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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2008

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2008, or tax year beginning OCT 1, 2008, and ending SEP 30, 2009

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label Otherwise, print or type. See Specific Instructions	Name of foundation ENDOWMENT FOR HEALTH, INC.		A Employer identification number 02-0512290
	Number and street (or P O box number if mail is not delivered to street address) 14 SOUTH STREET		B Telephone number 603-228-2448
	City or town, state, and ZIP code CONCORD, NH 03301		C If exemption application is pending, check here ☐
			D 1 Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 74,788,789. (Part I, column (d) must be on cash basis)		J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	367,277.	367,277.		
4	Dividends and interest from securities	874,849.	874,849.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<5,163,679.>			STATEMENT 1
b	Gross sales price for all assets on line 6a	41,780,576.			
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications			296,491.	
10a	Gross sales less return and allowances				
b	Less Cost of goods sold				
c	Gross profit or loss				
11	Other income	303,547.	0.		STATEMENT 2
12	Total Add lines 1 through 11	<3,618,006.>	1,242,126.	296,491.	
13	Compensation of officers, directors, trustees, etc.	265,550.	0.		265,550.
14	Other employee salaries and wages	419,046.	0.		419,046.
15	Pension plans, employee benefits	263,922.	0.		262,991.
16a	Legal fees	42,797.	0.		42,876.
b	Accounting fees	30,127.	0.		30,127.
c	Other professional fees	236,116.	33,750.		211,191.
17	Interest				
18	Taxes	<18,980.>	0.		<18,980.>
19	Depreciation and depletion	3,854.	0.		
20	Occupancy	91,179.	0.		91,987.
21	Travel, conferences, and meetings	71,855.	0.		72,118.
22	Printing and publications	13,584.	0.		13,584.
23	Other expenses	422,172.	314,619.		107,645.
24	Total operating and administrative expenses. Add lines 13 through 23	1,841,222.	348,369.		1,498,135.
25	Contributions, gifts, grants paid	2,818,859.			927,155.
26	Total expenses and disbursements. Add lines 24 and 25	4,660,081.	348,369.		2,425,290.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<8,278,087.>			
b	Net investment income (if negative, enter -0-)		893,757.		
c	Adjusted net income (if negative, enter -0-)			296,491.	

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing	152,539.	75,437.	75,437.
	2	Savings and temporary cash investments	10,292,002.	7,109,395.	7,109,395.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	22,389.	41,444.	41,444.
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 8	78,577,545.	66,198,413.	66,198,413.
	14	Land, buildings, and equipment: basis ▶ 155,428.			
		Less: accumulated depreciation ▶ 146,328.	4,923.	9,100.	9,100.
	15	Other assets (describe ▶ STATEMENT 9)	1,355,786.	1,355,000.	1,355,000.
	16	Total assets (to be completed by all filers)	90,405,184.	74,788,789.	74,788,789.
	17	Accounts payable and accrued expenses	261,594.	183,319.	
	18	Grants payable	4,813,850.	3,672,815.	
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)	4,467,460.	0.	
	23	Total liabilities (add lines 17 through 22)	9,542,904.	3,856,134.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	80,862,280.	70,932,655.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances	80,862,280.	70,932,655.	
	31	Total liabilities and net assets/fund balances	90,405,184.	74,788,789.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	80,862,280.
2 Enter amount from Part I, line 27a	2	<8,278,087.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	72,584,193.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENT	5	1,651,538.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	70,932,655.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES		P	VARIOUS	VARIOUS
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 41,780,576.		46,944,255.	<5,163,679.>
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<5,163,679.>
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7 } **2** **<5,163,679.>**

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 { } **3** **N/A**

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	6,377,664.	96,282,156.	.066239
2006	5,708,115.	101,288,869.	.056355
2005	4,556,971.	91,031,114.	.050059
2004	4,296,361.	85,300,379.	.050367
2003	3,615,285.	82,311,126.	.043922

2 Total of line 1, column (d) **2** **.266942**

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years **3** **.053388**

4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5 **4** **58,707,704.**

5 Multiply line 4 by line 3 **5** **3,134,287.**

6 Enter 1% of net investment income (1% of Part I, line 27b) **6** **8,938.**

7 Add lines 5 and 6 **7** **3,143,225.**

8 Enter qualifying distributions from Part XII, line 4 **8** **4,613,484.**

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)		1	8,938.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	8,938.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	8,938.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	36,722.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2008 estimated tax payments and 2007 overpayment credited to 2008		6d	
b Exempt foreign organizations - tax withheld at source		7	36,722.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	27,784.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		11	0.
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax ☒ 27,784. Refunded ☐			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ NH		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X	
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► WWW.ENDOWMENTFORHEALTH.ORG

14 The books are in care of ► DR. JAMES SQUIRES Telephone no. ► 603-228-2448
 Located at ► 14 SOUTH ST, CONCORD, NH ZIP+4 ► 03301

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐
 and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	☐ Yes ☒ No	
If "Yes," list the years ► _____ , _____ , _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____ , _____ , _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?		4b X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If you answered "Yes" to 6b, also file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(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 and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		261,350.	73,162.	4,200.

2 Compensation of five highest-paid employees (other than those included on line 1). If 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 and deferred compensation	(e) Expense account, other allowances
KAREN AGER	DIR COMMUNICATIONS			
32 MILLSTONE DR, CONCORD, NH 03301	37.00	86,593.	11,822.	
JEANNE RYER	PROGRAM DIRECTOR			
PO BOX 45, SANDWICH, NH 03259	33.00	66,330.	29,337.	
KIM FIRTH	PROGRAM DIRECTOR			
89 SOUTH RIDGE RD, BRADFORD, NH 03221	37.00	70,680.	29,848.	
KELLY LAFLAMME	PROGRAM DIRECTOR			
45 SUMMER ST, PENACOOK, NH 03303	30.00	66,579.	5,442.	
SUE FULTON	DIR ADMIN SERV			
466 PARK AVE, CONTOOCOOK, NH 03229	37.00	81,003.	11,121.	

Total number of other employees paid over \$50,000

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
THE BOSTON COMPANY		
ONE BOSTON PLACE, BOSTON, MA 02108	INVESTMENT FEES	72,247.
HORIZON ASSET MANAGEMENT, INC		
470 PARK AVENUE, 4TH FLOOR, NEW YORK, NY 10016	INVESTMENT FEES	56,049.
ADVISORY RESEARCH		
TWO PRUDENTIAL PLAZA, CHICAGO, IL 60601	INVESTMENT FEES	64,094.
WESTFIELD CAPITAL		
ONE FINANCIAL CENTER, BOSTON, MA 02111	INVESTMENT FEES	57,760.

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	53,397,353.
b Average of monthly cash balances	1b	4,815,302.
c Fair market value of all other assets	1c	1,389,075.
d Total (add lines 1a, b, and c)	1d	59,601,730.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	59,601,730.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	894,026.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	58,707,704.
6 Minimum investment return. Enter 5% of line 5	6	2,935,385.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	2,935,385.
2a Tax on investment income for 2008 from Part VI, line 5	2a	8,938.
b Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	8,938.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	2,926,447.
4 Recoveries of amounts treated as qualifying distributions	4	31,057.
5 Add lines 3 and 4	5	2,957,504.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,957,504.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,425,290.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	2,188,194.
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,613,484.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	8,938.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,604,546.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				2,957,504.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			655,303.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4: ► \$ 4,613,484.				
a Applied to 2007, but not more than line 2a			655,303.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				2,957,504.
e Remaining amount distributed out of corpus	1,000,677.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,000,677.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	1,000,677.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008	1,000,677.			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED LIST				927,155.
Total			► 3a	927,155.
b Approved for future payment SEE ATTACHED LIST				2188194.
Total			► 3b	2188194.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	367,277.		
4 Dividends and interest from securities			14	874,849.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	<5,163,679.>		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a IRS SETTLEMENT			01	303,547.		
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		<3,618,006.>		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	<3,618,006.>

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

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

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash

1a(1)	X
-------	---

(2) Other assets

1a(2)	X
-------	---

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

1b(1)	X
-------	---

(2) Purchases of assets from a noncharitable exempt organization

1b(2)		X
-------	--	---

(3) Rental of facilities, equipment, or other assets

1b(3)	X
-------	---

(4) Reimbursement arrangements

1b(4)	X
-------	---

(5) Loans or loan guarantees

1b(5)	X
-------	---

(6) Performance of services or membership or fundraising solicitations

1b(6)	X
-------	---

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation 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]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations 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.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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 taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer or trustee

Date 2/16/10

Title PRESIDENT

Preparer's
signature

Michael Abul CPA

Date _____

ate
2/9/10

☐ Check if self-employed

Preparer's identifying number

P00801253

Firm's name (or yours if self-employed),
address, and ZIP code

WILLIAM STEELE & ASSOCIATES, P.O.,
40 STARK STREET
MANCHESTER, NH 03101

EIN ► 02-0383073

Phone no. (603) 622-8881

Form **990-PF** (2008)

Depreciation and Amortization 990PF
(Including Information on Listed Property)

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

OMB No 1545-0172

2008
Attachment
Sequence No **67**

ENDOWMENT FOR HEALTH, INC.

FORM 990-PF PAGE 1

02-0512290

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I

1 Maximum amount. See the instructions for a higher limit for certain businesses	1	250,000.
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation	3	800,000.
4 Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost
7 Listed property. Enter the amount from line 29	7	
8 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction. Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2007 Form 4562	10	
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12 Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2009. Add lines 9 and 10, less line 12	13	

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

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

14 Special depreciation for qualified property (other than listed property) placed in service during the tax year	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	2,707.

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

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2008	17	
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		☐

Section B - Assets Placed in Service During 2008 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property		8,032.	7	HY	M	1,147.
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2008 Tax Year Using the Alternative Depreciation System

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

Part IV Summary (See instructions)

21 Listed property. Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr	22	3,854.
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V**Listed Property** (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.**Section A - Depreciation and Other Information** (Caution: See the instructions for limits for passenger automobiles.)**24a** Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
--	-------------------------------------	--	-------------------------------	--	---------------------------	------------------------------	----------------------------------	---------------------------------------

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

25

26 Property used more than 50% in a qualified business use

		%						
		%						
		%						

27 Property used 50% or less in a qualified business use:

		%			S/L -		
		%			S/L -		
		%			S/L -		

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

28

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

29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle	(b) Vehicle	(c) Vehicle	(d) Vehicle	(e) Vehicle	(f) Vehicle
30 Total business/investment miles driven during the year (do not include commuting miles)						
31 Total commuting miles driven during the year						
32 Total other personal (noncommuting) miles driven						
33 Total miles driven during the year. Add lines 30 through 32						
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?						
36 Is another vehicle available for personal use?						

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

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

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners.		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

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

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
-----------------------------	------------------------------------	------------------------------	------------------------	---	--------------------------------------

42 Amortization of costs that begins during your 2008 tax year

--	--	--	--	--	--

43 Amortization of costs that began before your 2008 tax year

43

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

44

FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT	1
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(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
41,780,576.	46,944,255.	0.	0.	<5,163,679.>
CAPITAL GAINS DIVIDENDS FROM PART IV				0.
TOTAL TO FORM 990-PF, PART I, LINE 6A				<5,163,679.>

FORM 990-PF	OTHER INCOME	STATEMENT	2
-------------	--------------	-----------	---

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
IRS SETTLEMENT	303,547.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	303,547.	0.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
-------------	------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	42,797.	0.		42,876.
TO FM 990-PF, PG 1, LN 16A	42,797.	0.		42,876.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING	30,127.	0.		30,127.	
TO FORM 990-PF, PG 1, LN 16B	30,127.	0.		30,127.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CONSULTING - INVESTMENT	33,750.	33,750.		0.	
CONSULTING	202,366.	0.		211,191.	
TO FORM 990-PF, PG 1, LN 16C	236,116.	33,750.		211,191.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE	<19,055.>	0.		<19,055.>	
OTHER	75.	0.		75.	
TO FORM 990-PF, PG 1, LN 18	<18,980.>	0.		<18,980.>	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	314,619.	314,619.		0.	
INSURANCE EXPENSE	18,095.	0.		18,095.	
OFFICE EXPENSE	25,546.	0.		25,638.	
TELEPHONE EXPENSE	9,944.	0.		9,944.	
COMPUTER/EQUIPMENT REPAIRS & MAINTENANCE	19,587.	0.		19,587.	

MEMBERSHIPS/SUBSCRIPTIONS/AR

ICLES	29,012.	0.	29,012.
FREIGHT/POSTAGE	2,707.	0.	2,707.
MISCELLANEOUS EXPENSE	2,662.	0.	2,662.
TO FORM 990-PF, PG 1, LN 23	422,172.	314,619.	107,645.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INTEREST AND DIVIDENDS RECEIVABLE	FMV	47,606.	47,606.
SEE ATTACHED STATEMENT	FMV	63,935,165.	63,935,165.
INVESTMENT IN LTD PARTNERSHIP	FMV	2,215,642.	2,215,642.
TOTAL TO FORM 990-PF, PART II, LINE 13		66,198,413.	66,198,413.

FORM 990-PF OTHER ASSETS STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEPOSITS	5,000.	5,000.	5,000.
LOAN RECEIVABLE	1,350,000.	1,350,000.	1,350,000.
INTERCOMPANY RECEIVABLE	786.	0.	0.
TO FORM 990-PF, PART II, LINE 15	1,355,786.	1,355,000.	1,355,000.

FORM 990-PF	TRANSFERS TO CONTROLLED ORGANIZATIONS	STATEMENT 10
	PART VII-A, LINE 11A	

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

HEALTH STRATEGIES OF NEW HAMPSHIRE, INC

20-8632971

ADDRESS

14 SOUTH STREET
CONCORD, NH 03301

DESCRIPTION OF TRANSFER

AMOUNT
OF TRANSFER

75,726.

TOTAL AMOUNT OF TRANSFERS TO CONTROLLED ORGANIZATIONS

75,726.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 11
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SANDERS BURSTEIN, MD 21 EAST HOLLIS ST NASHUA, NH 03060	DIRECTOR 1.00	0.	0.	0.
SUSAN R. CHOLLET 91 STEELE ROAD PETERBOROUGH, NH 03468	CHAIR 3.00	0.	0.	0.
CYNTHIA DOKMO 74 CHRISTIAN HILL RD AMHERST, NH 03031	DIRECTOR 1.00	0.	0.	0.
RANDY FOOSE 55 TWIN LAKE VILLA ROAD NEW LONDON, NH 03257	DIRECTOR 1.00	0.	0.	0.
MARGARET FRANCKHAUSER 780 NORTH MAIN STREET LACONIA, NH 03246	DIRECTOR 1.00	0.	0.	0.
ROSS GITTELL MCCONNELL HALL DURHAM, NH 03824	DIRECTOR 1.00	0.	0.	0.
CAROLINE MCCARLEY 15 NATURE LANE ROCHESTER, NH 03867	DIRECTOR 1.00	0.	0.	0.
FRED KING PO BOX 146 COLEBROOK, NH 03576	DIRECTOR 1.00	0.	0.	0.
GREGORY M. MCCONAHEY 9 DARLING COURT KEENE, NH 03431	DIRECTOR 1.00	0.	0.	0.
PAUL SPIESS 9 ROBERTS RD AMHERST, NH 03031	TREASURER 2.00	0.	0.	0.
TRINIDAD L. TELLEZ, MD 1353 CHESTNUT ST MANCHESTER, NH 03104	DIRECTOR 1.00	0.	0.	0.

ENDOWMENT FOR HEALTH, INC.02-0512290

WILLIAM WALKER 129 PLEASANT ST CONCORD, NH 03301	DIRECTOR 1.00	0.	0.	0.
JAMES SQUIRES 58 PEPPERELL RD HOLLIS, NH 03049	PRESIDENT 37.50	165,128.	28,640.	4,200.
MARY VALLIER-KAPLAN 95A STEELE RD PETERBOROUGH, NH 03458	VP/COO 37.50	96,222.	44,522.	0.
ELEANOR DUNFEY-FREIBURGER 2500 NO RIVER ROAD MANCHESTER, NH 03101	SECRETARY 2.00	0.	0.	0.
CORDELL JOHNSTON 25 TRIANGLE PARK, PO BOX 617 CONCORD, NH 03302	VICE CHAIR 2.00	0.	0.	0.
RICHARD H SHOWALTER, JR ONE MEDICAL CENTER DRIVE LEBANON, NH 03756	DIRECTOR 1.00	0.	0.	0.
KARIN CARUSO 5 CROCKETTS WAY STRATHAM, NH 03885	TREASURER 2.00	0.	0.	0.
SANDRA PELLETIER 144 CANAL STREET NASHUA, NH 03064	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>261,350.</u>	<u>73,162.</u>	<u>4,200.</u>

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT 12
	PART XV, LINES 2A THROUGH 2D	

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ENDOWMENT FOR HEALTH, INC.
14 SOUTH STREET
CONCORD, NH 03301

TELEPHONE NUMBER

603-228-2448

FORM AND CONTENT OF APPLICATIONS

CALL 603-228-2448 FOR GRANT APPLICATION OR SEE THE ENDOWMENT'S WEBSITE:
WWW.ENDOWMENTFORHEALTH.ORG

ANY SUBMISSION DEADLINES

VARIOUS DATES DEPENDING ON TYPE OF GRANT: SEE APPLICATION FOR DETAILS

RESTRICTIONS AND LIMITATIONS ON AWARDS

PROJECTS MUST BENEFIT THE CITIZENS OF NEW HAMPSHIRE AND BE HEALTH RELATED.
RECIPIENTS MUST BE 501(C)(3) ORGANIZATIONS OR MUNICIPALITIES. SEE
APPLICATION GUIDELINES FOR ADDITIONAL RESTRICTIONS.

Endowment for Health, Inc
 EIN 02-0512290
 2008 Form 990-PF

Part XII, Line 3b: Cash Distribution Test

See Part XV for detail of grants paid and approved
 Purposes of projects and amounts are included in detail

The Part XV amounts set aside will be paid for the specific projects listed within 60 months of the set aside

The Part XV set aside grants are for projects that were not completed by September 30, 2008 (taxable year of the set aside)

Total grant awards approved for future payments (see Part XV) **2,188,194**

Minimum Distribution - Start-up Period

<u>Tax Year</u>	<u>% Required</u>	<u>Distributable Amount</u>	<u>Required Distribution</u>	<u>Amount Disbursed</u>	<u>Balance Due</u>
9/30/2000	0%	3,044,938	0	240,150	-240,150
9/30/2001	20%	4,165,033	833,007	909,699	-76,692
9/30/2002	40%	3,842,192	1,536,877	3,779,527	-2,242,650
9/30/2003	60%	3,565,212	2,139,127	3,425,106	-1,285,979
9/30/2004	80%	<u>4,098,419</u>	<u>3,278,735</u>	<u>4,209,318</u>	<u>-930,583</u>
		18,715,794	7,787,746	12,563,800	-4,776,054

Minimum Distribution - Full Payment Period

<u>Tax Year</u>	<u>% Required</u>	<u>Distributable Amount</u>	<u>Amount Disbursed</u>	<u>Balance Due</u>
9/30/2005	100%	4,205,009	4,399,268	(194,259)
9/30/2006	100%	4,509,388	4,573,192	(63,804)
9/30/2007	100%	5,223,201	4,988,740	234,461
9/30/2008	100%	4,743,190	5,652,731	(909,541)
9/30/2009	100%	2,957,504	5,723,467	(2,765,963)

Set-Asides (Grants Payable):

		2006	2007	2008	2009
Set-Aside	9/30/2006	2,458,256			
	9/30/2007		3,356,583		
	9/30/2008			3,548,233	
	9/30/2009				2,188,194
Payments	9/30/2006				
	9/30/2007	(1,987,409)			
	9/30/2008	(319,956)	(2,241,858)		
	9/30/2009	(150,893)	(638,047)	(2,540,292)	
		(2)	476,678	1,007,941	2,188,194
					3,672,811

Endowment for Health, Inc.

EIN: 02-0512290

2008 Form 990-PF

Statement under IRC §4945(h)(3) Regarding Expenditure Responsibility

Pursuant to Treas. Reg. §53.4945-5(d), Endowment for Health, Inc. submits the following information regarding grants made in the year ended 9/30/08 subject to expenditure responsibility.

FY 2008 GRANTS

Grant ID: 1891

1. Name and Address of Grantee:

New Hampshire Community Behavioral Health Association
1 Pillsbury Street
Concord, NH 03301

2. Dates and Amount of Grant:

- 6/16/2008
- \$50,000- The grant was amended to \$41,388 on August 28, 2009.

3. Purpose of Grant:

To implement an electronic health record system across NH's community mental health centers by engaging in a comprehensive planning effort to understand the clinical, financial, data analysis, and reporting needs of stakeholders and developing recommendations.

4. Amount Spent by Grantee:

\$41,388 was expended and \$8,612 was returned as of August 28, 2009.

5. Has the Grantee diverted any portion of the funds for other purposes?

Funds were expended as intended in the grant.

6. Date of reports received by the Grantee.

Reports were received from the Grantee on August 28, 2009.

7. Date of verification of the grantee's reports.

The Grantee's report was verified on August 28, 2009.

Grant ID: 1950

1. Name and Address of Grantee:

Health Strategies of New Hampshire
14 South Street
Concord, NH 03301

2. Dates and Amount of Grant:

- 9/15/2008
- \$5,000

3. Purpose of Grant:

To support the operations of Health Strategies to implement the Endowment for Health's work as an organization to advance leadership, foster networking and collaboration, enhance knowledge and support the NH safety net.

4. Amount Spent by Grantee:

\$1,614 expended as of June 30, 2009.

5. Has the Grantee diverted any portion of the funds for other purposes?

Funds were expended as intended in the grant.

6. Date of reports received by the Grantee.

Reports were received from the Grantee on June 30, 2009. A final report is due June 30, 2010.

7. Date of verification of the grantee's reports.

The Grantee's report was verified on June 30, 2009.

Grant ID: 1913

1. Name and Address of Grantee:

Health Strategies of New Hampshire
14 South Street
Concord, NH 03301

2. Dates and Amount of Grant:

- 4/21/2008
- \$27,500

3. Purpose of Grant:

To improve the financial sustainability of New Hampshire's Community Health Center's and Critical Access Hospitals by developing a better understanding of their financial condition by updating a fiscal and economic analysis.

4. Amount Spent by Grantee:

All funds were expended as of November 14, 2008.

5. Has the Grantee diverted any portion of the funds for other purposes?

All funds were expended as intended in the grant.

6. Date of reports received by the Grantee.

Reports were received from the Grantee on November 14, 2008.

7. Date of verification of the grantee's reports.

The Grantee's report was verified on November 14, 2008.

Grant ID: 1914

1. Name and Address of Grantee:

Health Strategies of New Hampshire
14 South Street
Concord, NH 03301

2. Dates and Amount of Grant:

- 4/21/2008
- \$18,990

3. Purpose of Grant:

To help create lasting system change to improve the health and reduce the burden of illness for the people of New Hampshire by training health system stakeholders in the use of systems dynamics modeling to effectively address health system challenges.

4. Amount Spent by Grantee:

All funds were expended as of June 30, 2009.

5. Has the Grantee diverted any portion of the funds for other purposes?

All funds were expended as intended in the grant.

6. Date of reports received by the Grantee.

Reports were received from the Grantee on June 30, 2009.

7. Date of verification of the grantee's reports.

The Grantee's report was verified on June 30, 2009.

Grant ID: 1951

1. Name and Address of Grantee:

Health Strategies of New Hampshire
14 South Street
Concord, NH 03301

2. Dates and Amount of Grant:

- 9/15/2008
- \$5,000

3. Purpose of Grant:

To enhance the capacity of NH's public policy leaders regarding health related public policy by providing resources to support national and statewide learning opportunities.

4. Amount Spent by Grantee:

\$3,699 spent as of June 30, 2009.

5. Has the Grantee diverted any portion of the funds for other purposes?

Funds were expended as intended in the grant.

6. Date of reports received by the Grantee.

Reports were received from the Grantee on June 30, 2009.

7. Date of verification of the grantee's reports.

The Grantee's report was verified on June 30, 2009. A final report is due June 30, 2010.

FY 2009 GRANTS

Endowment for Health, Inc.

EIN: 02-0512290

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Statement under IRC §4945(h)(3) Regarding Expenditure Responsibility

Pursuant to Treas. Reg. §53.4945-5(d), Endowment for Health, Inc. submits the following information regarding grants made in the year ended 9/30/09 subject to expenditure responsibility.

Grant ID: 1980

1. Name and Address of Grantee:

New Hampshire Community Behavioral Health Association
1 Pillsbury Street
Concord, NH 03301

2. Dates and Amount of Grant:

- 1/12/2009
- \$13,900

3. Purpose of Grant:

To strategically position the issue of behavioral health within the attention of the public and policy makers by convening five public forums strategically located around the state in the coming months.

4. Amount Spent by Grantee:

All funds were expended as of July 24, 2009.

5. Has the Grantee diverted any portion of the funds for other purposes?

All funds were expended as intended in the grant.

6. Date of reports received by the Grantee.

Reports were received from the Grantee on July 24, 2009.

7. Date of verification of the grantee's reports.

The Grantee's report was verified on July 24, 2009.

Grant ID: 1975

1. Name and Address of Grantee:

Health Strategies of New Hampshire
14 South Street
Concord, NH 03301

2. Dates and Amount of Grant:

- 11/17/2008
- \$6,856

3. Purpose of Grant:

To improve the communication and coordination of health policy discourse by providing an opportunity for communications training and collaborative dialogue.

4. Amount Spent by Grantee:

\$5,035 expended to date.

5. Has the Grantee diverted any portion of the funds for other purposes?

Funds have been expended as intended in the grant.

6. Date of reports received by the Grantee.

Reports were received from the Grantee on June 30, 2009.

7. Date of verification of the grantee's reports.

The Grantee's report was verified on June 30, 2009.

Grant ID: 1745.02

1. Name and Address of Grantee:

Health Strategies of New Hampshire
14 South Street
Concord, NH 03301

2. Dates and Amount of Grant:

- 12/31/2008
- \$18,870

3. Purpose of Grant:

To reduce childhood lead paint poisoning in New Hampshire through a coordinated approach to improving NH's lead poisoning prevention policies by continuing to convene and expand a strong coalition of diverse interests, advocating for primary prevention and other strategic policies, and advancing public and private investments in support of lead poisoning prevention.

4. Amount Spent by Grantee:

\$15,585.64 was expended as of October 31, 2009.

5. Has the Grantee diverted any portion of the funds for other purposes?

Funds were expended as intended in the grant.

6. Date of reports received by the Grantee.

Reports were received from the Grantee on October 15, 2009. Final Report due June 30, 2010.

7. Date of verification of the grantee's reports.

The Grantee's report was verified on October 31, 2009.

Grant ID: 1913.01

1. Name and Address of Grantee:

Health Strategies of New Hampshire
14 South Street
Concord, NH 03301

2. Dates and Amount of Grant:

- 8/17/2009
- \$22,000

3. Purpose of Grant:

To improve the financial sustainability of New Hampshire's Community Mental Health Center's by developing a better understanding of their financial condition by conducting a comparative fiscal and economic analysis.

4. Amount Spent by Grantee:

No report to date. Final Report due June 30, 2010.

5. Has the Grantee diverted any portion of the funds for other purposes?

No report to date. Final Report due June 30, 2010.

6. Date of reports received by the Grantee.

No report to date. Final Report due June 30, 2010.

7. Date of verification of the grantee's reports.

No report to date. Final Report due June 30, 2010.

Grant ID: 1951.01

1. Name and Address of Grantee:

Health Strategies of New Hampshire
14 South Street
Concord, NH 03301

2. Dates and Amount of Grant:

- 9/21/2009
- \$5,000

3. Purpose of Grant:

To enhance the capacity of NH's public policy leaders regarding health related public policy by providing resources to support national and statewide learning opportunities.

4. Amount Spent by Grantee:

No report to date. Final Report due September 30, 2010.

5. Has the Grantee diverted any portion of the funds for other purposes?

No report to date. Final Report due September 30, 2010.

6. Date of reports received by the Grantee.

No report to date. Final Report due September 30, 2010.

7. Date of verification of the grantee's reports.

No report to date. Final Report due September 30, 2010.

Grant ID: 1993

1. Name and Address of Grantee:

Health Strategies of New Hampshire
14 South Street
Concord, NH 03301

2. Dates and Amount of Grant:

- 1/12/2009
- \$50,000

3. Purpose of Grant:

To build capacity for project sustainability planning for health related nonprofits in NH by piloting the Finance Project sustainability model with a cohort of EH grantees including the training of a cohort of capacity building consultants to serve as coaches to the participating projects.

4. Amount Spent by Grantee:

No report to date. Final Report due June 30, 2010.

5. Has the Grantee diverted any portion of the funds for other purposes?

No report to date. Final Report due June 30, 2010.

6. Date of reports received by the Grantee.

No report to date. Final Report due June 30, 2010.

7. Date of verification of the grantee's reports.

No report to date. Final Report due June 30, 2010.

Grant ID: 1993.01

1. Name and Address of Grantee:

Health Strategies of New Hampshire
14 South Street
Concord, NH 03301

2. Dates and Amount of Grant:

- 8/17/2009
- \$53,275

3. Purpose of Grant:

To build capacity for sustainability planning of NH's health related coalitions by providing the Finance Project sustainability model training and coaching.

4. Amount Spent by Grantee:

No report to date. Final Report due June 30, 2010.

5. Has the Grantee diverted any portion of the funds for other purposes?

No report to date. Final Report due June 30, 2010.

6. Date of reports received by the Grantee.

No report to date. Final Report due June 30, 2010.

7. Date of verification of the grantee's reports.

No report to date. Final Report due June 30, 2010.

Grant ID: 2065

1. Name and Address of Grantee:

Health Strategies of New Hampshire
14 South Street
Concord, NH 03301

2. Dates and Amount of Grant:

- 8/28/2009
- \$6,100

3. Purpose of Grant:

To enhance knowledge and promote family-driven children's mental health care by summarizing existing NH research into a summary report which will inform policy dialogue with families and key stakeholders.

4. Amount Spent by Grantee:

No report to date. Final Report due June 30, 2010.

5. Has the Grantee diverted any portion of the funds for other purposes?

No report to date. Final Report due June 30, 2010.

6. Date of reports received by the Grantee.

No report to date. Final Report due June 30, 2010.

7. Date of verification of the grantee's reports.

No report to date. Final Report due June 30, 2010.

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ID	Organization	Tax Status	Project Title	Grant Amount	Grant Amended in FY 2008	Paid FY 2008	Approved Future Payments
1510 04	Blue Cross Blue Shield of Massachusetts Foundation Landmark Center 401 Park Drive Boston, MA 02215	501(c)(3)	The Health Coverage Fellowship	\$15,000			\$15,000
1575 05	University of New Hampshire 55 College Road Petee Hall Durham, NH 03824	501(c)(3)	Sustaining NH's Health System - V	\$75,000		\$75,000	\$0
1590 04	Children's Alliance of New Hampshire Two Delta Drive Suite 201 Concord, NH 03301	501(c)(3)	Sustaining the Children's Alliance of NH	\$25,000			\$25,000
1591 04	New Hampshire Center for Public Policy Studies 1 Eagle Square, Suite 510 Concord, NH 03301	501(c)(3)	Sustaining the NH Center for Public Policy Studies	\$25,000			\$25,000
1592 04	New Hampshire Center for Nonprofits 24 Hammond Street Concord, NH 03302	501(c)(3)	Sustaining the NH Center for Nonprofits	\$25,000			\$25,000
1593 04	Franklin Pierce Law Center 2 White Street Concord, NH 03301	501(c)(3)	Sustaining the Institute for Health, Law & Ethics	\$25,000			\$25,000
1597 02	Pathways of the River Valley 85 Mechanic St Lebanon, NH 03766	501(c)(3)	Healthy Babies/Healthy Children	\$26,038			\$26,038
1619 04	Upper Valley Lake Sunapee Regional Planning Commission 30 Bank Street Lebanon, NH 03766-1756	Public entity, schools, towns, etc	Sullivan County Community Mobility Project	\$118,001			\$118,001
1620 02	New Hampshire Coalition for Occupational Safety and Health 161 Londonderry Turnpike Hooksett, NH 03106	501(c)(3)	Advocating Implementation of LEP Services for Injured Immigrant and Refugee Workers	\$10,000			\$10,000
1627 04	New Hampshire Public Health Association Park Street, Suite 304 Concord, NH 03301	501(c)(3)	Implementing the NH Mental Health Plan	\$51,000			\$51,000
1667 03	Monadnock Community Hospital 452 Old Street Road Peterborough, NH 03458	501(c)(3)	Contoocook Valley Transportation Company	\$53,303			\$53,303
1668 02	Antioch University New England 40 Avon Street Keene, NH 03431	501(c)(3)	Evaluation of Rural Integrative Care	\$125,067			\$125,067

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1679 03	New Hampshire Minority Health Coalition 25 Lowell Street 3rd Floor Manchester, NH 03101	501(c)(3)	Sustaining the New Hampshire Minority Health Coalition	\$25,000			\$25,000
1680 03	New Hampshire Public Radio 207 North Main Street Concord, NH 03301	501(c)(3)	Sustaining New Hampshire Public Radio	\$25,000			\$25,000
1681 03	New Hampshire Public Health Association Park Street, Suite 304 Concord, NH 03301	501(c)(3)	Sustaining NH Public Health Association	\$25,000			\$25,000
1732 02	New Hampshire Public Health Association Park Street, Suite 304 Concord, NH 03301	501(c)(3)	New Hampshire Oral Health Coalition	\$76,801		\$38,401	\$38,400
1738 01	Somali Development Center 510 Chestnut Street Manchester, NH 03101	501(c)(3)	Somali Woman Health Educator	\$110,388		\$59,304	\$51,084
1745 02	Health Strategies of New Hampshire 14 South Street Concord, NH 03301	501(c)(3)	Lead Poisoning Prevention Collaborative	\$18,870		\$18,870	\$0
1753 02	Tri County Community Action Program, Inc 30 Exchange Street Berlin, NH 03570	501(c)(3)	Carroll County Transportation Project	\$129,655			\$129,655
1767 02	Foundation for Healthy Communities 125 Airport Road Concord, NH 03301	501(c)(3)	Healthy Eating/Active Living Plan	\$50,000			\$50,000
1773 02	Leadership New Hampshire 2 Delta Drive, Suite 302 Concord, NH 03302	501(c)(3)	Sustaining Leadership NH	\$10,000			\$10,000
1788 01	New Hampshire Legal Assistance 1361 Elm Street Suite 307 Manchester, NH 03101	501(c)(3)	New Hampshire Legal Assistance Youth Law Project	\$118,000			\$118,000
1796 02	National Alliance on Mental Illness-New Hampshire 15 Green Street Concord, NH 03301	501(c)(3)	Sustaining the National Alliance on Mental Illness	\$25,000		\$25,000	\$0
1800 02	Wellesley College 106 Central Street Wellesley, MA 02481-8203	501(c)(3)	Needs Assessment for Trauma Informed Systems of Care for Resettled Refugee Youth in New Hampshire	\$10,000		\$10,000	\$0
1812 01	New Hampshire Humanities Council 19 Pillsbury Street Concord, NH 03301	501(c)(3)	Fences and Neighbors New Hampshire's Immigration Stories	\$10,000		\$10,000	\$0
1812 02	New Hampshire Humanities Council 19 Pillsbury Street Concord, NH 03301	501(c)(3)	Fences and Neighbors New Hampshire's Immigration Stories	\$56,030			\$56,030

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1815 02	The Way Home 214 Spruce Street Manchester, NH 03103	501(c)(3)	Africans United for Stronger Families	\$45,402			\$45,402
1821 01	The Public Policy Institute 30 Winter Street, 10th Floor Boston, MA 02108	501(c)(3)	New Hampshire Voices for Health	\$159,880			\$159,880
1824 01	Center for Law and Social Policy 1015 15th St NW Suite 400 Washington, DC 20005-2605	501(c)(3)	Spotlight on Poverty and Opportunity	\$15,000			\$15,000
1826 01	Franklin Pierce Law Center 2 White Street Concord, NH 03301	501(c)(3)	Creating a Bridge to New Hampshire's Fiscal Policy Future	\$15,000			\$15,000
1826 02	New Hampshire Center for Nonprofits 24 Hammond Street Concord, NH 03302	501(c)(3)	Creating a Plan for a State Fiscal Analysis Initiative (SFAI) in New Hampshire	\$50,000			\$50,000
1852 01	City of Nashua Division of Public Health and Community Services 18 Mulberry Street Nashua, NH 03060	Public entity, schools, towns, etc	Gate City Health and Wellness Immigrant Integration Initiative	\$78,193			\$78,193
1884 01	Sullivan County Oral Health Collaborative, Inc PO Box 123 Claremont, NH 03743	501(c)(3)	Sullivan County Oral Health Collaborative	\$160,000		\$40,000	\$120,000
1892 01	New Hampshire Center for Nonprofits 24 Hammond Street Concord, NH 03302	501(c)(3)	NH Nonprofit Leadership Summit	\$2,500			\$2,500
1912 01	Somali Development Center 510 Chestnut Street Manchester, NH 03101	501(c)(3)	Increasing Organizational Capacity for the Coalition of African Organizations	\$15,000			\$15,000
1913 01	Health Strategies of New Hampshire 14 South Street Concord, NH 03301	501(c)(3)	Financial Analysis of New Hampshire's Community Mental Health Centers	\$22,000			\$22,000
1922	New Hampshire Housing Finance Authority PO Box 5087 Manchester, NH 03108	Public entity, schools, towns, etc	Protecting NH Kids from Lead Paint Poisoning	\$25,000			\$25,000
1940 01	University of New Hampshire 55 College Road Petee Hall Durham, NH 03824	501(c)(3)	NH Health Care Town Hall	\$18,300		\$18,300	\$0
1942 01	Trustees of Dartmouth College 11 Rope Ferry Road Hanover, NH 03755	501(c)(3)	Project Prevent The New Hampshire Program to Improve Outcomes for Young Children at Risk for Neglect and Abuse	\$235,829			\$235,829

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1943 01	Riverbend Community Mental Health 70 Pembroke Road PO Box 2032 Concord, NH 03302-2032	501(c)(3)	Evaluation of Use of Health Buddy Technology among People with Severe Mental Illness (SMI) with Co-Morbid Chronic Medical Illness	\$75,000			\$75,000
1946 01	New Hampshire Legal Assistance 1361 Elm Street Suite 307 Manchester, NH 03101	501(c)(3)	Sustaining NH Legal Assistance	\$25,000			\$25,000
1951 01	Health Strategies of New Hampshire 14 South Street Concord, NH 03301	501(c)(3)	Policy Leadership Development	\$5,000			\$5,000
1958	Lamprey Health Care 207 South Main Street Newmarket, NH 03857	501(c)(3)	Foreign Trained Health Care Workers	\$35,850		\$17,925	\$17,925
1964	Manchester Boys and Girls Club 555 Union Street Manchester, NH 03104	501(c)(3)	Bringing Refugees, Immigrants and Neighbors Gently Into Tomorrow (BRING IT!)	\$3,500		\$3,500	\$0
1965	Welcoming Light, Inc 45 High Street Nashua, NH 03060	501(c)(3)	New England Regional Minority Health Committee (NERMHC)	\$7,500			\$7,500
1966	A Safe Place - Seacoast Task Force on Family Violence, Inc 6 Greenleaf Woods, Suite 101 Portsmouth, NH 03801	501(c)(3)	Coalition for Domestic Abuse Recovery	\$10,000		\$10,000	\$0
1969	Families First of the Greater Seacoast 100 Campus Drive, Suite 12 Portsmouth, NH 03801	501(c)(3)	Seacoast Integrative Care Evaluation Project	\$10,000		\$10,000	\$0
1970	New Hampshire Legal Assistance 1361 Elm Street Suite 307 Manchester, NH 03101	501(c)(3)	Communication Access Policy Project	\$65,000		\$65,000	\$0
1972	Child Health Services 1245 Elm Street Manchester, NH 03101	501(c)(3)	Child Health Services Sewer Backup Recovery Developing a Coordinated System of Care for Children with Mental Health Issues	\$10,000		\$10,000	\$0
1973	Community Health Institute/JSI Research & Training 501 South Street 2nd Floor Bow, NH 03304	501(c)(3)		\$84,740		\$84,740	\$0
1975	Health Strategies of New Hampshire 14 South Street Concord, NH 03301	501(c)(3)	Frameworks Training	\$6,856		\$6,856	\$0
1976	Advance Transit, Inc PO Box 1027 Wilder, VT 05088	501(c)(3)	Statewide Transportation Summit	\$4,750		\$4,750	\$0

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1977	University of New Hampshire 55 College Road Petee Hall Durham, NH 03824 NH Dental Hygienists' Association PO Box 24 Dover, NH 03820	501(c)(3)	Children's Mental Health System Transformation	\$10,000	\$182	\$9,818	\$0
1979		501(c)(6)	Building Capacity to Expand & Improve Oral Health in New Hampshire	\$3,000		\$3,000	\$0
1980	New Hampshire Community Behavioral Health Association 1 Pillsbury Street Concord, NH 03301	Other	Mental Health Community Public Forums	\$13,900		\$13,900	\$0
1981	University of Massachusetts Medical School The Schrafft Center, 3rd Floor 529 Main Street Charlestown, MA 02129	Public entity, schools, towns, etc	Improving Healthcare Safety Net Financing	\$20,000		\$20,000	\$0
1984	University of New England 716 Stevens Avenue Portland, Maine 04103	501(c)(3)	University of New England College of Dental Medicine Planning Grant	\$50,000			\$50,000
1989	Riverbend Community Mental Health 70 Pembroke Road PO Box 2032 Concord, NH 03302-2032	501(c)(3)	Mental Health Access for Students and Their Families	\$49,307		\$24,654	\$24,653
1993	Health Strategies of New Hampshire 14 South Street Concord, NH 03301	501(c)(3)	Finance Project Sustainability Training	\$50,000		\$50,000	\$0
1993 01	Health Strategies of New Hampshire 14 South Street Concord, NH 03301	501(c)(3)	Finance Project Sustainability Training for Coalitions	\$53,275			\$53,275
1994	Southern District YMCA 67 Ball Road, P O Box 729 Kingston, NH 03848	501(c)(3)	Camps for Diversity	\$6,700			\$6,700
1994 01	Southern District YMCA 67 Ball Road, P O Box 729 Kingston, NH 03848	501(c)(3)	Camps for Diversity	\$60,400			\$60,400
2001	Prescription Policy Choices P O Box 204 Hallowell, ME 04347	501(c)(3)	Kids and Rx Drugs Just Say 'Know' Initiative	\$53,265			\$53,265
2011	Avis Goodwin Community Health Center 652F Central Avenue Dover, NH 03820	501(c)(3)	School Based Health Center	\$7,275			\$7,275
2013	Concord Dental Sealant Coalition PO Box 1062 Concord, NH 03302-1062	501(c)(3)	Concord Dental Sealant Coalition	\$1,500		\$1,500	\$0

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2022	New Hampshire Center for Public Policy Studies 1 Eagle Square, Suite 510 Concord, NH 03301	501(c)(3)	Dental Workforce	\$29,470	\$29,470	\$0
2023	Lamprey Health Care 207 South Main Street Newmarket, NH 03857	501(c)(3)	Nashua Area Health Center Relocation	\$9,000	\$9,000	\$9,000
2027	Child Health Services 1245 Elm Street Manchester, NH 03101	501(c)(3)	Increasing Access Through Integrated Care	\$31,539	\$15,770	\$15,769
2033	New Hampshire Center for Public Policy Studies 1 Eagle Square, Suite 510 Concord, NH 03301	501(c)(3)	Understanding the Potential Impact of an Aging Population on Health Care Policy in New Hampshire	\$42,470	\$42,470	\$0
2035	North Country Health Consortium 7 Main Street Whitfield, NH 03598	501(c)(3)	North Country Health Occupations Initiative	\$4,341	\$4,341	\$0
2037	University of New Hampshire 55 College Road Petee Hall Durham, NH 03824	501(c)(3)	NH Plan to Reduce Health Disparities and Promote Health Equity	\$10,000		\$10,000
2041	New Hampshire Minority Health Coalition 25 Lowell Street 3rd Floor Manchester, NH 03101	501(c)(3)	New American Africans AmeriCorps and AmeriCorps VISTA Volunteers	\$7,000		\$7,000
2043	Brain Injury Association of New Hampshire 109 N State Street, Ste 2 Concord, NH 03301	501(c)(3)	Best Practice for Treatment of Youth Concussion	\$8,500		\$8,500
2044	University of New Hampshire 55 College Road Petee Hall Durham, NH 03824	501(c)(3)	Healthy Transitions	\$10,000	\$4,294	\$0
2047	Avis Goodwin Community Health Center 652F Central Avenue Dover, NH 03820	501(c)(3)	Expanding and integrating mental health access company	\$5,000		\$5,000
2053	Families in Transition 122 Market Street Manchester, NH 03101	501(c)(3)	The Family Place	\$24,000	\$24,000	\$0
2056	Planned Parenthood of Northern New England 183 Talcott Road, Suite 101 Williston, VT 05495	501(c)(3)	Sustainable Reproductive Health Care	\$8,940		\$8,940
2060	New Hampshire Catholic Charities 215 Myrtle Street Manchester, NH 03105	501(c)(3)	Statewide Immigrant Integration Coalition	\$30,313		\$30,313
2065	Health Strategies of New Hampshire 14 South Street Concord, NH 03301	501(c)(3)	Transforming Children's Mental Health through Family Driven Strategies	\$6,100		\$6,100

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2067	University of New Hampshire 55 College Road Petee Hall Durham, NH 03824	501(c)(3)	Transportation Solutions New Hampshire	\$49,077			\$49,077
2068	Community Health Institute/JSI Research & Training 501 South Street 2nd Floor Bow, NH 03304	501(c)(3)	NH Division of Public Health Services' Strategic Planning Initiative	\$15,000			\$15,000
2069	Community Health Access Network 207 South Main Street Newmarket, NH 03857	501(c)(3)	Oral Health Forum	\$2,000			\$2,000
				\$3,119,825	\$4,476	\$927,155	\$2,188,194
			Grants Awarded in FY 2008	\$3,119,825			
			2008 Grants Amended in FY 2008	\$4,476			
			Part I, Line 25, column a	\$3,115,349			
			Part I, line 25, column d			\$927,155	

**BYLAWS
OF
ENDOWMENT FOR HEALTH, INC.**

**ARTICLE I
ARTICLES OF AGREEMENT**

The name and purposes of this corporation (the "Foundation") shall be as set forth in the Foundation's Articles of Agreement. These Bylaws, the powers of the Foundation and of its Board of Directors (the "Board"), Advisory Council (the "Council"), Directors, Council Members, and Officers and all matters concerning the conduct and regulation of the affairs of the Foundation shall be subject to the Foundation's Articles of Agreement and applicable laws as are in effect and as the same may be amended from time to time.

**ARTICLE II
ORIGINS; INDEPENDENCE; MISSION**

Section 2.1 Origins

This Foundation was established to receive the net proceeds of the sale of the assets of New Hampshire-Vermont Health Service d/b/a Blue Cross and Blue Shield New Hampshire ("BCBS-NH") to Anthem Insurance Companies, Inc. (together with its affiliates and any successors, "Anthem") in a transaction subject to the provisions of RSA 7:19-b.

Section 2.2 Independence

In accordance with the provisions of RSA 7:19-b, II(f), control of the assets of the Foundation shall at all times remain independent of Anthem.

Section 2.3 Mission

In accordance with the provisions of RSA 7:19-b, II(e), the assets of the Foundation shall continue to be devoted to charitable purposes consistent with the charitable objectives of BCBS-NH and the needs of the community which it serves. In carrying out those objectives, the members of the Board and the Council and the Officers of the Foundation shall give due consideration to the historical mission of BCBS-NH, the substantial public input received in connection with the seven public

hearings conducted during June of 1999 under the auspices of the Office of the Attorney General and the eighth public hearing conducted during September of 1999. Transcripts of those hearings, together with an executive summary thereof, shall be included with the Foundation's permanent records located at its principal office.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 Powers; Responsibilities; Accountability

3.1.1 The business and affairs of the Foundation shall be managed by the Board who shall have and may exercise all the powers to which the Foundation may be entitled pursuant to applicable law, the Articles of Agreement and the Bylaws of the Foundation.

3.1.2 The Board shall have ultimate responsibility for the affairs of the Foundation. The Board's role is one of strategic leadership in defining and implementing the vision, mission and core values of the Foundation. It shall adopt policies to ensure the effective stewardship and management of the Foundation's human and financial resources and shall also oversee management's adherence to these policies.

3.1.3 .Annually the Board shall appoint a firm of independent certified public accountants to examine and audit the Foundation's accounts. Reports of annual audit shall be submitted by the Foundation to the Attorney General's Office, Charitable Trust Unit, to the Council and to other governmental entities as are required by law.

3.1.4 The Board shall be fully accountable to both the Foundation and the community at large for its stewardship of the Foundation and for the accomplishment of the Foundation's charitable mission and purposes.

Section 3.2 Number of Directors; Appointed and Elected Directors

3.2.1 The Board shall from time to time establish the number of persons to serve as Directors, which number shall be not less than 15 and not more than 17. When the Board has established the number of Directors, it shall endeavor at all times to maintain that number of Directors on the Board, but the failure to do so shall not constitute a violation of these Bylaws. The number so established may be changed by resolution of the Board at any annual, regular or special meeting of the Board; provided, notice for such meeting expressly states that one of the purposes of the meeting is to change the

number of authorized Directors; and provided further that the approval of seventy percent (70%) of the entire Board shall be required in order to change the number of authorized Directors.

3.2.2 Subject to the provisions of Section 3.2.3 hereof, the membership of the Board shall be elected in accordance with the procedures established in Section 3.4 hereof.

3.2.3 Subject to and accordance with the provisions of Section 5.1 hereof, two (2) members of the Board shall serve by appointment ("Appointed Directors"). The Governor of the State of New Hampshire shall be entitled to appoint two Directors. In addition to the qualifications described in Section 5.1, the Appointed Directors, shall at all times include at least one (1) individual with demonstrated experience and expertise in the area of public health policy. In addition, the appointed Directors shall at no time include more than one (1) individual who is an officeholder, official or employee of the State of New Hampshire.

Section 3.3 Term of Service

3.3.1 Directors¹, other than the Appointed Directors, shall be elected for terms of three (3) years, such terms to be staggered such that one-third of the total number of Directors (or such number as approximates one-third insofar as practicable) shall be elected or appointed each year. Directors shall hold office until their qualified successors have been duly elected or appointed.

3.3.2 In the interests of Board diversity, no Director shall serve for more than two (2) consecutive terms of three (3) years, excluding for these purposes Governor Appointments. Any Director serving for such period shall stand down for a period of at least one (1) year before being eligible to stand for re-election or re-appointment to the Board. Notwithstanding the foregoing, any person elected Chair or Vice-Chair may serve on the Board for an additional three-year term if necessary to complete his or her term as Chair or Vice-Chair. A Director whose term as Vice-Chair expires at the end of his or her second three-year term may, at the end of that term, be elected to a third three-year term if he or she is at the same time elected Chair of the Board.

¹ Initial Directors were appointed by the Attorney General's Office for the following Terms: Term Expiration 2000 Moral, Gustavo; Nisbet, Jane; Rhee, Y.B.; Shumway, Donald; and Therriault, Monique; Term Expiration 2001 Abrams, Elizabeth; Chollet, Susan; Howard, Deanna; Peters, Ann; and Tuttle, Georgia; Term Expiration 2002 Dupuis, Sylvio; Kuening, Tess; Oates, James; Quinn, John; and Wiebusch, Richard.

3.3.3 The term of any Director elected or appointed to fill a vacancy prior to the expiration of a term due to death, resignation or other cause shall be for the remainder of the term of the Director whose death, resignation, or other cause created the vacancy. Notwithstanding section 3.3.2, a Director, other than an Appointed Director, who is elected to fill such a vacancy shall be eligible to serve two (2) full consecutive terms of three (3) years after completion of the original unexpired term.

3.3.4 The term of any Appointed Director shall be one (1) year. Any Appointed Director serving for six (6) consecutive years shall stand down for a period of at least one (1) year before being eligible to stand for re-appointment to the Board.

Section 3.4. Successor and Additional Directors

3.4.1 Except as provided in Section 3.4.2 hereof, successor Directors and additional Directors shall be nominated and elected in accordance with the procedures set forth in this Section 3.4.1. The Board shall provide the Council with a list of nominees for election as successor or additional Directors, to which the Council may make suggested additions. The Board will elect successor and additional Directors from the slate of nominees selected from the combined list of nominees (the "Nominee List") developed by the Board and the Council.

3.4.2 Upon the expiration of the term of any Appointed Director, a successor may be appointed in accordance with the provisions of Section 5.1 hereof.

3.4.3 If the office of any Director is vacant prior to the expiration of his or her term, due to death, resignation or other cause, the remaining Directors by majority vote at a duly called meeting, may elect a successor from the most currently developed Nominee List.

Section 3.6 Compensation for Services

Except as provided in Article IX, Directors shall be precluded from rendering services for compensation to the Foundation in any capacity. However, Directors may be reimbursed for reasonable expenses associated with carrying out their duties as members of the Board, in accordance with such policies as may be established by the Board from time to time.

Section 3.7 Removal

A Director may be removed with cause by a vote of a majority of the Directors present and voting at any annual, regular or special meeting (whether present in person or duly represented), provided that the notice for such a meeting of the Directors expressly states that one of the purposes of the meeting is removal of a Director and that a quorum of the Board, excluding the subject director, is present at said meeting.

Section 3.8 Resignation

A Director may resign at any time by delivering written notice of resignation to the Chair of the Board or to the President. Such resignation shall be effective upon receipt of such written notice (unless specified to be effective at a later date) and acceptance thereof shall not be necessary to make it effective unless such notice so states.

Section 3.9. Regular, Annual and Special Meetings

3.9.1 Regular meetings of the Board may be held at such times as the Board may determine.

3.9.2 Special meetings of the Board may be held at any time when called by the Chair of the Board or by at least one third (1/3) of the Board.

3.9.3 An annual meeting of the Board shall be held on a date determined by the Board at such place and time as may be determined by the Chair of the Board or by the Board.

Section 3.10 Notice of Meeting

3.10.1 All meetings of the Board shall be held at the principal office of the Foundation or at such other locations in the State of New Hampshire as shall be specified in the notice of the meeting. Reasonable notice of the time and place of all meetings shall be given by the Chair of the Board or the Secretary. Notice of a regular meeting need not specify the purpose of the meeting, unless otherwise required by law, the Articles of Agreement of the Foundation, or these Bylaws. However, the purposes for which a special meeting is being called shall be set forth in the notice of that special meeting.

3.10.2 Except as otherwise expressly provided herein or required by law, it shall be reasonable and sufficient if written notice to a Director is sent by (a) first class U.S.

mail at least five (5) days prior to the meeting, (b) overnight private courier at least forty-eight (48) hours prior to the meeting, or (c) electronic transmission at least forty-eight (48) hours before the meeting, addressed to such Director at his or her usual or last known business or residence address.

3.10.3 Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by him or her (or his or her attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting the lack of notice prior to the meeting itself or at its commencement.

Section 3.11 Quorum

At any meeting of the Board, a majority of the Directors then in office shall constitute a quorum. Any meeting may be adjourned to a later date or dates by a majority of the votes cast upon the question, whether or not a quorum is present.

Section 3.12 Action by Vote

Each Director shall have one (1) vote. When a quorum is present at any meeting, a majority of the votes properly cast by Directors shall decide any questions, unless otherwise provided by law, the Articles of Agreement or these Bylaws.

Section 3.13 Action by Writing

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if the entire Board consent to the action in writing and each of the written consents are filed with the records of the meetings of the Board. Such consents shall be treated for all purposes as a vote at a meeting.

Section 3.14 Presence through Electronic Means

Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another at the same time and participation by such means shall constitute presence in person at a meeting.

Section 3.15 Proxies

Directors may vote either in person or by written proxy, which proxies shall be filed before being voted with the Secretary or other person responsible for recording

the proceedings of the meeting. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any meeting adjourned to a later date; but the proxy shall terminate after the final adjournment of such meeting.

Section 3.16 Standard of Care

3.16.1 A Director shall perform the duties of a Director, including as a member of any Board committee on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of the Foundation and with such care, including reasonable inquiry, as an ordinary prudent person in a like situation would use under similar circumstances.

3.16.2 The Board shall avoid speculation in connection with the investment, reinvestment, purchase, acquisition, exchange, sale and management of the Foundation's investments, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of the Foundation's capital. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to the Foundation. The Board may adopt a spending policy consistent with the provisions of RSA 292-B, provided however, that in the first instance such spending policy shall comply in all respects with the minimum distributable amount of annual qualifying distributions as required for a private foundation under Internal Revenue Code §4942. If I.R.C. §4942 requires an appropriation in excess of the amount otherwise allowed under RSA 292-B, the distribution requirements of I.R.C. §4942 shall control. However, without the approval of at least seventy percent (70%) of the entire Board and thirty (30) days' prior written notice to the Director of Charitable Trusts, the Board shall not authorize the appropriation of funds in any fiscal year in an amount greater than six percent (6%) of the fair market value of the assets of the Foundation's endowment funds (calculated on the basis of market values determined at least quarterly and averaged over a period of 3 or more years).

Section 3.17 Inspection

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of the Foundation.

Section 3.18 Community Outreach and Accountability

Throughout the year the Board shall strive to undertake community outreach activities. In consultation with, and with support from, the Council, the Board shall establish a varied program of community outreach activities designed to assess community needs, encourage participation by communities and individuals that are intended to benefit from the Foundation's activities, and listen to, and obtain feedback from, members of the community about the Foundation's grant making goals and activities. The Board shall not absolve itself of this responsibility by delegating it to the Council. The Board shall prepare and issue an annual report of its activities for public review, as contemplated by Section 10.6 hereof.

ARTICLE IV

ADVISORY COUNCIL

Section 4.1 Advisory Council

4.1.1 The Foundation shall have an Advisory Council ("Council") consisting of no fewer than thirty (30) nor more than forty (40) individuals, whose membership shall reflect the diversity of the State of New Hampshire and diverse healthcare interests, including but not limited to, consumers, healthcare providers, and people affected by lack of affordable access to the healthcare system in New Hampshire and those without health insurance coverage.

4.1.2 The Council shall include at least one (1) representative from each of the counties of the State of New Hampshire (10 members).

4.1.3 The Council shall at all times be composed of a majority of individuals who are members of the "general public". For purposes of this Section 4.1.3, an individual is a member of the "general public" unless such individual (1) is a Director, (2) is engaged in the practice of a health care profession, or (3) is an employee, officer or director of an organization that primarily sells health care services.

4.1.4 The Council initially shall be comprised of thirty (30) individuals approved by the Probate Court from nominations made by the Attorney General's Office after consultation with BCBS-NH and shall serve for a term of three (3) years. The Board shall develop a plan for the succession of membership of the Council, which plan shall be submitted in writing to the Attorney General for review and approval prior to its formal adoption. The succession plan shall provide for staggered terms to ensure continuity and shall establish procedures for soliciting recommendations for membership on the Council from, among others, representatives of the charitable,

business, medical, social and governmental sectors, and consumer and faith-based groups.

4.1.5 The Council shall select its own chair and secretary to facilitate contact with the Foundation's Board.

4.1.6 The responsibilities of the Council include the following:

- (a) Working in cooperation with the Board each year in selecting a list of candidates for consideration as Board members;
- (b) Serving as one link between the Foundation and the local communities in an effort to determine local healthcare needs; and
- (c) Supporting the Board's efforts to be accountable to the community.

4.1.7 The Board shall report to the Council regularly and shall meet with the Council not less than twice annually at such location(s) within the State of New Hampshire as the Board may determine.

4.1.8 The Board shall provide each member of the Council with the Foundation's Form 990, its audited financial statements, and a summary of the Foundation's outreach activities and community grant report.

4.1.9 Every Council member shall have the right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of the Foundation, subject to such reasonable conditions as may be established by the Board for purposes of maintaining confidentiality of information relating to the Foundation or its grant applicants.

ARTICLE V

QUALIFICATIONS OF MEMBERS OF THE BOARD

Section 5.1 Qualifications

5.1.1 To ensure the membership of the Board is broadly representative of and reflects the depth and diversity of the state-wide community it serves, the following principles, qualities and skills shall be taken into consideration in connection with the nomination, election and appointment of candidates for Board membership.

5.1.2 The Board as a whole should be seen by the community it serves, the government, and the broader community as capable, experienced and well able to lead the Foundation.

5.1.3 The membership of the Board should be selected so as to encompass both generic qualities in all Directors and the range of skills, expertise and perspectives needed by the Board to meet its responsibilities.

5.1.4 The generic qualities in all members of the Board should include: understanding of the distinction between the strategic and policy role of the Board and the day-to-day operational responsibilities of management; capability to provide leadership in connection with the development of the Foundation; commitment to the vision, mission and core values of the Foundation; ability to work as a member of a team; respect for the views of others; recognition of the time commitment needed and willingness to devote the time and energy necessary to perform the role of Director.

5.1.5 The membership of the Board should be comprised of individuals with a demonstrated interest in, and understanding of, the community and individuals intended to benefit from the Foundation's activities. The range of skills, expertise and perspectives which should ideally be reflected among members of the Board include: prior experience in governance as a board member; strategic planning experience; understanding of health needs, issues and trends; understanding the diverse needs of the different regions of the State; previous experience in the health field; demonstrated leadership on behalf of needs of consumers, families, people with disabilities and the elderly; understanding of fiscal, financial and legal matters; human resource management; communications and information technology; marketing experience; and government and public relations.

5.1.6 The Board shall at all times be composed of a majority of individuals who are members of the "general public". For purposes of this Section 5.1.6, an individual is a member of the "general public" unless such individual (1) is an employee, officer or director of an organization that primarily sells health care services or (2) is engaged in the practice of a health care profession.

5.1.7 Each Board member shall be required to execute the EH conflict of interest policy on an annual basis. A copy of the current policy is attached in Appendix A.

ARTICLE VI

BOARD COMMITTEES

Section 6.1 Committees of the Board

The Board may, by resolution adopted by a majority of the Directors then in office, create any committee (standing, special, or ad hoc), appoint persons to serve as members thereof, and change the composition of the committees. Unless otherwise provided by these Bylaws or restricted by law, each committee shall have members who are Directors; and a majority of any committee shall constitute a quorum. Unless the Board otherwise designates, committees shall conduct their affairs in the same manner as is provided in these Bylaws for the Board.

Section 6.1.1 Appointment of Chairs and Members of Committees

The Chair of the Board will appoint members and Chairs of Committees, subject to ratification or amendment by the Board.

Section 6.1.2 Non-Member Participation in Board Committee Meetings

The Chair of each Committee of the Board may, from time to time, recommend to the Chair of the Board that members of the Advisory Council or others be appointed to serve as Members of that Committee, for a term to expire at the end of Board's election year; except as otherwise provided in these Bylaws, as the number of Board members of each Committee shall always constitute a majority of that Committee. The Chair of the Board shall either approve or disapprove the recommendation, subject to ratification or amendment by Board. Upon approval by the Chair, the persons nominated shall become members of the Committee and shall fully participate in all Committee deliberations but shall not preside over any Committee meetings.

Section 6.2.1 Executive Committee

The Executive Committee shall include, at a minimum, the Chair, Vice-Chair, Secretary, Treasurer, and immediate past Chair of the Board of Directors. Ratification of this Charge by the Board shall constitute the prior written authorization to exercise the power and authority of the Board between meetings of the Board, provided, however, that all actions taken by the Executive Committee between meetings of the Board shall be presented to the full Board for ratification at the next Board meeting. The Executive Committee shall review the current budget with the President on a quarterly basis and shall review the proposed annual budget for the next fiscal year with the President of the Foundation prior to its presentation to the full Board. The Executive

Committee shall not change or adopt any new policies or change policies previously adopted by the full Board.

Section 6.2.2 Investment Committee

The Board has delegated to this Committee authority to implement the Board approved May 1, 2001 Investment Policy and subsequent amendments and authority to manage the Foundation's investment affairs, and has expressly authorized the Investment Committee to have a majority of its members be non-board members. The Committee shall be responsible for reporting to the Board on a regular basis. In carrying out its responsibilities, this Committee and its agents shall act in accordance with the Investment Policy, the provisions of the Foundation's Articles of Agreement and Bylaws, and applicable laws and regulations. The Committee is authorized to delegate investment responsibility and/or investment management responsibility to the Designated Investment Officer, and also is authorized to retain one or more Investment Consultants, Investment Managers and/or Custodians, to assist them in carrying out their responsibilities hereunder. In discharging its authority, the Committee in conjunction with the President can act in the place and stead of the Board and may receive reports from, enter into agreements with and delegate investment management responsibility or investment responsibility to Investment Consultants, Investment Managers and/or Custodians. The Committee will establish and follow appropriate procedures for the selection of Investment Consultants, Investment Managers and/or Custodians. When delegating discretionary investment authority to the Designated Investment Officer, Investment Managers and/or Custodian(s), the Committee will convey to each the scope of their respective authority, the Foundation's expectations, and the requirement of full compliance with the Investment Policy.

The Committee shall discharge its duties in good faith with the care of an ordinary prudent investor in a like position would exercise under similar circumstances and in a manner the Committee reasonably believes to be in the best interest of the Foundation. The specific responsibilities of the Committee relating to the investment management of the Foundation's assets include:

- Projecting the Foundation's financial needs, and communicating such needs to the Investment Managers on a timely basis.
- Determining the Foundation's risk tolerance and Investment Horizon, and communicating these to the appropriate parties.
- Prudently and diligently selecting qualified investment professionals, including Investment Manager(s), Investment Consultant(s), and Custodian(s).

- Regularly evaluating the performance of the Investment Manager(s) and Custodian(s) to assure adherence to policy guidelines and monitor investment objective progress.
- Developing and enacting proper control procedures, e.g. replacing Investment Manager(s) due to fundamental change in investment management process or failure to comply with established guidelines.
- Delegating, at any time or from time to time, specified rights, powers, duties and authority with respect to the investment and management of the Foundation's financial assets to the Designated Investment Officer.
- Reporting to the Board, on at least a quarterly basis, regarding the status of the Foundation's investments.

Section 6.3 Powers and Authority of Committees of the Board

Board committees may be given all the authority of the Board, except for the powers to:

- (a) Elect directors or remove Directors without cause;
- (b) Fill vacancies on the Board or on any Board committee;
- (c) Amend or appeal these Bylaws or adopt new Bylaws;
- (d) Adopt amendments to the Articles of Agreement of the Foundation;
- (e) Create any other Board committees or appoint the members of any Board committee; or
- (f) Approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of the Foundation.

ARTICLE VII

OFFICERS AND AGENTS

Section 7.1 Officers of the Board

7.1.1 The Officers of the Board shall be a Chair, a Vice-Chair, a Treasurer and a Secretary and such other Officers, if any, as the Board may determine. The Board may

also have such agents, if any, as the Board may appoint. Except as otherwise provided in this Section 7.1, a person may hold more than one office at the same time.

7.1.2 The Chair, Vice-Chair, the Treasurer, the Secretary, and such other specified Officers of the Board shall be elected by the Board for a term of two years. No Officer other than the Treasurer shall serve consecutive terms, except that if an Officer is elected to serve an unexpired term of his or her predecessor in office, he or she may serve one full term following completion of the unexpired term. The Treasurer may serve up to three consecutive terms. If the Treasurer is elected to serve an unexpired term of his or her predecessor in office, he or she may serve up to three consecutive full terms following completion of the unexpired term. Each such Officer shall hold office until his or her successor is elected and qualified, or until he or she resigns, dies, or is removed from office. Each agent shall retain his or her authority at the pleasure of the Board. If the office of any Officer becomes vacant, the Board may elect a successor to serve the unexpired term.

7.1.3 Except as provided in Article IX, the Officers of the Board shall be precluded from rendering services for compensation to the Foundation in any capacity. However, Officers may be reimbursed for reasonable expenses associated with carrying out their duties as Officers of the Board, in accordance with such policies as may be established by the Board from time to time.

Section 7.2 Chair of the Board

The Chair of the Board shall be elected by the Board and shall preside at all meetings of the Board of Directors, except as the Board shall otherwise determine and shall have such other powers and duties as may be determined by the Board. The Chair shall not also be the Treasurer, nor shall the Chair serve as President of the Foundation. The Chair shall be elected by a majority of the entire Board.

Section 7.3 Vice-Chair

The Vice-Chair shall have such duties and powers as designated by the Board or the Chair. In the event of the absence or disability of the Chair of the Board, the Vice-Chair shall preside at all meetings of the Board.

Section 7.4 Treasurer

The Treasurer shall oversee the Foundation's financial affairs. The Treasurer shall make at least quarterly reports to the Board, one of which shall be an annual

report which shall include an accounting of the funds of the Foundation. The Treasurer shall have such other duties and powers as designated by the Board or the Chair.

Section 7.5 Secretary

The Secretary shall ensure that records of all proceedings of the Board are maintained in a book kept for that purpose, which book shall be kept within the State of New Hampshire at the principal office of the Foundation and shall be open at all reasonable times to the inspection of any Director and Council member. Such book or books shall also contain the original, or certified copies, of the Articles of Agreement and Bylaws and names and addresses of all Directors and Council members.

Section 7.6 President and Agents of the Foundation

The Directors shall elect a President and such other agents as they may deem appropriate, if any.

7.6.1 The President shall serve as the chief executive officer/executive director of the Foundation and have general supervision of the business and affairs of the Foundation and shall see that all orders and resolutions of the Board are carried into effect. The President shall also perform such other duties and may exercise such other powers as from time to time may be assigned to him or her by these Bylaws or by the Board. The election of any President shall require the approval of a majority of the entire Board.

7.6.2 - 7.6.4 Deleted

7.6.5 At no time shall any person who serves as an employee, or member of the governing board of Anthem Successors and Assigns, or of any New Hampshire or regional Advisory Board to Anthem, simultaneously be eligible for consideration, election or appointment as Director, Officer, President, consultant or as a member of the Foundation's management team, or serve the Foundation in any other paid or compensated capacity.

Section 7.7 Removal

An Officer, the President or any agent may be removed from such capacity with or without cause by a vote of a majority of Directors present and voting at any meeting at which a quorum is present.

Section 7.8 Resignation

An Officer may resign by delivering a written resignation to the Chair of the Board or to the President. Such resignation shall be effective upon receipt (unless specified to be effective at some later date), and acceptance thereof shall not be necessary to make it effective unless it so states.

ARTICLE VIII

GENERAL PROVISIONS

Section 8.1 Principal Office

The principal office of the Foundation shall be located at 14 South Street, Concord, New Hampshire 03301.

Section 8.2 Fiscal Year

The fiscal year of the Foundation shall end on September 30 of each year, unless the Board determines otherwise.

Section 8.3 Execution of Papers

Except as the Board may generally or in particular cases authorize the execution thereof in some other manner or consistent with current policy all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted, or endorsed by the Foundation shall be signed by the Chair, the President, Vice President, Secretary or Treasurer.

Section 8.3.1 Electronic Transfers

Notwithstanding, only the President or the President's designee may authorize electronic transfers of funds between accounts held by or for the benefit of the Endowment, provided that the President or the President's designee shall maintain documentation of each transfer.

Section 8.4 Governing Law

In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the laws of the State of New Hampshire as then in effect shall apply.

Section 8.5 Nondiscrimination Policy

The policy of the Foundation prohibits discrimination on the basis of age, sex, religion, race, color, creed, sexual orientation, physical or mental disability, national or ethnic origin, or marital or parental status in the recruitment and employment of employees, in the awarding and acceptance of grants and funds, and in the operation of all programs and services; provided, however, that nothing herein to the contrary shall limit or restrict the Foundation from awarding grants or other financial support to programs and services designed to meet the special health needs of specific populations or groups of New Hampshire citizens.

Section 8.6 Indemnification of Officers and Directors

8.6.1 The Foundation may indemnify any person who was or is a party to any pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Director or Officer of the Foundation, against expense (including attorney fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, but only if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Foundation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Subject to the foregoing and to the provisions of 8.6.3 hereof, the Foundation may indemnify any such person in such circumstances to the fullest extent permitted by law. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that the person (a) did not act in good faith and in a manner which he or she reasonably believed to be in the best interests of the Foundation and/or, (b) with respect to any criminal action or proceeding, had reasonable cause to believe his or her conduct was lawful.

8.6.2 Notwithstanding anything in this Section 8.6 to the contrary, the Foundation shall not indemnify any Director or Officer in connection with a proceeding by or in the right of the Foundation; or in connection with any other proceeding charging improper personal benefit to him or her, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.

8.6.3 To the extent that a Director or Officer of the Foundation has been wholly successful on the merits in defense of any action, suit, or proceeding referred to in this

Section 8.6, he or she shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him or her in connection therewith to the fullest extent permitted by law.

8.6.4 Expenses (including attorney fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Foundation in advance of the final disposition of such action, suit, or proceeding as authorized in this Section 8.6 if:

- (a) the Director or Officer furnishes to the Foundation a written affirmation of his or her good faith belief that he or she has met the standard of conduct required herein;
- (b) the Director or Officer furnishes to the Foundation a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct required herein; and
- (c) a determination in accordance with the terms of RSA 293-A:8.50-58 is made that the facts then known to those making the determination would not preclude indemnification.

The undertakings required by this Section 8.6.4 must be an unlimited general obligation of the director or officer, but need not be secured, and may be accepted without reference to financial ability to pay.

8.6.5 The indemnification provided by this Section 8.6 shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, or vote of disinterested Directors, or otherwise, and any procedure provided for by any of the foregoing, both as to action in his or her official capacity and as to action in another capacity (held at the express request of the Foundation) while holding such office, and shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of heirs, executors, and administrators of such a person.

8.6.6 The Foundation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Foundation against liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Foundation would have the power to indemnify him or her against such liability under provisions of this Section 8.6.

8.6.7 All references herein to (i) the Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended, (ii) the RSA shall be deemed to refer to said statutes as now in force or hereafter amended, and (iii) particular sections of the Code or the RSA shall be deemed to refer to similar or successor provisions hereafter adopted.

ARTICLE IX

PROHIBITED TRANSACTIONS; CONFLICT OF INTEREST

Section 9.1 Loans

The Foundation shall not make any loan of money or property to, or guarantee the obligation of, any Director, Council Member, Officer or agent.

Section 9.2 Sale of Real Estate

The Foundation shall not sell, lease, purchase, or convey any real estate or interest in real estate to or from a Director, Council Member or Officer of the Foundation without the prior approval of the probate court; provided, however, that this section shall not prohibit the Foundation from accepting a bona fide gift of an interest in real estate by a Director, Council Member or Officer.

Section 9.3 Pecuniary Benefit Transactions

Except as provided in Section 9.4 hereof, the Board shall not approve, or permit the Foundation to engage in, any pecuniary benefit transaction. A pecuniary benefit transaction is a transaction to which the Foundation is a party and in which one or more of its Directors has a direct or indirect financial interest in excess of \$500 on an annual aggregate basis. A Director shall be deemed to have an indirect interest in any pecuniary benefit transaction involving a person or entity of which a Director, or a member of the immediate family of a Director, is a proprietor, partner, employee, or officer. The following shall not be considered pecuniary benefit transactions:

- (a) Reasonable compensation for services of a President, and expenses incurred in connection with official duties of a Director or Officer;
- (b) A benefit provided to a Director, Council Member or Officer or member of the immediate family thereof if: (1) the benefits are provided or paid as part of programs, benefits, or payments to members of the general public; (2) the Foundation has adopted

written eligibility criteria for such benefit in accordance with its bylaws and applicable laws; and (3) the Director, Council Member, Officer or family member meets all of the eligibility criteria for receiving such benefit; and

- (c) A continuing transaction entered into by the Foundation, merely because a person with a financial interest therein subsequently becomes a Director, Council Member or Officer of the Foundation.

Section 9.4 Approval

The Foundation may engage in a pecuniary benefit transaction if all of the following conditions are met:

9.4.1 The transaction is for goods or services purchased or benefits provided in the ordinary course of the business of the Foundation, for the actual or reasonable value of the goods or services or for a discounted value, and the transaction is fair to the Foundation.

9.4.2 The transaction receives affirmative votes from at least a two-thirds majority of all the disinterested members of the Board, which majority shall also equal or exceed any quorum requirement specified in these Bylaws after full and fair disclosure of the material facts of the transaction to the Board and after notice and full discussion of the transaction by the Board.

9.4.3 Without participation, voting, or presence of any Director or Officer with a financial interest in the transaction or who has had a pecuniary benefit transaction with the charitable trust in the same fiscal year, except as the Board may require to answer questions regarding the transaction; and a record of the action on the matter is made and recorded in the minutes of the Board.

9.4.4 The Foundation maintains a list of disclosing each and every pecuniary benefit transaction, including the names of those to whom the benefit accrued and the amount of the benefit, and keeps such list available for inspection by members of the Board and the Council. The list shall also be reported to the Director of Charitable Trusts each year as part of the Foundation's annual report required under RSA 7:28.

9.4.5 If the transaction, or the aggregate of transactions with the same Director or Officer within one fiscal year, is in the amount of \$5,000 or more, the Foundation publishes notice thereof in a newspaper of general circulation in the state, and gives

written notice to the Director of Charitable Trusts, before consummating the transaction. At a minimum, such notice shall state that it is given in compliance with this section and shall include the name of the Foundation, the name of any Director or Officer receiving pecuniary benefit from the transaction, the nature of the transaction, and the specific dollar amount of the transaction.

Section 9.5 Compliance with Private Foundation Rules

Any provision of these Bylaws or the Articles of Agreement of the Foundation to the contrary notwithstanding, so long as the Foundation is deemed to be a "private foundation" as defined in Section 509 of the Internal Revenue Code of 1986, as amended (the "Code"), the Foundation:

9.5.1 Shall distribute its income for each taxable year (and principal, if necessary) at such time and in such manner as not to subject the Foundation to tax under Section 4942 of the Code;

9.5.2 Shall not approve of, or engage in, any act of self-dealing as defined in subsection (d) of Section 4941 of the Code;

9.5.3 Shall not retain any excess business holdings as defined in subsection (c) of Section 4943 of the Code;

9.5.4 Shall not make any investments in such a manner as to subject this Foundation to tax under Section 4944 of the Code; and

9.5.5 Shall not make any taxable expenditure as defined in subsection (d) of Section 4945 of the Code.

Section 9.6 Conflict of Interest Provisions

A conflict of interest or an appearance of a conflict of interest may arise when a Director has a direct or indirect interest in another entity which enters into a transaction with the Foundation, including, but not limited to, applications for grant or loan support. Direct or indirect interest includes any legal, equitable or fiduciary interest or position in an entity by a Director or a member of a Director's family. Any such interest shall be disclosed and made a matter of record at the time of election to the Board and maintained through an annual procedure and when the interest becomes a matter of Board action. No Director having a conflict of interest in any matter shall be counted in determining the quorum for the meeting, nor present when the matter is discussed or

voted on. Meeting minutes shall reflect that the disclosure was made, that the Director abstained and was not present during the discussion or vote, and that a quorum existed not counting such Director. The conflict-of-interest provisions of this Section 9.6 shall be in addition to and not in lieu of the applicable provisions of New Hampshire law regarding conflicts of interest.

Applications for grants from agencies or organizations that employ members of the Board of Directors of the Endowment for Health in a managerial capacity will not be accepted during, and for one year after, the term of office of the Board member. Notwithstanding the foregoing, in the case of institutional or governmental applicants, applications for grants from departments, divisions or programs other than the department, division or program in which the Board member is employed in a managerial capacity may be accepted, provided that the Board member has no involvement in the application and receives no direct or indirect personal financial benefit from any grant awarded.

Section 9.7 Consent Agenda for Grant Recommendations

The board may use a consent agenda for action on grant recommendations. When this method is used, action on grant recommendations will first be approved by the Program Committee, and the Board Chair will then place the proposed actions on a consent agenda for the next regularly scheduled board meeting.

All items on the consent agenda shall be described in sufficient detail for the board to understand the proposed action and for individual members to identify any potential conflicts of interest. Any board member may request that any item be removed from the consent agenda, and upon such request the item shall be removed for separate discussion and vote. The board will then take action on the items remaining on the consent agenda in a single vote.

Prior to any such vote, all directors present shall indicate in writing the presence or absence of a conflict of interest or appearance of a conflict of interest as appears in section 9.6. Any Director who has a conflict of interest or appearance of a conflict of interest shall identify the conflict in writing on a form to be provided, but shall not be required to remove the item from the consent agenda and shall not be required to leave the room, notwithstanding the provisions of section 9.6. The conflict shall be noted in the minutes of the meeting, and the director shall not be counted in determining a quorum. For any item that is removed from the consent agenda for discussion, any director who has a conflict of interest shall leave the room during the discussion and vote on the item.

ARTICLE X
GRANTS ADMINISTRATION

Section 10.1 Purpose of Grants

The Foundation shall have the power to make grants and contributions and to render other financial assistance for the purposes expressed in the Foundation's Articles of Agreement.

Section 10.2 Grant Responsibility

The Board shall have control over grants, contributions, and other financial assistance given by the Foundation. The Board shall oversee the solicitation, review, and decision-making regarding all grants and contributions. The Board shall provide to the public annually a list of grant awards and contributions made by the foundation.

Section 10.3 - 10.6 Deleted

ARTICLE XI

AMENDMENTS TO THE BYLAWS

Unless otherwise provided, these Bylaws may be amended or repealed, and new Bylaws may be adopted in whole or in part, by the affirmative vote of a majority of the Directors of the Foundation then in office; provided, however, that thirty (30) days notice of the time and place of the meeting is given by the Chair of the Board or Secretary and the Bylaws of the Foundation may not be amended in a manner inconsistent with the Foundation's Articles of Agreement, applicable New Hampshire law or the requirements for maintaining the Foundation's qualification as a tax-exempt organization for federal income tax purposes. Anything to the contrary herein, any amendment to a provision of these Bylaws which contemplates or requires the approval of the Director of Charitable Trusts and/or the Probate Court shall require the approval of the Director of Charitable Trusts and/or the Probate Court as the case may be.