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Form 990

Return of Organization Exempt From Income Tax

2010

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

Open to Public Inspection

A For the 2010 calendar year, or tax year beginning 01-01-2010 and ending 12-31-2010

B Check if applicable	C Name of organization THE SCAN FOUNDATION		D Employer identification number 45-0552845
<input type="checkbox"/> Address change	Doing Business As		E Telephone number (888) 569-7226
<input type="checkbox"/> Name change	Number and street (or P O box if mail is not delivered to street address) 3800 KILROY AIRPORT WAY NO 400		Room/suite
<input type="checkbox"/> Initial return	City or town, state or country, and ZIP + 4 LONG BEACH, CA 908065616		G Gross receipts \$ 24,191,851
<input type="checkbox"/> Terminated	F Name and address of principal officer BRUCE CHERNOF 3800 KILROY AIRPORT WAY NO 400 LONG BEACH, CA 908065616		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<input type="checkbox"/> Amended return			H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)
<input type="checkbox"/> Application pending			H(c) Group exemption number ►

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

J Website: ► THESCANFOUNDATION.ORG

K Form of organization Corporation Trust Association Other ► L Year of formation 2007 M State of legal domicile CA

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities LONG-TERM SERVICES AND SUPPORTS THAT KEEP SENIORS INDEPENDENT, AT HOME AND IN THE COMMUNITY	
Revenue	2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets	
	3 Number of voting members of the governing body (Part VI, line 1a)	3 10
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4 8
	5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5 14
	6 Total number of volunteers (estimate if necessary)	6 2
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a -9,158
	b Net unrelated business taxable income from Form 990-T, line 34	7b -9,158
Expenses	8 Contributions and grants (Part VIII, line 1h)	Prior Year 0 Current Year 0
	9 Program service revenue (Part VIII, line 2g)	0 0
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,975,728 8,606,832
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0 0
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,975,728 8,606,832
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	9,606,047 3,771,040
	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)	1,424,249 2,188,866
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0 0
	b Total fundraising expenses (Part IX, column (D), line 25) ► 0	
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	1,842,890 2,826,901
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	12,873,186 8,786,807
	19 Revenue less expenses Subtract line 18 from line 12	-10,897,458 -179,975
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 188,357,011 End of Year 196,677,018
	21 Total liabilities (Part X, line 26)	7,780,526 5,729,311
	22 Net assets or fund balances Subtract line 21 from line 20	180,576,485 190,947,707

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 DAVID J SCHMIDT PRESIDENT & CEO Type or print name and title	2011-11-07 Date
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Paid Preparer Use Only	Print/Type preparer's name DIANA J MCCUTCHEN	Preparer's signature DIANA J MCCUTCHEN	Date	Check if self-employed <input type="checkbox"/>	PTIN
	Firm's name ► DELOITTE TAX LLP			Firm's EIN ►	
	Firm's address ► 655 WEST BROADWAY SUITE 700 SAN DIEGO, CA 921018590			Phone no ► (619) 232-6500	

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

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III **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 DURING 2010, THE FOUNDATION GAVE \$5,650,459 IN CASH GRANTS TO OTHER ORGANIZATIONS TO HELP ACHEIVE THEIR MISSION

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 \$ 6,275,724 including grants of \$ 3,771,040) (Revenue \$)**

THE SCAN FOUNDATION STARTED ITS GRANT MAKING ACTIVITIES IN 2008, INITIALLY ON A SMALLER START-UP BASIS, BUT SIGNIFICANTLY EXPANDED DURING FISCAL AND CALENDAR YEARS 2009 AND 2010. IN JANUARY 2009 THE FOUNDATION BOARD OF DIRECTORS FORMALLY APPROVED A 5-YEAR STRATEGIC PLAN, AND GRANT-MAKING THROUGHOUT THE 2010 FISCAL YEAR OCCURRED IN ACCORDANCE WITH THIS PLAN. 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 THE SCAN FOUNDATION'S WORK IN 2010 FOCUSED ON RAISING LONG-TERM SERVICES AND SUPPORTS AS A PUBLIC PRIORITY, AND TO INFORM AND MOBILIZE POLICYMAKERS AND THE PUBLIC. THIS WORK WAS ACCOMPLISHED THROUGH MESSAGE DEVELOPMENT, POLICY CONVENING'S, AND MEDIA OUTREACH. AT THE FEDERAL LEVEL, IN EARLY 2010 THE FOUNDATION COMMISSIONED SEVERAL POLLS TO RAISE THE IMPORTANCE OF LONG-TERM SERVICES AND SUPPORTS IN THE CONTEXT OF THE HEALTH CARE REFORM DEBATE, AND TO UNDERSTAND HOW TO TALK WITH SENIORS ABOUT AGING ISSUES AND LONG-TERM CARE. IN CALIFORNIA, THE FOUNDATION WORKED TO RAISE PUBLIC AWARENESS THROUGH POLLING AND A SERIES OF POLICY ANALYSES DEVELOPED BY FOUNDATION STAFF EXAMINING THE POTENTIAL IMPACTS OF PROPOSED BUDGET CUTS ON VULNERABLE CALIFORNIANS. THE POLL, CONDUCTED IN PARTNERSHIP WITH THE UCLA CENTER FOR HEALTH POLICY RESEARCH, GAUGED CALIFORNIANS' ATTITUDES TOWARDS FINANCIAL PREPAREDNESS FOR LONG-TERM SERVICES AND SUPPORTS. RESULTS, WHICH WERE WIDELY DISSEMINATED THROUGHOUT THE STATE, SHOWED THAT PEOPLE ACROSS THE POLITICAL SPECTRUM WERE LARGELY UNPREPARED TO PAY FOR THESE SERVICES AND WANTED THEIR ELECTED OFFICIALS TO ADDRESS THE ISSUE. PART OF THE FOUNDATION'S MEDIA STRATEGY FOCUSED ON LEVERAGING THE BRAND REPUTATION OF SEVERAL PROVEN MEDIA OUTLETS. THE CONTINUATION OF A THREE-YEAR GRANT TO KAISER HEALTH NEWS INCREASED THE STREAM OF COVERAGE GIVEN TO AGING ISSUES. GRANTS TO THE UNIVERSITY OF CALIFORNIA, SAN FRANCISCO FOR THE PRODUCTION OF ARTICLES FOR THE JOURNAL OF ENGAGED THE PHYSICIAN COMMUNITY THROUGH A NEW SECTION TITLED, "CARE OF THE AGING PATIENT: FROM EVIDENCE TO ACTION." SIMILARLY, A HEALTH AFFAIRS THEMED ISSUE RELEASED IN JANUARY 2010 HELPED SOLIDIFY THE NEED TO KEEP LONG-TERM CARE PROVISIONS AS PART OF HEALTH REFORM. BUILDING THE SCAN FOUNDATION BRAND ON A NATIONAL LEVEL WAS ALSO A PRIORITY. STORIES GENERATED FROM WITHIN THE FOUNDATION AND THROUGH GRANTEES WERE PICKED UP IN THE NEW YORK TIMES, LOS ANGELES TIMES, NPR, MSNBC, SACRAMENTO BEE, SAN FRANCISCO CHRONICLE, AND USA TODAY. FUNDING PRIORITY 2 THE FOUNDATION'S 2010 WORK IN THIS FUNDING PRIORITY CONTRIBUTED TO THE CREATION OF FINANCIALLY Viable OPTIONS FOR LONG-TERM SERVICES AND SUPPORTS REFORM, INCLUDING COST ESTIMATES OF EXISTING PROPOSALS, FEASIBILITY ANALYSES OF VARIOUS FINANCING OPTIONS, AND REVIEW OF DELIVERY SYSTEM ISSUES. SELECTED HIGHLIGHTS ON THE FEDERAL LEVEL INCLUDE SUPPORT FOR THE FRIDAY MORNING COLLABORATIVE, LED BY THE NATIONAL COUNCIL ON AGING, WHICH MADE STRIDES IN EDUCATING POLICY MAKERS ABOUT LONG-TERM SERVICES AND SUPPORTS, SENDING A UNIFIED MESSAGE THAT IT WAS IMPORTANT TO MOVE TOWARD A COMPREHENSIVE CONTINUUM OF CARE. LIKEWISE, THE FOUNDATION RELEASED THE LONG-TERM CARE POLICY SIMULATOR THROUGH A PROJECT WITH AVALERE HEALTH, WHICH HELPED ANSWER THE FUNDAMENTAL QUESTION OF HOW MUCH A PUBLIC LONG-TERM SERVICES AND SUPPORTS BENEFIT WOULD COST. ALTHOUGH NOT ORIGINALLY DESIGNED TO MIMIC THE CLASS PLAN, THIS MODEL WAS RELEASED SHORTLY AFTER PASSAGE OF THE AFFORDABLE CARE ACT, AND IS HELPING GUIDE ACTUARIAL SOLVENCY MODELING FOR THE CLASS PLAN. ADDRESSING COST AND FINANCING REFORM, IN 2010 THE CENTER FOR HEALTH CARE STRATEGIES COMPLETED ITS "PROFILES OF STATE INNOVATIONS" PROJECT THAT PRODUCED A SERIES OF THREE ROADMAPS FOR TRANSFORMING LONG-TERM SERVICES AND SUPPORTS DELIVERY ACROSS STATES. THE PROJECT'S GOAL WAS TO HIGHLIGHT STATE EFFORTS TO ADVANCE TRANSFORMATION THEMES SUCH AS THE INTEGRATION OF LONG-TERM SERVICES AND SUPPORTS THROUGH MANAGED CARE OR REBALANCING AND FULLY INTEGRATING THE CONTINUUM OF CARE (ACUTE, PRIMARY, BEHAVIORAL, AND LONG-TERM SERVICES AND SUPPORTS) FOR INDIVIDUALS WHO ARE DUALLY ELIGIBLE FOR MEDICARE AND MEDICAID. ON THE STATE LEVEL, SEVERAL TECHNICAL ASSISTANCE GRANTS TO THE CENTER FOR HEALTH CARE STRATEGIES HELPED SUPPORT PLANNING AND PUBLIC ENGAGEMENT IN CALIFORNIA RESULTING IN THE SUCCESSFUL NEGOTIATION OF A \$1 MILLION DESIGN CONTRACT FROM THE FEDERAL GOVERNMENT TO IMPROVE CARE FOR THOSE WHO ARE DUALLY ELIGIBLE FOR MEDICARE AND MEDICAID. THE FOUNDATION ALSO HAD OUTCOMES AT THE LOCAL LEVEL IN CALIFORNIA DURING 2010. HIGHLIGHTS INCLUDE A SMALL CO-FUNDED GRANT TO ST. BARNABAS SENIOR SERVICES THAT SUPPORTED A CONVENING OF STAKEHOLDERS IN LOS ANGELES. THIS GATHERING RESULTED IN THE BIRTH OF A NEW AGING COALITION, WHICH HAS BEEN ACTIVE IN ADDRESSING AGING ISSUES LOCALLY. FUNDING PRIORITY 3 THE FOUNDATION'S THIRD FUNDING PRIORITY FOCUSED ON SUPPORTING THE ASSESSMENT AND DISSEMINATION OF PROMISING PROGRAM MODELS OF LONG-TERM CARE FOR SENIORS. THIS WORK WAS BASED ON THE PREMISE THAT SUBSTANTIAL PHILANTHROPIC FUNDING HAS ALREADY GONE INTO SERVICE DEMONSTRATION PROGRAMS. THE APPROACH TO EFFORTS WITHIN THIS PRIORITY ENABLED THE FOUNDATION TO WORK WITH BOTH NATIONAL AND STATE FUNDERS IN DEVELOPING, EXTENDING, AND/OR EVALUATING PROMISING MODELS OF DELIVERING CARE PROJECTS THAT RECEIVED FUNDING HAVE A CONNECTION TO POLICY AND/OR SYSTEMS CHANGE IN CALIFORNIA. THE WORK IN THIS PRIORITY CAN BE DESCRIBED THROUGH ITS FOUR FUNDING STREAMS: 1. PROMISING PROGRAMS, 2. THEMED REQUEST FOR PROPOSALS, 3. INVESTMENT IN TECHNOLOGY - CENTER FOR TECHNOLOGY AND AGING, 4. COLLABORATION WITH NATIONAL OR CALIFORNIA FOUNDATIONS PROMISING PROGRAMS. THIS ELEMENT SUPPORTED THE ASSESSMENT AND DISSEMINATION OF PROMISING MODELS THAT IMPROVED THE DELIVERY AND OUTCOMES OF CARE FOR SENIORS. DURING 2010, FOUR ORGANIZATIONS RECEIVED FUNDING UNDER PROMISING PROGRAMS. TWO OF THE GRANTS FOCUSED ON EVALUATING A HOUSING WITH SERVICES PROGRAM AND A CALIFORNIA VILLAGE PROGRAM. THE OTHER GRANTS SUPPORTED VOLUNTEERS AS CAREGIVERS AND THE DISSEMINATION OF GRACE, A COORDINATED CARE MODEL. THEMED REQUEST FOR PROPOSALS (RFP). IN 2010, THE SCAN FOUNDATION SELECTED FIVE GRANTEES AS PART OF ITS AGENTS FOR CHANGE THEMED RFP. WITH WORK TO BE CARRIED OUT IN 2011, SUPPORT WAS PROVIDED TO ORGANIZATIONS TO ADVANCE THE DEVELOPMENT OR EXPANSION OF VOLUNTEER PROGRAMS AND THE ENGAGEMENT OF VOLUNTEERS IN SOCIAL ACTION. THIS RFP WAS PART OF A LARGER INITIATIVE BY THE SCAN FOUNDATION TO BUILD A SOCIAL MOVEMENT IN CALIFORNIA WITH THE GOAL OF IMPROVING HOME- AND COMMUNITY-BASED SERVICES FOR SENIORS AND THEIR CAREGIVERS. AS PART OF THIS EFFORT, THE NATIONAL CONSUMER VOICE FOR QUALITY LONG-TERM CARE, A LEADING NATIONAL VOICE REPRESENTING CONSUMERS IN ISSUES RELATED TO LONG-TERM CARE, RECEIVED FUNDING TO PARTNER WITH STATE AND LOCAL AGING AND DISABILITY ORGANIZATIONS IN CALIFORNIA TO ENABLE A STRONG CONSUMER VOICE, AND TO DEVELOP STRATEGIES TO ADDRESS KEY PUBLIC POLICY ISSUES RELATED TO ACCESSIBLE, WELL-COORDINATED, QUALITY CARE. INVESTMENT IN TECHNOLOGY STARTED IN 2009, THE CENTER FOR TECHNOLOGY AND AGING AT THE PUBLIC HEALTH INSTITUTE, WHICH SERVES AS BOTH A CENTER OF EXCELLENCE AND PROGRAM OFFICE FOR THE FOUNDATION, LEADS THE FOUNDATION'S INVESTMENTS IN TECHNOLOGY. WHILE THIS PROJECT IS ONGOING, IN 2010 THE CENTER FOR TECHNOLOGY AND AGING ESTABLISHED ITSELF AS A NATIONAL RESOURCE ON TECHNOLOGY AND AGING. RFPS IN 2010, ADMINISTERED BY THE CENTER FOR TECHNOLOGY AND AGING, INCLUDED FIVE GRANTS ON REMOTE PATIENT MONITORING AND FIVE GRANTS ON TECHNOLOGY SOLUTIONS FOR CARE TRANSITIONS. THE ORGANIZATION'S WORK GARNERED INTEREST FROM BOTH THE ADMINISTRATION ON AGING AND THE FEDERAL OFFICE OF THE NATIONAL COORDINATOR FOR HEALTH INFORMATION TECHNOLOGY. COLLABORATIVE GRANTS WITH OTHER FOUNDATIONS. RELATIONSHIPS WITH OTHER FOUNDATIONS SERVE TO EXPAND THE SCAN FOUNDATION'S NETWORK AS WELL AS ESTABLISH COLLABORATIVE RELATIONSHIPS WITH THE AIM OF LEVERAGING FUNDING TO MORE EFFICIENTLY ACCOMPLISH MUTUAL GOALS. IN 2010, THE SCAN FOUNDATION CO-FUNDED GRANTS IN ITS THIRD FUNDING PRIORITY.

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 \$ 6,275,724**

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A.

2 Is the organization required to complete Schedule B, Schedule of Contributors (see instruction)?

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

4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II

5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III

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

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

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

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

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

11 If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable

a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.

b 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.

c 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.

d 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.

e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.

f 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 (ASC 740)? If "Yes," complete Schedule D, Part X.

12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII

b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the United States?

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, Parts I and IV

15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U.S.? If "Yes," complete Schedule F, Parts II and IV

16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U.S.? If "Yes," complete Schedule F, Parts III and IV

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 (see instructions)

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

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

20a Did the organization operate one or more hospitals? If "Yes," complete Schedule H

b If "Yes" to line 20a, did the organization attach its audited financial statement to this return? **Note.** Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)

	Yes	No
1	Yes	
2		No
3		No
4		No
5		
6		No
7		No
8		No
9		No
10		No
11a	Yes	
11b		No
11c		No
11d		No
11e	Yes	
11f		No
12a	Yes	
12b	Yes	
13		No
14a		No
14b		No
15		No
16		No
17		No
18		No
19		No
20a		No
20b		

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	30
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return	2a	14
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	Yes
<p>Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)</p>			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	Yes
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	Yes
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	No
b	If "Yes," enter the name of the foreign country ► See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	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	No
b	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	No
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	No
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	No
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g	
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	8	
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?	9a	
9	Sponsoring organizations maintaining donor advised funds.	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	Section 501(c)(7) organizations. Enter	10a	
a	Initiation fees and capital contributions included on Part VIII, line 12	10b	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter	11a	
a	Gross income from members or shareholders	11b	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.	13a	
a	Is the organization licensed to issue qualified health plans in more than one state?		
<p>Note. See the instructions for additional information the organization must report on Schedule O</p>			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

1a Enter the number of voting members of the governing body at the end of the tax year

1b Enter the number of voting members included in line 1a, above, who are independent

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?

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?

4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?

5 Did the organization become aware during the year of a significant diversion of the organization's assets?

6 Does the organization have members or stockholders?

7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?

b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?

8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following

a The governing body?

b Each committee with authority to act on behalf of the governing body?

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

	Yes	No
1a	10	
1b	8	
2		No
3		No
4	Yes	
5		No
6		No
7a		No
7b		No
8a	Yes	
8b	Yes	
9		No

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

10a Does the organization have local chapters, branches, or affiliates?

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?

11a Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?

b 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

b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?

c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done

13 Does the organization have a written whistleblower policy?

14 Does the organization have a written document retention and destruction policy?

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

b Other officers or key employees of the organization

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?

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?

	Yes	No
10a		No
10b		
11a	Yes	
12a	Yes	
12b	Yes	
12c	Yes	
13	Yes	
14	Yes	
15a	Yes	
15b	Yes	
16a		No
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 Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you make these available. Check all that apply

Own website Another's website Upon request

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

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

RAJEEV NARULA
3800 KILROY AIRPORT WAY
LONG BEACH, CA 908065616
(562) 989-8300

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

 Check if Schedule O contains a response to any question in this Part VII
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.

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

• List all of the organization's **current** key employees, if any. 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 neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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
		Or director	Individual trustee	Institutional Trustee	Office	Key employee			
(1) BRUCE CHERNOF PRESIDENT/CEO	40.00	X		X			429,410	0	47,799
(2) DAVID SCHMIDT DIRECTOR	1.50	X					0	3,052,208	32,940
(3) THOMAS HIGGINS CHAIRMAN	3.20	X					0	132,219	0
(4) LINDA STRIKE DIRECTOR	2.00	X					0	112,156	0
(5) KIM HUNTER DIRECTOR	2.00	X					0	118,104	0
(6) PATRICK SEAVER DIRECTOR	2.00	X					0	110,387	0
(7) THOMAS MCDANIEL DIRECTOR	2.00	X					0	105,474	0
(8) COLLEEN CAIN DIRECTOR	1.80	X					0	146,961	0
(9) RYAN TRIMBLE DIRECTOR	1.50	X					0	163,786	876
(10) JENNIE CHIN HANSEN DIRECTOR	2.00	X					26,700	0	0
(11) PAUL TORRENS DIRECTOR	2.40	X					31,404	0	0
(12) DENNIS EDER CHIEF FINANCIAL OFFICER	2.00			X			0	539,644	80,366
(13) DOUGLAS JAQUES SECRETARY	2.00			X			0	400,281	74,806
(14) RENE SEIDEL VICE PRESIDENT	40.00			X			207,796	0	25,170
(15) GRETCHEN ALKEMA VICE PRESIDENT, POLICY & COMMUNICATION	40.00			X			191,123	0	14,009
(16) LISA TSIMANIS POLICY DIRECTOR	40.00				X		125,264	0	17,818

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

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: 6

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
FOLEY HOAG LLP 155 SEAPORT BLVD BOSTON, MA 022122212	RESEARCH & CONSULTING SERVICES	264,000
AVALERE HEALTH INC 1350 CONNECTICUT AVE NW 900 WASHINGTON, DC 20036	RESEARCH & CONSULTING SERVICES	143,700
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: <u>52</u>		

Part VIII Statement of Revenue

Contributions, gifts, grants and other similar amounts	(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	

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				
g Noncash contributions included in lines 1a-1f \$					
h Total. Add lines 1a-1f					

Program Service Revenue	Business Code			
2a				
b				
c				
d				
e				
f All other program service revenue				
g Total. Add lines 2a-2f				

3 Investment income (including dividends, interest and other similar amounts)					
		4,051,750		-9,158	4,060,908
4 Income from investment of tax-exempt bond proceeds					
5 Royalties					
	(I) Real	(II) Personal			
6a Gross Rents					
b Less rental expenses					
c Rental income or (loss)					
d Net rental income or (loss)					
7a Gross amount from sales of assets other than inventory	(I) Securities	(II) Other			
	20,140,101				
b Less cost or other basis and sales expenses	15,585,019				
c Gain or (loss)	4,555,082				
d Net gain or (loss)		4,555,082			4,555,082

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					

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					

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					

Miscellaneous Revenue	Business Code				
11a					
b					
c					
d All other revenue					
e Total. Add lines 11a-11d					
12 Total revenue. See Instructions		8,606,832	0	-9,158	8,615,990

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	3,771,040	3,771,040		
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	985,938	429,054	556,884	
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	898,030	364,443	533,587	
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	115,055	47,172	67,883	
9 Other employee benefits	79,248	32,492	46,756	
10 Payroll taxes	110,595	45,344	65,251	
a Fees for services (non-employees) Management	795,043		795,043	
b Legal	9,667		9,667	
c Accounting	48,075		48,075	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other	410,315	298,110	112,205	
12 Advertising and promotion	40,357	27,975	12,382	
13 Office expenses	13,316	5,460	7,856	
14 Information technology	12,000	4,920	7,080	
15 Royalties				
16 Occupancy	172,071	70,549	101,522	
17 Travel	187,684	146,656	41,028	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	44,781	41,976	2,805	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	132,396	54,282	78,114	
23 Insurance				
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a RESEARCH & EDUCATION	875,082	875,082		0
b MEMBERSHIP DUES	54,707	54,707		
c OTHER EXPENSE	16,282		16,282	0
d TELECOMMUNICATIONS	11,492	4,712	6,780	0
e POSTAGE & SHIPPING	3,633	1,750	1,883	0
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	8,786,807	6,275,724	2,511,083	0
26 Joint costs. Check here <input checked="" type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year	(B) End of year
Assets	1 Cash—non-interest-bearing	1,945,656	1 3,048,627
	2 Savings and temporary cash investments	2,087,472	2 2,132,867
	3 Pledges and grants receivable, net	3	
	4 Accounts receivable, net	668,971	4 462,629
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers, and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Schedule L		
	7 Notes and loans receivable, net		6 7
	8 Inventories for sale or use		8
	9 Prepaid expenses and deferred charges	12,401	9 27,290
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	754,558	
	b Less accumulated depreciation	10a 192,395	10c 562,163
	11 Investments—publicly traded securities	182,857,753	11 190,237,379
	12 Investments—other securities See Part IV, line 11	66,700	12 146,351
	13 Investments—program-related See Part IV, line 11		13
	14 Intangible assets		14
	15 Other assets See Part IV, line 11	30,176	15 59,712
	16 Total assets. Add lines 1 through 15 (must equal line 34)	188,357,011	16 196,677,018
Liabilities	17 Accounts payable and accrued expenses	963,044	17 757,129
	18 Grants payable	6,640,101	18 4,760,682
	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	177,381	25 211,500
	26 Total liabilities. Add lines 17 through 25	7,780,526	26 5,729,311
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	180,576,485	27 190,947,707
	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	180,576,485	33 190,947,707
	34 Total liabilities and net assets/fund balances	188,357,011	34 196,677,018

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	8,606,832
2	Total expenses (must equal Part IX, column (A), line 25)	2	8,786,807
3	Revenue less expenses Subtract line 2 from line 1	3	-179,975
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	180,576,485
5	Other changes in net assets or fund balances (explain in Schedule O)	5	10,551,197
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	190,947,707

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII

		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? <input type="checkbox"/>	2a	No
2b	Were the organization's financial statements audited by an independent accountant? <input type="checkbox"/>	2b	Yes
2c	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O <input type="checkbox"/>	2c	Yes
2d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input checked="" type="checkbox"/> Both consolidated and separated basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? <input type="checkbox"/>	3a	No
3b	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 <input type="checkbox"/>	3b	

SCHEDULE A
(Form 990 or 990EZ)**Public Charity Status and Public Support****2010****Open to Public
Inspection****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.**Department of the Treasury
Internal Revenue ServiceName 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 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)		No
11g(ii)		No
11g(iii)		No

(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	
(A) SCAN HEALTH PLAN	953858259	9	Yes		Yes		Yes		0
Total									0

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 or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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 501(c)(3) organization, check this box and stop here						►

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2010 (line 6 column (f) divided by line 11 column (f))	14	
15 Public Support Percentage for 2009 Schedule A, Part II, line 14	15	
16a 33 1/3% support test—2010. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		►
b 33 1/3% support test—2009. If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		►
17a 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization		►
b 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization		►
18 Private Foundation If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions		►

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

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public Support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support (Add lines 9, 10c, 11 and 12)						
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 ►						

Section C. Computation of Public Support Percentage

15 Public Support Percentage for 2010 (line 8 column (f) divided by line 13 column (f))	15
16 Public support percentage from 2009 Schedule A, Part III, line 15	16

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c column (f) divided by line 13 column (f))	17
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18
19a 33 1/3% support tests—2010. If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization ►	
b 33 1/3% support tests—2009. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization ►	
20 Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions ►	

Part IV **Supplemental Information.** Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

2010

Open to Public
Inspection**SCHEDULE D**
(Form 990)**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.

Department of the Treasury
Internal Revenue Service**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? Yes No

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)

Preservation of land for public use (e.g., recreation or pleasure) Preservation of an historically importantly land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

	Held at the End of the Year
2a	
2b	
2c	
2d	

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Public exhibition 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
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 Investment earnings or losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

a Board designated or quasi-endowment ►

b Permanent endowment ►

c Term endowment ►

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

(i) unrelated organizations Yes No

(ii) related organizations Yes No

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

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		635,311	157,483	477,828
d Equipment		21,863	9,461	12,402
e Other		97,384	25,451	71,933
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ►				562,163

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
(1) Financial derivatives		
(2) Closely-held equity interests		
Other		
Total. (Column (b) should 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
Total. (Column (b) should equal Form 990, Part X, col (B) line 13.) ►		

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

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

2. FIN 48 (ASC 740) 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 (ASC740)

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	8,606,832
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	8,786,807
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-179,975
4	Net unrealized gains (losses) on investments	4	10,551,197
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 - 8	9	10,551,197
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	10,371,222

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	19,158,029
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	10,551,197
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	10,551,197
3	Subtract line 2e from line 1	3	8,606,832
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 should equal Form 990, Part I, line 12)	5	8,606,832

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

1	Total expenses and losses per audited financial statements	1	8,786,807
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	8,786,807
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 should equal Form 990, Part I, line 18)	5	8,786,807

Part XIV Supplemental Information

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

Identifier	Return Reference	Explanation
		PART X, FIN 48 FOOTNOTE TO FINANCIAL STATEMENTS FIN 48 (ASC 740) WAS ADOPTED BY THE ORGANIZATION DURING THE YEAR ENDED DECEMBER 31, 2009 THERE HAS BEEN NO LIABILITY FOR UNCERTAIN TAX POSITIONS RECORDED ON THE FINANCIAL STATEMENTS FOR THE CURRENT YEAR

**Schedule I
(Form 990)**

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

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

► Attach to Form 990

2010

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization
THE SCAN FOUNDATION

Employer identification number

Part I General Information on Grants and Assistance

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

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

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed.  

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

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

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

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	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

Software ID:
Software Version:
EIN: 45-0552845
Name: THE SCAN FOUNDATION

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NATIONAL COUNCIL ON AGING INC 1901 L STREET NW 4TH FLOOR WASHINGTON, DC 20036	13-1932384	501(C)(3)	30,000				ADVANCING PUBLIC POLICY CONSENSUS AROUND FINANCING LTSS
NATIONAL COUNCIL ON THE AGING INC 1901 L STREET NW 4TH FLOOR WASHINGTON, DC 20036	13-1932384	501(C)(3)	246,500				FRIDAY MORNING COLLABORATIVE YEAR TWO
AARP FOUNDATION 601 E STREET NW ROOM A8-230 WASHINGTON, DC 20049	52-0794300	501(C)(3)	334,654				TOWARDS A HIGH-PERFORMING LONG-TERM SERVICES AND SUPPORTS SYSTEM
PARAPROFESSIONAL HEALTHCARE INSTITUTE INC 349 E 149TH STREET FLOOR 10 BRONX, NY 10451	13-3575492	501(C)(3)	110,000				FEDERAL POLICY ADVOCACY FOR THE DIRECT CARE WORKFORCE
NATIONAL ACADEMY OF SOCIAL INSURANCE 1776 MASSACHUSETTS AVENUE NW SUITE 400 WASHINGTON, DC 20036	52-1451753	501(C)(3)	35,000				ENHANCING THE SCAN FOUNDATION'S WEB-BASED LTSS RESEARCH AND POLICY LIBRARY GRANT EXTENSION OCTOBER 1-DECEMBER 31, 2010
THE REGENTS OF THE UNIVERSITY OF CALIFORNIA 300 UNIVERSITY TOWER IRVINE, CA 92697	95-2226406	501(C)(3)	78,000				IMPROVING INTERPERSONAL COMMUNICATION TECHNIQUES FOR CNAS AND HHAS
UNIVERSITY OF SOUTHERN CALIFORNIA 1985 ZONAL AVENUE LOS ANGELES, CA 90089	95-1642394	501(C)(3)	99,968				PILLS AND SPILLS HELPING DIRECT CARE WORKERS REDUCE FALLS THROUGH MEDICATION AND ENVIRONMENTAL INTERVENTIONS
AGING SERVICES OF CALIFORNIA 1315 I STREET STE 100 SACRAMENTO, CA 95814	95-2383463	501(C)(3)	100,000				IMPROVING THE SKILLS AND KNOWLEDGE OF CERTIFIED NURSING ASSISTANTS DEVELOPMENT AND EVALUATION OF A GERIATRIC TRAINING CURRICULA
SAN DIEGO HOSPICE 4311 3RD AVENUE SAN DIEGO, CA 92103	95-6336024	501(C)(3)	98,823				PALLIATIVE CARE IN LONG TERM CARE TRAINING PROGRAM
PARAPROFESSIONAL HEALTHCARE INSTITUTE INC 349 E 149TH STREET FLOOR 10 BRONX, NY 10451	13-3575492	501(C)(3)	100,000				STRENGTHENING CORE COMPETENCIES FOR CNAS IN-SERVICE TRAINING TO IMPROVE GERIATRIC CARE IN CALIFORNIA LONG-TERM CARE FACILITIES
REGENTS UNIVERSITY OF CALIFORNIA LOS ANGELES 10960 WILSHIRE BLVD 1550 LOS ANGELES, CA 90024	95-6006143	501(C)(3)	20,000				ANALYSIS OF CALIFORNIA GOVERNOR'S 2010-11 BUDGET IMPACT ON SENIORS AND LONG-TERM
REGENTS UNIVERSITY OF CALIFORNIA LOS ANGELES 10960 WILSHIRE BLVD 1550 LOS ANGELES, CA 90024	95-6006143	501(C)(3)	190,333				HCBS ROLE IN KEEPING MEDI/MEDI ELDERS AT HOME SAFELY

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NATIONAL HEALTH POLICY FORUM & GEORGE WASHINGTON UNIVERSITY 2131 K STREET NW STE 500 WASHINGTON, DC 20037	53-0196584	501(C)(3)	299,940				BUILDING THE CONTINUUM OF CARE IN THE CONTEXT OF HEALTH REFORM EDUCATING FEDERAL HEALTH POLICYMAKERS
ST BARNABAS SENIOR SERVICES 675 S CARONDELET STREET LOS ANGELES, CA 90057	95-1641435	501(C)(3)	5,000				BUILDING A COALITION TO PRESERVE QUALITY CARE FOR OLDER ADULTS AND THEIR FAMILIES
NATIONAL SENIOR CITIZENS LAW CENTER 1444 EYE STREET NW 4TH FLOOR WASHINGTON, DC 20005	95-3132674	501(C)(3)	30,000				TEN YEARS AFTER OLMSTEAD PROBLEMS, PROGRESS AND OPPORTUNITIES FOR AMERICA'S OLDER ADULTS
PUBLIC HEALTH INSTITUTE 555 12TH STREET 10TH FLOOR OAKLAND, CA 94607	94-1646278	501(C)(3)	35,716				TECH SUMMIT EXPANDING THE ROLE OF VOLUNTEERISM FOR OLDER ADULTS AND THEIR CAREGIVERS THROUGH TECHNOLOGY
GERONTOLOGICAL SOCIETY OF AMERICA 1220 L STREET NW 901 WASHINGTON, DC 20005	52-1256181	501(C)(3)	10,000				PUBLIC POLICY & AGING REPORT ON THE CLASS A
CENTER FOR HEALTH CARE STRATEGIES 200 AMERICAN METRO BLVD STE 119 HAMILTON, NJ 08619	22-3375015	501(C)(3)	68,507				ENGAGING CA STAKEHOLDERS ON POLICY OPTIONS FOR DUALS
FAITH IN ACTION NATIONAL NETWORK 1359 NATIONAL ROAD WHEELING, WV 26003	26-2650290	501(C)(3)	27,880				START UP TOOLKIT FOR ESTABLISHING VOLUNTEER CAREGIVING PROGRAMS
CENTER FOR HEALTH POLICY DEVELOPMENT & NATIONAL ACADEMY FOR STATE HEALTH POLY 10 FREE STREET FLOOR 2 PORTLAND, ME 04101	52-1576801	501(C)(3)	23,797				POLICY CONSIDERATIONS FOR STATE ADOPTION OF MEDICAID HCBS AFFORDABLE CARE ACT PROVISIONS
TRUSTEES OF BOSTON COLLEGE 140 COMMONWEALTH AVENUE CHESTNUT HILL, MA 02467	04-2103545	501(C)(3)	69,221				PAPERS TO INFORM CLASS COMPONENT OF THE PATIENT PROTECTION AND AFFORDABLE CARE ACT
FAMILIES USA 1201 NEW YORK AVENUE NW STE 1100 WASHINGTON, DC 20005	04-2730934	501(C)(3)	10,000				ADVANCING STATE EXPANSION OF HOME- AND COMMUNITY-BASED SERVICES (HCBS) IN MEDICAID
GRANTMAKERS IN HEALTH 1100 CONNECTICUT AVE NW 12TH FLOOR WASHINGTON, DC 20036	13-3206571	501(C)(3)	20,000				HEALTH REFORM IMPLEMENTATION PROJECT
GRANTMAKERS IN HEALTH 1100 CONNECTICUT AVE NW 12TH FLOOR WASHINGTON, DC 20036	13-3206571	501(C)(3)	15,000				HEALTH REFORM RESOURCE CENTER FUND

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
AARP CA1415 L STREET STE 960 SACRAMENTO, CA 95814	95-1985500	501(C)(4)	48,250				CALIFORNIA LONG TERM CARE INFRASTRUCTURE DEVELOPMENT PLANNING PROJECT
AMERICAN SOCIETY ON AGING71 STEVENSON STREET STE 1450 SAN FRANCISCO, CA 94105	94-2292868	501(C)(3)	5,750				THE VILLAGES MODEL
AMERICAN SOCIETY ON AGING71 STEVENSON STREET STE 1450 SAN FRANCISCO, CA 94105	94-2292868	501(C)(3)	10,052				POLICY BRIEFING CALIFORNIA LONG TERM CARE POLICY FORUM
CENTER FOR HEALTH CARE STRATEGIES200 AMERICAN METRO BLVD STE 119 HAMILTON, NJ 08619	22-3375015	501(C)(3)	69,868				SUPPORTING INTEGRATION OF CARE FOR CALIFORNIA'S DUAL ELIGIBLES
NATIONAL PACE801 N FAIRFAX STREET SUITE 319 ALEXANDRIA, VA 22314	94-3212616	501(C)(3)	35,000				PROGRAM OF ALL-INCLUSIVE CARE FOR THE ELDERLY (PACE) POLICY SUMMIT
CARA ED FUND600 GRAND AVENUE STE 410 OAKLAND, CA 94610	20-3253963	501(C)(3)	110,000				AGENTS FOR CHANGE
UCLA CENTER FOR HEALTH POLICY RESEARCH10960 WILSHIRE BLVD STE 1550 LOS ANGELES, CA 90024	95-6006143	501(C)(3)	69,787				INFORMAL CAREGIVING IN CALIFORNIA THE HEALTH PROFILE OF CAREGIVERS AND THE RISKS ASSOCIATED WITH CAREGIVING
PROJECT HOPE THE PEOPLE TO PEOPLE HEALTH FOUNDATION INC 7500 OLD GEORGETOWN ROAD STE 600 BETHESDA, MD 20814	53-0242962	501(C)(3)	328,240				FRIDAY MORNING COLLABORATIVE YEAR TWO
GRANTMAKERS IN AGING 7333 PARAGON ROAD STE 220 DAYTON, OH 45459	14-4014982	501(C)(3)	5,000				GIA CONFERENCE HIGHLIGHTS
JOHNS HOPKINS UNIVERSITY SCHOOL OF NURSING525 N WOLFE STREET BALTIMORE, MD 21205	52-0595110	501(C)(3)	22,400				DOMAINS OF SERVICES IMPLICATIONS FOR CLASS
INSTITUTE ON AGING3575 GEARY BOULEVARD SAN FRANCISCO, CA 94118	94-2978977	501(C)(3)	20,281				LINKING AFFORDABLE SENIOR HOUSING AND COMPREHENSIVE HEALTH CARE SERVICES
INDIANA UNIVERSITY620 UNION DRIVE ROOM 518 INDIANAPOLIS, IN 46202	35-6001673	501(C)(3)	35,000				NATIONAL DISSEMINATION OF THE GRACE MODEL

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ELDERHELP4069 30TH STREET SAN DIEGO, CA 92104	95-2880426	501(C)(3)	99,926				IT TAKES A VILLAGE
GREATER NEW YORK HOSPITAL FOUNDATION INC555 W 57TH STREET NEW YORK CITY, NY 10019	13-2954140	501(C)(3)	49,200				INNOVATION COLLOQUIUM
PRESIDENT AND DIRECTORS OF GEORGETOWN COLLEGE FOR GEORGETOWN UNIV BOX 571168 WASHINGTON, DC 20057	53-0196603	501(C)(3)	49,880				EQUITABLE AND SUSTAINABLE FINANCING FOR THE LONG-TERM CARE SAFETY NET POLICY OPTIONS FOR FEDERAL-STATE FINANCING
PRESIDENT AND DIRECTORS OF GEORGETOWN COLLEGE FOR GEORGETOWN UNIV BOX 571168 WASHINGTON, DC 20057	53-0196603	501(C)(3)	49,880				TRANSFORMING CARE FOR MEDICARE BENEFICIARIES WITH CHRONIC CONDITIONS AND FUNCTIONAL LIMITATIONS
LONG-TERM QUALITY ALLIANCE & AMERICAN ASSOCIATION OF HOMES AND SERVICE2519 CONNECTICUT AVE NW WASHINGTON, DC 20024	13-6213525	501(C)(3)	11,000				LTQA INNOVATIVE COMMUNITIES SUMMIT
NATIONAL HEALTH POLICY FORUM & GEORGE WASHINGTON UNIVERSITY2131 K STREET NW STE 500 WASHINGTON, DC 20037	53-0196584	501(C)(3)	725,000				BUILDING THE CONTINUUM OF CARE FOR OLDER ADULTS EDUCATING FEDERAL HEALTH POLICYMAKERS

Schedule J
(Form 990)**Compensation Information**

OMB No 1545-0047

2010Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection**Name of the organization**
THE SCAN FOUNDATION**Employer identification number**
45-0552845**Part I Questions Regarding Compensation**

Yes

No

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 in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all 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 from the organization or a related organization?

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

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

Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

a The organization?

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)?

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

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

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

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) BRUCE CHERNOF	(i) 299,418 (ii) 0	112,500 0	17,492 0	41,900 0	5,899 0	477,209 0	0 0
(2) DAVID SCHMIDT	(i) 0 (ii) 662,524	0 285,732	0 2,103,952	0 17,150	0 15,790	0 3,085,148	0 121,631
(3) RYAN TRIMBLE	(i) 0 (ii) 89,634	0 0	0 74,152	0 0	0 876	0 164,662	0 0
(4) DENNIS EDER	(i) 0 (ii) 358,891	0 160,682	0 20,071	0 53,792	0 26,574	0 620,010	0 0
(5) DOUGLAS JAQUES	(i) 0 (ii) 281,461	0 100,810	0 18,010	0 40,540	0 34,266	0 475,087	0 0
(6) RENE SEIDEL	(i) 170,652 (ii) 0	26,250 0	10,894 0	14,088 0	11,082 0	232,966 0	0 0
(7) GRETCHEN ALKEMA	(i) 172,834 (ii) 0	8,741 0	9,548 0	3,298 0	10,711 0	205,132 0	0 0
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
	PART I, LINES 4A-B	<p>PART I, LINE 4A DURING 2010, THE EMPLOYMENT RELATIONSHIP OF DAVID SCHMIDT, SCAN HEALTH PLAN AND SCAN GROUP CEO, WITH SCAN HEALTH PLAN WAS ENDED IN CONNECTION WITH THE TERMINATION OF MR SCHMIDT'S EMPLOYMENT, SCAN HEALTH AND SCAN GROUP NEGOTIATED AND PAID SEVERANCE TO MR SCHMIDT THAT WAS IN ACCORDANCE WITH THE TERMS OF HIS THEN EXISTING EMPLOYMENT AGREEMENT WITH SCAN HEALTH PLAN AND SCAN GROUP. THE SEVERANCE WAS NOT RELATED TO THE SCAN FOUNDATION. PART I, LINE 4B THE COMPANY 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 COMPANY'S SECTION 457(F) DURING THE YEAR 2010: DAVID SCHMIDT, DENNIS EDER, DOUGLAS JAQUES, AND BRUCE CHERNOFF. COMPENSATION PURSUANT TO THE TERMS AND CONDITIONS OF THE SECTION 457(F) PLAN, A PARTICIPANT BECOMES 100% VESTED IN THE EMPLOYER CONTRIBUTION UPON THE OCCURRENCE 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. THE FOLLOWING INDIVIDUALS RECEIVED PAYMENTS OUT OF THE SECTION 457(F) PLAN DURING THE YEAR: DAVID SCHMIDT, \$121,631.</p>

SCHEDULE O
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ**

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

2010**Open to Public
Inspection****Name of the organization**
THE SCAN FOUNDATION**Employer identification number**

45-0552845

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 4		PURSUANT TO AN AMENDMENT OF ITS ARTICLES OF INCORPORATION, EFFECTIVE JANUARY 1, 2010, THE FOUNDATION BECAME ORGANIZED AS A NONMEMBER NONPROFIT PUBLIC BENEFIT CORPORATION

Identifier	Return Reference	Explanation
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 FOUNDATION, AND IS SHARED WITH ALL MEMBERS OF THE BOARD OF DIRECTORS AFTER IT IS READY FOR FILING BUT BEFORE IT IS FILED

Identifier	Return Reference	Explanation
	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 FOUNDATION GIFT AND BUSINESS COURTESIES POLICY WITH RESPECT TO THE FOUNDATION BY MEMBERS OF THE EXECUTIVE TEAM THE LEGAL DEPARTMENT OF SCAN FOUNDATION 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

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	<p>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 2010, 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 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 FOUNDATION REGARDING THE COMPENSATION PACKAGE FOR THE FOLLOWING YEAR THE FULL BOARD OF DIRECTORS OF THE SCAN FOUNDATION 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 2010 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 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</p>

Identifier	Return Reference	Explanation
	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

Identifier	Return Reference	Explanation
	FORM 990, PART VII	<p>RYAN TRIMBLE SERVED AS A BOARD MEMBER BETWEEN JANUARY 1, 2010 AND NOVEMBER 6, 2010 HE WAS COMPENSATED \$74,152 AND RECEIVED A FORM 1099 REPORTING HIS COMPENSATION FROM SERVICES AS A BOARD MEMBER ON NOVEMBER 7, 2010 HE ASSUMED THE ROLE OF INTERIM CEO OF SCAN HEALTH PLAN AND SCAN GROUP AND WAS COMPENSATED \$89,634 AS AN EMPLOYEE OF SCAN HEALTH PLAN AND RECEIVED A FORM W-2 FOR HIS SERVICES AS SUCH AVG HOURS DEVOTED TO RELATED ORG(S) WHEN RELATED COMP IS REPORTED PART VII, SECTION A, COLUMN D REPORTS COMPENSATION PAID BY THE SCAN FOUNDATION FOR SERVICES PROVIDED TO THE SCAN FOUNDATION PART VII, SECTION A, COLUMN E REPORTS COMPENSATION PAID BY THE SCAN GROUP FOR SERVICES PROVIDED TO THE SCAN FOUNDATION AND AFFILIATES COLUMN B INCLUDES TOTAL HOURS FOR THE SCAN FOUNDATION ONLY BELOW IS A BREAKDOWN OF HOURS SPENT PER AFFILIATE THE FOLLOWING BOARD MEMBERS OF THE SCAN FOUNDATION ALSO DEVOTE THE FOLLOWING TIME TO THE SCAN HEALTH PLAN COLLEEN CAIN - 13 HOUR PER WEEK LINDA STRIKE - 8 HOUR PER WEEK KIM HUNTER - 9 HOUR PER WEEK PATRICK SEAVER - 10 HOUR PER WEEK THOMAS MCDANIEL - 9 HOUR PER WEEK THOMAS HIGGINS - 9 HOUR PER WEEK SCAN HEALTH PLAN AND SCAN GROUP ARE OPERATED JOINTLY THEREFORE, THE FOLLOWING OFFICERS AND KEY EMPLOYEES SPEND AN AVERAGE OF 40 HOURS PER WEEK BETWEEN THE TWO ORGANIZATIONS DAVID SCHMIDT RYAN TRIMBLE DENNIS EDER DOUGLAS JAQUES THE FOLLOWING BOARD MEMBERS OF THE SCAN FOUNDATION ALSO DEVOTE THE FOLLOWING TIME TO SCAN GROUP COLLEEN CAIN - 119 HOUR PER WEEK LINDA STRIKE - 71 HOUR PER WEEK KIM HUNTER - 77 HOUR PER WEEK PATRICK SEAVER - 90 HOUR PER WEEK THOMAS MCDANIEL - 86 HOUR PER WEEK THOMAS HIGGINS - 84 HOUR PER WEEK THE FOLLOWING BOARD MEMBERS OF THE SCAN FOUNDATION ALSO DEVOTE THE FOLLOWING TIME TO SCAN HEALTH PLAN ARIZONA AND SCAN LONG TERM CARE LINDA STRIKE - 12 HOUR PER WEEK RYAN TRIMBLE - 8 HOUR PER WEEK</p>

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	NET UNREALIZED GAINS ON INVESTMENTS 10,551,197

SCHEDULE R

(Form 990)

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2010

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization
THE SCAN FOUNDATION

Employer identification number

45-0552845

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
(1) SCAN HEALTH PLAN 3800 KILROY AIRPORT WAY SUITE 100 LONG BEACH, CA 90806 95-3858259	MEDICARE ADVANTAGE	CA	501(C)(3)	LINE 9	SCAN GROUP	Yes	
(2) SCAN HEALTH PLAN ARIZONA 3800 KILROY AIRPORT WAY SUITE 100 LONG BEACH, CA 90806 73-1729007	MEDICARE ADVANTAGE	AZ	501(C)(4)		SCAN GROUP		No
(3) SCAN LONG TERM CARE 3800 KILROY AIRPORT WAY SUITE 100 LONG BEACH, CA 90806 20-4607594	MEDICAID MGMT CARE	AZ	501(C)(4)		SCAN HEALTH PLAN ARIZONA		No
(4) SCAN GROUP 3800 KILROY AIRPORT WAY SUITE 100 LONG BEACH, CA 90806 95-3826037	ADMIN SUPPORT	CA	501(C)(3)	LINE 11, TYPE II	N/A	Yes	

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

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

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, 35A, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III or IV**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 (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)

	Yes	No
1a		No
1b		No
1c		No
1d		No
1e		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k		No
1l		No
1m		No
1n		No
1o	Yes	
1p		No
1q		No
1r		No

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

	(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) SCAN HEALTH PLAN		0	328,902	SEE PART VII
(2) SCAN GROUP		0	466,141	SEE PART VII
(3)				
(4)				
(5)				
(6)				

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

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

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation
SCHEDULE R, PART VII		THE PERCENTAGE OF ALLOCATION TO AFFILIATED COMPANIES IS DETERMINED BASED ON ESTIMATED PERCENTAGE OF TIME WORKED, PERCENTAGE OF HEADCOUNTS, AND THE PERCENTAGE OF SCAN MEMBERSHIP, AS APPROPRIATE BASED ON THE NATURE OF THE EXPENSE