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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2009

Open to Public Inspection

A For the 2009 calendar year, or tax year beginning 01-01-2009 and ending 12-31-2009

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

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

C Name of organization
Fallon Community Health Plan Inc

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
10 CHESTNUT STREET

City or town, state or country, and ZIP + 4
WORCESTER, MA 01608

D Employer identification number
23-7442369

E Telephone number
(508) 799-2100

G Gross receipts $ 1,234,652,489

F Name and address of principal officer
W PATRICK HUGHES Pres CEO
10 CHESTNUT STREET
WORCESTER, MA 01608

H(a) Is this a group return for affiliates? ☐ Yes ☑ No

H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status ☑ 501(c) (3) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ www fchp org

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶ | **L** Year of formation 1975 | **M** State of legal domicile MA

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities
FCHP's mission is Making Our Communities Healthy FCHP is committed to improving the health and wellness of our communities through the financing & delivery of high quality, affordable care

2 Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

3	Number of voting members of the governing body (Part VI, line 1a)	3	11
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	6
5	Total number of employees (Part V, line 2a)	5	1,043
6	Total number of volunteers (estimate if necessary)	6	120
7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	14,235
b	Net unrelated business taxable income from Form 990-T, line 34	7b	5,171

Revenue

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	187,555	199,123
9	Program service revenue (Part VIII, line 2g)	980,900,000	1,059,414,644
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	5,161,915	9,148,586
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	12,292	24,532
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	986,261,762	1,068,786,885

Expenses

13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	603,400	510,867
14	Benefits paid to or for members (Part IX, column (A), line 4)	894,675,933	1,006,012,543
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	53,637,507	56,985,122
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b	Total fundraising expenses (Part IX, column (D), line 25) ▶0		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	31,495,270	34,463,290
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	980,412,110	1,097,971,822
19	Revenue less expenses Subtract line 18 from line 12	5,849,652	-29,184,937

Net Assets or Fund Balances

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	303,648,692	311,552,127
21	Total liabilities (Part X, line 26)	158,933,846	171,333,827
22	Net assets or fund balances Subtract line 21 from line 20	144,714,846	140,218,300

Part II Signature Block

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

Sign Here

Signature of officer — Date: 2010-11-11

W PATRICK HUGHES President & CEO
Type or print name and title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-empolyed ▶ ☐	Preparer's identifying number (see instructions)
Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ ERNST & YOUNG US LLP 75 BEATTIE PLACE STE 800 GREENVILLE, SC 29601		EIN ▶	Phone no ▶ (617) 266-2000

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

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission

FCHP's mission is Making Our Communities Healthy FCHP is committed to improving the health and wellness of our communities through the financing and delivery of high quality, affordable care Since its inception in 1977, FCHP has worked to improve the quality of life and health status of individuals by offering access to high quality, affordable healthcare coverage FCHP is also a provider of care for frail elders through Summit ElderCare, a Program of All-inclusive Care for the Elderly

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

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? . . . . . ☐ Yes ☑ No

If "Yes," describe these changes on Schedule O

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

4a (Code) (Expenses $ 1,006,590,870 including grants of $ 510,867) (Revenue $ 1,059,424,941)

FCHP'S PROGRAM ACTIVITIES CONSIST OF PREPAID HEALTHCARE IN THE COMMONWEALTH OF MASSACHUSETTS THE COVERED POPULATION AT DECEMBER 31, 2009 WAS 186,235 IN 2009, FALLON COMMUNITY HEALTH PLAN MADE OVER $1,290,000 AVAILABLE TO PROGRAMS THAT MAKE OUR COMMUNITIES HEALTHY THIS WAS ACCOMPLISHED THROUGH THE FCHP COMMUNITY BENEFITS COMMITTEE'S DISTRIBUTION OF GRANTS, OTHER CHARITABLE DONATIONS, AND PROGRAMS THAT INVOLVED DIRECT EXPENSES AND STAFF TIME FCHP'S REVENUE AND EXPENSES ARE NOT SEGREGABLE BY MAJOR EXPENSE CATEGORIES FALLON COMMUNITY HEALTH PLAN 2009 COMMUNITY BENEFITS REPORT SUMMARY NARRATIVES COMMUNITY BENEFITS MISSION STATEMENT FALLON COMMUNITY HEALTH PLAN IS COMMITTED TO THE VISION OF CREATING HEALTHIER LIVES FALLON COMMUNITY HEALTH PLAN WILL WORK COOPERATIVELY WITH HEALTH CARE AND COMMUNITY SERVICE ORGANIZATIONS, AS WELL AS STATE AND FEDERAL AGENCIES, TO LEAD THE CREATION OF INNOVATIVE HEALTH CARE SOLUTIONS, TO SEEK HEALTHY OUTCOMES, AND TO IMPROVE ACCESS TO HEALTH CARE SERVICES FCHP WILL DEVELOP AND IMPLEMENT PROGRAMS THAT WILL IMPROVE THE HEALTH STATUS OF THE ECONOMICALLY DISADVANTAGED, ELDERS, PREGNANT AND PARENTING TEENS, AND THE YOUTH WITHIN OUR SERVICE AREA PROGRAM ORGANIZATION AND MANAGEMENT IN ACCORDANCE WITH THE ATTORNEY GENERAL'S COMMUNITY BENEFITS GUIDELINES FOR HEALTH MAINTENANCE ORGANIZATIONS, THE FCHP BOARD OF DIRECTORS ESTABLISHED THE COMMUNITY BENEFITS COMMITTEE THE COMMITTEE IS MANAGED BY KATE MCEVOY-ZDONCZYK, SR DIRECTOR OF GOVERNMENT & COMMUNITY RELATIONS, AND REPORTS TO THE PRESIDENT & CEO ALL GRANT APPLICATIONS ARE REVIEWED BY THE COMMITTEE AND GIVEN FINAL APPROVAL BY SENIOR MANAGEMENT BEFORE FUNDS ARE DISTRIBUTED THIS ENSURES REGULAR EVALUATION AND OVERSIGHT OF THE PROGRAM COMMUNITY HEALTH NEEDS ASSESSMENT IN 2002, THE COMMUNITY BENEFITS PROGRAM CONDUCTED EXTENSIVE REVIEW OF THE PROGRAM, AND A NEEDS ASSESSMENT OF THE COMMUNITIES SERVED BY THE PROGRAM CHANGES TO THE PROCESS, COMMITTEE AND GIVING PROGRAM WERE MADE IN ORDER TO BETTER SERVE LOCAL NEEDS EACH YEAR, THESE AREAS OF FOCUS ARE REVIEWED WITH DATA FROM COMMUNITY AGENCIES AT THE END OF FY 2009 FCHP UNDERTOOK A COMPREHENSIVE REEVALUATION OF THE PROGRAM GOALS IN ORDER TO KEEP CURRENT WITH LOCAL AND REGIONAL NEEDS REVISED AREAS OF FOCUS WILL BE INCLUDED IN THE 2010 COMMUNITY BENEFITS PROGRAM COMMUNITY BENEFITS PLAN FALLON COMMUNITY HEALTH PLAN AWARDS GRANTS AND SUPPORT TO THOSE PROGRAMS THAT IMPROVE THE HEALTH STATUS OF THE ELDERLY, YOUTH AND ECONOMICALLY DISADVANTAGED OUTCOMES ARE MEASURED EACH YEAR AGAINST THE GOALS STATED IN THE FUNDED PROGRAMS' GRANT APPLICATIONS THESE GRANT REPORTS ARE ESSENTIAL IN HELPING THE COMMITTEE ASSESS WHETHER FUNDS HAVE INDEED HELPED THE IDENTIFIED POPULATION AND THEREFORE HELP TO DETERMINE FUTURE FUNDING KEY ACCOMPLISHMENTS OF THE REPORTING YEAR FALLON COMMUNITY HEALTH PLAN DISTRIBUTED OVER $507,000 IN GRANT FUNDING IN 2009 THROUGH THE COMMUNITY BENEFITS GRANT PROGRAM NON-GRANT DONATIONS AND CHARITABLE SUPPORT TOTALED MORE THAN $395,000 IN ADDITION, OVER $387,000 WAS GIVEN TO OUR COMMUNITIES THROUGH PROGRAMMING, SPONSORSHIPS, VOLUNTEER HOURS, AND OTHER SUPPORT FALLON COMMUNITY HEALTH PLAN HOSTED THE THIRD ANNUAL GOLF FORE A GOAL CHARITABLE TOURNAMENT, RAISING APPROXIMATELY $209,000 IN GROSS RECEIPTS NET PROCEEDS EXCEEDING $151,000 WERE DISTRIBUTED TO FOOD PANTRIES AND HUNGER RELIEF PROGRAMS THROUGHOUT MASSACHUSETTS IN 2009, THE SENIOR WELLNESS PROGRAM HELD NEARLY 60 SESSIONS IN COLLABORATION WITH LOCAL SENIOR CENTERS, AND OVER 800 SENIORS ATTENDED THESE EVENTS IN ADDITION, FCHP CONTINUED AND EXPANDED TWO SIGNATURE WELLNESS PROGRAMS WALK ACROSS AMERICA AND COMMIT TO BE FIT THESE PROGRAMS PROVIDE A WALKING CURRICULUM THAT IS TAILORED TO WORKPLACE AND SCHOOL-BASED SETTINGS PLANS FOR NEXT REPORTING YEAR IN LATE 2009/EARLY 2010, FCHP'S COMMUNITY BENEFITS COMMITTEE CONVENED A SUB-COMMITTEE TO ASSESS THE GREATEST NEEDS IN THE COMMUNITIES WE SERVE AND RE-EVALUATE PROGRAM GOALS IN ORDER TO KEEP CURRENT WITH LOCAL AND REGIONAL NEEDS RECOMMENDATIONS FOR CHANGES IN FUND PRIORITIES AND AREAS OF FOCUS HAVE BEEN APPROVED AND WILL BE INCORPORATED INTO THE COMMUNITY BENEFITS PROGRAM FOR 2010 THE SENIOR WELLNESS SERIES WILL CONTINUE TO EXPAND THE SERIES' SERVICE AREA, AND INCREASE THE NUMBER OF WELLNESS PROGRAMS PROVIDED TO SENIORS ADDITIONALLY, THE COMMIT TO BE FIT PROGRAM WILL BE EXPANDED TO BRING INCLUDE MORE SCHOOLS IN THE 2010-2011 SCHOOL YEAR

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

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

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

4e **Total program service expenses** ▶ $ 1,006,590,870

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities? *If "Yes," complete Schedule C, Part II*	4	Yes	
5	**Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.** Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? *If "Yes," complete Schedule C, Part III*	5		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization, directly or through a related organization, hold assets in term, permanent,or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		No
11	Is the organization's answer to any of the following questions "Yes"? *If so,complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.*	11	Yes	
	• Did the organization report an amount for land, buildings, and equipment in Part X, line10? *If "Yes," complete Schedule D, Part VI.*			
	• Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII.*			
	• Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII.*			
	• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX.*			
	• Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.*			
	• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? *If "Yes," complete Schedule D, Part X.*			
12	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12		No
12A	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional*	12A	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the United States? *If "Yes," complete Schedule F, Part I*	14b		No
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the U S ? *If "Yes," complete Schedule F, Part II*	15		No
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the U S ? *If "Yes," complete Schedule F, Part III*	16		No
17	Did the organization report a total of more than $15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17		No
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18	Yes	
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20		No

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	**21**	Yes	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	**22**		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	**23**	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer questions 24b–24d and complete Schedule K. If "No," go to line 25*	**24a**	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	**24b**		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	**24c**		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	**24d**		No
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	**25a**		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	**25b**		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	**26**		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	**27**		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**	Yes	
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**	Yes	
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or owner? *If "Yes," complete Schedule L, Part IV*	**28c**	Yes	
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**		No
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	**34**	Yes	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	**35**	Yes	
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	**37**		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096, *Annual Summary and Transmittal of U.S. Information Returns. Enter -0-* if not applicable	**1a**	5,939		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	**1b**	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			**1c** Yes	
2a	Enter the number of employees reported on Form W-3, *Transmittal of Wage and Tax Statements* filed for the calendar year ending with or within the year covered by this return	**2a**	1,043		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **Note:** If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)			**2b** Yes	
3a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?			**3a** Yes	
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*			**3b** Yes	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?			**4a** Yes	
b	If "Yes," enter the name of the foreign country ▶ CJ See the instructions for exceptions and filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			**5a**	No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			**5b**	No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?			**5c**	
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?			**6a** Yes	
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			**6b** Yes	
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			**7a** Yes	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			**7b** Yes	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			**7c**	No
d	If "Yes," indicate the number of Forms 8282 filed during the year	**7d**			
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			**7e**	No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			**7f**	No
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?			**7g**	
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?			**7h**	
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			**8**	
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?			**9a**	
b	Did the organization make a distribution to a donor, donor advisor, or related person?			**9b**	
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12	**10a**			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	**10b**			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	**11a**			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	**11b**			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			**12a**	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	**12b**			

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

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body . .	1a 11		
b	Enter the number of voting members that are independent . .	1b 6		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	Yes	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? . .	3		No
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4		No
5	Did the organization become aware during the year of a material diversion of the organization's assets? . .	5		No
6	Does the organization have members or stockholders?	6		No
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a		No
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons? . .	7b		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	Yes	
b	Each committee with authority to act on behalf of the governing body?	8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	Yes	

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

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

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed ▶ MA

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you make these available Check all that apply

☐ Own website ☑ Another's website ☑ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public See Additional Data Table

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶

KEVIN MCGOVERN
10 CHESTNUT STREET
WORCESTER, MA 01608
(508) 799-2100

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

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

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year Use Schedule J-2 if additional space is needed

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

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

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
See add'l data										

1b Total . . . . . ▶	5,647,489		834,829

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 in reportable compensation from the organization ▶ 105

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
FALLON CLINIC 630 PLANTATION ST WORCESTER, MA 01608	MEDICAL SERVICES	133,497,658
VHS ACQUISITION SUBSIDIARY PO BOX 3385 BOSTON, MA 02241	HOSPITAL SERVICES	126,412,183
UMASS MED CTR PO BOX 15492 WORCESTER, MA 01615	HOSPITAL SERVICES	92,079,902
UMASS MEMORIAL MEDICAL GROUP PO BOX 62 SHREWSBURY, MA 01545	HOSPITAL SERVICES	23,432,140
HEALTH ALLIANCE DEPT 5204 PO BOX 3000 HARTFORD, CT 06150	HOSPITAL SERVICES	20,395,152
2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ▶ 600		

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c	145,679			
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	53,444			
	g	Noncash contributions included in lines 1a-1f $ 5,737					
	h	**Total.** Add lines 1a-1f		199,123			
Program Service Revenue			Business Code				
	2a	ALL OTHER PROGRAM SERVICE REVENUE	524,114	1,059,414,644	1,059,414,644		
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	**Total.** Add lines 2a–2f		1,059,414,644			
	3	Investment income (including dividends, interest and other similar amounts)		10,695,118			10,695,118
	4	Income from investment of tax-exempt bond proceeds		14,735			14,735
	5	Royalties		0			
			(i) Real	(ii) Personal			
	6a	Gross Rents					
	b	Less rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss)					
			(i) Securities	(ii) Other			
	7a	Gross amount from sales of assets other than inventory	164,245,156				
	b	Less cost or other basis and sales expenses	165,806,423				
	c	Gain or (loss)	-1,561,267				
	d	Net gain or (loss)		-1,561,267			-1,561,267
Other Revenue	8a	Gross income from fundraising events (not including $ 145,679 of contributions reported on line 1c) See Part IV, line 18	a 69,478				
	b	Less direct expenses	b 59,181				
	c	Net income or (loss) from fundraising events		10,297	10,297		
	9a	Gross income from gaming activities See Part IV, line 19	a				
	b	Less direct expenses	b				
	c	Net income or (loss) from gaming activities		0			
	10a	Gross sales of inventory, less returns and allowances	a				
	b	Less cost of goods sold	b				
	c	Net income or (loss) from sales of inventory		0			
		Miscellaneous Revenue	Business Code				
	11a	MANAGEMENT FEE FOR INDEMNITY, COMPANION CARE	561,000	8,488		8,488	
	b	HOME STAFF INCOME FROM PERSONAL CARE SERVICES	812,900	5,747		5,747	
	c						
	d	All other revenue					
	e	**Total.** Add lines 11a–11d		14,235			
	12	**Total revenue.** See Instructions		1,068,786,885	1,059,424,941	14,235	9,148,586

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the U S See Part IV, line 21	510,867	510,867		
2	Grants and other assistance to individuals in the U S See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	1,006,012,543	1,006,012,543		
5	Compensation of current officers, directors, trustees, and key employees	4,985,738		4,985,738	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	38,236,101		38,236,101	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	4,708,398		4,708,398	
9	Other employee benefits	5,366,694		5,366,694	
10	Payroll taxes	3,688,191		3,688,191	
11	Fees for services (non-employees)				
a	Management	0			
b	Legal	819,329		819,329	
c	Accounting	639,967		639,967	
d	Lobbying	76,220		76,220	
e	Professional fundraising *See Part IV, line 17*	0			
f	Investment management fees	546,903		546,903	
g	Other	12,141,218		12,141,218	
12	Advertising and promotion	5,214,308		5,214,308	
13	Office expenses	0			
14	Information technology	3,355,490		3,355,490	
15	Royalties	0			
16	Occupancy	4,438,720		4,438,720	
17	Travel	126,376		126,376	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	221,073		221,073	
20	Interest	99,624		99,624	
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	1,839,290		1,839,290	
23	Insurance	641,689		641,689	
24	Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a	DUES AND SUBSCRIPTIONS	722,725		722,725	
b	TEMPORARY HELP CLERICAL	279,623		279,623	
c	RECRUITING	252,695		252,695	
d	COMMUNITY BENEFIT-VOLUNTEER	34,685	34,685		
e	ALL OTHER EXPENSES	3,013,355	32,775	2,980,580	
f	All other expenses				
25	**Total functional expenses.** Add lines 1 through 24f	1,097,971,822	1,006,590,870	91,380,952	0
26	**Joint costs.** Check here ▶ ☐ if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

				(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing			1	
	2	Savings and temporary cash investments		12,537,685	2	1,310,963
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		20,901,997	4	24,110,329
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		2,093,312	9	1,716,477
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D*	10a 49,663,414			
	b	Less accumulated depreciation	10b 11,041,402	21,681,592	10c	38,622,012
	11	Investments—publicly traded securities		214,092,138	11	216,533,857
	12	Investments—other securities See Part IV, line 11		24,800,000	12	20,838,030
	13	Investments—program-related See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		7,541,968	15	8,420,459
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		303,648,692	16	311,552,127
Liabilities	17	Accounts payable and accrued expenses		132,216,913	17	149,596,296
	18	Grants payable			18	
	19	Deferred revenue		11,716,933	19	9,237,281
	20	Tax-exempt bond liabilities		15,000,000	20	12,500,250
	21	Escrow or custodial account liability *Complete Part IV of Schedule D*			21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons *Complete Part II of Schedule L*			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities Complete Part X of Schedule D			25	
	26	**Total liabilities.** Add lines 17 through 25		158,933,846	26	171,333,827
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		140,106,835	27	140,040,138
	28	Temporarily restricted net assets		4,608,011	28	178,162
	29	Permanently restricted net assets			29	
		Organizations that do not follow SFAS 117, check here ▶ ☐ and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		144,714,846	33	140,218,300
	34	Total liabilities and net assets/fund balances		303,648,692	34	311,552,127

Part XI Financial Statements and Reporting

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

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SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
Fallon Community Health Plan Inc

Employer identification number
23-7442369

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

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

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

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

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

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

_____

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

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

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

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

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

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

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

a ☐ Type I **b** ☐ Type II **c** ☐ Type III - Functionally integrated **d** ☐ Type III - Other

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

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

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

	Yes	No
(i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization? **11g(i)**		
(ii) a family member of a person described in (i) above? **11g(ii)**		
(iii) a 35% controlled entity of a person described in (i) or (ii) above? **11g(iii)**		

h Provide the following information about the supported organization(s)

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public Support.** Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
11 **Total support** (Add lines 7 through 10)						

12 Gross receipts from related activities, etc (See instructions) **12**

13 **First Five Years** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** ▶☐

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2009 (line 6 column (f) divided by line 11 column (f)) **14**

15 Public Support Percentage for 2008 Schedule A, Part II, line 14 **15**

16a **33 1/3% support test—2009.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

b **33 1/3% support test—2008.** If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

17a **10%-facts-and-circumstances test—2009.** If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization ▶☐

b **10%-facts-and-circumstances test—2008.** If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization ▶☐

18 **Private Foundation** If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions ▶☐

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

(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	0	115,050	109,700	187,555	199,123	611,428
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	767,347,512	829,910,364	884,935,739	980,912,291	1,059,414,644	4,522,520,550
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5	767,347,512	830,025,414	885,045,439	981,099,846	1,059,613,767	4,523,131,978
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public Support** (Subtract line 7c from line 6)						4,523,131,978

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6	767,347,512	830,025,414	885,045,439	981,099,846	1,059,613,767	4,523,131,978
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	6,025,488	12,520,892	12,200,590	13,282,385	10,709,853	54,739,208
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975			350	12,292	14,235	26,877
c Add lines 10a and 10b	6,025,488	12,520,892	12,200,940	13,294,677	10,724,088	54,766,085
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support** (Add lines 9, 10c, 11 and 12)	773,373,000	842,546,306	897,246,379	994,394,523	1,070,337,855	4,577,898,063

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

Section C. Computation of Public Support Percentage

15	Public Support Percentage for 2009 (line 8 column (f) divided by line 13 column (f))	15	98 804 %
16	Public support percentage from 2008 Schedule A, Part III, line 15	16	98 830 %

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2009** (line 10c column (f) divided by line 13 column (f))	17	1 196 %
18	Investment income percentage from **2008** Schedule A, Part III, line 17	18	1 170 %

19a **33 1/3% support tests—2009.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☑

b **33 1/3% support tests—2008.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

20 **Private Foundation** If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions ▶☐

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

Explanation
THE ORGANIZATION'S IRS DETERMINATION LETTER SAYS THIS ORGANIZATION QUALIFIES AS A PUBLIC CHARITY UNDER SECTION 170(B)(1)(A)(VI) HOWEVER, THE ORGANIZATION QUALIFIES AS A 509 (A)(2) ORGANIZATION SCHEDULE A HAS BEEN COMPLETED IN ACCORDANCE WITH THE FORM INSTRUCTIONS UNDER THE 509(A)(2) TEST

Additional Data

Software ID:
Software Version:
EIN: 23-7442369
Name: Fallon Community Health Plan Inc

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Christopher F Egan Director	4 0	X						16,500		
Karen H Green Secretary	7 0	X						21,000		
David R Grenon Director	4 0	X						18,500		
David W Hillis Chairman	10 0	X						26,000		
Richard P Houlihan Esq Vice Chairman	7 0	X						22,000		
Sandra L Kurtinitis PhD Director	4 0	X						16,000		
Christian W McCarthy Treasurer	7 0	X						21,500		
Charles F Monahan Jr Director	4 0	X						18,000		
Rev John J Paris SJ Director	4 0	X						15,500		
Lynda M Young MD Director	4 0	X						14,700		
Eric H Schultz President & CEO	50 0	X		X				696,463		93,374
Richard P Burke Division President, Sr Care	50 0			X				319,623		60,043
Anne E Doyle Chief Compliance Officer	50 0			X				255,168		35,959
Charles R Goheen Chief Financial Officer	50 0			X				438,684		70,326
W Patrick Hughes Division President, Health Pln	50 0			X				689,714		68,075
Elizabeth Malko MD Sr VP, Chief Medical Officer	50 0			X				337,589		74,849
Christine Osgood Chief Human Resources Officer	24 0			X				177,973		22,080
Todd Bailey VP UNDERWRITING	50 0				X			229,561		40,571
Charles O Boutin Former VP, Underwriting	50 0				X			196,236		5,581
Eric Hall VP, Network Development & Mgmt	50 0				X			201,460		35,593
Karen Longo Executive Dr, Summit Eldercare	50 0				X			182,710		35,398
Kevin McGovern VP of Finance & Treasurer	50 0				X			244,677		36,464
Mary Ritter VP of Strategy & Planning	50 0				X			206,183		41,684
Keith Ledoux Asst VP, New Bus S/B Rltns	50 0					X		243,887		71,301
Seth Lewin Sr Medical Dr, Medical Affairs	50 0					X		251,466		40,776

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Jean Politakis VP & CIO	50 0					X	247,521		25,658
Glenn Randall MD Physician, Summit ElderCare	50 0					X	257,088		32,063
David Wilner MD PACE Physician & Medical Dr	50 0					X	281,786		45,034

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

Do not include amounts reported on line 6b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
DUES AND SUBSCRIPTIONS	722,725		722,725	
TEMPORARY HELP CLERICAL	279,623		279,623	
RECRUITING	252,695		252,695	
COMMUNITY BENEFIT-VOLUNTEER	34,685	34,685		
ALL OTHER EXPENSES	3,013,355	32,775	2,980,580	

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SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

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

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

OMB No 1545-0047

2009

Open to Public Inspection

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

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

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

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

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

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

Name of the organization	Employer identification number
Fallon Community Health Plan Inc	23-7442369

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

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV

2 Political expenditures ▶ $ _____

3 Volunteer hours _____

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

1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ $ _____

2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ $ _____

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No

4a Was a correction made? ☐ Yes ☐ No

b If "Yes," describe in Part IV

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

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ $ _____

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt funtion activities ▶ $ _____

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

4 Did the filing organization file **Form 1120-POL** for this year? ☐ Yes ☐ No

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

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

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

A Check ☐ if the filing organization belongs to an affiliated group

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing Organization's Totals	(b) Affiliated Group Totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)		
b Total lobbying expenditures to influence a legislative body (direct lobbying)		
c Total lobbying expenditures (add lines 1a and 1b)		
d Other exempt purpose expenditures		
e Total exempt purpose expenditures (add lines 1c and 1d)		
f Lobbying nontaxable amount Enter the amount from the following table in both columns		
g Grassroots nontaxable amount (enter 25% of line 1f)		
h Subtract line 1g from line 1a If zero or less, enter -0-		
i Subtract line 1f from line 1c If zero or less, enter -0-		

If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:
Not over $500,000	20% of the amount on line 1e
Over $500,000 but not over $1,000,000	$100,000 plus 15% of the excess over $500,000
Over $1,000,000 but not over $1,500,000	$175,000 plus 10% of the excess over $1,000,000
Over $1,500,000 but not over $17,000,000	$225,000 plus 5% of the excess over $1,500,000
Over $17,000,000	$1,000,000

j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? ☐ **Yes** ☐ **No**

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

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) Total
2a Lobbying non-taxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots non-taxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

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

		(a) Yes	(a) No	(b) Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a	Volunteers?		No	
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		No	
c	Media advertisements?		No	
d	Mailings to members, legislators, or the public?		No	
e	Publications, or published or broadcast statements?		No	
f	Grants to other organizations for lobbying purposes?		No	
g	Direct contact with legislators, their staffs, government officials, or a legislative body?	Yes		76,220
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		No	
i	Other activities? If "Yes," describe in Part IV		No	
j	Total lines 1c through 1i			76,220
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?		No	

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

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

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

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

Part IV Supplemental Information

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

Identifier	Return Reference	Explanation
DIRECT LOBBYING EXPENSE	SCHEDULE C, PART II-B, LINE G	FCHP PAID LOBBYING EXPENSES THROUGH THE FOLLOWING ASSOCIATION OF HEALTH INSURANCE PLANS, $15,960 SPILLANE & SPILLANE, $48,000 MASSACHUSETTS ASSOCIATION OF HEALTH PLANS, $12,260 KEY LEGISLATIVE AND REGULATORY ISSUES IN 2009 ASSOCIATION OF HEALTH INSURANCE PLANS (AHIP) - COMPREHENSIVE HEALTH REFORM INCLUDING INSURANCE MARKET REFORMS, PREMIUM SUBSIDIES, AN INDIVIDUAL COVERAGE REQUIREMENT, HEALTH INSURANCE EXCHANGES, MEDICAID ELIGIBILITY EXPANSIONS, NEW TAXES ON HEALTH INSURANCE PLANS, DELIVERY SYSTEM REFORMS, ADMINISTRATIVE SIMPLIFICATION, HEALTH INFORMATION TECHNOLOGY, PREVENTION AND WELLNESS INITIATIVES, CHANGES TO MEDICARE ADVANTAGE AND MEDICARE PART D, AND CREATION OF A NATIONAL VOLUNTARY LONG-TERM CARE INSURANCE PROGRAM - ISSUES IN THE ECONOMIC STIMULUS BILL, INCLUDING MEDICAID FUNDING, PREMIUM ASSISTANCE FOR PERSONS WITH COBRA CONTINUATION COVERAGE, HEALTH INFORMATION TECHNOLOGY, AND COMPARATIVE EFFECTIVENESS RESEARCH - REAUTHORIZATION AND EXPANSION OF THE CHILDREN'S HEALTH INSURANCE PROGRAM - REGULATIONS ADDRESSING IMPLEMENTATION OF GENETIC NONDISCRIMINATION LEGISLATION AND MENTAL HEALTH PARITY LEGISLATION ENACTED IN THE 2008 SESSION BOTH SPILLANE & SPILLANE AND MASSACHUSETTS ASSOCIATION OF HEALTH PLANS WORKED ON DIVISION OF INSURANCE MATTERS, OTHER REGULATORY HEARINGS, AND LEGISLATIVE MEETINGS THAT AFFECT HEALTHCARE POLICIES AND GUIDELINES ADDITIONALLY, THEY WORKED ON HEALTHCARE COST AND PLANNING SESSIONS WITH REGULATORY AGENCIES

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
Fallon Community Health Plan Inc

Employer identification number
23-7442369

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

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit ☐ Yes ☐ No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)
☐ Preservation of land for public use (e g , recreation or pleasure)
☐ Preservation of an historically importantly land area
☐ Protection of natural habitat
☐ Preservation of a certified historic structure
☐ Preservation of open space

2 Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

		Held at the End of the Year
a	Total number of conservation easements	2a
b	Total acreage restricted by conservation easements	2b
c	Number of conservation easements on a certified historic structure included in (a)	2c
d	Number of conservation easements included in (c) acquired after 8/17/06	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? ☐ Yes ☐ No

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

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

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

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

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

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

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

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

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

- a ☐ Public exhibition
- b ☐ Scholarly research
- c ☐ Preservation for future generations
- d ☐ Loan or exchange programs
- e ☐ Other

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

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

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

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

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV

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

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

2 Provide the estimated percentage of the year end balance held as

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

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

		Yes	No
(i) unrelated organizations	3a(i)		
(ii) related organizations	3a(ii)		
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		3,977,887	1,154,202	2,823,685
d Equipment		8,104,892	7,144,688	960,204
e Other		37,580,635	2,742,512	34,838,123
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				38,622,012

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives		
Closely-held equity interests		
Other		
ARCHSTONE PARTNERS	10,000,000	C
ARCHIPELAGO	5,000,000	C
GUGGENHEIM	5,838,030	C
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶	20,838,030	

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

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. *(Column (b) should equal Form 990, Part X, col (B) line 13)* ▶		

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

(a) Description	(b) Book value
Total. *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	

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

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	

2. Fin 48 Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	1,068,786,885
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	1,097,971,822
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-29,184,937
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 - 8	9	-63
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-29,185,000

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

1	Total revenue, gains, and other support per audited financial statements			1	1,113,550,000
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d	45,519,438		
e	Add lines **2a** through **2d**			2e	45,519,438
3	Subtract line **2e** from line **1**			3	1,068,030,562
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	546,903		
b	Other (Describe in Part XIV)	4b	209,420		
c	Add lines **4a** and **4b**			4c	756,323
5	Total Revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12)			5	1,068,786,885

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

1	Total expenses and losses per audited financial statements			1	1,142,735,000
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV)	2d	45,519,501		
e	Add lines **2a** through **2d**			2e	45,519,501
3	Subtract line **2e** from line **1**			3	1,097,215,499
4	Amounts included on Form 990, Part IX, line 25, but not on line **1:**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	546,903		
b	Other (Describe in Part XIV)	4b	209,420		
c	Add lines **4a** and **4b**			4c	756,323
5	Total expenses Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18)			5	1,097,971,822

Part XIV Supplemental Information

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

Identifier	Return Reference	Explanation
FIN 48 Footnote	Schedule D, Part X, Line 2	Effective December 31, 2008, the Company adopted the guidance related to uncertainty in income taxes as codified in ASC 740, Income Taxes The guidance requires companies to recognize the tax benefits of uncertain tax positions only where the position is "more likely than not" to be sustained assuming examination by tax authorities The amount recognized is the amount that represents the largest amount of tax benefit that is more than 50% likely of being ultimately realized A liability is recognized for any benefit claimed, or expected to be claimed, in a tax return in excess of the benefit recorded in the financial statements, along with any interest and penalty (if applicable) on the excess As of the date of adoption, there was no impact on the financial position or results of operations of the Company
Supplemental Information	Schedule D, Supplemental Financial Statements, Part XI-XIII	SCHEDULE D, PART XI, LINE 9 "IN THOUSANDS" AUDITED FINANCIALS ROUNDING $ (63) SCHEDULE D, PART XII LINE 2D SUBSIDIARY INCOME AND RELATED ELIMINATIONS $45,519,801 "IN THOUSANDS" AUDITED FINANCIALS ROUNDING 363 ---------- TOTAL OTHER, LINE 2D $45,519,438 SCHEDULE D, PART XII LINE 4A INVESTMENT FEES $546,903 INVESTMENT FEES ARE NETTER AGAINST THE INVESTMENT INCOME ON THE FINANCIALS, BUT SHOWN AS EXPENSE ON THE FORM 990 LINE 4B FUNDRAISING EVENT CHARITABLE CONTRIBUTIONS $199,123 SPECIAL EVENT NET INCOME 10,297 ------- TOTAL FUNDRAISING EVENT $209,420 CONTRIBUTIONS ARE MADE TO THE COMMUNITY FROM THE FUNDRAISING EVENT SCHEDULE D, PART XIII LINE 2D SUBSIDIARY INCOME AND RELATED ELIMINATIONS $45,519,801 "IN THOUSANDS" AUDITED FINANCIALS ROUNDING (300) ---------- TOTAL OTHER, LINE 2D $45,519,501 LINE 4A INVESTMENT FEES $546,903 INVESTMENT FEES ARE NETTED AGAINST THE INVESTMENT INCOME ON THE FINANCIALS, BUT SHOWN AS EXPENSE ON THE FORM 990 LINE 4B FUNDRAISING EVENT CHARITABLE CONTRIBUTIONS $199,123 SPECIAL EVENT NET INCOME 10,297 ------- TOTAL FUNDRAISING EVENT $209,420 CONTRIBUTIONS ARE MADE TO THE COMMUNITY FROM THE FUNDRAISING EVENT

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SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than $15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization
Fallon Community Health Plan Inc

Employer identification number
23-7442369

Part I **Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities Check all that apply

- **a** ☐ Mail solicitations
- **b** ☐ Internet and e-mail solicitations
- **c** ☐ Phone solicitations
- **d** ☐ In-person solicitations
- **e** ☐ Solicitation of non-government grants
- **f** ☐ Solicitation of government grants
- **g** ☐ Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising activities? ☐ **Yes** ☐ **No**

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization Form 990-EZ filers are not required to complete this table

(i) Name of individual or entity (fundraiser)	**(ii)** Activity	**(iii)** Did fundraiser have custody or control of contributions? Yes	**(iii)** No	**(iv)** Gross receipts from activity	**(v)** Amount paid to (or retained by) fundraiser listed in col **(i)**	**(vi)** Amount paid to (or retained by) organization
Total . . . . . ▶						

3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing

Part II **Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than $15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than $5,000.

		(a) Event #1 GOLF TOURNAMENT (event type)	(b) Event #2 (event type)	(c) Other Events 0 (total number)	(d) Total Events (Add col (a) through col (c))
Revenue	1 Gross receipts	215,157			215,157
	2 Less Charitable contributions	145,679			145,679
	3 Gross income (line 1 minus line 2)	69,478			69,478
Direct Expenses	4 Cash prizes				
	5 Non-cash prizes	10,185			10,185
	6 Rent/facility costs	27,360			27,360
	7 Food and beverages	19,176			19,176
	8 Entertainment				
	9 Other direct expenses	2,460			2,460
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				59,181
	11 Net income summary Combine lines 3, column d, and line 10 ▶				10,297

Part III **Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than $15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col (a) through col (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	
	7 Direct expense summary Add lines 2 through 5 in column (d) ▶				
	8 Net gaming income summary Combine lines 1, column d, and line 7 ▶				

			Yes	No
9	Enter the state(s) in which the organization operates gaming activities _____			
a	Is the organization licensed to operate gaming activities in each of these states?	9a		
b	If "No," Explain			
10a	Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?	10a		
b	If "Yes," Explain			
11	Does the organization operate gaming activities with nonmembers?	11		
12	Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?	12		

			Yes	No
13	Indicate the percentage of gaming activity operated in			
a	The organization's facility	**13a**		
b	An outside facility	**13b**		
14	Enter the name and address of the person who prepares the organization's gaming/special events books and records			
	Name ▶			
	Address ▶			
15a	Does the organization have a contract with a third party from whom the organization receives gaming revenue?	**15a**		
b	If "Yes," enter the amount of gaming revenue received by the organization ▶ $ _____ and the amount of gaming revenue retained by the third party ▶ $ _____			
c	If "Yes," enter name and address			
	Name ▶			
	Address ▶			
16	Gaming manager information			
	Name ▶			
	Gaming manager compensation ▶ $ _____			
	Description of services provided ▶			
	☐ Director/officer ☐ Employee ☐ Independent contractor			
17	Mandatory distributions			
a	Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?	**17a**		
b	Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $			

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Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.

▶ **Attach to Form 990**

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
Fallon Community Health Plan Inc

Employer identification number
23-7442369

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . ☑ Yes ☐ No

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

Part II Grants and Other Assistance to Governments and Organizations in the United States.

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

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

2 Enter total number of section 501(c)(3) and government organizations . . . ▶ 14

3 Enter total number of other organizations . . . ▶ 1

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

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

Identifier	Return Reference	Explanation
Organization's Procedure for Monitoring the Use of Grants	Form 990, Schedule I	All FCHP grant awards have specific instructions to be followed by each grant recipient such as the specific use of each grant and that the grant is to be expended within 1 year from the award For any grants in excess of $10,000, FCHP requests a grant report detailing the grant uses These reports are kept on file at FCHP

Additional Data

Return to Form

Software ID:
Software Version:
EIN: 23-7442369
Name: Fallon Community Health Plan Inc

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
American Heart Association 20 Speen St Framingham, MA 01701	13-5613797	501(c)(3)	25,250				RESEARCH
American Red Cross of Central MA2000 Century Drive Worcester, MA 01606	04-2141539	501(c)(3)	7,300				Emergency Response Vehicle
Boys & Girls Club of Lawrence136 Water Street Lawrence, MA 01841	04-2104377	501(c)(3)	24,000				HEALTHY LIVING CLUB
Fallon Clinic Foundation100 Front St 14th floor Worcester, MA 01608	22-2912515	501(c)(3)	19,600				Health/Welfare prog
Worcester Art Museum55 Salisbury St Worcester, MA 01609	04-1988530	501(c)(3)	15,000				Student Art Competition
Worcester Hibernian Cultural Foundation IncPO Box 20276 Worcester, MA 01602	20-2148447	501(c)(3)	10,000				Order of Hibernians
Seven Hills FdnChildren's Aid & Family Services81 Hope Avenue Worcester, MA 01603	04-3293659	501(c)(3)	22,500				Mental Health Clinic
Jimmy Fund10 Brookline Place West Brookline, MA 024457226	04-2263040	501(c)(3)	17,500				Cancer Research
Boys & Girls Club of North Central MA365 Lindell Avenue Leominster, MA 01453	04-3576700	501(c)(3)	15,000				TRANSPORTATION PROGRAM
Genesis Club Inc274 Lincoln Street Worcester, MA 01605	04-2983234	501(c)(3)	15,000				YOUNG ADULT WELLNESS PROJECT

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Rediscovery Inc296 Newton Street Ste 150 Waltham, MA 02453	04-3554291	501(c)(3)	15,000				Promote Youth Independent Living
MASS GEN HOSPITALKBSchwartz CtrPO Box 6153 Boston, MA 02114	04-1564655	501(c)(3)	11,690				Compassionate Caregivers
Boys & Girls Club of West Springfield615 Main Street West Springfield, MA 01089	04-2105827	501(c)(3)	6,617				Nutrition&Phy activity
Special Olympics459 Old Maple St Danvers, MA 01923	23-7242294	501(c)(3)	5,250				WINTER GAMES

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
Fallon Community Health Plan Inc

Employer identification number
23-7442369

Part I Questions Regarding Compensation

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

Part II **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use Schedule J-1 if additional space needed.

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

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

(A) Name	**(B)** Breakdown of W-2 and/or 1099-MISC compensation			**(C)** Retirement and other deferred compensation	**(D)** Nontaxable benefits	**(E)** Total of columns (B)(i)-(D)	**(F)** Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	**(ii)** Bonus & incentive compensation	**(iii)** Other reportable compensation				
See Additional Data Table							

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
Supplemental Compensation Information	Schedule J, Part I, LINE 1A	HEALTH OR SOCIAL CLUB DUES OR INITIATION FEES PURSUANT TO A POLICY ADOPTED AND APPROVED BY THE EXECUTIVE EVALUATION AND COMPENSATION COMMITTEE (EECC) OF THE BOARD OF DIRECTORS, THE ORGANIZATION PROVIDED TO THE PRESIDENT & CEO, THE DIVISION PRESIDENT OF HEALTH PLAN OPERATIONS, AND THE DIVISION PRESIDENT OF SENIOR CARE SERVICES, A PORTION OF MEMBERSHIP DUES AND FEES FOR THEIR BUSINESS USE (E G , OFF-SITE MEETINGS) OF CERTAIN CLUB(S) EACH EXECUTIVE IS REQUIRED TO PAY FOR THEIR OWN PERSONAL USE EXPENSES, AS WELL AS A PERSONAL USE PORTION OF THE MEMBERSHIP DUES AND FEES AS DETERMINED BY THE EECC SCHEDULE J, PART I, LINE 4A CHARLES BOUTIN'S TERMINATION WAS 1/30/09 HE RECEIVED 26 WEEKS OF SEVERANCE OF $91,225 IN 2009 SCHEDULE J, PART I, LINE 4B IN 2009, THE FOLLOWING OFFICERS PARTICIPATED IN A NON-QUALIFIED RETIREMENT PLAN, 457(F) OFFICER AMOUNT PAID AMOUNT DEFERRED ERIC SCHULTZ $50,750 $50,750 RICHARD BURKE $17,250 $17,250 ANNE DOYLE $11,100 $11,100 CHARLES GOHEEN $26,850 $26,850 W PATRICK HUGHES $27,650 $27,650 ELIZABETH MALKO, M D NONE $30,000 CHRISTINE OSGOOD $2,750 $2,750
COMPENSATION CONTINGENT ON NET EARNINGS	SCHEDULE J, PART I, QUESTION 6A	COMPENSATION CONTINGENT ON NET EARNINGS ALL EMPLOYEES IN CERTAIN JOB GRADES, WHICH INCLUDE EMPLOYEES LISTED ON SCHEDULE J-2, ARE ELIGIBLE FOR AN INCENTIVE PLAN PAYMENT THE INCENTIVE PLAN PAYMENT IS DETERMINED BY WHETHER CERTAIN CORPORATE, DEPARTMENT, AND/OR INDIVIDUAL TARGETS ARE MET THE CORPORATE TARGETS INCLUDE (I) NET OPERATING INCOME, (II) MEMBERSHIP GROWTH, AND (III) MEMBER AND PROVIDER SATISFACTION THESE TARGETS WERE MET IN 2008 AND INCENTIVE PAYMENTS WERE ACCRUED IN 2008 AND PAID IN 2009 THESE TARGETS WERE NOT MET IN 2009

Additional Data

Return to Form

Software ID:
Software Version:
EIN: 23-7442369
Name: Fallon Community Health Plan Inc

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
Eric H Schultz	(I) (II)	495,085	200,040	1,338	71,800	21,574	789,837	200,000
Richard P Burke	(I) (II)	256,081	62,300	1,242	36,929	23,114	379,666	62,300
Anne E Doyle	(I) (II)	205,058	49,300	810	30,700	5,259	291,127	49,300
Charles R Goheen	(I) (II)	352,642	84,800	1,242	47,749	22,577	509,010	84,800
W Patrick Hughes	(I) (II)	457,812	228,140	3,762	47,250	20,825	757,789	228,100
Elizabeth Malko MD	(I) (II)	290,919	45,400	1,270	49,600	25,249	412,438	45,400
Christine Osgood	(I) (II)	139,709	34,700	3,564	17,660	4,420	200,053	34,700
Todd Bailey	(I) (II)	168,574	60,375	612	16,639	23,932	270,132	63,758
Charles O Boutin	(I) (II)	154,929	41,214	93	3,379	2,202	201,817	41,214
Eric Hall	(I) (II)	166,678	33,864	918	12,893	22,700	237,053	33,864
Karen Longo	(I) (II)	152,654	29,138	918	14,687	20,711	218,108	29,138
Kevin McGovern	(I) (II)	196,044	47,391	1,242	15,588	20,876	281,141	47,391
Mary Ritter	(I) (II)	166,423	38,842	918	15,226	26,458	247,867	38,842
Keith Ledoux	(I) (II)	115,001	128,304	582	46,156	25,145	315,188	52,788
Seth Lewin	(I) (II)	238,460	9,244	3,762	15,127	25,649	292,242	0
Jean Politakis	(I) (II)	199,904	47,359	258	14,860	10,798	273,179	0
Glenn Randall MD	(I) (II)	241,689	12,819	2,580	14,150	17,913	289,151	12,819
David Wilner MD	(I) (II)	256,007	23,457	2,322	22,570	22,464	326,820	23,160

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Schedule K (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax Exempt Bonds

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

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
Fallon Community Health Plan Inc

Employer identification number
23-7442369

Part I Bond Issues

	(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased Yes	(g) Defeased No	(h) On Behalf of Issuer Yes	(h) On Behalf of Issuer No
A	Massachusetts Health & Edu Facilities Authority	04-2456011	57586CU86	03-18-2008	15,000,000	MASS HEFA CAPITAL ISSUE PROGRAM		X		X

Part II Proceeds

		A	B	C	D	E
1	Total proceeds of issue	15,000,000				
2	Gross proceeds in reserve funds	150,000				
3	Proceeds in refunding or defeasance escrows					
4	Other unspent proceeds					
5	Issuance costs from proceeds	75,000				
6	Working capital expenditures from proceeds					
7	Capital expenditures from proceeds	14,775,000				
8	Year of substantial completion	2010				

		A Yes	A No	B Yes	B No	C Yes	C No	D Yes	D No	E Yes	E No
9	Were the bonds issued as part of a current refunding issue?		X								
10	Were the bonds issued as part of an advance refunding issue?		X								
11	Has the final allocation of proceeds been made?	X									
12	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X									

Part III Private Business Use

		A Yes	A No	B Yes	B No	C Yes	C No	D Yes	D No	E Yes	E No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X								
2	Are there any lease arrangements with respect to the financed property which may result in private business use?		X								

Part III Private Business Use *(Continued)*

		A		B		C		D		E	
		Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts with respect to the financed property which may result in private business use?	X									
3b	Are there any research agreements with respect to the financed property which may result in private business use?		X								
3c	Does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts or research agreements relating to the financed property?	X									
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶		0 %								
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶		0 %								
6	Total of lines 4 and 5		0 %								
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X									

Part IV Arbitrage

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

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Schedule L (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

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

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

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
Fallon Community Health Plan Inc

Employer identification number
23-7442369

Part I Excess Benefit Transactions (section 501(c)(3) and section 501 (c)(4) organizations only).

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

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected? Yes	No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 . . . . . ▶ $

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . . . ▶ $

Part II Loans to and/or From Interested Persons.

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

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

Part III Grants or Assistance Benefitting Interested Persons.

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

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

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues? Yes	No
CHARLES F MONAHAH	FCHP Director	65,291	See Schedule O		No
DAVID W HILLIS	FCHP Director	140,008	See Schedule O		No
CHARLES F MONAHAN	FCHP Director	126,412,183	See Schedule O		No
LYNDA YOUNG MD	FCHP Director	171,245	See Schedule O		No
KAREN H GREEN	FCHP Director	1,328,721	See Schedule O		No
VARIOUS BOARD MEMBERS OFC KEY			See Schedule O		No

SCHEDULE O (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

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

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
Fallon Community Health Plan Inc

Employer identification number
23-7442369

Identifier	Return Reference	Explanation
Description of Relationships	Form 990, Part VI, Question 2	HOME STAFF, LLC IS A JOINT VENTURE OF FCHP AND THE VNA CARE NETWORK & HOSPICE THE FOLLOWING FCHP BOARD MEMBERS AND OFFICERS SERVE ON THE HOME STAFF BOARD OF DIRECTORS KAREN GREEN, ERIC SCHULTZ, CHARLES GOHEEN AND RICHARD BURKE Mailing Address of Persons to be Contacted at a Different Address Form 990, Part VI, Question 9 Charles Boutin, 132 Londonderry Way, Uxbridge, MA 01569 Eric H Schultz, 10 Gable Ridge Road, Westboro, MA 01581 Charles R Goheen, 26 Atwood Street, Wellesley, MA 02482
DESCRIBE THE PROCESS USED BY MANAGEMENT AND GOVERNING BODY TO REVIEW 990	Form 990, Part VI, Line 11A	A DRAFT OF THE 990 WAS PREPARED BY FCHP'S PAID PREPARER USING INFORMATION PROVIDED BY THE ORGANIZATION THIS DRAFT WAS REVIEWED BY FCHP'S CONTROLLER, VICE PRESIDENT OF FINANCE/TREASURER, AND SENIOR MANAGEMENT, INCLUDING THE CHIEF FINANCIAL OFFICER, CHIEF COMPLIANCE OFFICER, CHIEF HUMAN RESOURCES OFFICER, AND CHIEF EXECUTIVE OFFICER AFTER THIS REVIEW A FINAL FORM 990 WAS PREPARED, AND THE FINAL VERSION OF THE 990 WAS PROVIDED TO EACH BOARD MEMBER IN PAPER FORM FOR HIS OR HER REVIEW BEFORE THE 990 WAS FILED WITH THE IRS EACH BOARD MEMBER WAS GIVEN THE OPPORTUNITY AT A BOARD MEETING, SCHEDULED BEFORE THE 990 WAS FILED WITH THE IRS, TO ASK QUESTIONS ABOUT THE FINAL 990
Description of Process to Monitor Transactions for Conflicts of Interest	DISCLOSURE STATEMENT	Form 990, Part VI, Question 12c FCHP'S BYLAWS REQUIRE ALL DIRECTORS AND OFFICERS TO DISCLOSE ANY ACTUAL OR POSSIBLE CONFLICTS OF INTEREST, AS DEFINED IN THE ORGANIZATION'S CONFLICT OF INTEREST POLICY RELATING TO DIRECTORS, OFFICERS AND MEMBERS OF A COMMITTEE WITH BOARD-DELEGATED POWERS THIS IS ENFORCED BY THE REQUIREMENT THAT SUCH INDIVIDUALS ANNUALLY COMPLETE A CONFLICT OF INTEREST STATEMENT EACH YEAR THE CONFLICT OF INTEREST DISCLOSURE STATEMENT IS REVIEWED BY THE AUDIT AND COMPLIANCE COMMITTEE OF THE BOARD WHICH REPORTS ANY ACTUAL OR POTENTIAL CONFLICTS TO THE FULL BOARD ANY BOARD MEMBER WITH A CONFLICT OF INTEREST IS PROHIBITED FROM PARTICIPATING IN ANY DISCUSSION OF, OR VOTE ON, THE TRANSACTION OR ARRANGEMENT THAT RESULTS IN THE CONFLICT OF INTEREST FURTHERMORE, AT BOARD MEETINGS, INDIVIDUAL BOARD MEMBERS ARE ASKED TO IDENTIFY, AND RECUSE THEMSELVES FROM ANY DISCUSSION AND VOTE ON ANY MATTER BEFORE THE BOARD IN WHICH THEY MAY HAVE A CONFLICT IN 2009, FCHP ALSO REQUIRED ALL DIRECTORS, OFFICERS, AND KEY EMPLOYEES, TO COMPLETE A FORM 990 WRITTEN DISCLOSURE STATEMENT DESIGNED TO IDENTIFY POTENTIAL CONFLICTS FCHP ALSO HAS GENERAL CORPORATE-WIDE CONFLICT OF INTEREST POLICIES THAT REQUIRE REPORTING OF POTENTIAL CONFLICTS AND MANAGEMENT APPROVAL OF CERTAIN TRANSACTIONS, AND PROHIBITS CERTAIN SPECIFIC TRANSACTIONS THESE POLICIES ARE ENFORCED BY SENIOR MANAGEMENT, INCLUDING THE CHIEF COMPLIANCE OFFICER
Offices & Positions for Which Process was Used	Form 990, Part VI, Question 15b	FCHP HAS ESTABLISHED AN EXECUTIVE EVALUATION AND COMPENSATION COMMITTEE (THE "COMMITTEE") OF THE BOARD OF DIRECTORS THAT ESTABLISHES POLICIES AND THE COMPENSATION STRUCTURE OF CERTAIN OF FCHP'S EXECUTIVE OFFICERS THIS COMMITTEE IS RESPONSIBLE FOR ASSURING THAT THE TOTAL COMPENSATION PROVIDED TO THESE EXECUTIVE OFFICERS IS DETERMINED BY A FAIR AND EQUITABLE PROCESS, INFORMED BY CURRENT AND CREDIBLE MARKET PRACTICE INFORMATION, AND COMPLIANT WITH APPLICABLE LEGAL AND REGULATORY GUIDELINES IN 2009, THE COMMITTEE CONSISTED OF THREE MEMBERS OF FCHP'S BOARD OF DIRECTORS, WHO ARE NOT EMPLOYED BY THE ORGANIZATION FCHP'S CEO SERVED AS AN EX OFFICIO MEMBER OF THE COMMITTEE WITHOUT A VOTING RIGHT THE EXECUTIVE OFFICERS OVER WHOSE COMPENSATION THE COMMITTEE IS RESPONSIBLE ARE COMPRISED OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER ("CEO"), DIVISION PRESIDENTS, AND THE EXECUTIVE VICE PRESIDENT POSITIONS THAT REPORT DIRECTLY TO THE CEO ("EXECUTIVE GROUP") IN 2009, TO DETERMINE THE COMPENSATION STRUCTURE OF THE EXECUTIVE GROUP, THE COMMITTEE RELIED ON A WRITTEN COMPENSATION SURVEY PRODUCED BY AN INDEPENDENT CONSULTING FIRM THAT ASSESSES EXECUTIVE COMPENSATION AND BENEFITS THE COMMITTEE MET TO REVIEW THE COMPENSATION STRUCTURE OF THE EXECUTIVE GROUP AND REVIEWED THE COMPENSATION SURVEY PREPARED BY THE INDEPENDENT CONSULTING FIRM THE COMMITTEE THEN VOTED TO APPROVE THE COMPENSATION OF THE EXECUTIVE GROUP (OTHER THAN THE CEO) FOR THE CEO'S COMPENSATION, THE COMMITTEE (MEETING WITHOUT THE CEO) RECOMMENDED A COMPENSATION STRUCTURE THAT WAS PRESENTED TO FCHP'S BOARD OF DIRECTORS THE BOARD OF DIRECTORS (WITHOUT THE CEO PRESENT), VOTED TO APPROVE THE COMMITTEE'S RECOMMENDATION ALL THESE DELIBERATIONS WERE CONTEMPORANEOUSLY DOCUMENTED IN THE MINUTES OF THE COMMITTEE AND BOARD OF DIRECTORS THIS PROCESS WAS USED TO ESTABLISH THE COMPENSATION FOR THE EXECUTIVE GROUP IN 2009 THIS PROCESS WAS NOT USED TO ESTABLISH COMPENSATION FOR THE "KEY EMPLOYEES" LISTED IN SCHEDULE J IN 2009, FCHP DETERMINED THAT A MEMBER OF THE COMMITTEE MIGHT NOT BE DEEMED FREE OF "CONFLICTS OF INTEREST" FOR COMPENSATION REVIEW PURPOSES UNDER THE APPLICABLE IRS DEFINITIONS, BECAUSE OF THE COMMITTEE MEMBER'S OWNERSHIP OF AN ORGANIZATION THAT PROVIDES CONTRACTED SERVICES TO FCHP AS A RESULT, THE FCHP BOARD OF DIRECTORS CHANGED THE EXECUTIVE EVALUATION AND COMPENSATION COMMITTEE AND ITS EXECUTIVE COMPENSATION REVIEW PROCESSES TO BETTER ENSURE THAT GOING FORWARD ONLY BOARD MEMBERS WHO ARE FREE OF "CONFLICTS OF INTEREST" AS DEFINED IN APPLICABLE IRS REGULATIONS ARE INVOLVED IN THE REVIEW AND APPROVAL OF THE COMPENSATION OF THE EXECUTIVE GROUP
Participation in a joint venture description	Form 990, Part VI, Question 16B	SINCE THIS JOINT VENTURE IS MADE UP OF TWO EXEMPT ORGANIZATIONS, UNDER CODE SECTION 501(C)(3), THE POLICY IS NOT NECESSARILY RELEVANT AS THERE IS NO TAXABLE ENTITY INVOLVED AS A PARTNER AVAIL OF GOV DOCS, CONFLICT OF INTEREST POLICY, & FIN STMTS TO GEN PUBLIC FORM 990, PART VI, QUESTION 19 FCHP'S FORM 990 AND ANNUAL AUDITED FINANCIAL STATEMENTS ARE AVAILABLE TO THE GENERAL PUBLIC ON THE MASSACHUSETTS ATTORNEY GENERAL'S WEBSITE FCHP'S ANNUAL REPORT IS AVAILABLE ON ITS OWN WEBSITE FCHP'S FORM 990, FINANCIAL STATEMENTS, GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND ANNUAL REPORT ARE ALSO PROVIDED ON REQUEST
Business Transactions Involving Interested Persons	Form 990, Part IV, line 28	FCHP SHARE OF HOME STAFF 2009 EARNINGS WAS $246,977 Karen H Green FCHP Director Eric H Schultz FCHP Director and Officer Richard P Burke FCHP Officer Charles R Goheen FCHP Officer Ms Green, Mr Schultz, Mr Burke, and Mr Goheen serve on the board of directors of Home Staff, LLC, Worcester, MA, a joint venture between FCHP and the VNA Care Network & Hospice Home Staff contracts with FCHP to provide services to certain FCHP participants Each officer devotes an average of 5 hours per week to the related organization
Business Transactions Involving Interested Persons	SCHEDULE L, PART IV	NAME CHARLES F MONAHAN RELATIONSHIP FCHP DIRECTOR AMOUNT OF TRANSACTION $65,291 DESCRIPTION OF TRANSACTION Mr Monahan's sister-in-law is a principal with a security consulting firm that provides consulting services to FCHP NAME DAVID W HILLIS RELATIONSHIP FCHP DIRECTOR AMOUNT OF TRANSACTION $140,008 DESCRIPTION OF TRANSACTION Mr Hillis is President, CEO and holds majority interest in Adcare Hospital of Worcester, Inc , a substance abuse hospital that provides health care services to FCHP plan members Mr Hillis also has family members who hold ownership in Adcare Hospital NAME CHARLES F MONAHAN RELATIONSHIP FCHP DIRECTOR AMOUNT OF TRANSACTION $126,412,183 DESCRIPTION OF TRANSACTION Mr Monahan serves on the board of Saint Vincent Hospital, Worcester, MA, which provides health care services to FCHP plan members NAME LYNDA YOUNG, MD RELATIONSHIP FCHP DIRECTOR AMOUNT OF TRANSACTION $171,245 DESCRIPTION OF TRANSACTION Dr Young is a principal in Chandler Pediatrics, which contracts with FCHP to provide healthcare services to FCHP members NAME KAREN H GREEN RELATIONSHIP FCHP DIRECTOR AMOUNT OF TRANSACTION $1,328,721 DESCRIPTION OF TRANSACTION Ms Green serves on the Board of Directors of Home Staff, LLC, Worcester, MA, a joint venture between FCHP and the VNA Care Network and Hospice Home Staff contracts with FCHP to provide services to certain FCHP participants Various Board members, Officers, and Key Employees purchase their health insurance from FCHP, or are affilated with organizations that purchase their health insurance from FCHP

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SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
Fallon Community Health Plan Inc

Employer identification number
23-7442369

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity
SUMMIT LIVING INC 10 CHESTNUT STREET WORCESTER, MA 01608 26-1836279	Asst Living	MA	501(c)(3)	9	na

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations? Yes	(h) No	(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No
HOME STAFF LLC 40 MILLBROOK STREET Worcester, MA01606 42-1757904	IN HOME SERVICE	MA	na	Investment	246,977	2,352,378		No	5,747		No

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
FALLON HEALTH AND LIFE ASSURANCE COMPANY 10 CHESTNUT STREET WORCESTER, MA01608 04-3169246	Hlth Life Assur	MA	FCHP	C Corp	-10,406,252	13,529,470	100 000 %
Ultrabenefits Inc 29 East Mountain Street Worcester, MA01606 04-3525752	3rd Party Admin	MA	FHLAC	C Corp	-10,657	879,526	100 000 %

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

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

			Yes	No
1	During the tax year, did the orgranization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a	Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties **(iv)** rent from a controlled entity	**1a**		**No**
b	Gift, grant, or capital contribution to other organization(s)	**1b**	**Yes**	
c	Gift, grant, or capital contribution from other organization(s)	**1c**		**No**
d	Loans or loan guarantees to or for other organization(s)	**1d**	**Yes**	
e	Loans or loan guarantees by other organization(s)	**1e**		**No**
f	Sale of assets to other organization(s)	**1f**		**No**
g	Purchase of assets from other organization(s)	**1g**		**No**
h	Exchange of assets	**1h**		**No**
i	Lease of facilities, equipment, or other assets to other organization(s)	**1i**		**No**
j	Lease of facilities, equipment, or other assets from other organization(s)	**1j**		**No**
k	Performance of services or membership or fundraising solicitations for other organization(s)	**1k**		**No**
l	Performance of services or membership or fundraising solicitations by other organization(s)	**1l**		**No**
m	Sharing of facilities, equipment, mailing lists, or other assets	**1m**	**Yes**	
n	Sharing of paid employees	**1n**	**Yes**	
o	Reimbursement paid to other organization for expenses	**1o**	**Yes**	
p	Reimbursement paid by other organization for expenses	**1p**	**Yes**	
q	Other transfer of cash or property to other organization(s)	**1q**	**Yes**	
r	Other transfer of cash or property from other organization(s)	**1r**		**No**

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

	(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved
(1)	Summit Living Inc	D	65,000
(2)	Fallon Health and Life Assurance Co Inc	B	11,265,000
(3)	Fallon Health and Life Assurance Co Inc	M	2,280,506
(4)	Fallon Health and Life Assurance Co Inc	N	3,804,038
(5)			
(6)			

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

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

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