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

**A For the 2009 calendar year, or tax year beginning \_\_\_\_\_ and ending \_\_\_\_\_**

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization  <b>THE SCAN FOUNDATION</b>			<b>D</b> Employer identification number  <b>45-0552845</b>	
	<b>Doing Business As</b>  <b>3800 KILROY AIRPORT WAY</b>			<b>E</b> Telephone number  <b>(888) 569-7226</b>	
	<b>Number and street (or P.O. box if mail is not delivered to street address)</b> <b>400</b>			<b>F</b> Gross receipts \$  <b>29,621,009.</b>	
	<b>See Specific Instructions</b> <b>City or town, state or country, and ZIP + 4</b> <b>LONG BEACH, CA 90806-5616</b>			<b>G</b> Is this a group return  <b>for affiliates?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	<b>H(a)</b> Name and address of principal officer. <b>BRUCE CHERNOF</b> <b>SAME AS C ABOVE</b>			<b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No	
	<b>I</b> Tax-exempt status: <input checked="" type="checkbox"/> 501(c) (3) <input type="checkbox"/> (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			<b>If "No," attach a list. (see instructions)</b>	
	<b>J</b> Website: ► <b>THESCANFOUNDATION.ORG</b>			<b>H(c)</b> Group exemption number ►	
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►			<b>L</b> Year of formation: <b>2007</b> <b>M</b> State of legal domicile: <b>CA</b>		

## Part I | Summary

**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 <i>K</i> <i>MD</i>	Date <i>11/17/10</i>
	<b>BRUCE CHERNOFF</b>	<b>PRESIDENT &amp; CEO</b>
	Type or print name and title	

Paid Preparer's Use Only	Preparer's signature ► <i>Diana J. McCutchen</i>	Date 10-28-10	Check if self- employed ► <input type="checkbox"/>	Preparer's identifying number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4 ►	DELOITTE TAX LLP 655 WEST BROADWAY, SUITE 700 SAN DIEGO, CA 92101-8590	EIN ►	Phone no. ► (619) 232-6500

May the IRS discuss this return with the preparer shown above? (see instructions)

932001 02-04-10 LHA For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

## Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission:

**THE SCAN FOUNDATION'S MISSION IS TO ADVANCE THE DEVELOPMENT OF A SUSTAINABLE CONTINUUM OF QUALITY OF CARE FOR SENIORS. DEDICATED TO LONG-TERM SERVICES AND SUPPORTS THAT KEEP SENIORS INDEPENDENT, AT HOME AND IN THE COMMUNITY.**

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.

**SEE SCHEDULE O FOR CONTINUATION(S)**

4a (Code:  ) (Expenses \$ 11,174,403. including grants of \$ 9,606,047. ) (Revenue \$  )  
**THE SCAN FOUNDATION IS A RELATIVELY NEW ORGANIZATION, WHICH BEGAN OPERATIONS WITH A SMALL STAFF IN MAY 2008. WHILE IT MADE A NUMBER OF INITIAL GRANTS IN 2008, THE SCAN FOUNDATION'S GRANT-MAKING EXPANDED SIGNIFICANTLY DURING FISCAL AND CALENDAR YEAR 2009. IN JANUARY 2009 THE FOUNDATION BOARD OF DIRECTORS FORMALLY APPROVED A 5-YEAR STRATEGIC PLAN, AND GRANT-MAKING THROUGHOUT THE FISCAL YEAR OCCURRED IN ACCORDANCE WITH THIS PLAN.**

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 ► \$ 11,174,403.

## 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 X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	2 X	
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 X	
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	4 X	
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 X	
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 X	
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8 X	
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 X	
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 X	
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 <ul style="list-style-type: none"> <li>• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.</li> <li>• 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.</li> <li>• 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.</li> <li>• 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.</li> <li>• Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.</li> <li>• 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.</li> </ul>	11 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 X	
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 X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13 X	
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a X	
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 X	
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 United States? If "Yes," complete Schedule F, Part II	15 X	
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 United States? If "Yes," complete Schedule F, Part III	16 X	
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 X	
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 X	
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 X	
20 Did the organization operate one or more hospitals? If "Yes," complete Schedule H	20 X	

## Part IV Checklist of Required Schedules (continued)

		Yes	No
1	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	X
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	X
23	Did the organization answer "Yes" to Part VII, Section A, line 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	X
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 lines 24b through 24d and complete Schedule K. If "No", go to line 25	24a	X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a	X
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	X
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	X
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	X
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	X
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b	X
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 direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c	X
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29	X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30	X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31	X
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	X
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	X
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	X
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	X
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	X
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	X
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	X

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## 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	22
1b		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	
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	9
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	X
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	3a	X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	X
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	X
b	If "Yes," enter the name of the foreign country: ► See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
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	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	<b>Organizations that may receive deductible contributions under section 170(c).</b>	7a	X
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?	7b	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	X
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d	
d	If "Yes," indicate the number of Forms 8282 filed during the year	7e	X
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g	
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7h	
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	8	
8	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	9a	
9	<b>Sponsoring organizations maintaining donor advised funds.</b>	9b	
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	<b>Section 501(c)(7) organizations.</b> 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	<b>Section 501(c)(12) organizations.</b> 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	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> 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	

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**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 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	11	
1b	Enter the number of voting members that are independent	9	
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	X
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	X
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4	X
5	Did the organization become aware during the year of a material diversion of the organization's assets?	5	X
6	Does the organization have members or stockholders?	6	X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	X
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b	X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	8a	X
b	Each committee with authority to act on behalf of the governing body?	8b	X
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	X

### 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	X
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b	
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11	X
1A	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	12a	X
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X
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	X
13	Does the organization have a written whistleblower policy?	13	X
14	Does the organization have a written document retention and destruction policy?	14	X
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	X
b	Other officers or key employees of the organization	15b	X
	If "Yes" to line 15a or 15b, 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	X
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 ► CA

18 Section 6104 requires an organization to make its Forms 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.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► RAJEEV NARULA - 562-989-8300  
 3800 KILROY AIRPORT WAY, LONG BEACH, CA 90806



**Part VII** **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)**

1b Total ..... ► 601,054. 3,416,292. 335,006.

**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 ►**

12

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	X
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	X
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	X

**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
AVALERE HEALTH, INC., 1350 CONNECTICUT AVE NW SUITE 900, WASHINGTON, DC 20036-1731	PROGRAM SERVICES	375,300.
LAKE RESEARCH PARTNERS, INC, 1726 M ST. NW SUITE 1100, WASHINGTON, DC 20036-4528	POLLING	106,624.

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 ► 2

2

## 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	1 a Federated campaigns .....	1a				
	b Membership dues .....	1b				
	c Fundraising events .....	1c				
	d Related organizations .....	1d				
	e Government grants (contributions) .....	1e				
	f All other contributions, gifts, grants, and similar amounts not included above .....	1f				
	g Noncash contributions included in lines 1a-1f: \$					
	h Total. Add lines 1a-1f .....					
Program Service Revenue	2 a	Business Code				
	b					
	c					
	d					
	e					
	f All other program service revenue .....					
g Total. Add lines 2a-2f .....						
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) .....	4,535,631.		-10,595.	4546226.	
	4 Income from investment of tax-exempt bond proceeds .....					
	5 Royalties .....					
	6 a Gross Rents .....	(i) Real	(ii) Personal			
	b Less: rental expenses .....					
	c Rental income or (loss) .....					
	d Net rental income or (loss) .....					
	7 a Gross amount from sales of assets other than inventory .....	(i) Securities	(ii) Other			
	b Less: cost or other basis and sales expenses .....	25085378				
	c Gain or (loss) .....	27645281				
	d Net gain or (loss) .....	-2559903				
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 .....	a				
b Less: direct expenses .....	b					
c Net income or (loss) from fundraising events .....						
9 a Gross income from gaming activities. See Part IV, line 19 .....	a					
b Less: direct expenses .....	b					
c Net income or (loss) from gaming activities .....						
10 a 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 .....						
Miscellaneous Revenue	Business Code					
11 a						
b						
c						
d All other revenue .....						
e Total. Add lines 11a-11d .....						
12 Total revenue. See instructions. ....		1,975,728.	0.	-10,595.	1986323.	

## 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	9,606,047.	9,606,047.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	879,364.	385,632.	493,732.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	400,670.	164,275.	236,395.	
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	60,167.	24,668.	35,499.	
9 Other employee benefits	30,540.	12,521.	18,019.	
10 Payroll taxes	53,508.	21,938.	31,570.	
11 Fees for services (non-employees):				
a Management	606,119.		606,119.	
b Legal	12,043.		12,043.	
c Accounting	53,377.		53,377.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	897,309.	803,309.	94,000.	
12 Advertising and promotion	36,126.	25,840.	10,286.	
13 Office expenses	2,518.	1,032.	1,486.	
14 Information technology	9,248.	3,792.	5,456.	
15 Royalties				
16 Occupancy	35,468.	14,542.	20,926.	
17 Travel	97,747.	73,851.	23,896.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	5,620.	4,496.	1,124.	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	59,999.	24,600.	35,399.	
23 Insurance				
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 OTHER EXPENSE	13,296.	2,760.	10,536.	
b POSTAGE & SHIPPING	7,364.	2,371.	4,993.	
c TELECOMMUNICATIONS	6,656.	2,729.	3,927.	
d				
e				
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	12,873,186.	11,174,403.	1,698,783.	0.
26 Joint costs. Check here ► <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

## Part X Balance Sheet

		(A) Beginning of year		(B) End of year
	1 Cash - non-interest-bearing	11,679,912.	1	1,945,656.
	2 Savings and temporary cash investments	1,627,790.	2	2,087,472.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	650,893.	4	668,971.
	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		9	12,401.
Assets	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 747,881.		
	b Less: accumulated depreciation	10b 59,999.	0.	687,882.
	11 Investments - publicly traded securities	154,074,258.	11	182,857,753.
	12 Investments - other securities. See Part IV, line 11		12	66,700.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	0.	15	30,176.
	16 Total assets. Add lines 1 through 15 (must equal line 34)	168,032,853.	16	188,357,011.
Liabilities	17 Accounts payable and accrued expenses	458,215.	17	963,044.
	18 Grants payable	1,322,293.	18	6,640,101.
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	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	0.	25	177,381.
	26 Total liabilities. Add lines 17 through 25	1,780,508.	26	7,780,526.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	166,252,345.	27	180,576,485.
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here ► <input type="checkbox"/> 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	166,252,345.	33	180,576,485.
	34 Total liabilities and net assets/fund balances	168,032,853.	34	188,357,011.

Form 990 (2009)

## Part XI Financial Statements and Reporting

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?	2a	X
b Were the organization's financial statements audited by an independent accountant?	2b	X
c If "Yes" to line 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	X
d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input checked="" type="checkbox"/> Both consolidated and separate 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	X
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	

Form 990 (2009)

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

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

**THE SCAN FOUNDATION**

Employer identification number

**45-0552845**

**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 described in section 170(b)(1)(A)(i).
- 2  A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3  A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4  A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6  A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8  A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9  An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10  An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 

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

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

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

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

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

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

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

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

	Yes	No
11g(i)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
11g(ii)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
11g(iii)	<input type="checkbox"/>	<input checked="" type="checkbox"/>

(i) Name of supported organization	(II) EIN	(III) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(IV) Is the organization in col. (I) listed in your governing document?		(V) Did you notify the organization in col. (I) of your support?		(VI) Is the organization in col. (I) organized in the U.S.?		(VII) Amount of support
			Yes	No	Yes	No	Yes	No	
SCAN HEALTH PLAN	95-3858259	9	X		X		X		0.
Total									0.

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

Schedule A (Form 990 or 990-EZ) 2009

**Part II Support Schedule for Organizations Described in Sections 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)						
<b>6 Public support.</b> 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. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
<b>11 Total support.</b> Add lines 7 through 10						
<b>12 Gross receipts from related activities, etc. (see instructions)</b>						<b>12</b>
<b>13 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	<b>14</b>	%
15 Public support percentage from 2008 Schedule A, Part II, line 14	<b>15</b>	%
16a <b>33 1/3% support test - 2009.</b> 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		<input type="checkbox"/>
b <b>33 1/3% support test - 2008.</b> If the organization did not check a 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		<input type="checkbox"/>
17a <b>10% -facts-and-circumstances test - 2009.</b> 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		<input type="checkbox"/>
b <b>10% -facts-and-circumstances test - 2008.</b> 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		<input type="checkbox"/>
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

Schedule A (Form 990 or 990-EZ) 2009

**Part III Support Schedule for Organizations Described in Section 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.")						
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						
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						
<b>6 Total. Add lines 1 through 5</b>						
<b>7a Amounts included on lines 1, 2, and 3 received from disqualified persons</b>						
<b>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</b>						
<b>c Add lines 7a and 7b</b>						
<b>8 Public support</b> (Subtract line 7c from line 6.)						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
<b>9 Amounts from line 6</b>						
<b>10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources</b>						
<b>b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975</b>						
<b>c Add lines 10a and 10b</b>						
<b>11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on</b>						
<b>12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)</b>						
<b>13 Total support</b> (Add lines 9, 10c, 11, and 12.)						
<b>14 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

<b>15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))</b>	<b>15</b>	<b>%</b>
<b>16 Public support percentage from 2008 Schedule A, Part III, line 15</b>	<b>16</b>	<b>%</b>

**Section D. Computation of Investment Income Percentage**

<b>17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))</b>	<b>17</b>	<b>%</b>
<b>18 Investment income percentage from 2008 Schedule A, Part III, line 17</b>	<b>18</b>	<b>%</b>
<b>19a 33 1/3% support tests - 2009.</b> If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
<b>b 33 1/3% support tests - 2008.</b> If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
<b>20 Private foundation.</b> If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		



**Part II-A** Complete if the organization is exempt under section 501(c)(3) and filed Form 5768  
 (election under section 501(h)).
1 Check  if the filing organization belongs to an affiliated group.2 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) .....	0.	389,617.
c	Total lobbying expenditures (add lines 1a and 1b) .....	0.	389,617.
d	Other exempt purpose expenditures .....	12,873,186.	1730979623.
e	Total exempt purpose expenditures (add lines 1c and 1d) .....	12,873,186.	1731369240.
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	793,659.	1,000,000.
	If the amount on line 1e, column (a) or (b) is:      The lobbying nontaxable amount is:		
	Not over \$500,000      20% of the amount on line 1e.		
	Over \$500,000 but not over \$1,000,000      \$100,000 plus 15% of the excess over \$500,000.		
	Over \$1,000,000 but not over \$1,500,000      \$175,000 plus 10% of the excess over \$1,000,000.		
	Over \$1,500,000 but not over \$17,000,000      \$225,000 plus 5% of the excess over \$1,500,000.		
	Over \$17,000,000      \$1,000,000.		
g	Grassroots nontaxable amount (enter 25% of line 1f) .....	198,415.	250,000.
h	Subtract line 1g from line 1a. If zero or less, enter -0 .....	0.	0.
i	Subtract line 1f from line 1c. If zero or less, enter -0 .....	0.	0.
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> No

## 4-Year Averaging Period Under Section 501(h)

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) Total
2a Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
b Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000.
c Total lobbying expenditures	412,321.	247,337.	229,896.	389,617.	1,279,171.
d Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
f Grassroots lobbying expenditures					

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

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

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

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

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

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible 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.

**SCHEDULE C, PART II-A:**

THE SCAN FOUNDATION DID NOT INCUR ANY LOBBYING EXPENDITURES DURING THE YEAR, AS REFLECTED IN PART II-A, COLUMN (A), LINES 1A - 1C. THE TOTALS REPORTED IN PART II-A, COLUMN (B), LINES 1A - 1C REFLECT THE LOBBYING EXPENDITURES FOR THE AFFILIATED GROUP, WHICH INCLUDES SCAN GROUP, SCAN HEALTH PLAN AND SCAN FOUNDATION.

## Part IV Supplemental Information (continued)

## Schedule C

Affiliated Group Lobbying Expenditures  
Part II -AName of Affiliated Group Member  
**SCAN HEALTH PLAN**Employer ID Number  
**95-3858259**Affiliated Group Member Address  
**3800 KILROY AIRPORT WAY, SUITE 100  
LONG BEACH, CA 90806**Elected Member  
**YES**

## Limits on Lobbying Expenditures:

Total lobbying expenditures to influence public opinion (grassroots lobbying) .....	0.	1a
Total lobbying expenditures to influence a legislative body (direct lobbying) .....	352,833.	b
Total lobbying expenditures (add lines 1a and 1b) .....	352,833.	c
Other exempt purpose expenditures .....	1,562,913,044.	d
Total exempt purpose expenditures (add lines 1c and 1d). ....	1,563,265,877.	e

## Lobbying nontaxable amount.

Enter the amount from the following table:

If the amount on line e is:	The lobbying nontaxable amount is:
Not over \$500,000	20% of the amount on line 1e
> 500,000 <= 1,000,000	100,000 + 15% > 500,000
> 1,000,000 <= 1,500,000	175,000 + 10% > 1,000,000
> 1,500,000 <= 17,000,000	225,000 + 5% > 1,500,000
Over \$17,000,000	\$1,000,000

Grassroots nontaxable amount (enter 25% of line 1f) .....	250,000.	g
Subtract line 1g from line 1a (limit to zero) .....	0.	h
Subtract line 1f from line 1c (limit to zero) .....	0.	i
Member's share of excess lobbying expenditures .....	0.	

## Part IV Supplemental Information (continued)

## Schedule C

Affiliated Group Lobbying Expenditures  
Part II -AName of Affiliated Group Member  
SCAN GROUPEmployer ID Number  
95-3826037Affiliated Group Member Address  
3800 KILROY AIRPORT WAY, SUITE 100  
LONG BEACH, CA 90806Elected Member  
YES

## Limits on Lobbying Expenditures:

Total lobbying expenditures to influence public opinion (grassroots lobbying) .....	0.	1a
Total lobbying expenditures to influence a legislative body (direct lobbying) .....	36,784.	b
Total lobbying expenditures (add lines 1a and 1b) .....	36,784.	c
Other exempt purpose expenditures .....	13,193,375.	d
Total exempt purpose expenditures (add lines 1c and 1d). ....	13,230,159.	e

Lobbying nontaxable amount.

Enter the amount from the following table:

If the amount on line e is:	The lobbying nontaxable amount is:
Not over \$500,000	20% of the amount on line 1e
> 500,000 <= 1,000,000	100,000 + 15% > 500,000
> 1,000,000 <= 1,500,000	175,000 + 10% > 1,000,000
> 1,500,000 <= 17,000,000	225,000 + 5% > 1,500,000
Over \$17,000,000	\$1,000,000

Grassroots nontaxable amount (enter 25% of line 1f) .....	202,877.	g
Subtract line 1g from line 1a (limit to zero) .....	0.	h
Subtract line 1f from line 1c (limit to zero) .....	0.	i
Member's share of excess lobbying expenditures .....	0.	

**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

**THE SCAN FOUNDATION**Employer identification number  
**45-0552845****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? .....	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can 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? .....	<input type="checkbox"/>	Yes	<input type="checkbox"/>	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).	
<input type="checkbox"/> Preservation of land for public use (e.g., recreation or pleasure)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.	
a Total number of conservation easements .....	<b>Held at the End of the Tax Year</b>
2a .....	2a
2b .....	2b
2c .....	2c
2d .....	2d
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax 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? .....	<input type="checkbox"/> Yes <input type="checkbox"/> 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 section 170(h)(4)(B)(ii)? .....	<input type="checkbox"/> Yes <input type="checkbox"/> 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 acquisition, 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 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
1c	
1d	
1e	
1f	

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

a Board designated or quasi-endowment ► %

b Permanent endowment ► %

c Term endowment ► %

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

by:

(I) unrelated organizations .....

(II) related organizations .....

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

Yes	No
3a(i)	
3a(ii)	
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		638,965.	51,851.	587,114.
d Equipment		21,863.	2,173.	19,690.
e Other		87,053.	5,975.	81,078.

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) ► 687,882.

Schedule D (Form 990) 2009

**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		

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

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

**Total. (Column (B) must equal Form 990, Part X, col (B) line 15.)**

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

Part X   Other Liabilities (See Form 990, Part X, line 25.)	(a) Description of liability	(b) Amount
1.		
Federal income taxes		
<b>INTERCOMPANY PAYABLE</b>		<b>110,681</b>
<b>DEFERRED COMPENSATION</b>		<b>66,700</b>
<b>Total. (Column (b) must equal Form 990, Part X, col (B) line 25.)</b>		<b>177,381</b>

**2 FIN 48 Footnote** In Part XIV, provide the text of the footnote.

177,381.

**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 Audited Financial Statements**

1 Total revenue (Form 990, Part VIII, column (A), line 12)	1	1,975,728.
2 Total expenses (Form 990, Part IX, column (A), line 25)	2	12,873,186.
3 Excess or (deficit) for the year. Subtract line 2 from line 1	3	-10,897,458.
4 Net unrealized gains (losses) on investments	4	25,221,598.
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 through 8	9	25,221,598.
10 Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	14,324,140.

**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	27,197,326.
2 Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a Net unrealized gains on investments	2a	25,221,598.
b Donated services and use of facilities	2b	
c Recoveries of prior year grants	2c	
d Other (Describe in Part XIV.)	2d	
e Add lines 2a through 2d	2e	25,221,598.
3 Subtract line 2e from line 1	3	1,975,728.
4 Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b Other (Describe in Part XIV.)	4b	
c Add lines 4a and 4b	4c	0.
5 Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	1,975,728.

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

1 Total expenses and losses per audited financial statements	1	12,873,186.
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	
e Add lines 2a through 2d	2e	0.
3 Subtract line 2e from line 1	3	12,873,186.
4 Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b Other (Describe in Part XIV.)	4b	
c Add lines 4a and 4b	4c	0.
5 Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	12,873,186.

**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, line 2; 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.

**PART X, FIN 48 FOOTNOTE TO FINANCIAL STATEMENTS:**

IN JUNE 2006, THE FASB ISSUED FASB ASC 740, INCOME TAXES, AS AMENDED.

FASB ASC 740 CLARIFIES THE ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES.

FASB ASC 740 PRESCRIBES A RECOGNITION THRESHOLD AND MEASUREMENT ATTRIBUTE

FOR FINANCIAL STATEMENT RECOGNITION AND MEASUREMENT OF A TAX POSITION

TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN AND ALSO PROVIDES GUIDANCE

ON VARIOUS RELATED MATTERS, SUCH AS DERECOGNITION, INTEREST AND PENALTIES,

AND DISCLOSURE. THE FOUNDATION ADOPTED FASB ASC 740, AS AMENDED, DURING

**Part XIV Supplemental Information (continued)**

THE YEAR ENDED DECEMBER 31, 2009. THE FOUNDATION EVALUATED ITS TAX POSITIONS, INCLUDING ITS TAX-EXEMPT STATUS AND ANY POTENTIAL UNRELATED BUSINESS INCOME, AND DETERMINED THAT ADOPTION OF FASB ASC 740 HAD NO IMPACT ON THE FOUNDATION'S FINANCIAL POSITION OR CHANGES IN NET ASSETS.

**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" on Form 990, Part IV, line 21 or 22.

► Attach to Form 990.

**2009**

Open to Public  
Inspection

OMB No 1545-0047

Name of the organization

THE SCAN FOUNDATION

**Part I General Information on Grants and Assistance**

<p>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? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.</p>	
<p><b>Part II Grants and Other Assistance to Governments and Organizations in the United States.</b> 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. ► <input type="checkbox"/></p>	
1 (a) Name and address of organization or government	(b) EIN
(c) IRC 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
<p>PRESIDENT AND DIRECTORS OF GEORGETOWN COLLEGE FOR GEORGETOWN UNIVERSITY - 37TH AND O STREET, NW - WASHINGTON, DC 20057</p>	
53-0196603	501(C)(3)
	39,839.
	0.
<p>NATIONAL ACADEMY OF SOCIAL INSURANCE - 1220 L STREET NW 901 - WASHINGTON, DC 20005</p>	
52-1451753	501(C)(3)
	10,000.
	0.
<p>UNIVERSITY OF CALIFORNIA SAN FRANCISCO - 3333 CALIFORNIA STREET, SUITE 315 - SAN FERNANDO, CA 94143</p>	
94-6036493	501(C)(3)
	450,000.
	0.
<p>PARTNERS IN CARE FOUNDATION 732 MOTT ST STE 150 SAN FERNANDO, CA 91340</p>	
95-3954057	501(C)(3)
	200,000.
	0.
<p>NATIONAL COUNCIL ON THE AGING INC. 1901 L STREET, NW, 4TH FLOOR WASHINGTON, DC 20036</p>	
13-1912384	501(C)(3)
	269,775.
	0.
<p>SEPULVEDA RESEARCH CORPORATION 16111 PLUMMER STREET, BLDG. 200 - B SEPULVEDA, CA 91343</p>	
95-4246275	501(C)(3)
	725,530.
	0.
<p>EVALUATION OF THE SCAN MEMORY PROJECT</p>	
2 Enter total number of section 501(c)(3) and government organizations	23.
3 Enter total number of other organizations	1.

**Schedule I (Form 990) 2009**

**SCHEDULE I-1**  
**(Form 990)**  
 Department of the Treasury  
 Internal Revenue Service

Name of the organization

**THE SCAN FOUNDATION**

Continuation Sheet for Schedule I (Form 990)  
 ▶ Attach to Form 990 to list additional information for  
 Schedule I (Form 990), Part II or Part III.

OMB No. 145-0047  
**2009**  
 Open to Public  
 Inspection

Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							Employer identification number
(a) Name and address of organization or government	(b) EIN	(c) IRC 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
AARP FOUNDATION 601 E ST NW RM A4-321 WASHINGTON, DC 20049	52-0794300	501(c)(3)		21,283.	0.		STATE LONG-TERM CARE SCORECARD FEASIBILITY STUDY
NCB CAPITAL IMPACT 2011 CRYSTAL DRIVE, SUITE ARLINGTON, VA 22202	52-1290127	501(c)(3)					TECHNICAL ASSISTANCE PROJECT FOR SIX CALIFORNIA "VILLAGES" FEASIBILITY STUDY TO ESTABLISH PACE PROGRAMS IN THREE RURAL CALIFORNIA COMMUNITIES
ON LOK, INC. 1333 BUSH STREET SAN FERNANDO, CA 94109	94-3101464	501(c)(3)		100,000.	0.		FEDERAL POLICY WORK FOR THE DIRECT CARE WORKFORCE
PARAPROFESSIONAL HEALTHCARE INSTITUTE INC. - 349 E 149TH STREET, FLOOR 10 - BRONX, NY 10451	13-3575492	501(c)(3)		150,000.	0.		FOUNDERING OF THE CENTER FOR TECHNOLOGY AND AGING APPLYING THE ACOVE-2 INTERVENTION ON ADVANCED CARE PLANNING IN A CLINICAL SETTING
PUBLIC HEALTH INSTITUTE 555 12TH STREET, 10TH FLOOR OAKLAND, CA 94607	94-1646278	501(c)(3)		5,000,000.	0.		EVALUATING STRATEGIES TO LINK SUBSIDIZE HOUSING AND SERVICES DEVELOPMENT OF THE FOUNDATION'S WEB-BASED RESEARCH AND POLICY LIBRARY
REGENTS OF THE UNIVERSITY OF CALIFORNIA - LOS ANGELES - 11000 KINROSS AVENUE, SUITE 102 - LOS ANGELES, CA 90095	95-6006143	501(c)(3)		99,762.	0.		
AMERICAN ASSOCIATION OF HOMES AND SERVICES FOR THE AGING - 2519 CONNECTICUT AVENUE NW - WASHINGTON, DC 20008	13-6213525	501(c)(3)		100,000.	0.		
NATIONAL ACADEMY OF SOCIAL INSURANCE - 1220 L STREET NW 901 - WASHINGTON, DC 20005	52-1451753	501(c)(3)		250,000.	0.		

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

**SCHEDULE I-1**  
**(Form 990)**  
 Department of the Treasury  
 Internal Revenue Service

Name of the organization

**THE SCAN FOUNDATION**

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							Employer identification number
(a) Name and address of organization or government	(b) EIN	(c) IRC 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
REGENTS OF THE UNIVERSITY OF CALIFORNIA - LOS ANGELES - 10960 WILSHIRE BLVD, #1550 - LOS ANGELES, CA 90024	95-6006143	501(C)(3)	35,000.	0.			ANALYSIS OF THE CONSEQUENCES OF 2009/10 STATE BUDGET CUTS ON PROGRAM FOR SENIORS
ALZHEIMER'S DISEASE AND RELATED DISORDERS ASSOCIATION - 2065 W EL CAMINO REAL, SUITE C - MOUNTAIN VIEW, CA 94040	94-2897949	501(C)(3)	100,000.	0.			DEVELOPMENT OF A STATE PLAN FOR ALZHEIMER'S DISEASE
INDIANA UNIVERSITY 620 UNION DRIVE, ROOM 618 INDIANAPOLIS, IN 46202	35-6001673	501(C)(3)	100,000.	0.			DISSEMINATION OF GRACE CARE MANAGEMENT TO HIGH RISK SENIORS OF A MANAGED CARE MEDICAL GROUP
CENTER FOR HEALTH CARE STRATEGIES 200 AMERICAN METRO BLVD., SUITE 119 HAMILTON, NJ 08619	22-3375015	501(C)(3)	170,394.	0.			DEVELOPMENT OF ROADMAPS TO STATES TO IMPROVE THEIR LONG-TERM CARE SYSTEMS.
REGENTS OF THE UNIVERSITY OF CALIFORNIA - SAN FRANCISCO (CAMRI) - 3333 CALIFORNIA STREET, SUITE 315 - SAN FERNANDO, CA 94118	94-6036493	501(C)(3)	1,500,000.	0.			EVALUATING HOME AND COMMUNITY-BASED SERVICES IN CALIFORNIA BASED ON A COMPREHENSIVE DATA SET
THE BROOKING INSTITUTION 1775 MASSACHUSETTS AVENUE, NW WASHINGTON, DC 20036	53-0196577	501(C)(3)	34,612.	0.			DEVELOPMENT OF A WHITE PAPER ON INCORPORATING LONG-TERM CARE INTO THE ACO MODEL
AARP 601 E ST NW WASHINGTON, DC 20036	95-1985500	501(C)(4)	30,000.	0.			AARP VIDEO DEVELOPMENT PROJECT
CENTER FOR HEALTH POLICY DEVELOPMENT/NATIONAL ACADEMY FOR STATE HEALTH POLI - 10 FREE ST FL 2 - PORTLAND, ME 04101	52-1576801	501(C)(3)	5,000.	0.			WHITE PAPER ON LONG-TERM SERVICES AND SUPPORTS ELEMENTS PPACA

Continuation Sheet for Schedule I (Form 990)  
 ▶ Attach to Form 990 to list additional information for Schedule I (Form 990), Part II or Part III.

OMB No. 145-0047  
**2009**  
 Open to Public  
 Inspection

Employer identification number  
**45-0552845**

THE SCAN FOUNDATION

**Part I Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)**

(a) Name and address of organization or government	(b) EIN	(c) IRC 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
AARP FOUNDATION	601 B ST NW RM A4-321 WASHINGTON, DC 20049	52-0794300	501(c) (3)	70,140.	0.	PHASE I IN THE DEVELOPMENT OF A STATE LONG-TERM CARE SCORECARD	TECHNICAL ASSISTANCE TO CALIFORNIA'S DEPARTMENT OF HEALTH CARE SERVICES ON DUAL ELIGIBLIES
CENTER FOR HEALTH CARE STRATEGIES	200 AMERICAN METRO BLVD, SUITE 119 HAMILTON, NJ 08619	22-33375015	501(c) (3)	51,931.	0.		

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

SCHEDULE I, PART I, LINE 2: THE SCAN FOUNDATION ONLY MAKES GRANTS TO  
ORGANIZATIONS IN THE UNITED STATES. THE USE OF GRANT FUNDS IS MONITORED BY  
REVIEWING PROGRAM AND EXPENDITURE REPORTS ON A QUARTERLY BASIS. EXPENDITURE  
REPORTS ARE BEING REVIEWED AGAINST THE PROPOSED AND APPROVED BUDGETS AND  
PROGRAM REPORTS AGAINST THE PROPOSED AND APPROVED SCOPES OF WORK.

**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, line 23.

► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

**2009**Open to Public  
Inspection

Name of the organization

**THE SCAN FOUNDATION**Employer identification number  
**45-0552845****Part I Questions Regarding Compensation**

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain.

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?

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.

<input checked="" type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study
<input checked="" type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> 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? .....

b Participate in, or receive payment from, a supplemental nonqualified retirement plan? .....

c Participate in, or receive payment from, an equity-based compensation arrangement? .....

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

	Yes	No
1b		
2		
4a		X
4b	X	
4c	X	
5a	X	
5b	X	
6a	X	
6b	X	
7	X	
8	X	
9		

Only section 501(c)(3) and 501(c)(4) organizations 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? .....

b Any related organization? .....

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? .....

b Any related organization? .....

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 .....

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III .....

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? .....

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

Schedule J (Form 990) 2009

932111  
02-02-10

20411019 099862 45-0552845

2009.04050 THE SCAN FOUNDATION



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.

**PART I, LINE 4B: SCAN HEALTH PLAN (A RELATED TAX-EXEMPT ORGANIZATION)**  
**PROVIDES A SUPPLEMENTAL NON-QUALIFIED RETIREMENT PLAN TO ONLY SENIOR**  
**EXECUTIVES OF THE COMPANY. SENIOR V.P. AND OFFICERS ARE ELIGIBLE TO**  
**PARTICIPATE IN THE SECTION 457(F) PLAN. THE FOLLOWING INDIVIDUALS**  
**PARTICIPATED IN THE SCAN HEALTH PLAN'S SECTION 457(F) DURING THE YEAR 2009:**  
**DAVID SCHMIDT, DENNIS EDER, BRUCE CHERNOFF AND DOUGLAS JAQUES. COMPENSATION**  
**PURSUANT TO THE TERMS AND CONDITIONS OF THE SECTION 457(F) PLAN, A**  
**PARTICIPANT BECOMES 100% VESTED IN THE EMPLOYER CONTRIBUTION UPON THE**  
**OCURRENCE OF ANY OF THE FOLLOWING WHILE THE PARTICIPANT IS AN EMPLOYEE:**  
**(I) THE PARTICIPANT HAS TEN YEARS OF CONTINUOUS EMPLOYMENT, COUNTING ONLY**  
**SERVICE AFTER DECEMBER 31, 2005; (II) THE PARTICIPANT REACHES THE AGE OF 62**  
**AND HAS FIVE YEARS OF CONTINUOUS EMPLOYMENT; (III) THE PARTICIPANT'S**  
**INVOLUNTARY TERMINATION; (IV) THE PARTICIPANT'S DISABILITY; OR (V) THE**  
**PARTICIPANT'S DEATH. THERE WAS 1 INDIVIDUAL THAT RECEIVED PAYMENT OUT OF**  
**THE SECTION 457(F) PLAN DURING THE YEAR: (1) DAVID SCHMIDT, \$354,607.**

**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

**THE SCAN FOUNDATION**

Employer identification number  
**45-0552845**

**FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:**

**THE STRATEGIC PLAN OUTLINES THREE PRIMARY FUNDING PRIORITIES: (1)**  
**ELEVATE THE ESTABLISHMENT OF A COMPREHENSIVE CONTINUUM OF CARE FOR**  
**SENIORS AS A NATIONAL AND CALIFORNIA PRIORITY; (2) ADVANCE REALISTIC**  
**POLICY OPTIONS TO ESTABLISH AND FINANCE THIS COMPREHENSIVE CONTINUUM OF**  
**CARE; AND (3) SUPPORT THE DISSEMINATION AND ASSESSMENT OF PROMISING NEW**  
**PROGRAM MODELS THAT COULD INFORM AND STRENGTHEN LONG-TERM CARE POLICY**  
**DEVELOPMENT.** THE SCAN FOUNDATION'S PROGRAMMATIC WORK TOOK PLACE  
PRIMARILY IN CALIFORNIA. HOWEVER, SINCE CARE FOR SENIORS IS TO A LARGE  
EXTENT FINANCED BY THE FEDERAL GOVERNMENT (THROUGH MEDICARE AND  
MEDICAID), THE POLICY WORK OF THE FOUNDATION ALSO HAD A FEDERAL FOCUS.

THE GRANT INITIATIVES APPROVED BY THE BOARD OF THE SCAN FOUNDATION FOR  
EACH STRATEGIC FUNDING AREAS WAS AS FOLLOWS:

FUNDING PRIORITY 1 GRANTS THAT WERE APPROVED BY THE BOARD IN 2008 BUT  
STARTED IN FISCAL YEAR 2009 INCLUDED A GRANT TO THE KAISER FAMILY  
FOUNDATION FOR THEIR NEWLY LAUNCHED KAISER HEALTH NEWS BUREAU,  
SPECIFICALLY TO INCLUDE AGING AND LONG-TERM CARE RELEVANT NEWS. IN  
ADDITION TO THE KAISER HEALTH NEWS WORK, THE FOUNDATION INVESTED IN A  
GRANT WITH THE UNIVERSITY OF CALIFORNIA IN SAN FRANCISCO, TO PREPARE A  
SERIES OF ARTICLES ON THE CARE OF THE AGING PATIENT FROM EVIDENCE TO  
PRACTICE, FOR CONSIDERATION AND INCLUSION IN THE JOURNAL OF THE  
AMERICAN MEDICAL ASSOCIATION (JAMA). THE FOUNDATION ALSO COMMISSIONED A  
NUMBER OF WHITE PAPERS AND MEETING REPORTS, INCLUDING TRANSCRIPTS BY  
THE NATIONAL ACADEMY OF SOCIAL INSURANCE TO SUMMARIZE THEIR LONG-TERM

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THE SCAN FOUNDATION

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**45-0552845**

CARE POLICY DISCUSSIONS AT TWO CONVENINGS; A WHITE PAPER BY THE  
GEORGETOWN UNIVERSITY ON THE OPPORTUNITIES TO ADVANCE LONG-TERM CARE IN  
HEALTH AND ENTITLEMENT REFORM DEBATES; AND A WHITE PAPER BY THE  
NATIONAL ACADEMY FOR STATE HEALTH POLICY ON LONG-TERM SERVICES AND  
SUPPORTS ISSUES INCLUDED IN NATIONAL HEALTH REFORM LEGISLATION. THE  
SCAN FOUNDATION ALSO SUPPORTED AN AARP VIDEO DEVELOPMENT PROJECT, WHICH  
HIGHLIGHTED SENIORS IN THE HEALTH REFORM DISCUSSION. THE AARP  
FOUNDATION WAS FUNDED FOR A FEASIBILITY STUDY OF DEVELOPING A STATE  
LONG-TERM CARE SCORECARD, AND AFTER AFFIRMATION THAT THIS PROJECT WAS  
INDEED FEASIBLE, FUNDED A LONG-TERM CARE SCORECARD PLANNING PROJECT.  
FINALLY, THE FOUNDATION MADE A GRANT TO THE NATIONAL ACADEMY OF SOCIAL  
INSURANCE TO ASSIST WITH THE DEVELOPMENT OF MEANINGFUL CONTENT FOR THE  
FOUNDATION'S WEB-BASED RESEARCH AND POLICY LIBRARY.

FUNDING PRIORITY 2 GRANTS, WHICH SUPPORT THE FOUNDATION'S POLICY WORK,  
CAN BE ORGANIZED BY CALIFORNIA, ALL STATES, AND FEDERAL ACTIVITIES  
(WITH THE UNDERSTANDING THAT ALL STATES AND FEDERAL ACTIVITIES  
ULTIMATELY BENEFITTED CALIFORNIA). IN CALIFORNIA, THE FOUNDATION  
SUPPORTED THE DEVELOPMENT OF A STATE PLAN FOR ALZHEIMER'S DISEASE PLAN.  
THIS WAS IN RESPONSE TO A REQUEST BY THE CALIFORNIA HEALTH AND HUMAN  
SERVICES AGENCY IN COLLABORATION WITH A NUMBER OF OTHER FOUNDATIONS. A  
LARGE THREE YEAR GRANT, WITH EQUALLY SHARED FUNDING SUPPORT BY THE  
CALIFORNIA HEALTH AND HUMAN SERVICES AGENCY AND THE FOUNDATION, WAS  
MADE TO THE CALIFORNIA MEDI-CAL RESEARCH INSTITUTE (CAMRI) HOUSED AT  
THE UNIVERSITY OF CALIFORNIA, SAN FRANCISCO. THIS GRANT IS TO EVALUATE  
HOME AND COMMUNITY-BASED SERVICES IN THE STATE BY COMBINING AND

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ANALYZING THE VARIOUS DATA SETS COLLECTED FROM THESE SERVICES. THE FOUNDATION PROVIDED FUNDING TO THE UNIVERSITY OF CALIFORNIA, LOS ANGELES (UCLA) BASED CENTER FOR HEALTH POLICY RESEARCH TO PROVIDE AN ANALYSIS OF THE CONSEQUENCES OF THE 2009/2010 STATE BUDGET CUTS ON PROGRAMS FOR SENIORS. AT THE END OF THE YEAR, THE FOUNDATION PROVIDED A GRANT TO THE CENTER FOR HEALTH CARE STRATEGIES TO PROVIDE TECHNICAL ASSISTANCE TO THE CALIFORNIA DEPARTMENT OF HEALTH CARE SERVICES IN PREPARATION OF THE STATES 1115 MEDICAID WAIVER RENEWAL PROCESS. THIS GRANT SPECIFICALLY LOOKED AT OPTIONS TO PROVIDE INTEGRATED CARE FOR PERSONS WHO ARE DUALLY ELIGIBLE FOR MEDICARE AND MEDI-CAL.

ON THE ALL STATES LEVEL, THE SCAN FOUNDATION ENGAGED THE CENTER FOR HEALTH CARE STRATEGIES TO DEVELOP ROADMAPS FOR STATES ON HOW TO REFORM THEIR LONG-TERM CARE SERVICES SYSTEMS. THREE ROADMAPS DEVELOPED THROUGH THIS GRANT FOCUS ON 1) REBALANCING LONG-TERM SERVICES AND SUPPORTS TOWARD COMMUNITY-BASED CARE THROUGH CARE MANAGEMENT OR OTHER NON-CAPITATED APPROACHES; 2) FULLY INTEGRATING LONG-TERM SERVICES AND SUPPORTS (NURSING FACILITY AND HOME- AND COMMUNITY-BASED SERVICES) VIA RISK-BASED MODELS OF CARE; AND 3) FULLY INTEGRATING PHYSICAL, BEHAVIORAL, AND LONG-TERM CARE SERVICES FOR BENEFICIARIES WHO ARE DUALLY ELIGIBLE FOR MEDICAID AND MEDICARE. THESE ROADMAPS BUILD ON THE EFFORTS OF A NUMBER OF STATES WHO SUCCESSFULLY REFORMED THEIR SYSTEMS IN THESE AREAS.

ON THE FEDERAL LEVEL, THE FOUNDATION SUPPORTED THE NATIONAL COUNCIL ON AGING AS THE LEAD AGENCY TO ADVANCE PUBLIC POLICY CONSENSUS AROUND

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FINANCING LONG-TERM SERVICES IN SUPPORT, BY REGULARLY CONVENING KEY STAKEHOLDER ORGANIZATIONS IN WASHINGTON, D.C. THE FOUNDATION ALSO PROVIDED A GRANT TO THE PARAPROFESSIONAL HEALTHCARE INSTITUTE, INC. TO DEVELOP POLICY OPTIONS THAT IMPROVE CONDITIONS FOR AND INCREASE THE SIZE OF THE DIRECT CARE WORKFORCE.

FUNDING PRIORITY 3 GRANTS INCLUDED A LARGE INVESTMENT FOR THE CREATION OF THE CENTER FOR TECHNOLOGY AND AGING. IT SERVES AS BOTH A CENTER OF EXCELLENCE, BY PROVIDING TECHNICAL ASSISTANCE AND TOOL KITS TO FURTHER THE DISSEMINATION OF PROMISING TECHNOLOGIES THAT ALLOW SENIORS TO LIVE WITH MAXIMUM INDEPENDENCE, AND A PROGRAM OFFICE FOR THE SCAN FOUNDATION. IN 2009, THE CENTER RELEASED ITS FIRST REQUEST FOR PROPOSALS (RFP) AND RESULTED IN THE FUNDING OF FIVE TECHNOLOGY PROGRAMS THAT STARTED ON JANUARY 1, 2010.

TWO OTHER GRANTS WERE APPROVED BY THE BOARD IN 2008 BUT STARTED IN 2009: A GRANT TO THE PARTNERS IN CARE FOUNDATION TO DEVELOP TWO FAMILY CARE PARTNERSHIPS AND A HOW-TO MANUAL TO ENCOURAGE FURTHER REPLICATION OF THE MODEL; AND A GRANT TO THE SEPULVEDA RESEARCH CORPORATION TO AN INDEPENDENT EVALUATION OF AN ALZHEIMER'S CARE MANAGEMENT PROGRAM.

AS RESULT OF ITS FIRST RFP TO EVALUATE OR BRING TO SCALE PROMISING PROGRAM MODELS, THE FOUNDATION FUNDED FIVE ORGANIZATIONS: NCB CAPITAL IMPACT TO PROVIDE TECHNICAL ASSISTANCE FOR THE DEVELOPMENT OF SIX VILLAGE PROJECTS IN CALIFORNIA; ON LOK, INC., TO EXPLORE THE FEASIBILITY OF ESTABLISHING THREE NEW PROGRAMS OF ALL-INCLUSIVE CARE

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FOR THE ELDERLY (PACE) IN RURAL CALIFORNIA; THE UNIVERSITY OF CALIFORNIA, LOS ANGELES (UCLA) FOR THE APPLICATION OF THE ACOVE-2 INTERVENTION TO ADVANCE CARE PLANNING IN A CLINICAL SETTING IN LOS ANGELES; THE AMERICAN ASSOCIATION OF HOMES AND SERVICES FOR THE AGING, TO EVALUATE STRATEGIES TO LINK SUBSIDIZED HOUSING WITH SERVICES; AND INDIANA UNIVERSITY FOR THE IMPLEMENTATION OF THE GRACE CARE MANAGEMENT PROGRAM TO HIGH-RISK SENIORS OF A MANAGED CARE MEDICAL GROUP.

IN PARTNERSHIP WITH ANOTHER FOUNDATION, THE SCAN FOUNDATION FUNDED THE BROOKINGS INSTITUTION FOR A CONVENING AND THE RESULTING DEVELOPMENT OF A POLICY BRIEF, EXPLORING THE OPPORTUNITIES TO INCLUDE LONG-TERM SERVICES AND SUPPORTS PROGRAM IN AN ACCOUNTABLE CARE ORGANIZATION (ACO) MODEL.

OTHER PROGRAM EXPENSES UNDER FUNDING CATEGORY 1 INCLUDE A NATIONAL SURVEY ON KNOWLEDGE AND ATTITUDES OF INCLUDING LONG-TERM CARE IN HEALTH CARE REFORM, AND ADVERTISEMENTS IN ROLL CALL AND THE NEW YORK TIMES TO HIGHLIGHT THE SURVEY'S RESULTS.

UNDER FUNDING PRIORITY 2, OTHER PROGRAM EXPENSES INCLUDE AN INNOVATIVE WEB-BASED COST AND UTILIZATION SIMULATOR DEVELOPED BY AVALERE HEALTH, INC., WHICH ALLOWS RESEARCHERS, POLICY MAKERS AND THEIR STAFFS, AND OTHERS TO CREATE THEIR OWN LONG-TERM CARE MODELS.

IN ADDITION TO THE TRADITIONAL GRANTS MADE UNDER FUNDING PRIORITY 3, THE FOUNDATION INVESTED PROGRAM SUPPORT IN PREPARATION FOR ITS 2009

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THEMED RFP ON STRENGTHENING THE DIRECT CARE WORKFORCE, BY COMMISSIONING ISSUE PAPERS AND HOLDING A CONVENING WITH KEY STAKEHOLDERS.  
FURTHERMORE, THE FOUNDATION PAID MEMBERSHIP DUES TO GRANT-MAKERS IN AGING, GRANT-MAKERS IN HEALTH, SOUTHERN CALIFORNIA GRANT-MAKERS AND THE GRANT MAKER NETWORK.

FORM 990, PART VI, SECTION A, LINE 6: THE SOLE MEMBER OF THE ORGANIZATION IS SCAN GROUP, A CALIFORNIA NONPROFIT CORPORATION.

FORM 990, PART VI, SECTION A, LINE 7A: THE SOLE MEMBER HAS THE POWER TO APPOINT THE MEMBERS OF THE BOARD OF DIRECTORS.

FORM 990, PART VI, SECTION B, LINE 11: THE FORM 990 IS PREPARED BY DELOITTE TAX LLP, WORKING IN CONJUNCTION WITH SCAN'S FINANCE DEPARTMENT.  
SCAN HEALTH PLAN'S ACCOUNTING MANAGER AND SCAN FOUNDATION'S VP OF OPERATIONS HAVE A DIRECT RESPONSIBILITY FOR THIS EFFORT, SUBJECT TO SUPERVISION BY THE SCAN HEALTH PLAN'S CONTROLLER. AFTER AN INITIAL DRAFT OF THE FORM 990 IS PREPARED, IT IS CIRCULATED FOR REVIEW AND COMMENT BY RELEVANT MEMBERS OF THE EXECUTIVE TEAM WHO HAVE RESPONSIBILITY AND/OR KNOWLEDGE ABOUT THE VARIOUS MATTERS DISCLOSED AND/OR DESCRIBED IN THE FORM.  
THE GENERAL COUNSEL, IN PARTICULAR, REVIEWS THE FORM 990 AND ENSURES ACCURACY OF DESCRIPTIONS AND THAT DISCLOSURE IS COMPLETE. THE DRAFT FORM 990 IS REVIEWED BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF SCAN GROUP, AND IS SHARED WITH ALL MEMBERS OF THE BOARD OF DIRECTORS AFTER IT IS READY FOR FILING BUT BEFORE IT IS FILED.

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FORM 990, PART VI, SECTION B, LINE 12C: THE SCAN FOUNDATION REGULARLY AND CONSISTENTLY MONITORS AND ENFORCES COMPLIANCE WITH ITS CONFLICT ON INTEREST POLICY THROUGH ANNUAL CIRCULATION OF A CONFLICT OF INTEREST QUESTIONNAIRE WHICH IS REQUIRED TO BE ANSWERED BY ALL MEMBERS OF THE BOARD OF DIRECTORS, OFFICERS, AND MEMBERS OF THE EXECUTIVE MANAGEMENT TEAM. IN ADDITION, THERE IS REGULAR EDUCATION AND ENFORCEMENT THROUGH OVERSIGHT OF SUCH POLICY AND THE SCAN HEALTH PLAN GIFT AND BUSINESS COURTESIES POLICY WITH RESPECT TO THE FOUNDATION BY MEMBERS OF THE EXECUTIVE TEAM. THE LEGAL DEPARTMENT OF SCAN GROUP REVIEWS ALL CONTRACTUAL RELATIONSHIPS ENTERED INTO BY THE FOUNDATION, AND THE GENERAL COUNSEL OF THE SCAN GROUP IS RESPONSIBLE FOR MONITORING CONFLICTS OF INTEREST THROUGH THE ANNUAL CIRCULATION AND REVIEW OF THE CONFLICT OF INTEREST QUESTIONNAIRE. ACCORDINGLY, THE LEGAL DEPARTMENT OF SCAN GROUP AND, IN PARTICULAR, THE GENERAL COUNSEL IS IN A POSITION TO MONITOR AND ENFORCE COMPLIANCE WITH THE POLICY ON AN ONGOING BASIS.

FORM 990, PART VI, SECTION B, LINE 15: 15A: THE PROCESS FOR DETERMINING THE COMPENSATION OF THE CHIEF EXECUTIVE OFFICER OF THE SCAN FOUNDATION IS CONDUCTED BY THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS OF THE SCAN GROUP, ALL OF THE VOTING MEMBERS OF WHICH ARE INDEPENDENT PERSONS. IN DETERMINING THE CHIEF EXECUTIVE OFFICER'S COMPENSATION, DURING 2009, THE COMPENSATION COMMITTEE WORKED WITH AND RELIED UPON THE COUNSEL AND EXPERTISE OF ERNST & YOUNG, A CONSULTANT WITH WELL ESTABLISHED EXPERIENCE AND EXPERTISE IN THE AREA OF NON-PROFIT ORGANIZATION EXECUTIVE COMPENSATION AND COMPLIANCE WITH THE INTERMEDIATE SANCTIONS REQUIREMENTS APPLICABLE TO SUCH COMPENSATION. ERNST & YOUNG PROVIDES AN "EXECUTIVE COMPENSATION

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REPORT" TO THE COMPENSATION COMMITTEE EACH YEAR WHICH FURNISHES THE BASIS  
FOR THE ESTABLISHMENT OF THE CHIEF EXECUTIVE OFFICER'S COMPENSATION PACKAGE  
DURING THE FOLLOWING YEAR. THE ERNST & YOUNG EXECUTIVE COMPENSATION REPORT  
IS BASED ON A REVIEW OF THE EXECUTIVE COMPENSATION PRACTICES OF A VARIETY  
OF ORGANIZATIONS THAT ARE CONSIDERED COMPARABLE TO THE SCAN FOUNDATION  
BASED ON VARIOUS METRICS. THE COMPENSATION COMMITTEE DELIBERATES ON THE  
ISSUE OF THE CHIEF EXECUTIVE OFFICER'S COMPENSATION PACKAGE IN LIGHT OF THE  
ERNST & YOUNG EXECUTIVE COMPENSATION REPORT AND QUESTIONS ARE ASKED OF, AND  
ANSWERED BY ERNST & YOUNG, REGARDING SUCH REPORT AND OTHER MATTERS RELEVANT  
TO SUCH PACKAGE. BASED ON SUCH DELIBERATIONS, THE COMPENSATION COMMITTEE  
MAKES A RECOMMENDATION TO THE BOARD OF DIRECTORS OF THE SCAN GROUP  
REGARDING THE COMPENSATION PACKAGE FOR THE FOLLOWING YEAR. THE FULL BOARD  
OF DIRECTORS OF THE SCAN GROUP DELIBERATES AND THEN VOTES ON SUCH  
RECOMMENDATION; THE CHIEF EXECUTIVE OFFICER IS RECUSED FOR THE ENTIRETY OF  
SUCH DELIBERATIONS AND VOTE. THE MINUTES OF THE COMPENSATION COMMITTEE AND  
THE BOARD OF DIRECTORS FOR THESE MEETINGS ARE CONTEMPORANEOUSLY PREPARED  
FOR AND REFLECT SUCH DELIBERATIONS AND DECISIONS.

15B: THE PROCESS FOR DETERMINING THE COMPENSATION OF OFFICERS OR OTHER  
KEY EMPLOYEES OF THE SCAN FOUNDATION IS CONDUCTED BY THE HUMAN RESOURCES  
DEPARTMENT, THE CHIEF EXECUTIVE OFFICER AND THE COMPENSATION COMMITTEE OF  
THE BOARD OF DIRECTORS OF THE SCAN GROUP, ALL OF THE VOTING MEMBERS OF  
WHICH ARE INDEPENDENT PERSONS. IN DETERMINING SUCH EMPLOYEE'S COMPENSATION,  
DURING 2009 THE HUMAN RESOURCES DEPARTMENT AND COMPENSATION COMMITTEE  
WORKED WITH RELIED UPON THE COUNSEL AND EXPERTISE OF ERNST & YOUNG, A  
CONSULTANT WITH WELL ESTABLISHED EXPERIENCE AND EXPERTISE IN THE AREA OF

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NON-PROFIT ORGANIZATION EXECUTIVE COMPENSATION AND COMPLIANCE WITH THE  
INTERMEDIATE SANCTIONS REQUIREMENTS APPLICABLE TO SUCH COMPENSATION. ERNST  
& YOUNG PROVIDES AN "EXECUTIVE COMPENSATION REPORT" TO THE HUMAN RESOURCES  
DEPARTMENT AND COMPENSATION COMMITTEE EACH YEAR WHICH FURNISHES THE BASIS  
FOR THE ESTABLISHMENT OF SUCH EMPLOYEES' COMPENSATION PACKAGE DURING THE  
FOLLOWING YEAR. ERNST & YOUNG EXECUTIVE COMPENSATION REPORT IS BASED ON A  
REVIEW OF THE EXECUTIVE COMPENSATION PRACTICES OF A VARIETY OF  
ORGANIZATIONS THAT ARE CONSIDERED COMPARABLE TO THE SCAN FOUNDATION BASED  
ON VARIOUS METRICS. THE CHIEF EXECUTIVE OFFICER MAKES A RECOMMENDATION TO  
THE COMPENSATION COMMITTEE WITH RESPECT TO EACH OF SUCH EMPLOYEES'  
COMPENSATION PACKAGE IN LIGHT OF THE ERNST & YOUNG EXECUTIVE COMPENSATION  
REPORT. AT THE COMPENSATION COMMITTEE MEETING ADDRESSING SUCH MATTERS,  
QUESTIONS ARE ASKED OF, AND ANSWERED BY ERNST & YOUNG, REGARDING SUCH  
REPORT AND OTHER MATTERS RELEVANT TO SUCH PACKAGE. BASED ON SUCH  
DELIBERATIONS, THE COMPENSATION COMMITTEE MAKES A DECISION REGARDING THE  
COMPENSATION PACKAGE FOR SUCH EMPLOYEES FOR THE FOLLOWING YEAR. THE MINUTES  
OF THE COMPENSATION COMMITTEE FOR THIS MEETING ARE PREPARED SUBSTANTIALLY  
CONTEMPORANEOUSLY AND SUBSTANTIATE SUCH DELIBERATIONS AND DECISIONS.

FORM 990, PART VI, SECTION C, LINE 19: THE SCAN FOUNDATION GOVERNING  
DOCUMENTS AND CONFLICT OF INTEREST POLICY ARE CURRENTLY NOT MADE AVAILABLE  
TO THE PUBLIC. THE SCAN FOUNDATION MAKES THEIR FORM 990 AVAILABLE FOR  
PUBLIC INSPECTION, WHICH CONTAINS FINANCIAL INFORMATION.

FORM 990, PART VII, SECTION A:

AVG HOURS DEVOTED TO RELATED ORG(S) WHEN RELATED COMPENSATION IS REPORTED:

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**PART VII, SECTION A, COLUMN D REPORTS COMPENSATION PAID BY SCAN GROUP  
FOR SERVICES PROVIDED TO SCAN GROUP AND AFFILIATES. COLUMN B INCLUDES  
TOTAL HOURS FOR ALL AFFILIATES. BELOW IS A BREAKDOWN PER AFFILIATE.**

**THE FOLLOWING OFFICERS, KEY EMPLOYEES, AND BOARD MEMBERS OF THE SCAN  
FOUNDATION ALSO DEVOTE THE FOLLOWING TIME TO THE SCAN HEALTH PLAN:**

**COLLEEN CAIN - 3.3 HOURS PER WEEK**

**RYAN TRIMBLE - 1.0 HOUR PER WEEK**

**LINDA STRIKE - 1.1 HOUR PER WEEK**

**KIM HUNTER - 1.1 HOUR PER WEEK**

**PATRICK SEAVER - 1.0 HOUR PER WEEK**

**THOMAS McDANIEL - 1.1 HOUR PER WEEK**

**THOMAS HIGGINS - 1.5 HOUR PER WEEK**

**SCAN HEALTH PLAN AND SCAN GROUP ARE OPERATED JOINTLY. THEREFORE, THE  
FOLLOWING INDIVIDUALS SPEND AN AVERAGE OF 40 HOURS PER WEEK BETWEEN THE  
TWO ORGANIZATIONS:**

**DAVID SCHMIDT**

**DENNIS EDER**

**DOUGLAS JAQUES**

**THE FOLLOWING OFFICERS, KEY EMPLOYEES, AND BOARD MEMBERS OF THE SCAN  
FOUNDATION ALSO DEVOTE THE FOLLOWING TIME TO SCAN GROUP:**

**COLLEEN CAIN - 16.2 HOURS PER WEEK**

**RYAN TRIMBLE - 7.3 HOURS PER WEEK**

**LINDA STRIKE - 6.5 HOURS PER WEEK**

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KIM HUNTER - 7.1 HOURS PER WEEK

PATRICK SEAVER - 6.7 HOURS PER WEEK

THOMAS McDANIEL - 6.8 HOURS PER WEEK

THOMAS HIGGINS - 10.5 HOURS PER WEEK

THE FOLLOWING OFFICERS, KEY EMPLOYEES, AND BOARD MEMBERS OF THE SCAN FOUNDATION ALSO DEVOTE THE FOLLOWING TIME TO SCAN HEALTH PLAN ARIZONA AND SCAN LONG TERM CARE:

LINDA STRIKE - 0.8 HOURS PER WEEK

DAVID SCHMIDT - 0.8 HOURS PER WEEK

DENNIS EDER - 0.8 HOURS PER WEEK

DOUGLAS JAQUES - 0.8 HOURS PER WEEK

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

**Part II** **Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" to 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
SCAN HEALTH PLAN - 95-3858259 3800 KILROY AIRPORT WAY, SUITE 100 LONG BEACH, CA 90806	MEDICARE ADVANTAGE	CALIFORNIA	501(C)(3)	509(A)(2)	SCAN GROUP
SCAN HEALTH PLAN ARIZONA - 73-1729007 3800 KILROY AIRPORT WAY, SUITE 100 LONG BEACH, CA 90806	MEDICARE ADVANTAGE	ARIZONA	501(C)(4)	SCAN GROUP	SCAN HEALTH PLAN
SCAN LONG TERM CARE - 20-4607594 3800 KILROY AIRPORT WAY, SUITE 100 LONG BEACH, CA 90806	MEDICAID MGMT. CARE	ARIZONA	501(C)(4)	SCAN GROUP	ARIZONA
SCAN GROUP - 95-3826637 3800 KILROY AIRPORT WAY, SUITE 100 LONG BEACH, CA 90806	ADMIN. SUPPORT	CALIFORNIA	501(C)(3)	509(A)(3), TYPE II	N/A

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## Related Organizations Taxable as a Benefit

**Part III** **Information on Related Organizations** Taxable as a Partnership  
organizations treated as a partnership during the tax year.)

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

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

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

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

- a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity
- b Gift, grant, or capital contribution to other organization(s)
- c Gift, grant, or capital contribution from other organization(s)
- d Loans or loan guarantees to or for other organization(s)
- e Loans or loan guarantees by other organization(s)
- f Sale of assets to other organization(s)
- g Purchase of assets from other organization(s)
- h Exchange of assets
- i Lease of facilities, equipment, or other assets to other organization(s)
- j Lease of facilities, equipment, or other assets from other organization(s)
- k Performance of services or membership or fundraising solicitations for other organization(s)
- l Performance of services or membership or fundraising solicitations by other organization(s)
- m Sharing of facilities, equipment, mailing lists, or other assets
- n Sharing of paid employees
- o Reimbursement paid to other organization for expenses
- p Reimbursement paid by other organization for expenses
- q Other transfer of cash or property to other organization(s)
- r Other transfer of cash or property from other organization(s)

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(s)

(b) Transaction type (a-1)

(c) Amount involved

(1) SCAN HEALTH PLAN	0	214,563.
(2) SCAN GROUP	0	391,556.
(3)		
(4)		
(5)		
(6)		

**Part VI** **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to 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.