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Part III

Statement of Program Service Accomplishments

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

1

Briefly describe the organization’s mission

SEE SCHEDULE O

2

Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

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?

If “Yes,” describe these changes on Schedule O

4

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

4a

(Code) (Expenses \$ 1,173,623,112 including grants of \$ 0) (Revenue \$ 1,302,149,748)

SEE SCHEDULE O

4b

(Code) (Expenses \$ 1,141,628,144 including grants of \$ 0) (Revenue \$ 1,162,936,200)

SEE SCHEDULE O

4c

(Code) (Expenses \$ 144,548,015 including grants of \$ 0) (Revenue \$ 143,460,999)

SEE SCHEDULE O

4d

Other program services (Describe in Schedule O)

(Expenses \$ 68,916,079 including grants of \$ 1,821,861) (Revenue \$ 71,659,078)

4e

Total program service expenses \$ 2,528,715,350

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1	No
2 Is the organization required to complete Schedule B, Schedule of Contributors(see instructions)?	2	No
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	
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	5	No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6	No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8	No
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	10	No
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.	11a	Yes
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.	11b	No
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.	11c	No
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.	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.	11e	Yes
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.	11f	No
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	12a	Yes
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	12b	Yes
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Part I	14b	No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S ? If "Yes," complete Schedule F, Part II and IV	15	No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S ? If "Yes," complete Schedule F, Part III and IV	16	No
17 Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I	17	No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18	No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	No
20a Did the organization operate one or more hospitals? If "Yes," complete Schedule H	20a	No
b If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. All Form 990 filers that operated one or more hospitals must attach audited financial statements	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? <i>If "Yes," complete Schedule I, Parts I and II</i>	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? <i>If "Yes," complete Schedule I, Parts I and III</i>	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? <i>If "Yes," complete Schedule J</i>	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? <i>If "Yes," answer questions 24b–24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</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? <i>If "Yes," complete Schedule L, Part II</i>	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? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c	Yes	
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		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? <i>If "Yes," complete Schedule R, Part I</i>	33	Yes	
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	Yes	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a	Yes	
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b	Yes	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		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	14,538			
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes			
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return.	2a	328			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	Yes			
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 or securities 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).					
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a				
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b				
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c				
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7d				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e				
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f				
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g				
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h				
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8				
9	Sponsoring organizations maintaining donor advised funds.					
a	Did the organization make any taxable distributions under section 4966?	9a				
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b				
10	Section 501(c)(7) organizations. Enter					
a	Initiation fees and capital contributions included on Part VIII, line 12.	10a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b				
11	Section 501(c)(12) organizations. Enter					
a	Gross income from members or shareholders.	11a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b				
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a				
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b				
13	Section 501(c)(29) qualified nonprofit health insurance issuers.					
a	Is the organization licensed to issue qualified health plans in more than one state? Note. All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state.	13a				
b	Enter the aggregate 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 aggregate 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

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

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

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

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed	MA
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made 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 made 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.	UMESH KURPAD 705 MOUNT AUBURN STREET WATERTOWN, MA 024721508 (617) 972-9400

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, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
 - List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

Check this box if neither the organization nor any related organizations compensated any current or former officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) HARRIS BERMAN DIRECTOR	0 0	X						0	0	0
(2) PETER DROTCH DIRECTOR	4 0	X						36,000	0	0
(3) DAVID GREEN DIRECTOR (PART YEAR)	1 0	X						5,500	1,000	0
(4) JACKIE JENKINS-SCOTT DIRECTOR	3 0	X						30,500	2,000	0
(5) JAMES MCNULTY DIRECTOR	4 0	X						35,500	0	0
(6) THOMAS P O'NEIL III DIRECTOR	3 0	X						36,000	3,000	0
(7) JAMES ROOSEVELT PRESIDENT & CEO	32 0	X		X				0	1,878,622	238,061
(8) DAVEY SCOON CHAIRMAN OF THE BOARD	11 0	X						52,500	0	0
(9) ROBERT SPELLMAN DIRECTOR	4 0	X						40,000	0	0
(10) GREGORY TRANTER DIRECTOR	3 0	X						33,500	0	0
(11) ELAINE ULLIAN DIRECTOR (PART YEAR)	2 0	X						24,500	0	0
(12) SUSAN WINDHAM-BANNISTER PHD DIRECTOR	4 0	X						32,000		0
(13) THOMAS CROSWELL CHIEF OPERATING OFFICER	34 0			X				0	1,085,906	85,299
(14) ROBERT EGAN SVP MKTG & PRODUCT STRATEGY	37 0			X				0	581,400	27,967
(15) PATRICIA TREBINO SVP OF OPERATIONS & CIO	32 0			X				0	762,854	52,643
(16) LOIS CORNELL SVP OF HR AND GENERAL COUNSEL	28 0			X				0	753,522	45,951
(17) BRIAN PAGLIARO SVP OF SALES, MKTG AND CLIENT	24 0			X				0	636,924	102,845

Part VII

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) UMESH KURPAD SVP AND CFO	39 0			X				0	764,468	117,356
(19) PATRICIA BLAKE SVP SENIOR PRODUCTS	50 0			X				0	633,583	46,906
(20) PAUL KASUBA SVP & CMO	43 0			X				0	468,523	64,470
(21) ROLAND PRICE TREASURER	34 0			X				0	283,607	59,119
(22) CHRISTINA SEVERIN SVP OF THP & PRES-NET HLTH	0 0			X				0	601,372	27,333
(23) DAVID ABELMAN VP AND DEPUTY GENERAL COUNSEL	17 0					X		0	562,246	51,179
(24) AIDA GUIDA VP OF FINANCE AND CONTROLLER	36 0					X		0	505,549	40,075
(25) MARC SPOONER VP PROVIDER CONTRACTING	36 0					X		0	442,446	45,990
(26) TRACEY CARTER VP AND CHIEF ACTUARY	36 0					X		0	645,586	74,454
(27) JOSEPH IMBIMBO VP OF TECHNOLOGY OPERATIONS	36 0					X		0	441,156	51,946
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								326,000	11,053,764	1,131,594

2

Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization▶18

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		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? <i>If "Yes," complete Schedule J for such individual</i>	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? <i>If "Yes," complete Schedule J for such person</i>		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 Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
NTT DATA FKA KEANE INC 100 CITY SQUARE BOSTON, MA 02129	OUTSIDE LABOR	9,554,863
CGI TECHNOLOGIES SOLUTIONS 600 FEDERAL STREET ANDOVER, MA 01810	OUTSIDE LABOR	7,476,004
DELOITTE CONSULTING LLP 200 BERKELEY STREET BOSTON, MA 02116	OUTSIDE LABOR	5,497,518
INGENIX INC 2771 MOMENTUM PLACE CHICAGO, IL 60689	CONSULTING	3,719,660
EASTERN INSURANCE GROUP 607 NORTH AVENUE WAKEFIELD, MA 01880	BROKER	2,559,338
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶132		

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns 1a				
	b	Membership dues 1b				
	c	Fundraising events 1c				
	d	Related organizations 1d				
	e	Government grants (contributions) 1e				
	f	All other contributions, gifts, grants, and similar amounts not included above 1f				
	g	Noncash contributions included in lines 1a-1f \$				
	h	Total. Add lines 1a-1f	0			
Program Service Revenue	2a	HMO	524114	1,302,149,748	1,302,149,748	
	b	MEDICARE	524114	1,162,936,200	1,162,936,200	
	c	POS/ PPO	524292	34,277,399	34,277,399	
	d	MEDICARE COMPLIMENT	524114	36,656,564	36,656,564	
	e	CAPITATION REVENUE	524114	143,460,999	143,460,999	
	f	All other program service revenue		695,400	695,400	
	g	Total. Add lines 2a-2f	2,680,176,310			
	Other Revenue	3	Investment income (including dividends, interest and other similar amounts)	20,431,145		
4		Income from investment of tax-exempt bond proceeds	0			
5		Royalties	0			
6a		Gross rents	(i) Real -29,715	(ii) Personal		
b		Less rental expenses				
c		Rental income or (loss)	-29,715			
d		Net rental income or (loss)	-29,715		-29,715	
7a		Gross amount from sales of assets other than inventory	(i) Securities 344,354,674	(ii) Other		
b		Less cost or other basis and sales expenses	333,561,903			
c		Gain or (loss)	10,792,771			
d		Net gain or (loss)	10,792,771			10,792,771
8a		Gross income from fundraising events (not including \$ of contributions reported on line 1c) See Part IV, line 18				
b		Less direct expenses				
c		Net income or (loss) from fundraising events	0			
9a		Gross income from gaming activities See Part IV, line 19				
b		Less direct expenses				
c		Net income or (loss) from gaming activities	0			
10a		Gross sales of inventory, less returns and allowances				
b		Less cost of goods sold				
c		Net income or (loss) from sales of inventory	0			
Miscellaneous Revenue		Business Code				
11a						
b						
c						
d	All other revenue					
e	Total. Add lines 11a-11d	0				
12	Total revenue. See Instructions	2,711,370,511	2,680,176,310	-29,715	31,223,916	

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

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 United States See Part IV, line 21	1,821,861	1,821,861		
2	Grants and other assistance to individuals in the United States See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	2,316,670,815	2,316,670,815		
5	Compensation of current officers, directors, trustees, and key employees	326,000		326,000	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	20,340,691	20,340,691		
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	1,554,305	1,554,305		
9	Other employee benefits	4,569,816	4,569,816		
10	Payroll taxes	0			
11	Fees for services (non-employees)				
a	Management	120,849,883	96,679,906	24,169,977	
b	Legal	857,898		857,898	
c	Accounting	385,644		385,644	
d	Lobbying	0			
e	Professional fundraising See Part IV, line 17	0			
f	Investment management fees	2,383,432		2,383,432	
g	Other	52,128,159	41,702,527	10,425,632	
12	Advertising and promotion	7,116,913		7,116,913	
13	Office expenses	2,909,243		2,909,243	
14	Information technology	1,171,649	1,171,649		
15	Royalties	0			
16	Occupancy	2,946,282	2,357,026	589,256	
17	Travel	563,394		563,394	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	114,415		114,415	
20	Interest	0			
21	Payments to affiliates	832,688		832,688	
22	Depreciation, depletion, and amortization	15,601,352	12,481,082	3,120,270	
23	Insurance	21,448		21,448	
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	CAPITAL CONTRIBUTION TO THPF	15,000,000		15,000,000	
b	CHARGES TO AFFILIATES	-7,772,890	-6,218,312	-1,554,578	
c	All other expenses	44,476,231	35,583,984	8,892,247	
d					
e					
f	All other expenses				
25	Total functional expenses. Add lines 1 through 24f	2,604,869,229	2,528,715,350	76,153,879	0
26	Joint costs. Check here ☐ 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)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			0	1	0
	2	Savings and temporary cash investments			31,216,720	2	260,126,027
	3	Pledges and grants receivable, net			0	3	0
	4	Accounts receivable, net			6,191,057	4	6,398,287
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L			0	5	0
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L			0	6	0
	7	Notes and loans receivable, net			0	7	0
	8	Inventories for sale or use			0	8	0
	9	Prepaid expenses and deferred charges			0	9	0
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D.	10a	169,160,875			
	b	Less: accumulated depreciation	10b	58,677,110	107,480,131	10c	110,483,765
	11	Investments—publicly traded securities			694,850,743	11	620,680,671
	12	Investments—other securities. See Part IV, line 11			0	12	0
	13	Investments—program-related. See Part IV, line 11			0	13	0
	14	Intangible assets			0	14	0
	15	Other assets. See Part IV, line 11			29,604,580	15	29,760,481
16	Total assets. Add lines 1 through 15 (must equal line 34)			869,343,231	16	1,027,449,231	
Liabilities	17	Accounts payable and accrued expenses			50,738,503	17	101,334,172
	18	Grants payable			0	18	0
	19	Deferred revenue			38,359,788	19	33,772,849
	20	Tax-exempt bond liabilities			0	20	0
	21	Escrow or custodial account liability. Complete Part IV of Schedule D			0	21	0
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L			0	22	0
	23	Secured mortgages and notes payable to unrelated third parties			0	23	0
	24	Unsecured notes and loans payable to unrelated third parties			0	24	0
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D			228,540,697	25	359,581,774
	26	Total liabilities. Add lines 17 through 25			317,638,988	26	494,688,795
	Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☐ and complete lines 27 through 29, and lines 33 and 34.					
27		Unrestricted net assets				27	
28		Temporarily restricted net assets				28	
29		Permanently restricted net assets				29	
Organizations that do not follow SFAS 117, check here ☒ and complete lines 30 through 34.							
30		Capital stock or trust principal, or current funds			0	30	0
31		Paid-in or capital surplus, or land, building or equipment fund			0	31	170,000,000
32		Retained earnings, endowment, accumulated income, or other funds			551,704,243	32	362,760,436
33		Total net assets or fund balances			551,704,243	33	532,760,436
34		Total liabilities and net assets/fund balances			869,343,231	34	1,027,449,231

Part XI Reconciliation of Net Assets

Check 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	2,711,370,511
2	Total expenses (must equal Part IX, column (A), line 25)	2	2,604,869,229
3	Revenue less expenses Subtract line 2 from line 1	3	106,501,282
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	551,704,243
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-125,445,089
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	532,760,436

Part XII Financial Statements and Reporting

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

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

Additional Data

Software ID:
Software Version:
EIN: 04-2674079
Name: TUFTS ASSOCIATED HEALTH
MAINTENANCE ORGANIZATION INC

Form 990, Special Condition Description:

Special Condition Description

SCHEDULE D
(Form 990)

Supplemental Financial Statements

► **Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b**

► **Attach to Form 990. ► See separate instructions.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION INC	Employer identification number 04-2674079
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Part I

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

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit ☐ Yes ☐ No	

Part II

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

1

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

☐ Preservation of land for public use (e g , recreation or pleasure)

☐ Preservation of an historically importantly land area

☐ Protection of natural habitat

☐ Preservation of a certified historic structure

☐ Preservation of open space

2

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

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

3

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

4

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

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes ☐ No

6

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

7

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

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?

☐ Yes ☐ No

9

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

Part III

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

1a

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

b

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

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

► \$ _____

(ii) Assets included in Form 990, Part X

► \$ _____

2

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

a

Revenues included in Form 990, Part VIII, line 1

► \$ _____

b

Assets included in Form 990, Part X

► \$ _____

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

3

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

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

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

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

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

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b

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

	Amount
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

3a(i)

Yes

No

(ii)

related organizations

3a(ii)

b

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

3b

4

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

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

Description of property	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		14,052,397		14,052,397
b Buildings		85,885,275	9,272,230	76,613,045
c Leasehold improvements				
d Equipment				
e Other		69,223,203	49,404,880	19,818,323
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				110,483,765

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	2,711,370,511
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	2,604,869,229
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	106,501,282
4	Net unrealized gains (losses) on investments	4	-26,111,703
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	12,281,614
9	Total adjustments (net) Add lines 4 - 8	9	-13,830,089
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	92,671,193

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	2,682,905,091
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	-26,111,703
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	-26,111,703
3	Subtract line 2e from line 1	3	2,709,016,794
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	2,383,432
b	Other (Describe in Part XIV)	4b	-29,715
c	Add lines 4a and 4b	4c	2,353,717
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	2,711,370,511

Part XIII

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	2,602,485,797
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	
3	Subtract line 2e from line 1	3	2,602,485,797
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	2,383,432
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	2,383,432
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	2,604,869,229

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
RECONCILIATION OF CHANGE IN NET ASSETS FROM 990 TO FINANCIAL STATEMENTS	SCHEDULE D, PART XI, LINE 8	CHANGE IN NONADMITTED ASSETS - \$(157,748,101) RENTAL INCOME NOT RECORDED ON FINANCIAL STATEMENTS - \$ 29,715 CHANGE IN CAPITAL SURPLUS - \$ 170,000,000 ----- TOTAL CHANGE IN NET ASSETS - \$ 12,281,614 RECONCILIATION OF REVENUE SCHEDULE D, PART XII, LINE 4B RENTAL INCOME NOT RECORDED ON FINANCIAL STATEMENTS - \$(29,715)

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization
TUFTS ASSOCIATED HEALTH
MAINTENANCE ORGANIZATION INC

Employer identification number
04-2674079

Part I

General Information on Grants and Assistance

- 1

Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes

☐ No
- 2

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

Part II

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

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

2

Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶

32

3

Enter total number of other organizations listed in the line 1 table ▶

1

Part III

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

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

Part IV

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

Identifier	Return Reference	Explanation
Description of Organization's Procedures for Monitoring the Use of Grants	Form 990, Schedule I, Part I, Line 2	THE ORGANIZATION CONTRIBUTES TO WELL ESTABLISHED, NON-PROFIT ORGANIZATIONS THAT HAVE ESTABLISHED POLICIES AND PROCEDURES FOR MONITORING THE USE OF FUNDS THE ORGANIZATION ONLY CONTRIBUTES TO TAX-EXEMPT ORGANIZATIONS UNDER 501(C) AND CERTAIN GOVERNMENTAL UNITS

Software ID:

Software Version:

EIN: 04-2674079

Name: TUFTS ASSOCIATED HEALTH
MAINTENANCE ORGANIZATION INC

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Alzheimer's Association311 Arsenal Street Watertown, MA 02472	04-2731194	501(C)(3)	8,600				Annual Night at the Pops & Map Through the Maze
American Diabetes Association330 Capital Dr West Springfield, MA 01089	13-1623888	501(C)(3)	10,000				Tufts 10K contribution

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
American Red Cross139 Main Street Cambridge, MA 02142	53-0196605	501(C)(3)	11,868				Japan Relief employee match
American Red Cross of Central MA139 Main Street Cambridge, MA 02142	53-0196605	501(C)(3)	10,000				Tornado disaster relief

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
Arsenal Center for the Arts321 Arsenal Street Watertown, MA 02472	04-3430963	501(C)(3)	10,000				2011 American Songbook Series
Arthritis Foundation29 Crafts Street Newton, MA 02458	04-2113261	501(C)(3)	10,000				Annual Key to a Cure

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
Big Sister Association of Greater Boston161 Massachusetts Avenue Boston, MA 02115	04-2150651	501(C)(3)	10,000				Annual Big in Boston
Boston Ballet19 Clarendon Street Boston, MA 02116	04-2312734	501(C)(3)	8,000				Annual Nutcracker

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
Boston Symphony Orchestra301 Massachusetts Avenue Boston,MA 02115	04-2103550	501(C)(3)	14,000				A Company Christmas at Pops , Presidents at Pops
Catholic Charities75 Kneeland Street Boston,MA 02111	04-2534041	501(C)(3)	11,000				Annual Spring Celebration & Annual Christmas Dinner

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
Dimock Center55 Dimock Street Roxbury, MA 02119	04-3487835	501(C)(3)	10,250				Steppin' Out
Edward M Kennedy Institute400 Atlantic Ave Boston, MA 02110	27-0963869	501(C)(3)	7,500				The Inaugural Gala

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
Greater Boston Chamber of Commerce265 Franklin Street Boston, MA 02110	04-1103090	501(C)(6)	10,000				Annual Meeting & Dinner
Harvard University-Interfaculty Program14 Story Street Cambridge, MA 02138	04-2103580	501(C)(3)	16,000				Eastern Massachusetts Healthcare Initiative (EMHI)

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
Hasbro Children's HospitalPO Box H Providence, RI 02901	05-0468736	501(C)(3)	10,000				Elmo's Red Tie Ball
Health Care for All 30 Winter St 10th Floor Boston, MA 02108	04-3071598	501(C)(3)	60,000				For the People Celebration of Health Care Leaders

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
Hebrew Senior Life 1200 Centre Street Boston, MA 02131	90-0183119	501(C)(3)	10,000				Program support
March of Dimes Massachusetts112 Turnpike Road Westborough, MA 01581	13-1846366	501(C)(3)	10,000				FDR Humanitarian Award Gala

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
Massachusetts Women's Political Caucus9B Hamilton Pl 1st Floor Boston, MA 02108	04-2738443	501(C)(3)	35,000				Abigail Adams Awards , Good Guys
MassINC18 Tremont Street Boston, MA 02108	04-3271457	501(C)(3)	12,500				Annual Major Sponsorship & Serious Fun

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
Mount Auburn Hospital330 Mount Auburn Street Cambridge, MA 02138	04-2103606	501(C)(3)	25,000				Bridge to Healthcare Program - FINAL , Annual Part
National Braille Press88 St Stephen Street Boston, MA 02115	04-2104740	501(C)(3)	13,000				Annual Hands On Gala

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
New England Healthcare InstituteOne Broadway Cambridge, MA 02142	01-0624865	501(C)(3)	10,000				Annual Innovators in Health Awards
Perkins School for the Blind175 North Beacon Street Watertown, MA 02472	04-2103616	501(C)(3)	10,000				The Perkins Possibility Gala

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
Rhode Island Quality Institute 235 Promenade St STE 600 Providence, RI 02908	75-3059336	501(C)(3)	25,000				Health Information Exchange
The Schwartz Center 205 Portland Street Boston, MA 02114	04-1564655	501(C)(3)	70,000				Annual Dinner , Strategic Campaign

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
Tufts Health Care Institute136 Harrison Avenue Boston, MA 02111	04-3289924	501(C)(3)	1,020,000				Strategic planning 2012 , Program Support
Tufts Medical Center800 Washington Street Boston, MA 02111	04-3400617	501(C)(3)	15,000				Working Wonders

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
Tufts University 150 Harrison Avenue Boston, MA 02111	04-3103634	501(C)(3)	50,000				ChildObesity 180 Gift of Support
Tufts University School of Medicine 136 Harrison Avenue Boston, MA 02111	04-2103634	501(C)(3)	30,000				Annual Global & Community Health programs

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
UMass Memorial Foundation333 South Street Shrewsbury, MA 01545	04-2108190	501(C)(3)	10,500				Tee Up for Tots , Winter Ball
Wheelock College 200 The Riverway Boston, MA 02215	04-2103639	501(C)(3)	10,000				Passion for Action

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
YMCA of Greater Boston316 Huntington Avenue Boston, MA 02115	04-2103551	501(C)(3)	10,000				Annual Achievers Recognition Gala

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2011

Open to Public Inspection

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.

Name of the organization
TUFTS ASSOCIATED HEALTH
MAINTENANCE ORGANIZATION INC

Employer identification number

04-2674079

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

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

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

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, columns (D) and (E) for that individual

(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) JAMES ROOSEVELT	(i)	0	0	0	0	0	0	0
	(ii)	779,439	992,722	106,461	225,494	12,567	2,116,683	0
(2) THOMAS CROSWELL	(i)	0	0	0	0	0	0	0
	(ii)	508,820	553,675	23,411	78,352	6,947	1,171,205	0
(3) ROBERT EGAN	(i)	0	0	0	0	0	0	0
	(ii)	0	269,710	311,690	26,950	1,017	609,367	0
(4) PATRICIA TREBINO	(i)	0	0	0	0	0	0	0
	(ii)	368,081	350,464	44,309	42,146	10,497	815,497	0
(5) LOIS CORNELL	(i)	0	0	0	0	0	0	0
	(ii)	373,582	342,404	37,536	28,726	17,225	799,473	0
(6) BRIAN PAGLIARO	(i)	0	0	0	0	0	0	0
	(ii)	319,090	284,484	33,350	85,824	17,021	739,769	0
(7) UMESH KURPAD	(i)	0	0	0	0	0	0	0
	(ii)	386,250	367,763	10,455	99,369	17,987	881,824	0
(8) PATRICIA BLAKE	(i)	0	0	0	0	0	0	0
	(ii)	319,275	284,648	29,660	31,978	14,928	680,489	0
(9) PAUL KASUBA	(i)	0	0	0	0	0	0	0
	(ii)	319,300	152,009	-2,786	46,791	17,679	532,993	0
(10) ROLAND PRICE	(i)	0	0	0	0	0	0	0
	(ii)	208,588	66,442	8,577	48,332	10,787	342,726	0
(11) CHRISTINA SEVERIN	(i)	0	0	0	0	0	0	0
	(ii)	447,212	157,025	-2,865	9,331	18,002	628,705	0
(12) DAVID ABELMAN	(i)	0	0	0	0	0	0	0
	(ii)	300,004	233,280	28,962	33,589	17,590	613,425	0
(13) AIDA GUIDA	(i)	0	0	0	0	0	0	0
	(ii)	273,720	204,772	27,057	28,648	11,427	545,624	0
(14) MARC SPOONER	(i)	0	0	0	0	0	0	0
	(ii)	244,862	177,998	19,586	31,393	14,597	488,436	0
(15) TRACEY CARTER	(i)	0	0	0	0	0	0	0
	(ii)	296,800	215,754	133,032	57,514	16,940	720,040	0
(16) JOSEPH IMBIMBO	(i)	0	0	0	0	0	0	0
	(ii)	239,799	179,395	21,962	41,000	10,946	493,102	0

Part III **Supplemental Information**

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

Identifier	Return Reference	Explanation
SUPPLEMENTAL COMPENSATION INFORMATION	SCHEDULE J, PART I, LINE 4A	ROBERT EGAN RECEIVED A SEVERENCE PAYMENT OF \$275,018. Robert Egan was terminated from the organization effective 12/31/2010. Robert Egan had a severance agreement with the organization to be paid for 52 weeks at his existing salary. The amounts shown in Sch J represent 52 weeks.
SUPPLEMENTAL COMPENSATION INFORMATION	SCHEDULE J, PART I, LINE 4B	THE RELATED ORGANIZATION MAINTAINS AN EXECUTIVE SAVINGS PLAN (ESP) FOR ITS SENIOR MANAGERS WITH THE TITLE DIRECTOR AND ABOVE. THE NUMBERS LISTED ON SCHEDULE J PART II COLUMN C REFLECT BOTH THE EMPLOYEE DEFERRALS AS WELL AS THE EMPLOYER CONTRIBUTIONS TO THE ESP.
SUPPLEMENTAL COMPENSATION INFORMATION	SCHEDULE J, PART I, LINES 6A & 6B	THE LISTED EMPLOYEES OF TUFTS HEALTH PLAN PARTICIPATE IN AN EXECUTIVE INCENTIVE PLAN THAT IS BASED ON THE OVERALL ANNUAL SUCCESS OF THE ORGANIZATION. THE ORGANIZATION'S GOALS ARE ESTABLISHED EARLY IN THE YEAR AND APPROVED BY ITS INDEPENDENT BOARD OF DIRECTORS. ONE OF THE COMPONENTS OF THE PLAN IS BASED ON MEETING TARGETED NET EARNINGS. IN 2011, THIS COMPONENT AMOUNTED TO 25% OF TARGETED BONUS COMPENSATION.

Software ID:
Software Version:
EIN: 04-2674079
Name: TUFTS ASSOCIATED HEALTH
MAINTENANCE ORGANIZATION INC

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
JAMES ROOSEVELT	(i)	0	0	0	0	0	0	0
	(ii)	779,439	992,722	106,461	225,494	12,567	2,116,683	0
THOMAS CROSWELL	(i)	0	0	0	0	0	0	0
	(ii)	508,820	553,675	23,411	78,352	6,947	1,171,205	0
ROBERT EGAN	(i)	0	0	0	0	0	0	0
	(ii)	0	269,710	311,690	26,950	1,017	609,367	0
PATRICIA TREBINO	(i)	0	0	0	0	0	0	0
	(ii)	368,081	350,464	44,309	42,146	10,497	815,497	0
LOIS CORNELL	(i)	0	0	0	0	0	0	0
	(ii)	373,582	342,404	37,536	28,726	17,225	799,473	0
BRIAN PAGLIARO	(i)	0	0	0	0	0	0	0
	(ii)	319,090	284,484	33,350	85,824	17,021	739,769	0
UMESH KURPAD	(i)	0	0	0	0	0	0	0
	(ii)	386,250	367,763	10,455	99,369	17,987	881,824	0
PATRICIA BLAKE	(i)	0	0	0	0	0	0	0
	(ii)	319,275	284,648	29,660	31,978	14,928	680,489	0
PAUL KASUBA	(i)	0	0	0	0	0	0	0
	(ii)	319,300	152,009	-2,786	46,791	17,679	532,993	0
ROLAND PRICE	(i)	0	0	0	0	0	0	0
	(ii)	208,588	66,442	8,577	48,332	10,787	342,726	0
CHRISTINA SEVERIN	(i)	0	0	0	0	0	0	0
	(ii)	447,212	157,025	-2,865	9,331	18,002	628,705	0
DAVID ABELMAN	(i)	0	0	0	0	0	0	0
	(ii)	300,004	233,280	28,962	33,589	17,590	613,425	0
AIDA GUIDA	(i)	0	0	0	0	0	0	0
	(ii)	273,720	204,772	27,057	28,648	11,427	545,624	0
MARC SPOONER	(i)	0	0	0	0	0	0	0
	(ii)	244,862	177,998	19,586	31,393	14,597	488,436	0
TRACEY CARTER	(i)	0	0	0	0	0	0	0
	(ii)	296,800	215,754	133,032	57,514	16,940	720,040	0
JOSEPH IMBIMBO	(i)	0	0	0	0	0	0	0
	(ii)	239,799	179,395	21,962	41,000	10,946	493,102	0

Schedule L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
TUFTS ASSOCIATED HEALTH
MAINTENANCE ORGANIZATION INC

Employer identification number

04-2674079

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

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

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

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

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

Part II Loans to and/or From Interested Persons.

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

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

Part III Grants or Assistance Benefitting Interested Persons.

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

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

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) ALERE INC	James Roosevelt, Director	1,957,837	SEE SCHEDULE L, PART V		No
(2) CENTURY BANK TRUST	Jackie Jenkins-Scott, Dir	184,397	SEE SCHEDULE L, PART V		No

Part V Supplemental Information

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

Identifier	Return Reference	Explanation
BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS	SCHEDULE L, PART IV	JAMES ROOSEVELT, PRESIDENT & CEO AND DIRECTOR, IS ALSO A DIRECTOR OF ALERE, INC. PAYMENTS WERE MADE TO ALERE, INC. FOR SERVICES PROVIDED TO TAHMO. MR. ROOSEVELT DID NOT RECEIVE ANY PORTION OF THESE PAYMENTS. JACKIE JENKINS-SCOTT, DIRECTOR, IS ALSO A DIRECTOR OF CENTURY BANK & TRUST. PAYMENTS WERE MADE TO CENTURY BANK & TRUST FOR SERVICES PROVIDED TO TAHMO. MS. JENKINS-SCOTT DID NOT RECEIVE ANY PORTION OF THESE PAYMENTS.

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.**

OMB No 1545-0047

2011**Open to Public
Inspection**Name of the organization
TUFTS ASSOCIATED HEALTH
MAINTENANCE ORGANIZATION INC**Employer identification number**

04-2674079

Identifier	Return Reference	Explanation
ORGANIZATIONS MISSION STATEMENT	FORM 990, PART III, LINE 1	TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION, INC 'S (TAHMO) mission is to improve the health and wellness of the diverse communities it serves. TAHMO IS RESPONSIBLE FOR ARRANGING THE DELIVERY OF COMPREHENSIVE, PREVENTIVE AND THERAPEUTIC HEALTH CARE SERVICES TO SUBSCRIBING INDIVIDUALS IN RETURN FOR A FIXED MONTHLY PAYMENT. SERVICES ARE PROVIDED THROUGH A CONTRACTED NETWORK OF INDEPENDENT PROVIDER GROUPS AND HOSPITALS WITHIN THE SERVICE AREA. TAHMO PRODUCTS ARE AVAILABLE TO ALL SIZE EMPLOYER GROUPS, INCLUDING A MERGED SMALL GROUP AND INDIVIDUAL MARKET, AND ARE BASED ON A GENERAL COMMUNITY RATING METHODOLOGY. TAHMO ALSO OFFERS PRODUCTS TO INDIVIDUALS WHO ARE MEDICARE ELIGIBLE. TAHMO PROVIDES A BROAD RANGE OF PROGRAMS DESIGNED TO EDUCATE ITS MEMBERS IN HEALTH MAINTENANCE AND DISEASE PREVENTION. TAHMO IS DEDICATED TO OFFERING A VARIETY OF QUALITY, INNOVATIVE HEALTH COVERAGE OPTIONS AT THE LOWEST COST, AND TO IMPROVING ACCESS TO AFFORDABLE HEALTH CARE BY DEVELOPING AND EMPLOYING STRATEGIES THAT IMPROVE THE ALLOCATION OF HEALTH CARE RESOURCES. IN ADDITION TO PROVIDING THESE SERVICES TO ITS MEMBERS, TAHMO IS DEDICATED TO PROVIDING AND FUNDING HEALTH PROGRAMS THAT BENEFIT THE COMMUNITY. TAHMO SERVES

Identifier	Return Reference	Explanation
SIGNIFICANT PROGRAM SERVICES UNDERTAKEN NOT LISTED ON THE PRIOR FORM 990	FORM 990, PART III, LINE 2	CREATED IN 2011, TAHMO'S WHOLLY OWNED SUBSIDIARY NETWORK HEALTH, LLC (NHLLC), A SINGLE MEMBER LLC, ACQUIRED THE ASSETS AND ASSUMED THE LIABILITIES OF NETWORK HEALTH, INC (NHI) AS A COMPONENT OF THIS PURCHASE, NHLLC ASSUMED NHI'S MANAGED CARE BUSINESS, WHICH PROVIDED HEALTH INSURANCE COVERAGE FOR LOW-INCOME RESIDENTS OF MASSACHUSETTS THROUGH CONTRACTS WITH THE STATE OF MASSACHUSETTS COMMONWEALTH HEALTH INSURANCE CONNECTOR AUTHORITY AND EXECUTIVE OFFICE OF HEALTH & HUMAN SERVICES

Identifier	Return Reference	Explanation
PROGRAM SERVICE ACCOMPLISHMENTS	FORM 990, PART III, LINE 4A	HMO TAHMO'S MAIN PRODUCT IS ITS COMMERCIAL HMO. IN 2011, THE HMO PROVIDED AFFORDABLE HEALTH COVERAGE TO APPROXIMATELY 256,000 MEMBERS. TAHMO STRIVES TO PROVIDE HMO COVERAGE THAT IS AFFORDABLE, AND PROVIDES ACCESS TO TOP QUALITY HEALTH CARE SERVICES. TAHMO ALSO PROVIDES PROGRAMS THAT TARGET THE IMPROVEMENT OF THE HEALTH OF ITS MEMBERS, AS WELL AS THE COMMUNITY AT LARGE. QUALITY. IN 2011, TAHMO WAS RECOGNIZED BY THE NATIONAL COMMITTEE FOR QUALITY ASSURANCE (NCQA) AS RANKING SECOND AMONG 390 PLANS REVIEWED NATIONALLY FOR ITS EXCELLENCE IN PROVIDING INNOVATIVE, HIGH-QUALITY HEALTH CARE COVERAGE TO ITS HMO AND POS MEMBERS. TAHMO HAS ATTAINED NCQA'S HIGHEST RATING SINCE 1996. TAHMO HAS ALSO IMPLEMENTED PROGRAMS WITH PROVIDERS THAT FOCUS ON THE QUALITY OF HEALTH CARE SERVICES PROVIDED AND, IN SOME INSTANCES, WHICH TAILOR REIMBURSEMENT FOR SERVICES BASED IN PART ON QUALITY STANDARDS. TAHMO PROVIDES SPECIALTY CASE MANAGEMENT SERVICES FOR ITS MEMBERS WITH COMPLEX MEDICAL, MENTAL HEALTH AND SUBSTANCE ABUSE CONDITIONS. TAHMO MEMBERS RECEIVE TARGETED HEALTH REMINDER MAILINGS TO ENCOURAGE PREVENTIVE HEALTH CARE, SUCH AS FOR FLU VACCINES, PNEUMOVAX VACCINES AND MAMMOGRAPHY. TAHMO'S CASE MANAGERS ASSIST MEMBERS WHO ARE ILL OR DISABLED IN NAVIGATING THE HEALTH CARE SYSTEM AND PROVIDE REFERRALS TO COMMUNITY RESOURCES. TAHMO ALSO PUBLISHES WELL! MAGAZINE THREE TIMES A YEAR. THE MAGAZINE IS AN EDUCATIONAL RESOURCE ON TOPICS PERTAINING TO ACCESS TO CARE, PREVENTIVE CARE, HEALTH INFORMATION AND HEALTH CARE REMINDERS. IT ALSO PROVIDES INFORMATION FOR MEMBERS ON HOW TO GET THE MOST OF TUFTS HEALTH PLAN'S BENEFITS. WELL! IS MAILED TO MEMBERS' HOMES AND IS AVAILABLE TO THE PUBLIC ON THE TUFTS HEALTH PLAN WEBSITE. ACCESS. TAHMO'S MEMBERS HAVE ACCESS TO MORE THAN 90 HOSPITALS AND 24,000 PRIMARY CARE PHYSICIANS AND SPECIALISTS, AND OTHER HEALTH CARE PROFESSIONALS, AS WELL AS DISEASE MANAGEMENT PROGRAMS, PREVENTION AND WELLNESS PROGRAMS. AFFORDABILITY. TAHMO'S GOAL IS TO PROVIDE THE HIGHEST QUALITY HEALTH CARE SERVICES AT THE LOWEST COST TO AS MANY MASSACHUSETTS AND RHODE ISLAND RESIDENTS AS POSSIBLE. UNDER THE DIRECTION OF ITS CHIEF MEDICAL DIRECTOR, TAHMO HAS DESIGNED HEALTH MANAGEMENT PROGRAMS TO SIMULTANEOUSLY LOWER MEDICAL COSTS AND IMPROVE QUALITY AND OUTCOMES. BY LOWERING MEDICAL COSTS, TAHMO IS ABLE TO OFFER COMPETITIVE PREMIUM RATES AND PROVIDE COVERAGE TO MORE PEOPLE. TAHMO MEMBERS RECEIVE DISCOUNTS ON A VARIETY OF SERVICES TO MAINTAIN A HEALTHY LIFESTYLE, AND ONLINE TOOLS TO MAXIMIZE BENEFITS OF FERED AND TO MAKE INFORMED HEALTH CARE DECISIONS. EXAMPLES INCLUDE DISCOUNTS ON MEMBERSHIPS IN PARTICIPATING FITNESS CLUBS, NUTRITIONAL COUNSELING VISITS, WEIGHT WATCHERS PROGRAMS, AND DISCOUNTED MEMBERSHIP IN THE APPALACHIAN MOUNTAIN CLUB - A NONPROFIT ORGANIZATION THAT ENCOURAGES OUTDOOR PHYSICAL ACTIVITY. RECOGNIZING THAT STRESS IS A UNIQUE CONTRIBUTOR TO POOR HEALTH, TAHMO ALSO PROVIDES DISCOUNTS TO MEMBERS FOR MASSAGE THERAPY, ACUPUNCTURE, AND OTHER SERVICES AND PRODUCTS RELATED TO STRESS RELIEF. TAHMO IS COMMITTED TO IMPROVING THE HEALTH OF THE COMMUNITY AS WELL AS THAT OF ITS MEMBERS. THE ORGANIZATION TAKES THIS COMMITMENT SERIOUSLY AND HAS A DEDICATED COMMUNITY PARTNERSHIP PROGRAM THAT PROVIDES IN-KIND AND FINANCIAL SUPPORT TO NOT-FOR-PROFIT PROGRAMS THROUGHOUT MASSACHUSETTS. SUPPORT IS BROAD-BASED AND REFLECTS DIVERSE SPONSORSHIP OF ORGANIZATIONS THAT PROMOTE IMPROVED COMMUNITY HEALTH. SOME EXAMPLES OF PHILANTHROPY INCLUDE FUNDING TO HEALTH CARE FOR ALL AND THE AMERICAN HEART ASSOCIATION. THE FOUNDATION WAS ESTABLISHED BY TAHMO IN 2007 TO SUPPORT TAHMO'S MISSION BY PROMOTING HEALTHY LIFESTYLES AND THE DELIVERY OF QUALITY CARE IN THE COMMUNITIES THAT TAHMO SERVES. IN 2011 THE TUFTS HEALTH PLAN FOUNDATION CONTINUED ITS COMMITMENT TO THE COMMUNITY THROUGH GRANTMAKING AND PROGRAM BUILDING. THE FOUNDATION COMPLETED THE SECOND YEAR OF ITS STRATEGY TO PROMOTE HEALTHY AGING -- IMPROVING THE LIVES OF OLDER ADULTS AGE 60 AND OVER. IN 2011 THE FOUNDATION AWARDED \$2.9 MILLION IN GRANTS IN THE HEALTHY AGING FOCUS AREAS OF CAREGIVER SUPPORT, FALL PREVENTION, INTERGENERATIONAL COLLABORATION AND VIBRANT LIFESTYLES. SUMMARY. IN SUMMARY, TAHMO IS DEDICATED TO OFFERING A VARIETY OF QUALITY, INNOVATIVE HEALTH COVERAGE OPTIONS AT THE LOWEST COST, AND TO IMPROVING ACCESS TO AFFORDABLE HEALTH CARE BY DEVELOPING AND EMPLOYING STRATEGIES THAT IMPROVE THE ALLOCATION OF HEALTH CARE RESOURCES. IN ADDITION TO PROVIDING THESE SERVICES TO ITS MEMBERS, TAHMO IS DEDICATED TO PROVIDING AND FUNDING HEALTH PROGRAMS THAT BENEFIT THE COMMUNITY. TAHMO SERVES FORM 990, PART III, LINE 4B MEDICARE ADVANTAGE. TAHMO ALSO OFFERS PRODUCTS TO MEDICARE ELIGIBLE ENROLLEES. IN 2011, TUFTS HEALTH PLAN MEDICARE PREFERRED (TUFTS MEDICARE PREFERRED) PROVIDED AFFORDABLE HEALTH COVERAGE TO APPROXIMATELY 102,000 MEMBERS IN MASSACHUSETTS. TUFTS MEDICARE PREFERRED STRIVES TO PROVIDE COVERAGE OPTIONS THAT ARE AFFORDABLE AND PROVIDE ACCESS TO TOP QUALITY HEALTH CARE SERVICES FOR SENIORS.

Identifier	Return Reference	Explanation
PROGRAM SERVICE ACCOMPLISHMENTS	FORM 990, PART III, LINE 4A	TUFTS MEDICARE PREFERRED ALSO OFFERS PROGRAMS THAT TARGET THE IMPROVEMENT OF THE HEALTH OF ITS MEMBERS, AS WELL AS THE COMMUNITY AT LARGE. IN 2011, TAHMO WAS RECOGNIZED BY NCQA AS RANKING EIGHTH IN THE NATION FOR ITS MEDICARE ADVANTAGE PROGRAM. OUR HIGH RANKING RECOGNIZES TUFTS MEDICARE PREFERRED'S EXCEPTIONAL PERFORMANCE IN CLINICAL QUALITY, MEMBER SATISFACTION, AND OVERALL QUALITY MANAGEMENT. WITHIN THE MASSACHUSETTS MEDICARE ADVANTAGE MARKET, TUFTS MEDICARE PREFERRED IS THE MARKET LEADER WITH 44% MARKET SHARE - COVERING MORE INDIVIDUALS THROUGH MEDICARE ADVANTAGE PRODUCTS THAN ANY OTHER CARRIER. TUFTS MEDICARE PREFERRED ALSO PUBLISHES WELL! MAGAZINE FOR ITS MEDICARE POPULATION THREE TIMES A YEAR. THE MAGAZINE IS AN EDUCATIONAL RESOURCE ON TOPICS PERTAINING TO SAFETY, ACCESS TO CARE, PREVENTIVE CARE, HEALTH INFORMATION AND HEALTH CARE REMINDERS, TARGETED TO ITS SPECIFIC POPULATION. IT ALSO PROVIDES INFORMATION FOR MEMBERS ON HOW TO GET THE MOST OF TUFTS HEALTH PLAN'S BENEFITS. WELL! IS MAILED TO MEMBERS' HOMES AND IS AVAILABLE TO THE PUBLIC ON THE TUFTS MEDICARE PREFERRED WEBSITE. FORM 990, PART III, LINE 4C. MEDICAID NETWORK HEALTH, LLC PROVIDED HEALTH INSURANCE COVERAGE FOR LOW-INCOME RESIDENTS OF MASSACHUSETTS THROUGH CONTRACTS WITH THE STATE OF MASSACHUSETTS COMMONWEALTH HEALTH INSURANCE CONNECTOR AUTHORITY AND EXECUTIVE OFFICE OF HEALTH & HUMAN SERVICES.

Identifier	Return Reference	Explanation
DESCRIPTION OF RELATIONSHIPS	FORM 990, PART VI, QUESTION 2	THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER OR OFFICER FOR TUFTS ASSOCIATED HEALTH PLAN, INC DAVEY SCOON JAMES ROOSEVELT PAUL KASUBA THOMAS CROSWELL PATRICIA TREBINO LOIS CORNELL BRIAN PAGLIARO UMESH KURPAD ROLAND PRICE PATRICIA BLAKE DESCRIPTION OF MANAGEMENT ARRANGEMENT FORM 990, PART VI, QUESTION 3 TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION, INC IS MANAGED BY TUFTS ASSOCIATED HEALTH PLAN, INC , ITS WHOLLY OWNED SUBSIDIARY

Identifier	Return Reference	Explanation
DESCRIBE THE PROCESS USED BY MANAGEMENT &/OR GOVERNING BODY TO REVIEW 990	FORM 990, PART VI, QUESTION 11B	THE FORM 990 IS PREPARED IN OUR FINANCE DEPARTMENT, WITH ASSISTANCE FROM OUR EXTERNAL ACCOUNTANTS, ERNST & YOUNG THIS PREPARATION BEGAN IN MAY 2012 INFORMATION IS PROVIDED BY OUR CORPORATE GOVERNANCE OFFICER, OUR CORPORATE COMPLIANCE OFFICER, AND INTERNAL LEGAL COUNSEL CERTAIN SECTIONS OF THE FORM ARE REVIEWED BY A NUMBER OF SENIOR MANAGERS, OUR CHIEF FINANCIAL OFFICER REVIEWS THE FORM IN ITS ENTIRETY ONCE THE FORM IS COMPLETE, IN NOVEMBER 2012, IT IS FORWARDED ON TO OUR BOARD OF DIRECTORS AND IT IS THEN SUBMITTED FOR FILING

Identifier	Return Reference	Explanation
DESCRIPTION OF PROCESS TO MONITOR TRANSACTIONS FOR CONFLICTS OF INTEREST	FORM 990, PART VI, QUESTION 12C	THE TUFTS HEALTH PLAN (THP) CONFLICT OF INTEREST POLICY IS REVIEWED ANNUALLY AND REVISED AS NEEDED. THE POLICY REQUIRES MANAGERS WHO OVERSEE OUTSIDE RELATIONSHIPS, AS WELL AS ALL DIRECTORS, AVPS, VPS, SVPS, AND THE PRESIDENT AND CEO, TO ATTEST ANNUALLY THAT THEY WILL ABIDE BY THE POLICY. IT ALSO REQUIRES THEM TO SUBMIT AN ANNUAL DISCLOSURE STATEMENT TO THE COMPLIANCE & PRIVACY OFFICER, LISTING ANY OUTSIDE RELATIONSHIPS, INCLUDING FINANCIAL AND/OR BOARD RELATIONSHIPS, THAT THEY OR A FAMILY MEMBER HAVE WITH THP'S SUPPLIERS, PURCHASERS, PROVIDERS AND/OR COMPETITORS. THERE IS A PROTOCOL TO REVIEW ANY DISCLOSURE THAT MIGHT BE A POTENTIAL CONFLICT OF INTEREST. ALSO, ALL EMPLOYEES ARE REQUIRED TO REPORT THE OFFER BY AN OUTSIDE ENTITY OF ANY GIFTS, HONORARIA OR COVERAGE OF BUSINESS EXPENSES TO THE COMPLIANCE & PRIVACY OFFICER AND A SENIOR LEADER. BOTH MUST APPROVE BEFORE ACCEPTANCE IS ALLOWED. THE LEVELS OF REVIEW ARE: FOR BOARD MEMBERS, THE BOARD CHAIR, PRESIDENT & CEO, AND BOARD AUDIT & COMPLIANCE COMMITTEE CHAIR - ONCE DISCLOSURES ARE REVIEWED AND APPROVED, THEY ARE COMMUNICATED TO THE GOVERNANCE MANAGER AND TO THE COMPLIANCE AND PRIVACY OFFICER. FOR TUFTS HEALTH PLAN MANAGEMENT, THE COMPLIANCE AND PRIVACY OFFICER, SENIOR COMPLIANCE OFFICER, AND GENERAL COUNSEL. DISCLOSURES THAT NEED FURTHER REVIEW ARE BROUGHT TO THE BOARD AUDIT & COMPLIANCE COMMITTEE CHAIR. IF A CONFLICT OF INTEREST DOES EXIST, A TRANSACTION WITH THE ENTITY WITH WHICH THERE IS A CONFLICT MAY BE UNDERTAKEN ONLY IF ALL OF THE FOLLOWING ARE OBSERVED: 1. THE CONFLICTING INTEREST IS FULLY DISCLOSED, 2. THE PERSON WITH THE CONFLICT OF INTEREST MAY PRESENT INFORMATION, BUT THEN SHALL BE EXCUSED FROM FURTHER DISCUSSION AND FROM THE DECISION REGARDING APPROVING SUCH TRANSACTION, 3. IF PRACTICAL, A COMPETITIVE BID OR COMPARABLE VALUATION EXISTS, AND 4. THE BOARD (OR A DULY CONSTITUTED COMMITTEE THEREOF OR BOARD APPOINTEE) OR THE COMPLIANCE OFFICER HAS DETERMINED THAT THE TRANSACTION IS IN THE BEST INTEREST OF THE ORGANIZATION. ALL NEW HIRES, AND ALL EMPLOYEES ON AN ANNUAL BASIS, COMPLETE COMPLIANCE TRAINING THAT ADDRESSES CONFLICT OF INTEREST AND REQUIRES THE EMPLOYEE TO ATTEST THAT THEY DO NOT HAVE ANY POTENTIAL CONFLICTING RELATIONSHIPS THAT THEY HAVE NOT DISCLOSED TO THE PROPER LEVEL OF MANAGEMENT AND TO THE COMPLIANCE & PRIVACY OFFICER.

Identifier	Return Reference	Explanation
OFFICES & POSITIONS FOR WHICH PROCESS WAS USED, & YEAR PROCESS WAS BEGUN	FORM 990, PART VI, QUESTIONS 15A & 15B	THE COMPENSATION COMMITTEE (THE "COMMITTEE") OF THE BOARD OF DIRECTORS (THE "BOARD") OF TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION (TUFTS OR THE "COMPANY") REVIEWS AND ADMINISTERS TOTAL REMUNERATION OPPORTUNITIES, POLICIES, PROGRAMS, AND MAJOR CHANGES IN TUFTS' BENEFIT PLANS THAT ARE APPLICABLE TO THE OFFICERS AND EXECUTIVES OF THE COMPANY (THE "EXECUTIVES" - THESE INCLUDE THE CEO, COO, AND ALL SENIOR VICE PRESIDENTS), AS WELL AS TO ANY OTHER INDIVIDUAL OR GROUPS THE COMMITTEE DEEMS APPROPRIATE BASED ON ITS INTERPRETATION OF THE DEFINITION OF "DISQUALIFIED PERSONS" IN SECTION 4958 OF THE INTERNAL REVENUE CODE OF 1986. THE COMMITTEE IS COMPRISED OF INDEPENDENT DIRECTORS OF THE COMPANY. THE COMMITTEE REPORTS TO THE FULL BOARD OF DIRECTORS. FOR CEO COMPENSATION, THE COMMITTEE REVIEWS THE INFORMATION DESCRIBED BELOW AND RECOMMENDS THE CEO'S COMPENSATION TO THE FULL BOARD FOR ITS APPROVAL. THE COMMITTEE REVIEWS AND APPROVES COMPENSATION RECOMMENDATIONS FROM THE CEO FOR OTHER EXECUTIVES, AND PROVIDES A REPORT TO THE FULL BOARD ON THIS INFORMATION. IT IS THE BOARD'S INTENTION THAT THE COMMITTEE WILL PERFORM ITS DUTIES IN A MANNER THAT WILL ESTABLISH A PRESUMPTION THAT THE TOTAL REMUNERATION OFFERED TO EXECUTIVES AND OTHER "DISQUALIFIED PERSONS" ARE REASONABLE. COMPARABILITY DATA AND REASONABLENESS. THE TOTAL COMPENSATION OPPORTUNITIES PROVIDED TO EXECUTIVES OF THE COMPANY ARE INTENDED TO BE COMPETITIVE WITH, AND IN REASONABLE COMPARISON TO, THOSE OPPORTUNITIES PROVIDED BY ORGANIZATIONS IN THOSE BUSINESS SECTORS WITH WHICH THE COMPANY COMPETES FOR EXECUTIVE TALENT. THE BOARD BELIEVES THAT SUCH COMPETITORS ARE NOT LIMITED TO OTHER HEALTHCARE INSTITUTIONS AND THAT COMPARISONS SHOULD BE MADE TO THE COMPENSATION PRACTICES OF A CROSS-SECTION OF BUSINESS SECTORS IN BOTH FOR-PROFIT AND NOT-FOR-PROFIT ORGANIZATIONS, WHEN APPROPRIATE. THE COMMITTEE RETAINS INDEPENDENT COMPENSATION CONSULTANTS TO PROVIDE DATA AS NECESSARY, AND ALSO USES AVAILABLE SOURCES OF INDEPENDENT DATA ON COMPENSATION. PEER ORGANIZATIONS AND PUBLISHED SURVEY SOURCES WILL BE APPROVED BY THE COMMITTEE BASED ON ITS REASONABLE DETERMINATION. THE COMMITTEE MAY ALSO RELY ON MEMBERS OF MANAGEMENT AND OUTSIDE ADVISORS, CONSULTANTS, AND COUNSEL TO PROVIDE MARKET DATA REPORTS, ANALYSIS, AND OPINIONS WITH RESPECT TO COMPENSATION-RELATED MATTERS. THE DATA REVIEWED CONSISTS OF COMPARABLE, RELEVANT MARKET DATA FOR THE COMPANY'S POSITIONS FROM PUBLISHED SURVEYS, AND OTHER AVAILABLE SOURCES, OF HEALTH AND MANAGED CARE INSTITUTIONS AND THE GENERAL INDUSTRY. OTHER SURVEYS OF SPECIALIZED SKILL SETS OR EMPLOYEE ATTRIBUTES CRITICAL TO THE SUCCESS OF THE COMPANY, E.G., ACTUARIAL, LEGAL, ETC., ARE ALSO INCORPORATED AS NEEDED, ALONG WITH GEOGRAPHIC REFERENCES TO THE BOSTON AND NEW ENGLAND LABOR MARKETS. THE COMMITTEE WILL RELY ON THIS MARKET DATA TO ASSESS, DETERMINE, AND VALIDATE COMPENSATION LEVELS FOR THE COMPANY'S EXECUTIVES. THE COMMITTEE USES THIS DATA IN ITS REVIEW OF - SETTING BASE SALARIES - IN LIGHT OF MARKET DATA AND THE INDIVIDUAL'S PERFORMANCE, BACKGROUND, EXPERIENCES, AND PERSONAL SKILLS. BASE SALARY WILL BE SET SO THAT THE TARGETED POSITIONING OF AN EXECUTIVE IS AT THE 50TH PERCENTILE FOR EACH POSITION. ACTUAL BASE SALARY MAY VARY BASED ON SKILLS, BACKGROUND, AND EXPERIENCE. - ANNUAL INCENTIVE COMPENSATION - THE COMPANY'S GOAL IS TO PROVIDE COMPETITIVE AND REASONABLE OPPORTUNITIES UNDER THE TERMS OF AN EXECUTIVE ANNUAL INCENTIVE PLAN FOR THE SELECTED POSITIONS WHICH ARE RESPONSIBLE FOR ACHIEVING PERFORMANCE GOALS THAT REFLECT THE OVERALL MISSION OF THE COMPANY, THE STRATEGIC DIRECTION OF THE COMPANY FOR THE PERFORMANCE YEAR, AND THE INDIVIDUAL'S PERFORMANCE DURING THAT YEAR. THE COMMITTEE MAKES EVERY EFFORT TO ESTABLISH A PRESUMPTION THAT THE TOTAL REMUNERATION OPPORTUNITIES PROVIDED TO EXECUTIVES ARE REASONABLE, AS SUCH PRESUMPTION IS CONTEMPLATED IN SECTION 4958 OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED FROM TIME TO TIME. IN ESTABLISHING THE PRESUMPTION OF REASONABLENESS, THE COMMITTEE MAY ENGAGE THE PROFESSIONAL SERVICES OF INDEPENDENT LEGAL COUNSEL, COMPENSATION EXPERTS, ACCOUNTANTS, AND OTHER EXPERTS AND ADVISORS. TIMING. EXECUTIVE BENCHMARKING IS COMPLETED ON AN ANNUAL BASIS. BENCHMARKING IS COMPLETED BY THE EXTERNAL CONSULTANT ENGAGED BY THE COMPENSATION COMMITTEE EVERY TWO YEARS, AND BY THE INTERNAL COMPENSATION TEAM ON ALTERNATING YEARS. THE ANALYSIS COMPLETED IN Q4, 2011 WAS COMPLETED BY THE EXTERNAL CONSULTANT ENGAGED BY THE COMMITTEE. TO COMPLETE THE ANALYSIS, THE CONSULTANT - COLLECTED RELEVANT INFORMATION REGARDING THE COMPANY'S OPERATIONS, COMPLEXITY, STRUCTURE, SIZE, AND SCOPE, AS WELL AS RELEVANT BACKGROUND ON THE EXECUTIVES' DUTIES AND SCOPE OF RESPONSIBILITIES, - DETERMINED THE SURVEY SOURCES TO USE IN THE ANALYSIS, BASED ON THE COMPANY'S COMPETITIVE MARKET FOR EXECUTIVE POSITIONS (AS DESCRIBED ABOVE), - MATCHED THE COMPANY'S EXECUTIVE POSITIONS IN THE SURVEYS BASED ON THE COMPANY'S SIZE, COMPLEXITY, AND SCOPE, AS WELL AS ACCORDING

Identifier	Return Reference	Explanation
OFFICES & POSITIONS FOR WHICH PROCESS WAS USED, & YEAR PROCESS WAS BEGUN	FORM 990, PART VI, QUESTIONS 15A & 15B	TO SPECIFIC POSITION RESPONSIBILITIES AND REPORTING RELATIONSHIPS, - VALIDATED THE SURVEY SOURCES AND MARKET MATCHES WITH THE INTERNAL COMPENSATION TEAM TO ENSURE CONSISTENCY, - R EVIEWED, COMPILED, AND SUMMARIZED THE DATA IN REPORT FORM THE REPORT SUMMARIZING THE RESU LTS OF THE ANALYSIS WAS PRESENTED TO THE COMPENSATION COMMITTEE FOR DISCUSSION AND DELIBER ATION DOCUMENTATION A SUMMARY OF THE DISCUSSIONS AND DELIBERATIONS OF THE COMMITTEE ARE D OCUMENTED IN THE MEETING MINUTES, WHICH ARE REVIEWED AND APPROVED BY THE COMMITTEE COPIES OF ALL MEETING MATERIALS DISTRIBUTED PRIOR TO AND DURING THE MEETING ARE MAINTAINED IN TH E CORPORATE RECORDS ALONG WITH MEETING MINUTES

Identifier	Return Reference	Explanation
AVAIL OF GOV DOCS, CONFLICT OF INTEREST POLICY, & FIN STMTS TO GEN PUBLIC	FORM 990, PART VI, QUESTION 19	OUR GOVERNING DOCUMENTS ARE PUBLICLY FILED AND AVAILABLE UPON REQUEST OUR CONFLICTS OF INTEREST POLICY IS ALSO AVAILABLE UPON REQUEST OUR ANNUAL FINANCIAL REPORT AND QUARTERLY FINANCIAL UPDATES ARE POSTED ON OUR PUBLIC WEBSITE AND ARE ALSO AVAILABLE TO THE PUBLIC UPON REQUEST

Identifier	Return Reference	Explanation
HOURS WORKED FOR RELATED ORGANIZATIONS	FORM 990, PART VII, SECTION A, COLUMN B	HOURS LISTED BELOW ARE FOR TUFTS ASSOCIATED HEALTH PLANS, INC (TAHP), TUFTS BENEFIT ADMINISTRATORS, INC (TBA), TOTAL HEALTH PLAN, INC (THP), AND TUFTS HEALTH PLAN FOUNDATION, INC (THPF) - DAVID GREEN 1 HOUR WITH THPF - JACKIE JENKINS-SCOTT 1 HOUR WITH THPF - THOMAS P. O'NEIL, III 1 HOUR WITH THPF - JAMES ROOSEVELT 5 HOURS WITH TAHP, 8 HOURS WITH TBA, 3 HOURS WITH THP, AND 2 HOURS WITH THPF - THOMAS CROSWELL 3 HOURS WITH TAHP, 5 HOURS WITH TBA, AND 8 HOURS WITH THP - ROBERT EGAN 5 HOURS WITH TAHP, 5 HOURS WITH TBA, AND 3 HOURS WITH THP - PATRICIA TREBINO 10 HOURS WITH TBA AND 8 HOURS WITH THP - LOIS CORNELL 10 HOURS WITH TAHP, 8 HOURS WITH TBA, 3 HOURS WITH THP, AND 1 HOUR WITH THPF - BRIAN PAGLIARO 13 HOURS WITH TBA AND 13 HOURS WITH THP - UMESH KURPAD 3 HOURS WITH TAHP, 5 HOURS WITH TBA, AND 3 HOURS WITH THP - PAUL KASUBA 3 HOURS WITH TAHP AND 4 HOURS WITH TBA - ROLAND PRICE 5 HOURS WITH TAHP, 3 HOURS WITH TBA, 3 HOURS WITH THP, AND 5 HOURS WITH THPF - DAVID ABELMAN 14 HOURS WITH TAHP, 3 HOURS WITH TBA, 3 HOURS WITH THP, AND 13 HOURS WITH THPF - AIDA GUIDA 8 HOURS WITH TBA AND 6 HOURS WITH THP - MARC SPOONER 8 HOURS WITH TBA AND 6 HOURS WITH THP - TRACEY CARTER 8 HOURS WITH TBA AND 6 HOURS WITH THP - JOSEPH IMBIMBO 8 HOURS WITH TBA AND 6 HOURS WITH THP CHRISTINA SEVERIN SERVED 50 HOURS PER WEEK WITH NETWORK HEALTH, LLC

Identifier	Return Reference	Explanation
OTHER CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	CHANGE IN NON-ADMITTED ASSETS \$(157,748,101) INVESTMENT ADJUSTMENT IN NHLLC \$(111,615,000) CHANGE IN NET UNREALIZED CAPITAL GAINS \$(26,111,703) CHANGE IN CAPITAL SURPLUS \$ 170,000,000 RENTAL INCOME NOT RECORDED ON FINANCIAL STATEMENTS \$ 29,715 - ----- TOTAL OTHER CHANGES IN NET ASSETS \$(125,445,089)

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
TUFTS ASSOCIATED HEALTH
MAINTENANCE ORGANIZATION INC

Employer identification number

04-2674079

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
(1) KAISER PERMANENTE VENTURES LLC 1 KAISER PLAZA 15L OAKLAND, CA 94612 27-3339892	SUPPORT	DE	-771,685	6,960,067	NA
(2) NETWORK HEALTH LLC 101 STATION LANDING 4TH FLOOR MEDFORD, MA 02155 80-0721489	INSURANCE	MA	-2,934,622	312,878,985	TAHMO

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) TUFTS HEALTH PLAN FOUNDATION INC 705 MOUNT AUBURN STREET WATERTOWN, MA 02472 26-1374263	GRANT MAKING	MA	501(C)(3)	11 TYPE I	TAHMO		No

Part III

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) TUFTS ASSOCIATED HEALTH PLANS INC 705 MOUNT AUBURN STREET WATERTOWN, MA 02472 04-2985923	MANAGEMENT SVCS	DE	TAHMO	C CORP	209,013,948	172,475,406	100 000 %
(2) TUFTS INSURANCE COMPANY 705 MOUNT AUBURN STREET WATERTOWN, MA 02472 04-3319729	INSURANCE	MA	TAHP	C CORP	164,583,768	81,077,351	100 000 %
(3) TUFTS BENEFIT ADMINISTRATORS INC 705 MOUNT AUBURN STREET WATERTOWN, MA 02472 04-3270923	TPA	MA	TAHP	C CORP	50,659,654	49,266,378	100 000 %
(4) TOTAL HEALTH PLAN INC 705 MOUNT AUBURN STREET WATERTOWN, MA 02472 04-2918943	TPA	MA	TAHP	C CORP	33,252,445	23,113,689	100 000 %
(5) TAHP BROKERAGE CORPORATION 705 MOUNT AUBURN STREET WATERTOWN, MA 02472 04-3072692	BROKERAGE COMPANY	MA	TAHP	C CORP	0	199,175	100 000 %

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 related organization(s)

c

Gift, grant, or capital contribution from related organization(s)

d

Loans or loan guarantees to or for related organization(s)

e

Loans or loan guarantees by related organization(s)

f

Sale of assets to related organization(s)

g

Purchase of assets from related organization(s)

h

Exchange of assets with related organization(s)

i

Lease of facilities, equipment, or other assets to related organization(s)

j

Lease of facilities, equipment, or other assets from related organization(s)

k

Performance of services or membership or fundraising solicitations for related organization(s)

l

Performance of services or membership or fundraising solicitations by related organization(s)

m

Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

n

Sharing of paid employees with related organization(s)

o

Reimbursement paid to related organization(s) for expenses

p

Reimbursement paid by related organization(s) for expenses

q

Other transfer of cash or property to related organization(s)

r

Other transfer of cash or property from related organization(s)

Yes

No

1a

1b

1c

1d

1e

1f

1g

1h

1i

1j

1k

1l

1m

1n

1o

1p

1q

1r

No

Yes

No

No

No

No

No

No

No

No

No

No

Yes

Yes

Yes

Yes

Yes

Yes

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) See Additional Data Table			
(2)			
(3)			
(4)			
(5)			
(6)			

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.

[illegible]

Part VII

Supplemental Information

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

Identifier	Return Reference	Explanation	
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Software ID:

Software Version:

EIN: 04-2674079

Name: TUFTS ASSOCIATED HEALTH
MAINTENANCE ORGANIZATION INC

Form 990, Schedule R, Part V - Transactions With Related Organizations

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount Involved (\$)	(d) Method of determining amount involved
(1) TUFTS INSURANCE COMPANY	B	20,000,000	ACCRUAL
(2) TUFTS BENEFIT ADMINISTRATORS	B	20,000,000	ACCRUAL
(3) TUFTS INSURANCE COMPANY	Q	93,000,000	ACCRUAL
(4) TOTAL HEALTH PLAN	Q	8,000,000	ACCRUAL
(5) TOTAL HEALTH PLAN	R	8,000,000	ACCRUAL
(6) TUFTS BENEFIT ADMINISTRATORS	R	37,300,000	ACCRUAL
(7) TUFTS ASOCIATED HEALTH PLANS INC	O	136,500,000	ACCRUAL
(8) NETWORK HEALTH LLC	B	170,000,000	ACCRUAL