |
| <b>82a</b> 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?   | <b>82a</b> | <b>X</b>    |
| <b>b</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)   | <b>82b</b> | <b>N/A</b>  |
| <b>83a</b> Did the organization comply with the public inspection requirements for returns and exemption applications?   | <b>83a</b> | <b>X</b>    |
| <b>b</b> Did the organization comply with the disclosure requirements relating to quid pro quo contributions?  | <b>83b</b> | <b>N/A</b>  |
| <b>84a</b> Did the organization solicit any contributions or gifts that were not tax deductible?   | <b>84a</b> | <b>X</b>    |
| <b>b</b> If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?   | <b>84b</b> | <b>N/A</b>  |
| <b>85 501(c)(4), (5), or (6) organizations</b> <b>a</b> Were substantially all dues nondeductible by members?  | <b>85a</b> | <b>N/A</b>  |
| <b>b</b> Did the organization make only in-house lobbying expenditures of \$2 000 or less?<br>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 for the prior year                | <b>85b</b> | <b>N/A</b>  |
| <b>c</b> Dues, assessments, and similar amounts from members   | <b>85c</b> | <b>N/A</b>  |
| <b>d</b> Section 162(e) lobbying and political expenditures  | <b>85d</b> | <b>N/A</b>  |
| <b>e</b> Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices  | <b>85e</b> | <b>N/A</b>  |
| <b>f</b> Taxable amount of lobbying and political expenditures (line 85d less 85e)   | <b>85f</b> | <b>N/A</b>  |
| <b>g</b> Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?   | <b>85g</b> | <b>N/A</b>  |
| <b>h</b> 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?                              | <b>85h</b> | <b>N/A</b>  |
| <b>86 501(c)(7) orgs</b> Enter <b>a</b> Initiation fees and capital contributions included on line 12  | <b>86a</b> | <b>N/A</b>  |
| <b>b</b> Gross receipts, included on line 12 for public use of club facilities   | <b>86b</b> | <b>N/A</b>  |
| <b>87 501(c)(12) orgs</b> Enter <b>a</b> Gross income from members or shareholders   | <b>87a</b> | <b>N/A</b>  |
| <b>b</b> Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)   | <b>87b</b> | <b>N/A</b>  |
| <b>88</b> 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 | <b>88</b>  | <b>X</b>    |
| <b>89a 501(c)(3) organizations</b> Enter Amount of tax imposed on the organization during the year under section 4911 <u>NONE</u> section 4912 <u>NONE</u> section 4955 <u>NONE</u>  |            |             |
| <b>b 501(c)(3) and 501(c)(4) orgs</b> 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           | <b>89b</b> | <b>X</b>    |
| <b>c</b> Enter Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958  |            | <b>NONE</b> |
| <b>d</b> Enter Amount of tax on line 89c above reimbursed by the organization  |            | <b>NONE</b> |
| <b>90a</b> List the states with which a copy of this return is filed <u>NEW YORK</u>   |            |             |
| <b>b</b> Number of employees employed in the pay period that includes March 12, 2002 (See instructions)  | <b>90b</b> | <b>NONE</b> |
| <b>91</b> The books are in care of <u>DAVID FALK</u> Telephone no <u>212-801-6000</u><br>Located at <u>25 BROADWAY, NEW YORK, NY</u> ZIP + 4 <u>10004</u>  |            |             |
| <b>92</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 - Check here<br>and enter the amount of tax-exempt interest received or accrued during the tax year  | <b>92</b>  | <b>N/A</b>  |

**Part VII Analysis of Income-Producing Activities** (See page 31 of the instructions)

Note Enter gross amounts unless otherwise indicated

|  | Unrelated business income |               | Excluded by section 512, 513, or 514 |               | (E)<br>Related or<br>exempt function<br>income |
|--|---------------------------|---------------|--------------------------------------|---------------|--|
|  | (A)<br>Business<br>code   | (B)<br>Amount | (C)<br>Exclusion<br>code             | (D)<br>Amount |  |
| 93 Program service revenue                                   |                           |               |                                      |               |  |
| a <b>PREMIUM REVENUE</b>                                     |                           |               |                                      |               | 244,119,316.                                   |
| b  |                           |               |                                      |               |  |
| c  |                           |               |                                      |               |  |
| d  |                           |               |                                      |               |  |
| e  |                           |               |                                      |               |  |
| f Medicare/Medicaid payments                                 |                           |               |                                      |               |  |
| g Fees and contracts from government agencies                |                           |               |                                      |               |  |
| 94 Membership dues and assessments                           |                           |               |                                      |               |  |
| 95 Interest on savings and temporary cash investments        |                           |               | 14                                   | 805,404.      |  |
| 96 Dividends and interest from securities                    |                           |               |                                      |               |  |
| 97 Net rental income or (loss) from real estate              |                           |               |                                      |               |  |
| a debt-financed property                                     |                           |               |                                      |               |  |
| b not 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))                 |                           |               |                                      | 805,404.      | 244,119,316.                                   |
| 105 Total (add line 104, columns (B), (D), and (E))          |                           |               |                                      |               | 244,924,720.                                   |

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

**Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes** (See page 32 of 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) |
|---------|--|
| ▼       | STMT 12  |
|         |  |
|         |  |
|         |  |

**Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities** (See page 32 of the instructions)


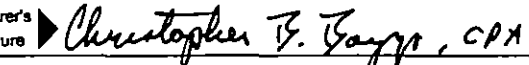
| (A)<br>Name, address, and EIN of corporation, partnership, or disregarded entity | (B)<br>Percentage of ownership interest | (C)<br>Nature of activities | (D)<br>Total income | (E)<br>End-of-year assets |
|--|---|-----------------------------|---------------------|---------------------------|
|  |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

**Part X Information Regarding Transfers Associated with Personal Benefit Contracts** (See page 33 of the instructions)

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

Note If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

|                          |   |   |
|--------------------------|---|---|
| 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<br>   | Date<br>10/27/03                          |
| Paid Preparer's Use Only | Type or print name and title<br>PAUL DICKSTEIN, CEO   |   |
|                          | Preparer's signature<br>   | Date<br>9-26-2003                         |
|                          | Check if self-employed <input type="checkbox"/>   | Preparer's SSN or PTIN (See Gen. Inst. W) |
|                          | Firm's name (or yours if self-employed)<br>ERNST & YOUNG LLP  | EIN<br>34-6565596                         |
|                          | Address and ZIP + 4<br>5451 LAKEVIEW PARKWAY SOUTH DRIVE<br>INDIANAPOLIS, IN 46268  | Phone no<br>317-280-3400                  |

**SCHEDULE A**  
(Form 990 or 990-EZ)

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 Section 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

**2002**

Name of the organization

HEALTHFIRST PHSP, INC.

Employer identification number

C/O HEALTHFIRST, INC.

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            | NONE   |                  |   |  |

**Part II**

**Compensation of the Five Highest Paid Independent Contractors for Professional Services**

(See page 2 of the instructions List each one (whether individuals 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    | NONE                |                  |

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

Schedule A (Form 990 or 990-EZ) 2002

JSA  
2E1210 1 000



**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, including 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 I or Part VI-B)

Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes," must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities

- 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 of property . . . . .

b Lending of money or other extension of credit? . . . . .

c Furnishing of goods services, or facilities? . . . . .

d Payment of compensation (or payment or reimbursement of expenses if more than \$1 000)? SEE 990, PART V

e Transfer of any part of its income or assets? . . . . .

- 3 Does the organization make grants for scholarships fellowships, student loans, etc? (See Note below)

- 4 Do you have a section 403(b) annuity plan for your employees? . . . . .

**Note** Attach a statement to explain how the organization determines that individuals or organizations receiving grants or loans from it in furtherance of its charitable programs "qualify" to receive payments

**Part IV Reason for Non-Private Foundation Status** (See pages 3 through 5 of the instructions)

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 supports organizations described in (1) lines 5 through 12 above, or (2) section 501(c)(4) (5) or (6), if they meet the test of section 509(a)(2) (See section 509(a)(3))

Provide the following information about the supported organizations (See page 5 of the instructions)

| (a) Name(s) of supported organization(s) | (b) Line number from above |
|--|----------------------------|
|  |                            |
|  |                            |
|  |                            |

- 14 ☐ An organization organized and operated to test for public safety Section 509(a)(4) (See page 5 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) 2001   | (b) 2000  | (c) 1999  | (d) 1998  | (e) Total       |
|--|--|-----------|-----------|-----------|-----------------|
| 15 Gifts, grants and contributions received (Do not include unusual grants. See line 28) . . .   | 628,856  |           |           |           | 628,856         |
| 16 Membership fees received . . .  |  |           |           |           |                 |
| 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  | 170330279  | 164570345 | 162020415 | 118774165 | 615695204       |
| 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  | 2,176,109  | 2,886,633 | 3,226,814 | 1,540,317 | 9,829,873       |
| 19 Net income from unrelated business activities not included in line 18 . . . . .   |  |           |           |           |                 |
| 20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf . . . . .  |  |           |           |           |                 |
| 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.   |  |           |           |           |                 |
| 22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets  | NONE   | NONE      | NONE      | NONE      | NONE            |
| 23 Total of lines 15 through 22 . . .  | 173135244  | 167456978 | 165247229 | 120314482 | 626153933       |
| 24 Line 23 minus line 17 . . .   | 2,804,965  | 2,886,633 | 3,226,814 | 1,540,317 | 10,458,729      |
| 25 Enter 1% of line 23 . . . . .   | 1,731,352  | 1,674,570 | 1,652,472 | 1,203,145 |                 |
| 26 Organizations described on lines 10 or 11 . . . . .   | a Enter 2% of amount in column (e) line 24 <b>NOT APPLICABLE</b>   |           |           |           | 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 1998 through 2001 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts   |  |           |           |           | 26b             |
| 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 _____<br>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:<br>(2001) _____ (2000) _____ (1999) _____ (1998) _____ |           |           |           |                 |
| 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 11, 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:<br>(2001) <b>NONE</b> (2000) <b>NONE</b> (1999) <b>NONE</b> (1998) <b>NONE</b> |  |           |           |           |                 |
| c Add: Amounts from column (e) for lines 15 <u>628,856</u> 16 _____<br>17 <u>615,695,204</u> 20 _____ 21 _____   |  |           |           |           | 27c 616,324,060 |
| d Add: Line 27a total _____ and line 27b total <b>NONE</b>   |  |           |           |           | 27d <b>NONE</b> |
| e Public support (line 27c total minus line 27d total)   |  |           |           |           | 27e 616,324,060 |
| f Total support for section 509(a)(2) test. Enter amount from line 23, column (e)  |  |           |           |           | 27f 626,153,933 |
| g Public support percentage (line 27e (numerator) divided by line 27f (denominator))   |  |           |           |           | 27g 98.4301 %   |
| h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))   |  |           |           |           | 27h 1.5699 %    |
| 28 Unusual Grants. For an organization described in line 10, 11, or 12 that received any unusual grants during 1998 through 2001, 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)

|  | Yes        | No |
|--|------------|----|
| <b>29</b> 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?  | <b>29</b>  |    |
| <b>30</b> 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?   | <b>30</b>  |    |
| <b>31</b> 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?<br>If "Yes," please describe, if "No," please explain (If you need more space, attach a separate statement ) | <b>31</b>  |    |
| -----  |            |    |
| -----  |            |    |
| -----  |            |    |
| <b>32</b> Does the organization maintain the following   |            |    |
| <b>a</b> Records indicating the racial composition of the student body, faculty, and administrative staff?   | <b>32a</b> |    |
| <b>b</b> Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?   | <b>32b</b> |    |
| <b>c</b> Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?   | <b>32c</b> |    |
| <b>d</b> Copies of all material used by the organization or on its behalf to solicit contributions?  | <b>32d</b> |    |
| If you answered "No" to any of the above, please explain (If you need more space, attach a separate statement )  |            |    |
| -----  |            |    |
| -----  |            |    |
| <b>33</b> Does the organization discriminate by race in any way with respect to  |            |    |
| <b>a</b> Students' rights or privileges?   | <b>33a</b> |    |
| <b>b</b> Admissions policies?  | <b>33b</b> |    |
| <b>c</b> Employment of faculty or administrative staff?  | <b>33c</b> |    |
| <b>d</b> Scholarships or other financial assistance?   | <b>33d</b> |    |
| <b>e</b> Educational policies?   | <b>33e</b> |    |
| <b>f</b> Use of facilities?  | <b>33f</b> |    |
| <b>g</b> Athletic programs?  | <b>33g</b> |    |
| <b>h</b> Other extracurricular activities?   | <b>33h</b> |    |
| If you answered "Yes" to any of the above, please explain (If you need more space, attach a separate statement )   |            |    |
| -----  |            |    |
| -----  |            |    |
| -----  |            |    |
| <b>34a</b> Does the organization receive any financial aid or assistance from a governmental agency?   | <b>34a</b> |    |
| <b>b</b> Has the organization's right to such aid ever been revoked or suspended?  | <b>34b</b> |    |
| If you answered "Yes" to either 34a or b, please explain using an attached statement   |            |    |
| <b>35</b> 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   | <b>35</b>  |    |

**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) **NOT APPLICABLE**

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)<br>Affiliated group<br>totals | (b)<br>To be completed<br>for ALL electing<br>organizations |
|--|---|-----------------------------------|---|
| (The term "expenditures" means amounts paid or incurred) |   |                                   |   |
| <b>36</b>  | Total lobbying expenditures to influence public opinion (grassroots lobbying)   | <b>36</b>                         |   |
| <b>37</b>  | Total lobbying expenditures to influence a legislative body (direct lobbying)   | <b>37</b>                         |   |
| <b>38</b>  | Total lobbying expenditures (add lines 36 and 37)   | <b>38</b>                         |   |
| <b>39</b>  | Other exempt purpose expenditures   | <b>39</b>                         |   |
| <b>40</b>  | Total exempt purpose expenditures (add lines 38 and 39)   | <b>40</b>                         |   |
| <b>41</b>  | Lobbying nontaxable amount. Enter the amount from the following table -<br>If the amount on line 40 is -      The lobbying nontaxable amount is -<br>Not over \$500,000      20% of the amount on line 40<br>Over \$500,000 but not over \$1,000,000      \$100,000 plus 15% of the excess over \$500,000<br>Over \$1,000,000 but not over \$1,500,000      \$175,000 plus 10% of the excess over \$1,000,000<br>Over \$1,500,000 but not over \$17,000,000      \$225,000 plus 5% of the excess over \$1,500,000<br>Over \$17,000,000      \$1,000,000 | <b>41</b>                         |   |
| <b>42</b>  | Grassroots nontaxable amount (enter 25% of line 41)   | <b>42</b>                         |   |
| <b>43</b>  | Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36  | <b>43</b>                         |   |
| <b>44</b>  | Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38  | <b>44</b>                         |   |

**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)<br>2002 | (b)<br>2001 | (c)<br>2000 | (d)<br>1999 | (e)<br>Total |
| <b>45</b> Lobbying nontaxable amount                     |             |             |             |             |              |
| <b>46</b> Lobbying ceiling amount (150% of line 45(e))   |             |             |             |             |              |
| <b>47</b> Total lobbying expenditures                    |             |             |             |             |              |
| <b>48</b> Grassroots nontaxable amount                   |             |             |             |             |              |
| <b>49</b> Grassroots ceiling amount (150% of line 48(e)) |             |             |             |             |              |
| <b>50</b> Grassroots lobbying expenditures               |             |             |             |             |              |

**Part VI-B Lobbying Activity by Nonelecting Public Charities****NOT APPLICABLE**

(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 |
|--|-----|----|--------|
| <b>a</b> Volunteers  |     |    |        |
| <b>b</b> Paid staff or management (Include compensation in expenses reported on lines c through h)   |     |    |        |
| <b>c</b> Media advertisements  |     |    |        |
| <b>d</b> Mailings to members, legislators, or the public   |     |    |        |
| <b>e</b> Publications, or published or broadcast statements  |     |    |        |
| <b>f</b> Grants to other organizations for lobbying purposes   |     |    |        |
| <b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body  |     |    |        |
| <b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means  |     |    |        |
| <b>i</b> 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.



## FORM 990, PART I - OTHER INCREASES IN FUND BALANCES

=====

## DESCRIPTION

-----

## AMOUNT

-----

RETAINED HOSPITAL PAYMENTS

2,527,789.

FINANCIAL SECURITY DEPOSITS RECEIVED

FROM MEMBERS

733,238.

TOTAL

-----  
3,261,027.

=====

FORM 990, PART I - OTHER DECREASES IN FUND BALANCES

| DESCRIPTION<br>-----                         | AMOUNT<br>-----   |
|--|-------------------|
| PAYMENT OF SUBVENTION NOTE TO<br>HEALTHFIRST | 1,532,264.        |
| TOTAL  | <u>1,532,264.</u> |

## FORM 990, PART II - OTHER EXPENSES

| DESCRIPTION                    | TOTAL      | PROGRAM<br>SERVICES | MANAGEMENT<br>AND GENERAL |
|--------------------------------|------------|---------------------|---------------------------|
| HEALTHCARE SERVICE COSTS       | 197861350. | 197861350.          |                           |
| HFMS MANAGEMENT FEES           | 45244460.  | 31354410.           | 13890050.                 |
| DUES & SUBSCRIPTIONS           | 33,156     |                     | 33,156                    |
| MARKETING & ADVERTISING        | 5,320,086  | 5,320,086.          |                           |
| SVCS FEE, BANK CHGS & OTHERS   | 58,826.    | 10,997.             | 47,829.                   |
| TRAINING                       | 740.       | 390                 | 350.                      |
| CONSULTANTS                    | 35,128.    | 12,500.             | 22,628                    |
| STOPLOSS RECEIVABLE & MISC ADJ | 129,410    |                     | 129,410.                  |
| CONTRIBUTION & DONATION        | 30,000.    |                     | 30,000.                   |
| TOTALS                         | 248713156. | 234559733.          | 14153423                  |



FORM 990, PART III - 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.

FORM 990, PART III - STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

DESCRIPTION

EXPENSES

-----

-----

PHSP IS A LICENSED, PREPAID HEALTH SERVICES PLAN THAT PROVIDES COMPREHENSIVE PREPAID HEALTH CARE COVERAGE TO MEDICAID, CHILD HEALTH PLUS AND CHILD HEALTH PLUS FIDELIS AND FAMILY HEALTH PLUS RECIPIENTS, PURSUANT TO ARTICLE 44 OF NEW YORK STATE PUBLIC HEALTH LAW, IN NEW YORK CITY, LONG ISLAND AND NEW YORK. HEALTHCARE SERVICES

234,647,790.

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, 2002, MEDICAID RECIPIENTS ARE 114,963 AND 29 REGIONAL HOSPITALS ARE PARTICIPATING TO PROVIDE SERVICES.

HEALTHFIRST PHSP HAS FURTHER EXPANDED THE SOCIAL WELFARE OF AFFORDABLE AND QUALITY HEALTH CARE BY ADDING CHILD HEALTH PLUS AND CHILD HEALTH PLUS FIDELIS AND FAMILY HEALTH PLUS TO THE COMMUNITIES. AS OF DECEMBER 31, 2002, CHILD HEALTH PLUS ENROLLEES ARE 34,236, CHILD HEALTH PLUS FIDELIS ENROLLEES ARE 14,049 AND FAMILY HEALTH PLUS ENROLLEES ARE 7,139.

TOTAL

234,647,790.

HEALTHFIRST PHSP, INC.

13-3783732

FORM 990, PART IV - OTHER ASSETS  
=====

| DESCRIPTION<br>----- | ENDING<br>BOOK VALUE<br>----- |
|----------------------|-------------------------------|
| DUE FROM AFFILIATE   | 53,374.                       |
|                      | -----                         |
| TOTALS               | 53,374.                       |
|                      | =====                         |

HEALTHFIRST PHSP, INC.

13-3783732

FORM 990, PART IV - OTHER LIABILITIES  
=====

| DESCRIPTION<br>-----      | ENDING<br>BOOK VALUE<br>----- |
|---------------------------|-------------------------------|
| OTHER CURRENT LIABILITIES | 1,775,122.                    |
|                           | -----                         |
| TOTALS                    | 1,775,122.                    |
|                           | =====                         |

HEALTHFIRST PHSP, INC.

13-3783732

FORM 990, PART V - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

| NAME AND ADDRESS   | TITLE AND TIME<br>DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS<br>TO EMPLOYEE<br>BENEFIT PLANS | EXPENSE ACCT<br>AND OTHER<br>ALLOWANCES |
|--|---------------------------------------|--------------|---|---|
| -----  | -----                                 | -----        | -----   | -----                                   |
| DICKSTEIN, PAUL<br>25 BROADWAY, 9TH FLOOR<br>NEW YORK, NY 10004  | PRESIDENT<br>1 HOUR                   | NONE         | NONE  | NONE                                    |
| BERGDALL, TOM<br>25 BROADWAY, 9TH FLOOR<br>NEW YORK, NY 10004    | SVP/GENERAL COUNSEL<br>1 HOUR         | NONE         | NONE  | NONE                                    |
| GARRITY, LEO<br>25 BROADWAY, 9TH FLOOR<br>NEW YORK, NY 10004     | TREASURER<br>1 HOUR                   | NONE         | NONE  | NONE                                    |
| HONIG, MICHAEL<br>25 BROADWAY, 9TH FLOOR<br>NEW YORK, NY 10004   | DIRECTOR<br>1 HOUR                    | NONE         | NONE  | NONE                                    |
| SCHECHTMAN, JAY<br>25 BROADWAY, 9TH FLOOR<br>NEW YORK, NY 10004  | SVP/CHIEF MEDICAL OF<br>1 HOUR        | NONE         | NONE  | NONE                                    |
| SAKOVITS, STEVEN<br>25 BROADWAY, 9TH FLOOR<br>NEW YORK, NY 10004 | SVP/CIO<br>1 HOUR                     | NONE         | NONE  | NONE                                    |
| GELEIN, KELLY<br>25 BROADWAY, 9TH FLOOR<br>NEW YORK, NY 10004    | SECRETARY<br>1 HOUR                   | NONE         | NONE  | NONE                                    |
| BOOTHE, JAMES<br>25 BROADWAY, 9TH FLOOR<br>NEW YORK, NY 10004    | CHAIRMAN OF THE BOAR<br>1 HOUR        | NONE         | NONE  | NONE                                    |

HEALTHFIRST PHSP, INC.

13-3783732

FORM 990, PART V - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES  
=====

| NAME AND ADDRESS<br>----- | TITLE AND TIME<br>DEVOTED TO POSITION<br>----- | COMPENSATION<br>----- | CONTRIBUTIONS<br>TO EMPLOYEE<br>BENEFIT PLANS<br>----- | EXPENSE ACCT<br>AND OTHER<br>ALLOWANCES<br>----- |
|---------------------------|--|-----------------------|--|--|
| GRAND TOTALS              |  |                       |  |  |
|                           |  | NONE<br>=====         | NONE<br>=====  | NONE<br>=====                                    |

HEALTHFIRST PHSP, INC.

13-3783732

FORM 990, PART V - COMPENSATION PROVIDED BY RELATED ORGANIZATION

=====

| NAME AND ADDRESS  | COMPENSATION | CONTRIBUTIONS<br>TO EMPLOYEE<br>BENEFIT PLANS | EXPENSE ACCT<br>AND OTHER<br>ALLOWANCES |
|---|--------------|---|---|
| -----   | -----        | -----   | -----                                   |
| HF MANAGEMENT SERVICES LLC<br>13-4069806                        |              |   |   |
| DICKSTEIN, PAUL<br>25 BROADWAY, 9TH FLOOR<br>NEW YORK, NY 10004 | 618,210.     | 16,544.                                       | 16,686.                                 |
| HF MANAGEMENT SERVICES LLC<br>13-4069806                        |              |   |   |
| BERGDALL, TOM<br>25 BROADWAY, 9TH FLOOR<br>NEW YORK, NY 10004   | 256,152.     | 16,544.                                       | 1,085.                                  |
| HF MANAGEMENT SERVICES LLC<br>13-4069806                        |              |   |   |
| GARRITY, LEO<br>25 BROADWAY, 9TH FLOOR<br>NEW YORK, NY 10004    | 126,202.     | 1,696.  | 292.                                    |
| HF MANAGEMENT SERVICES LLC<br>13-4069806                        |              |   |   |
| HONIG, MICHAEL<br>25 BROADWAY, 9TH FLOOR<br>NEW YORK, NY 10004  | 207,291.     | 16,544.                                       | 1,160.                                  |

HEALTHFIRST PHSP, INC.

13-3783732

FORM 990, PART V - COMPENSATION PROVIDED BY RELATED ORGANIZATION

=====

| NAME AND ADDRESS   | COMPENSATION | CONTRIBUTIONS<br>TO EMPLOYEE<br>BENEFIT PLANS | EXPENSE ACCT<br>AND OTHER<br>ALLOWANCES |
|--|--------------|---|---|
| -----  | -----        | -----   | -----                                   |
| HF MANAGEMENT SERVICES LLC<br>13-4069806                         |              |   |   |
| SCHECHTMAN, JAY<br>25 BROADWAY, 9TH FLOOR<br>NEW YORK, NY 10004  | 298,434.     | 16,544.                                       | 978.                                    |
| HF MANAGEMENT SERVICES LLC<br>13-4069806                         |              |   |   |
| SAKOVITS, STEVEN<br>25 BROADWAY, 9TH FLOOR<br>NEW YORK, NY 10004 | 253,839.     | 16,544.                                       | 619.                                    |
| HF MANAGEMENT SERVICES LLC<br>13-4069806                         |              |   |   |
| BOOTHE, JAMES<br>25 BROADWAY, 9TH FLOOR<br>NEW YORK, NY 10004    | 137,500.     | 10,897.                                       | NONE                                    |
| GRAND TOTALS   | 1,897,628.   | 95,313.                                       | 20,820.                                 |
|  | =====        | =====   | =====                                   |



## FORM 990, PART VIII - ACCOMPLISHMENT OF EXEMPT PURPOSES

=====

| LINE<br>NO.<br>--- | EXPLANATION OF HOW EACH ACTIVITY FOR WHICH INCOME<br>IS REPORTED IN COLUMN (E) OF PART VII CONTRIBUTED<br>IMPORTANTLY TO THE ACCOMPLISHMENT OF EXEMPT PURPOSES<br>----- |
|--------------------|---|
|--------------------|---|

|     |   |
|-----|---|
| 93A | THE CAPITATION PREMIUM REVENUES REPRESENT PREPAID AMOUNTS<br>PAID BY THE NEW YORK STATE DEPARTMENT OF SOCIAL SERVICES TO<br>THE ORGANIZATION FOR ITS HEALTH CARE PROVIDERS. THE<br>ORGANIZATION IS THEN OBLIGATED TO PROVIDE HEALTH CARE<br>SERVICES TO ITS ENROLLEES, WHO ARE COMPOSED OF MEDICAID AND<br>CHILD HEALTH PLUS AND FAMILY HEALTH PLUS RECIPIENTS. |
|-----|---|

SCHEDULE A, PART III - EXPLANATION FOR LINE 2C

=====

HF MANAGEMENT SERVICES, LLC, MANAGEMENT FEE, \$45,244,459.  
HF PURCHASING SERVICES, INC, RENTAL OF EQUIPMENT, \$7,016.

Healthfirst PHSP, Inc.

FEIN: 13-3783732

For the year ended December 31, 2002

Form 990, Part II, Line 42 - Depreciation & Part IV, Line 57, Fixed Assets

|                           | 12/31/2001 | 12/31/2001              | 12/31/2002 | 12/31/2001                  | 2002                    | 12/31/2002               | 12/31/2002                  |
|---------------------------|------------|-------------------------|------------|-----------------------------|-------------------------|--------------------------|-----------------------------|
|                           | Cost       | Additions/<br>Deletions | Cost       | Accumulated<br>Depreciation | Depreciation<br>Expense | Disposals/<br>Write-offs | Accumulated<br>Depreciation |
| Deferred software         | 254,773    | -                       | 254,773    | 254,773                     | -                       | -                        | 254,773                     |
| Property, Plant, Equipmen | 340,610    | -                       | 340,610    | 340,610                     | -                       | -                        | 340,610                     |
|                           | 595,383    | -                       | 595,383    | 595,383                     | -                       | -                        | 595,383                     |

• If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**

**Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

**Part II Additional (not automatic) 3-Month Extension of Time - Must File Original and One Copy.**

|   |  |   |
|---|--|---|
| Type or print<br>File by the extended due date for filing the return. See instructions. | Name of Exempt Organization <b>HEALTHFIRST PHSP, INC.</b>  | Employer identification number<br><b>13-3783732</b> |
|   | C/O <b>HEALTHFIRST, INC</b>  | For IRS use only                                    |
|   | Number, street, and room or suite no. If a P O box, see instructions<br><b>25 BROADWAY</b>                           |   |
|   | City, town or post office, state, and ZIP code. For a foreign address, see instructions<br><b>NEW YORK, NY 10004</b> |   |

**Check type of return to be filed (File a separate application for each return)**

|  |                                      |  |                                      |                                    |                                    |
|--|--------------------------------------|--|--------------------------------------|------------------------------------|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 5227 | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-BL         | <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 990-T (trust other than above)     | <input type="checkbox"/> Form 4720   | <input type="checkbox"/> Form 6069 |                                    |

**STOP. Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

• If the organization does not have an office or place of business in the United States, check this box, . . . . . ☐

• If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until 11/17/2003
- 5 For calendar year 2002, or other tax year beginning \_\_\_\_\_ and ending \_\_\_\_\_
- 6 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension \_\_\_\_\_

**ADDITIONAL TIME IS NEEDED TO COLLECT ALL THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN**

- 8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. . . . . \$ \_\_\_\_\_
- b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. . . . . \$ \_\_\_\_\_
- c **Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. . . . . \$ \_\_\_\_\_

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Christopher B. Boggs Title CPA Date 8-13-2003

**Notice to Applicant - To Be Completed by the IRS**

- ☒ We have approved this application. Please attach this form to the organization's return.
- ☐ We have not approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return.
- ☐ We have not approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.
- ☐ We cannot consider this application because it was filed after the due date of the return for which an extension was requested.
- ☐ Other \_\_\_\_\_

By \_\_\_\_\_ Date \_\_\_\_\_

**Alternate Mailing Address - Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above.**

|               |  |  |
|---------------|--|--|
| Type or print | Name<br><b>ERNST &amp; YOUNG LLP CHRISTOPHER BOGGS</b>   | <b>EXTENSION APPROVED</b><br><b>AUG 28 2003</b><br><b>LINDA WEISKOPF, FIELD DIRECTOR,</b><br><b>SUBMISSION PROCESSING, OGD-1</b> |
|               | Number and street (include suite, room, or apt. no.) Or a P O box number<br><b>5451 LAKEVIEW PARKWAY SOUTH DRIVE</b> |  |
|               | City or town, province or state, and country (including postal or ZIP code)<br><b>INDIANAPOLIS, IN 46268</b>         |  |
|               |  |  |

**Application for Extension of Time To File an Exempt Organization Return**

OMB No 1545-1709

Department of the Treasury  
Internal Revenue Service

▶ File a separate application for each return

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

**Note:** Do not complete **Part II** unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Part I Automatic 3-Month Extension of Time - Only submit original (no copies needed)**

**Note.** Form 990-T corporations requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041

|  |   |                        |                                |
|--|---|------------------------|--------------------------------|
| Type or print<br><br>File by the due date for filing your return. See instructions | Name of Exempt Organization   | HEALTHFIRST PHSP, INC. | Employer identification number |
|  | C/O HEALTHFIRST, INC  |                        | 13-3783732                     |
|  | Number, street, and room or suite no. If a P.O. box, see instructions                   |                        |                                |
|  | 25 BROADWAY   |                        |                                |
|  | City, town or post office, state, and ZIP code. For a foreign address, see instructions |                        |                                |
|  | NEW YORK, NY 10004  |                        |                                |

**Check type of return to be filed (file a separate application for each return)**

|  |  |                                    |
|--|--|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation)                | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL         | <input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ         | <input type="checkbox"/> Form 990-T (trust other than above)     | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF         | <input type="checkbox"/> Form 1041-A                             | <input type="checkbox"/> Form 8870 |

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6-month, for 990-T corporation) extension of time until 08/15, 2003, to file the exempt organization return for the organization named above. The extension is for the organization's return for ☒ calendar year 2002 or ☐ tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

2 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. \$ \_\_\_\_\_

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. \$ \_\_\_\_\_

c **Balance Due** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. \$ \_\_\_\_\_

**Signature and Verification**

Under penalties of perjury I declare that I have examined this form including accompanying schedules and statements and to the best of my knowledge and belief it is true, correct and complete, and that I am authorized to prepare this form.

Signature ▶ Christopher B. Bayne Title ▶ CPA Date ▶ 5-8-2003

For Paperwork Reduction Act Notice, see Instruction \_\_\_\_\_ Form 8868 (12-2000)