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Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

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

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

OMB No 1545-0047

2009Open to Public
Inspection**A For the 2009 calendar year, or tax year beginning****07/01, 2009, and ending****06/30, 2010**

| | | | | |
|---|---|--|--|---|
| 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 | Please use IRS label or print or type. See Specific Instructions. | C Name of organization TAPESTRY HEALTH SYSTEMS, INC. | | D Employer identification number |
| | | Doing Business As | | 23-7303142 |
| | | Number and street (or P.O. box if mail is not delivered to street address) Room/suite | | E Telephone number |
| | | 296 NONOTUCK STREET, 2ND FLOOR | | (413) 586-2016 |
| City or town, state or country, and ZIP + 4 | | G Gross receipts \$ 10,791,163. | | |
| FLORENCE, MA 01062 | | H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) | | |
| F Name and address of principal officer | | | | |
| I Tax-exempt status <input checked="" type="checkbox"/> 501(c) (3) (Insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 | | | | |
| J Website. WWW.TAPESTRYHEALTH.ORG | | | | |
| K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶ | | | | |
| L Year of formation 1973 M State of legal domicile MA | | | | |

Part I Summary

| | | | | |
|--|---|---|-------------------|--------------|
| Activities & Governance | 1 Briefly describe the organization's mission or most significant activities | | | |
| | TO ADDRESS THE IMMEDIATE HEALTH NEEDS AND LONG-TERM WELLNESS OF INDIVIDUALS, FAMILIES AND COMMUNITIES AND TO PROVIDE ADVOCACY AND SERVICES TO ALL PEOPLE. | | | |
| | 2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets | | | |
| | 3 Number of voting members of the governing body (Part VI, line 1a) | 3 | 15 | |
| | 4 Number of independent voting members of the governing body (Part VI, line 1b) | 4 | 15 | |
| | 5 Total number of employees (Part V, line 2a) | 5 | 170 | |
| | 6 Total number of volunteers (estimate if necessary) | 6 | 35 | |
| | 7a Total gross unrelated business revenue from Part VIII, column (A), line 12 | 7a | 0. | |
| | 7b Net unrelated business taxable income from Form 990-1, line 34 | 7b | 0. | |
| | Revenue | 8 Contributions and grants (Part VIII, line 1h) | Prior Year | Current Year |
| 9 Program service revenue (Part VIII, line 2g) | | 416,725. | 458,153. | |
| 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) | | 11,203,104. | 10,313,197. | |
| 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8e, 9c, 10c, and 11e) | | 2,165. | 677. | |
| 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) | | 6,240. | 19,136. | |
| 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) | | 11,628,234. | 10,791,163. | |
| 14 Benefits paid to or for members (Part IX, column (A), line 4) | | 0. | 0. | |
| 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) | | 0. | 0. | |
| 16a Professional fundraising fees (Part IX, column (A), line 11e) | | 4,630,838. | 4,567,769. | |
| 16b Total fundraising expenses, Part IX, column (D), line 25 ▶ | | 0. | 0. | |
| Expenses | 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f) | 6,980,215. | 6,374,133. | |
| | 18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25) | 11,611,053. | 10,941,902. | |
| | 19 Revenue less expenses Subtract line 18 from line 12 | 17,181. | -150,739. | |
| | Net Assets or Fund Balances | 20 Total assets (Part X, line 16) | Beginning of Year | End of Year |
| | | 21 Total liabilities (Part X, line 26) | 1,164,436. | 1,172,700. |
| | | 22 Net assets or fund balances Subtract line 21 from line 20 | 1,735,172. | 1,892,435. |
| | | | -570,736. | -719,735. |

Part II Signature Block

| | | | |
|---|---|--|--|
| Sign Here | Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge. | | |
| | <input checked="" type="checkbox"/> <i>Leslie Tarr Laurie</i> Signature of officer | <input checked="" type="checkbox"/> <i>1/27/11</i> Date | |
| Paid Preparer's Use Only | <input checked="" type="checkbox"/> <i>Leslie Tarr Laurie</i> Type or print name and title | | |
| | Preparer's signature <i>Bitterman Borden</i> Firm's name (or yours if self-employed), address, and ZIP + 4 LESTER HALPERN & COMPANY P.C. 14 BOBALA ROAD HOLYOKE, MA 01040 | Date 1-27-11 | Check if self-employed <input type="checkbox"/> Preparer's identifying number (see instructions) EIN ▶ 04-2653334 Phone no ▶ 413-536-3970 |
| May the IRS discuss this return with the preparer shown above? (see instructions) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | | |

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.*

Form 990 (2009)

9-17

Part III Statement of Program Service Accomplishments**1** Briefly describe the organization's mission:

ATTACHMENT 3

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

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

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

If "Yes," describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.**4a** (Code _____) (Expenses \$ 2,788,166 including grants of \$ 0.) (Revenue \$ 2,844,265)

HEALTH SERVICES: TAPESTRY HEALTH IS THE SOLE PROVIDER OF
 FEDERALLY-FUNDED REPRODUCTIVE HEALTH CARE AND FAMILY PLANNING
 SERVICES IN WESTERN MASSACHUSETTS. THE AGENCY PROVIDES
 COMPREHENSIVE REPRODUCTIVE HEALTH CARE TO MORE THAN 10,000 PEOPLE
 EACH YEAR. NEARLY ALL OF THESE PEOPLE ARE FEMALE (88.70%); NEARLY
 ALL ARE YOUNG, WITH 81.30% OF THE PEOPLE SERVED BEING AGED 29 OR
 LESS; AND NEARLY ALL ARE ECONOMICALLY DISADVANTAGED, WITH 89.20%
 OF THE PEOPLE SERVED LIVING BELOW 200% OF THE FEDERAL POVERTY
 GUIDELINES.

4b (Code _____) (Expenses \$ 5,019,643 including grants of \$ 0.) (Revenue \$ 5,187,654)

WOMEN INFANTS & CHILDREN (WIC): MORE THAN 6,000 RESIDENTS ARE
 SERVED BY TAPESTRY HEALTH'S SPRINGFIELD NORTH WIC PROGRAM, A
 MAJORITY OF WHOM ARE MEMBERS OF THE REGION'S SIZEABLE
 LATINA/LATINO COMMUNITY. THE SERVICES OFFERED INCLUDE OUTREACH,
 NUTRITION EDUCATION, NUTRITION ASSESSMENTS, NUTRITIONAL
 SUPPLEMENTS, AND ACCESS TO HEALTHY FOODS AVAILABLE AT COMMUNITY
 GROCERY STORES AND FARMERS' MARKETS.

4c (Code _____) (Expenses \$ 1,989,267 including grants of \$ 0.) (Revenue \$ 2,281,278)

ATTACHMENT 4

4d Other program services (Describe in Schedule O)

(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses ► 9,797,076.

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 | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 2 Is the organization required to complete Schedule B, Schedule of Contributors? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 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 | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 5 Sections 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 | <input type="checkbox"/> | <input type="checkbox"/> |
| 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 | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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 | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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 | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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 | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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 | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| • Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI | <input type="checkbox"/> | <input type="checkbox"/> |
| • 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 | <input type="checkbox"/> | <input type="checkbox"/> |
| • 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 | <input type="checkbox"/> | <input type="checkbox"/> |
| • 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 | <input type="checkbox"/> | <input type="checkbox"/> |
| • Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X | <input type="checkbox"/> | <input type="checkbox"/> |
| • 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 | <input type="checkbox"/> | <input type="checkbox"/> |
| 12 Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 12A Was the organization included in consolidated, independent audited financial statement for the tax year? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 14a Did the organization maintain an office, employees, or agents outside of the United States? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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 | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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 | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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 | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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 | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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 | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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 | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 20 Did the organization operate one or more hospitals? If "Yes," complete Schedule H | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

Part IV. Checklist of Required Schedules (continued)

| | | Yes | No |
|-------------|---|------------|----|
| 21 | Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i> | 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? <i>If "Yes," complete Schedule I, Parts I and III.</i> | 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? <i>If "Yes," complete Schedule J.</i> | 23 | X |
| 24 a | 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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to question 25.</i> | 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 | |
| 25 a | 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? <i>If "Yes," complete Schedule L, Part I.</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? <i>If "Yes," complete Schedule L, Part I.</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? <i>If "Yes," complete Schedule L, Part II.</i> | 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? <i>If "Yes," complete Schedule L, Part III.</i> | 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? <i>If "Yes," complete Schedule L, Part IV.</i> | 28a | X |
| b | A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i> | 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? <i>If "Yes," complete Schedule L, Part IV.</i> | 28c | X |
| 29 | Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i> | 29 | X |
| 30 | Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i> | 30 | X |
| 31 | Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i> | 31 | X |
| 32 | Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i> | 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? <i>If "Yes," complete Schedule R, Part I.</i> | 33 | X |
| 34 | Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1.</i> | 34 | X |
| 35 | Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i> | 35 | X |
| 36 | Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i> | 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? <i>If "Yes," complete Schedule R, Part VI.</i> | 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 |

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 | 36 |
| 1b | Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. | 1b | 0 |
| 1c | Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? | 1c | X |
| 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 | 170 |
| 2b | 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 |
| 3b | If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O | 3b | |
| 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 |
| 4b | 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 |
| 5b | Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? | 5b | X |
| 5c | If "Yes," to question 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 |
| 6b | If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? | 6b | |
| 7 | Organizations that may receive deductible contributions under section 170(c). | | |
| 7a | Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? | 7a | |
| 7b | If "Yes," did the organization notify the donor of the value of the goods or services provided? | 7b | |
| 7c | Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? | 7c | |
| 7d | If "Yes," indicate the number of Forms 8282 filed during the year. | 7d | |
| 7e | Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | 7e | |
| 7f | Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 7f | |
| 7g | For all contributions of qualified intellectual property, did the organization file Form 8899 as required? | 7g | |
| 7h | For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required? | 7h | |
| 8 | Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? | 8 | |
| 9 | Sponsoring organizations maintaining donor advised funds. | | |
| 9a | Did the organization make any taxable distributions under section 4966? | 9a | |
| 9b | Did the organization make a distribution to a donor, donor advisor, or related person? | 9b | |
| 10 | Section 501(c)(7) organizations. Enter | | |
| 10a | Initiation fees and capital contributions included on Part VIII, line 12 | 10a | |
| 10b | Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities | 10b | |
| 11 | Section 501(c)(12) organizations. Enter | | |
| 11a | Gross income from members or shareholders | 11a | |
| 11b | Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) | 11b | |
| 12a | Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? | 12a | |
| 12b | If "Yes," enter the amount of tax-exempt interest received or accrued during the year | 12b | |

Part VII 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 | 15 | |
| 1b Enter the number of voting members that are independent | 15 | |
| 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? | | 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? | | X |
| 4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? | | X |
| 5 Did the organization become aware during the year of a material diversion of the organization's assets? | | X |
| 6 Does the organization have members or stockholders? | | X |
| 7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? | | X |
| 7b Are any decisions of the governing body subject to approval by members, stockholders, or other persons? | | X |
| 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following | | |
| a The governing body? | X | |
| b Each committee with authority to act on behalf of the governing body? | 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 | | 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? | | X |
| 10b 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? | | |
| 11 Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form? | X | |
| 11A 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 | X | |
| 12b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? | X | |
| 12c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done | X | |
| 13 Does the organization have a written whistleblower policy? | X | |
| 14 Does the organization have a written document retention and destruction policy? | 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 | X | |
| b Other officers or key employees of the organization | | 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? | | X |
| 16b 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? | | |

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► MASSACHUSETTS

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 ► LESLIE T. LAURIE 296 NONOTUCK STREET, 2ND FLOOR FLORENCE, MA 01062
 413-586-2016

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

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

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

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

☐ Check this box if the organization did not compensate any current officer, director, or trustee

| (A) Name and Title | (B) Average hours per week | (C) Position (check all that apply) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|-----------------------------------|-------------------------------|--|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| LESLIE T. LAURIE PRESIDENT/CEO | 40.00 | X | | X | | | | 107,257 | 0 | 16,007 |
| RUTH FESSENDEN CHAIR | 1.00 | X | | X | | | | 0 | 0 | 0 |
| BEVERLY DWIGHT VICE CHAIR | 1.00 | X | | X | | | | 0 | 0 | 0 |
| JACK STONE TREASURER | 1.00 | X | | X | | | | 0 | 0 | 0 |
| MERRY NASSER, ESQ. CLERK | 1.00 | X | | X | | | | 0 | 0 | 0 |
| JOYCE S. BERNSTEIN DIRECTOR | 1.00 | X | | | | | | 0 | 0 | 0 |
| MARK I. BERSON, ESQ. DIRECTOR | 1.00 | X | | | | | | 0 | 0 | 0 |
| JUDITH FONSH DIRECTOR | 1.00 | X | | | | | | 0 | 0 | 0 |
| MICHELLE MARTONE DIRECTOR | 1.00 | X | | | | | | 0 | 0 | 0 |
| JACQUELINE R. PINN DIRECTOR | 1.00 | X | | | | | | 0 | 0 | 0 |
| JULIE POKELA DIRECTOR | 1.00 | X | | | | | | 0 | 0 | 0 |
| ELIZABETH STONE DIRECTOR | 1.00 | X | | | | | | 0 | 0 | 0 |
| SAM TOPAL, M.D. DIRECTOR | 1.00 | X | | | | | | 0 | 0 | 0 |
| SATU ZOLLER DIRECTOR | 1.00 | X | | | | | | 0 | 0 | 0 |
| MICHELLE JOFFROY DIRECTOR | 1.00 | X | | | | | | 0 | 0 | 0 |
| MICHAEL S. GERMANI CFO | 40.00 | | | X | | | | 68,667 | 0 | 6,978 |

[illegible]

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 ▶ 1

- 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*
- 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*
- 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*

| | Yes | No |
|---|-----|----|
| 3 | | X |
| | | |
| 4 | | X |
| | | |
| 5 | | X |

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 |
|----------------------------------|--------------------------------|---------------------|
| NONE | | |
| | | |
| | | |
| | | |
| | | |

| | | |
|---|--|---|
| 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 | 0 |
|---|--|---|

Part VIII Statement of Revenue

| | | | | (A) Total revenue | (B) Related or exempt function revenue | (C) Unrelated business revenue | (D) Revenue excluded from tax under sections 512, 513, or 514 | |
|---|--|--|--|----------------------|--|---|---|--|
| Contributions, gifts, grants and other similar amounts | 1a | Federated campaigns | 1a | | | | | |
| | b | Membership dues | 1b | | | | | |
| | c | Fundraising events | 1c | | | | | |
| | d | Related organizations | 1d | | | | | |
| | e | Government grants (contributions) . . | 1e | | | | | |
| | f | All other contributions, gifts, grants, and similar amounts not included above . | 1f | 458,153 | | | | |
| | g | Noncash contributions included in lines 1a-1f \$ | | | | | | |
| h Total. Add lines 1a-1f | | | | 458,153. | | | | |
| Program Service Revenue | 2a | CLIENT FEES | Business Code | 624100 | 468,860 | 468,860 | | |
| | b | DEPT OF HEALTH AND HUMAN SERVICES | 624100 | 2,183,551 | 2,183,551 | | | |
| | c | DEPT OF PUBLIC HEALTH CONTRACTS | 624100 | 3,292,692 | 3,292,692 | | | |
| | d | DEPARTMENT OF PUBLIC HEALTH - WIC VOUCHER | 624100 | 3,999,472 | 3,999,472 | | | |
| | e | MEDICAID | 624100 | 368,622 | 368,622 | | | |
| | f | All other program service revenue | | | | | | |
| | g Total. Add lines 2a-2f | | | 10,313,197 | | | | |
| Other Revenue | 3 | Investment income (including dividends, interest, and other similar amounts) | | 677 | | | 677 | |
| | 4 | Income from investment of tax-exempt bond proceeds | | 0 | | | | |
| | 5 | Royalties | | 0 | | | | |
| | 6a | Gross Rents | (i) Real | (ii) Personal | | | | |
| | | b | Less rental expenses | | | | | |
| | | c | Rental income or (loss) | | | | | |
| | d | Net rental income or (loss) | | | 0 | | | |
| | 7a | Gross amount from sales of assets other than inventory | (i) Securities | (ii) Other | | | | |
| | | b | Less cost or other basis and sales expenses | | | | | |
| | | c | Gain or (loss) | | | | | |
| | d | Net gain or (loss) | | | 0 | | | |
| | 8a | 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 | | 0 | | | |
| | 9a | Gross income from gaming activities See Part IV, line 19 | a | | | | | |
| | | b | Less direct expenses | b | | | | |
| | | c | Net income or (loss) from gaming activities | | 0 | | | |
| 10a | Gross sales of inventory, less returns and allowances | a | | | | | | |
| | b | Less cost of goods sold | b | | | | | |
| | c | Net income or (loss) from sales of inventory | | 0 | | | | |
| Miscellaneous Revenue | | | Business Code | | | | | |
| 11a | MISCELLANEOUS | 624100 | 19,136 | 19,136 | | | | |
| b | | | | | | | | |
| c | | | | | | | | |
| d | All other revenue | | | | | | | |
| e | Total. Add lines 11a-11d | | 19,136 | | | | | |
| 12 | Total Revenue. See instructions | | 10,791,163 | 10,332,333 | | 677 | | |

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 . . . | 0. | | | |
| 2 Grants and other assistance to individuals in the U.S. See Part IV, line 22 | 0. | | | |
| 3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16 | 0. | | | |
| 4 Benefits paid to or for members | 0. | | | |
| 5 Compensation of current officers, directors, trustees, and key employees | 228,289. | | 228,289. | |
| 6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . | 0. | | | |
| 7 Other salaries and wages | 3,677,485. | 3,189,011. | 395,930. | 92,544. |
| 8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . . | 0. | | | |
| 9 Other employee benefits | 335,483. | 280,099. | 45,421. | 9,963. |
| 10 Payroll taxes | 326,512. | 262,709. | 57,202. | 6,601. |
| 11 Fees for services (non-employees) | 0. | | | |
| a Management | 34,990. | 9,663. | 25,327. | |
| b Legal | 37,198. | | 37,198. | |
| c Accounting | 0. | | | |
| d Lobbying | 0. | | | |
| e Professional fundraising services See Part IV, line 17 | 0. | | | |
| f Investment management fees | 675,759. | 654,260. | 15,541. | 5,958. |
| g Other | 0. | | | |
| 12 Advertising and promotion | 330,571. | 278,113. | 41,013. | 11,445. |
| 13 Office expenses | 0. | | | |
| 14 Information technology | 0. | | | |
| 15 Royalties | 616,236. | 549,088. | 57,342. | 9,806. |
| 16 Occupancy | 126,974. | 109,459. | 17,216. | 299. |
| 17 Travel | 0. | | | |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | 0. | | | |
| 19 Conferences, conventions, and meetings | 45,228. | 10,036. | 34,804. | 388. |
| 20 Interest | 0. | | | |
| 21 Payments to affiliates | 61,238. | 53,256. | 4,650. | 3,332. |
| 22 Depreciation, depletion, and amortization | 15,869. | 14,347. | 1,089. | 433. |
| 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 WIC VOUCHERS | 3,999,472. | 3,999,472. | | |
| b SUPPLIES | 404,288. | 387,482. | 15,381. | 1,425. |
| c MISCELLANEOUS | 26,310. | 81. | 26,155. | 74. |
| d ----- | | | | |
| e ----- | | | | |
| f All other expenses ----- | | | | |
| 25 Total functional expenses. Add lines 1 through 24f | 10,941,902. | 9,797,076. | 1,002,558. | 142,268. |
| 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 |
|---|--|--------------------------|------------|--------------------|
| Assets | 1 Cash - non-interest-bearing | 9,242. | 1 | 91,694. |
| | 2 Savings and temporary cash investments | 38,594. | 2 | 3,717. |
| | 3 Pledges and grants receivable, net | 29,033. | 3 | 27,905. |
| | 4 Accounts receivable, net | 709,100. | 4 | 772,403. |
| | 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 | 33,376. | 8 | 33,308. |
| | 9 Prepaid expenses and deferred charges | 74,772. | 9 | 26,688. |
| | 10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D | 10a 917,148. | | |
| | b Less accumulated depreciation | 10b 767,971. | 10c | 149,177. |
| | 11 Investments - publicly traded securities | 24,867. | 11 | 32,770. |
| | 12 Investments - other securities See Part IV, line 11 | | 12 | |
| | 13 Investments - program-related See Part IV, line 11 | | 13 | |
| | 14 Intangible assets | | 14 | |
| | 15 Other assets See Part IV, line 11 | 35,038. | 15 | 35,038. |
| 16 Total assets. Add lines 1 through 15 (must equal line 34) | 1,164,436. | 16 | 1,172,700. | |
| Liabilities | 17 Accounts payable and accrued expenses | 832,706. | 17 | 929,481. |
| | 18 Grants payable | | 18 | |
| | 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 | 640,089. | 23 | 736,714. |
| | 24 Unsecured notes and loans payable to unrelated third parties | | 24 | |
| | 25 Other liabilities Complete Part X of Schedule D | 262,377. | 25 | 226,240. |
| | 26 Total liabilities. Add lines 17 through 25 | 1,735,172. | 26 | 1,892,435. |
| 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 | -626,420. | 27 | -754,758. |
| | 28 Temporarily restricted net assets | 55,684. | 28 | 35,023. |
| | 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 | -570,736. | 33 | -719,735. |
| 34 Total liabilities and net assets/fund balances | 1,164,436. | 34 | 1,172,700. | |

Part XI Financial Statements and Reporting

1 Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other _____

If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

b Were the organization's financial statements audited by an independent accountant?

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

d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both

☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and 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?

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

| | Yes | No |
|-----------|-----|----|
| 2a | | X |
| 2b | X | |
| 2c | X | |
| 3a | X | |
| 3b | X | |

Form **990** (2009)

Department of the Treasury
Internal Revenue Service

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

OMB No. 1545-0047

2009

**Open to Public
Inspection**

TAPESTRY HEALTH SYSTEMS, INC.

23-7303142

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) | | |
| 11g(ii) | | |
| 11g(iii) | | |

[illegible]

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) | | | | | | |
| 6 Public support. Subtract line 5 from line 4 | | | | | | |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ► | (a) 2005 | (b) 2006 | (c) 2007 | (d) 2008 | (e) 2009 | (f) Total |
|---|----------|----------|----------|----------|-----------|--------------------------|
| 7 Amounts from line 4 | | | | | | |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | | | | | | |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on | | | | | | |
| 10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV) | | | | | | |
| 11 Total support. Add lines 7 through 10 | | | | | | |
| 12 Gross receipts from related activities, etc. (see instructions) | | | | | 12 | |
| 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 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)) | 14 | % |
| 15 Public support percentage from 2008 Schedule A, Part II, line 14 | 15 | % |
| 16a 33 1/3% support test - 2009. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization | | <input type="checkbox"/> |
| b 33 1/3% support test - 2008. 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 10%-facts-and-circumstances test - 2009. If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization | | <input type="checkbox"/> |
| b 10%-facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization | | <input type="checkbox"/> |
| 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions | | <input type="checkbox"/> |

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") | 189,348 | 356,432 | 378,962 | 413,011 | 458,153 | 1,795,906. |
| 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 | 11,479,313 | 10,763,685 | 10,753,336 | 11,203,104 | 10,313,197 | 54,512,635 |
| 3 Gross receipts from activities that are not an unrelated trade or business under section 513 | | | | | | |
| 4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 5 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 6 Total. Add lines 1 through 5 | 11,668,661 | 11,120,117 | 11,132,298. | 11,616,115. | 10,771,350 | 56,308,541 |
| 7a Amounts included on lines 1, 2, and 3 received from disqualified persons | 0 | | | | | 0 |
| 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 | 0. | 0 | | | | 0. |
| c Add lines 7a and 7b. | 0 | 0 | | | | 0 |
| 8 Public support (Subtract line 7c from line 6) | | | | | | 56,308,541 |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ► | (a) 2005 | (b) 2006 | (c) 2007 | (d) 2008 | (e) 2009 | (f) Total |
|---|------------|-------------|-------------|-------------|------------|------------|
| 9 Amounts from line 6. | 11,668,661 | 11,120,117. | 11,132,298 | 11,616,115. | 10,771,350 | 56,308,541 |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | 596. | 2,861 | 1,185 | 1,669 | 677 | 6,988 |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 | | | | | | |
| c Add lines 10a and 10b | 596. | 2,861 | 1,185 | 1,669 | 677 | 6,988 |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on | | | | | | |
| 12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV) <u>ATCH 1</u> | | | 1,150. | 6,240 | 19,136 | 26,526 |
| 13 Total support. (Add lines 9, 10c, 11, and 12) | 11,669,257 | 11,122,978. | 11,134,633. | 11,624,024 | 10,791,163 | 56,342,055 |
| 14 First five years. 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

| | | |
|--|-----------|--------|
| 15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f)) | 15 | 99.94% |
| 16 Public support percentage from 2008 Schedule A, Part III, line 15. | 16 | 99.97% |

Section D. Computation of Investment Income Percentage

| | | |
|--|-----------|------|
| 17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f)) | 17 | .01% |
| 18 Investment income percentage from 2008 Schedule A, Part III, line 17 | 18 | .01% |
| 19a 33 1/3% support tests - 2009. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here The organization qualifies as a publicly supported organization <input checked="" type="checkbox"/> | | |
| b 33 1/3% support tests - 2008. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here The organization qualifies as a publicly supported organization <input type="checkbox"/> | | |
| 20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions <input type="checkbox"/> | | |

Part IV **Supplemental Information.** Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. See instructions.ATTACHMENT 1

SCHEDULE A, PART III - OTHER INCOME

| DESCRIPTION | 2005 | 2006 | 2007 | 2008 | 2009 | TOTAL |
|---------------|------|------|--------------|--------------|----------------|---------------|
| MISCELLANEOUS | | | 1,150 | 6,240 | 19,136 | 26,526. |
| TOTAL | | | <u>1,150</u> | <u>6,240</u> | <u>19,136.</u> | <u>26,526</u> |

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities
For Organizations Exempt From Income Tax Under section 501(c) and section 527
▶ **Complete if the organization is described below.**
▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions**

OMB No 1545-0047

2009

**Open to Public
Inspection**

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

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

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

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

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), then

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

| | |
|--|---|
| Name of organization TAPESTRY HEALTH SYSTEMS, INC. | Employer identification number 23-7303142 |
|--|---|

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

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV
- 2 Political expenditures ▶ \$
- 3 Volunteer hours

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

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No
- 4a Was a correction made? ☐ Yes ☐ No
- b If "Yes," describe in Part IV

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

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$
- 3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ▶ \$
- 4 Did the filing organization file Form 1120-POL for this year? ☐ Yes ☐ No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

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

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

Schedule C (Form 990 or 990-EZ) 2009

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

- A** Check ☐ if the filing organization belongs to an affiliated group.
B Check ☐ if the filing organization checked box A and "limited control" provisions apply

| Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.) | | (a) Filing organization's totals | (b) Affiliated group totals | | | | | | | | | | | | |
|--|--|---|--|------------------------------|---|---|---|---|--|--|-------------------|-------------|--|--|--|
| 1 a Total lobbying expenditures to influence public opinion (grass roots lobbying) | | | | | | | | | | | | | | | |
| b Total lobbying expenditures to influence a legislative body (direct lobbying) | | | | | | | | | | | | | | | |
| c Total lobbying expenditures (add lines 1a and 1b) | | | | | | | | | | | | | | | |
| d Other exempt purpose expenditures | | | | | | | | | | | | | | | |
| e Total exempt purpose expenditures (add lines 1c and 1d) | | | | | | | | | | | | | | | |
| f Lobbying nontaxable amount Enter the amount from the following table in both columns | | | | | | | | | | | | | | | |
| <table border="1"> <tr> <td>If the amount on line 1e, column (a) or (b) is:</td> <td>The lobbying nontaxable amount is:</td> </tr> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </table> | 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 | | | |
| 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) | | | | | | | | | | | | | | | |
| h Subtract line 1g from line 1a. If zero or less, enter -0- | | | | | | | | | | | | | | | |
| i Subtract line 1f from line 1c. If zero or less, enter -0- | | | | | | | | | | | | | | | |
| 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 |
| 2 a Lobbying non-taxable amount | | | | | |
| b Lobbying ceiling amount (150% of line 2a, column (e)) | | | | | |
| c Total lobbying expenditures | | | | | |
| d Grassroots nontaxable amount | | | | | |
| e Grassroots ceiling amount (150% of line 2d, column (e)) | | | | | |
| f Grassroots lobbying expenditures | | | | | |

Schedule C (Form 990 or 990-EZ) 2009

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? | X | | |
| b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)? | | X | |
| c Media advertisements? | | X | |
| d Mailings to members, legislators, or the public? | | X | |
| e Publications, or published or broadcast statements? | | X | |
| f Grants to other organizations for lobbying purposes? | | X | |
| g Direct contact with legislators, their staffs, government officials, or a legislative body? | X | | 873. |
| h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means? | | X | |
| i Other activities? If "Yes," describe in Part IV | | X | |
| j Total. Add lines 1c through 1i | | | 873. |
| 2 a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)? | | X | |
| 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.

Part IV Supplemental Information *(continued)*

Area for supplemental information with horizontal dashed lines.

**SCHEDULE D
(Form 990)**

Department of the Treasury
Internal Revenue Service
Name of the organization

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**

TAPESTRY HEALTH SYSTEMS, INC.

Employer identification number
23-7303142

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

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

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the 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? ☐ Yes ☐ No

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

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

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

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

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

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

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

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

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

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

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

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

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

- 3 Using the organization's 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 d ☐ Loan or exchange programs
- b ☐ Scholarly research e ☐ Other _____
- c ☐ Preservation for future generations
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

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

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No
- b If "Yes," explain the arrangement in Part XIV and complete the following table
- | | Amount |
|---|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No
- b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if 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

| | Yes | No |
|--------|-----|----|
| 3a(i) | | |
| 3a(ii) | | |
| 3b | | |

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

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 | | 275,080. | 260,890. | 14,190. |
| d Equipment | | 481,208. | 388,521. | 92,687. |
| e Other | | 160,860. | 118,560. | 42,300. |
| Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)). | | | | 149,177. |

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 ----- | | |
| ----- | | |
| ----- | | |
| ----- | | |
| ----- | | |
| ----- | | |
| ----- | | |
| ----- | | |
| ----- | | |
| ----- | | |
| ----- | | |
| Total. (Column (b) must equal Form 990, Part X, col (B) line 12) ▶ | | |

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

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

Part IX **Other Assets.** See Form 990, Part X, line 15[illegible]**Part X** **Other Liabilities.** See Form 990, Part X, line 25

| 1. (a) Description of liability | (b) Amount |
|---|------------|
| Federal income taxes | |
| DUE TO COMMONWEALTH | 218,648. |
| DUE TO FUNDING SOURCE | 7,592. |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| Total. (Column (b) must equal Form 990, Part X, col (B) line 25) | 226,240. |

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 | 10,791,163. |
| 2 | Total expenses (Form 990, Part IX, column (A), line 25) | 2 | 10,941,902. |
| 3 | Excess or (deficit) for the year Subtract line 2 from line 1 | 3 | -150,739. |
| 4 | Net unrealized gains (losses) on investments | 4 | 1,740. |
| 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 | 1,740. |
| 10 | Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9 | 10 | -148,999. |

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 | 10,805,103. |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12 | | |
| a | Net unrealized gains on investments | 2a | 1,740. |
| b | Donated services and use of facilities | 2b | 12,200. |
| c | Recoveries of prior year grants | 2c | |
| d | Other (Describe in Part XIV) | 2d | |
| e | Add lines 2a through 2d | 2e | 13,940. |
| 3 | Subtract line 2e from line 1 | 3 | 10,791,163. |
| 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 | |
| 5 | Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12) | 5 | 10,791,163. |

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

| | | | |
|---|--|----|-------------|
| 1 | Total expenses and losses per audited financial statements | 1 | 10,954,102. |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25 | | |
| a | Donated services and use of facilities | 2a | 12,200. |
| b | Prior year adjustments | 2b | |
| c | Other losses | 2c | |
| d | Other (Describe in Part XIV) | 2d | |
| e | Add lines 2a through 2d | 2e | 12,200. |
| 3 | Subtract line 2e from line 1 | 3 | 10,941,902. |
| 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 | |
| 5 | Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18) | 5 | 10,941,902. |

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.

SEE PAGE 5

Part XIV Supplemental Information (continued)

SCHEDULE D, PAGE 3, QUESTION 2

FIN 48 FOOTNOTE

TAPESTRY IS A NOT-FOR-PROFIT CORPORATION AND HAS BEEN RECOGNIZED AS EXEMPT FROM FEDERAL INCOME TAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (IRC) AND ACCORDINGLY DOES NOT RECORD A PROVISION FOR INCOME TAXES ON ITS RELATED EARNINGS.

IN JUNE, 2006, A NEW ACCOUNTING INTERPRETATION WAS ISSUED REGARDING ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES WHICH PRESCRIBES HOW AN ENTITY SHOULD MEASURE, RECOGNIZE, PRESENT AND DISCLOSE POSITIONS THAT IT HAS TAKEN OR EXPECTS TO TAKE ON ITS TAX OR INFORMATION RETURNS.

TAPESTRY BELIEVES THAT IN THE EVENT OF AN EXAMINATION BY TAXING AUTHORITIES, ITS TAX POSITIONS TAKEN IN PREVIOUSLY FILED INFORMATION RETURNS AND AS REFLECTED IN ITS FINANCIAL STATEMENTS, WITH REGARD TO ISSUES AFFECTING ITS TAX EXEMPT STATUS, UNRELATED BUSINESS INCOME, AND RELATED MATTERS, WOULD PREVAIL BASED UPON THE TECHNICAL MERITS OF SUCH POSITIONS. THEREFORE, TAPESTRY HAS CONCLUDED THAT NO TAX BENEFITS OR LIABILITIES ARE REQUIRED TO BE RECOGNIZED. TAPESTRY'S OPEN TAX PERIODS ARE 2006 THROUGH 2009. PENALTIES AND INTEREST, IF ANY, ASSESSED BY TAXING AUTHORITIES WILL BE INCLUDED IN EXPENSES

**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

TAPESTRY HEALTH SYSTEMS, INC.

Employer identification number

23-7303142

ATTACHMENT 2

FORM 990, PAGE 6, PART VI, SECTION B, QUESTION 11A

PROCESS TO REVIEW FORM 990

THE FORM 990 IS PRESENTED TO THE BOARD OF DIRECTORS WITH THE ANNUAL
AUDITED FINANCIAL STATEMENTS. THE FORM 990 IS REVIEWED BY THE BOARD PRIOR
TO ITS FILING.

FORM 990, PAGE 6, PART VI, SECTION B, QUESTION 12C

PROCESS FOR MONITORING COMPLIANCE WITH THE CONFLICT OF INTEREST POLICY
THE EXECUTIVE DIRECTOR MONITORS AND ENFORCES COMPLIANCE WITH THE CONFLICT
OF INTEREST POLICY ON AN ON-GOING BASIS THROUGH OUT THE YEAR. THE
ORGANIZATION DISCLOSES ANY RELATED PARTY TRANSACTIONS IN THE ANNUAL
AUDITED FINANCIAL STATEMENTS.

FORM 990, PAGE 6, PART VI, SECTION B, QUESTION 15A

PROCESS FOR DETERMINING COMPENSATION OF EXECUTIVE DIRECTOR
THE ORGANIZATION USES AN OUTSIDE CONSULTANT TO EVALUATE THE EXECUTIVE
DIRECTOR'S COMPENSATION. THE BOARD OF DIRECTORS REVIEWS AND APPROVES THE
EXECUTIVE DIRECTOR'S ANNUAL SALARY.

FORM 990, PAGE 6, PART VI, SECTION C, QUESTION 19

DISCLOSURE OF GOVERNING DOCUMENTS

THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST
POLICY, AND AUDITED FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON
WRITTEN REQUEST OF THE INTERESTED PARTY.

Name of the organization

TAPESTRY HEALTH SYSTEMS, INC.

Employer identification number

23-7303142

ATTACHMENT 3FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

TO ADDRESS THE IMMEDIATE HEALTH NEEDS AND LONG-TERM WELLNESS OF INDIVIDUALS, FAMILIES, AND COMMUNITIES, AND TO PROVIDE ADVOCACY AND SERVICES TO ALL PEOPLE, WITH EMPHASIS ON THOSE WHO ARE DISENFRANCHISED, ESPECIALLY WOMEN AND YOUTH.

ATTACHMENT 44C PROGRAM SERVICE

HIV/AIDS SERVICES: TAPESTRY HEALTH'S HIV/AIDS SERVICES DIVISION INCLUDES HARM REDUCTION SERVICES, A PREVENTION AND EDUCATION PROGRAM THAT HAS SERVED INJECTION DRUG USERS SINCE 1992; LA VOZ, AN HIV PREVENTION AND SUBSTANCE ABUSE TREATMENT PROGRAM THAT HAS SERVED LATINO SUBSTANCE USERS SINCE 2002; THE MOBILE HEALTH INITIATIVE, A VAN-BASED HIV PREVENTION AND SUBSTANCE ABUSE TREATMENT PROGRAM THAT HAS SERVED LATINO SUBSTANCE USERS SINCE 2006; THE MEN'S HEALTH PROJECT, AN OUTREACH PROJECT THAT HAS SERVED MEN WHO HAVE SEX WITH MEN THROUGHOUT WESTERN MASSACHUSETTS SINCE 1992; THE HIV COUNSELING, TESTING AND REFERRAL PROGRAM, PROVIDED AT MULTIPLE SITES THROUGH HAMPDEN, FRANKLIN, AND HAMPSHIRE COUNTIES SINCE 1990; AND HIV CLIENT SERVICES, A CASE MANAGEMENT PROGRAM SERVING PEOPLE LIVING WITH HIV/AIDS.

Form **8868**

(Rev. April 2009)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of Exempt Organization

TAPESTRY HEALTH SYSTEMS, INC.

Employer identification number

23-7303142

Number, street, and room or suite no. If a P.O. box, see instructions

296 NONOTUCK STREET, 2ND FLOOR

City, town or post office, state, and ZIP code. For a foreign address, see instructions

FLORENCE, MA 01062

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

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

- The books are in the care of ▶ LESLIE T. LAURIE

Telephone No ▶ 413 586-2016FAX No ▶ 413 586-0212

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 02/15, 2011, to file the exempt organization return for the organization named above. The extension is for the organization's return for

- ▶ ☐ calendar year _____ or
 ▶ ☒ tax year beginning 07/01, 2009, and ending 06/30, 2010

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

| | | |
|---|----|----|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 3a | \$ |
| b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | 3b | \$ |
| c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 3c | \$ |

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)