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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 01-01-2011 and ending 12-31-2011

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

C Name of organization
Fallon Community Health Plan Inc

Doing Business As

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

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

D Employer identification number
23-7442369

E Telephone number
(508) 799-2100

G Gross receipts $ 1,358,429,916

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

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

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

H(c) Group exemption number ▶

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

J Website: ▶ www fchp org

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

Part I Summary

1 Briefly describe the organization's mission or most significant activities
FCHP'S MISSION IS MAKING OUR COMMUNITIES HEALTHY FCHP IS COMMITTED TO IMPROVING THE HEALTH AND WELLNESS OF OUR COMMUNITIES THROUGH THE FINANCING AND DELIVERY OF HIGH QUALITY, AFFORDABLE CARE

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

3	Number of voting members of the governing body (Part VI, line 1a)	**3**	9
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	6
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	**5**	1,142
6	Total number of volunteers (estimate if necessary)	**6**	138
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	307,804
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	181,640	207,375
9	Program service revenue (Part VIII, line 2g)	1,090,378,600	1,096,296,327
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	19,904,863	15,007,340
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-12,829,907	-7,714,501
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,097,635,196	1,103,796,541
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	659,952	527,958
14	Benefits paid to or for members (Part IX, column (A), line 4)	1,006,562,694	954,294,586
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	60,156,727	70,950,490
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b	Total fundraising expenses (Part IX, column (D), line 25) ▶0		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	39,061,882	39,562,912
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	1,106,441,255	1,065,335,946
19	Revenue less expenses Subtract line 18 from line 12	-8,806,059	38,460,595

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	337,631,320	382,846,207
21	Total liabilities (Part X, line 26)	202,819,067	214,091,419
22	Net assets or fund balances Subtract line 21 from line 20	134,812,253	168,754,788

Part II Signature Block

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

Sign Here

Signature of officer — Date: 2012-11-13

PATRICK HUGHES PRESIDENT & CEO
Type or print name and title

Paid Preparer's Use Only

Preparer's signature | Date | Check if self-employed ▶☐ | Preparer's taxpayer identification number (see instructions)

Firm's name (or yours if self-employed), address, and ZIP + 4
ERNST & YOUNG US LLP
111 MONUMENT CIRCLE STE 2600
INDIANAPOLIS, IN 46204

EIN ▶

Phone no ▶ (617) 266-2000

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission

FALLON COMMUNITY HEALTH PLAN'S MISSION IS MAKING OUR COMMUNITIES HEALTHY FCHP IS COMMITTED TO IMPROVING THE HEALTH AND WELLNESS OF OUR COMMUNITIES THROUGH THE FINANCING AND DELIVERY OF HIGH QUALITY, AFFORDABLE CARE

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

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

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

If "Yes," describe these changes on Schedule O

4 Describe the 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 $ 954,854,994 including grants of $ 527,958) (Revenue $ 1,096,296,327)

SEE SCHEDULE O

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

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

4d Other program services (Describe in Schedule O)

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

4e **Total program service expenses** ▶ $ 954,854,994

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4	Yes	
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, line10? *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		No
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		No
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	Yes	
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
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? *If "Yes," complete Schedule I, Parts I and II*	**21**	Yes	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	**22**		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	**23**	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer questions 24b–24d and complete Schedule K. If "No," go to line 25*	**24a**		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? *If "Yes," complete Schedule L, Part I*	**25a**		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	**25b**		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	**26**		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	**27**		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**	Yes	
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? *If "Yes," complete Schedule L, Part IV*	**28c**	Yes	
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**		No
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	**34**	Yes	
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)? *If "Yes," complete Schedule R, Part V, line 2*	**35b**	Yes	
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	**37**		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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**	5,186		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	**1b**	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	**1c**		Yes	
2a	Enter the number of employees reported on Form W-3, *Transmittal of Wage and Tax Statements* filed for the calendar year ending with or within the year covered by this return	**2a**	1,142		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	**2b**		Yes	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)				
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 ▶ CJ 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**		Yes	
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	**6b**		Yes	
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?	**7a**		Yes	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	**7b**		Yes	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	**7c**			No
d	If "Yes," indicate the number of Forms 8282 filed during the year	**7d**			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	**7e**			No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .	**7f**			No
g	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	1a	9		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	6		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		2	Yes	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? .		3		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		4		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets? .		5		No
6	Did the organization have members or stockholders?		6		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?		7a		No
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		7b		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?		8a	Yes	
b	Each committee with authority to act on behalf of the governing body?		8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		9		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?	10a		No
b	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?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes	
b	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*	12a	Yes	
b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes	
13	Did the organization have a written whistleblower policy?	13	Yes	
14	Did the organization have a written document retention and destruction policy?	14	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	Yes	
b	Other officers or key employees of the organization	15b	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?	16a		No
b	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?	16b		

Section C. Disclosure

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

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

CHAN MODHA
10 CHESTNUT STREET
WORCESTER, MA 01608
(508) 799-2100

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) Christopher F Egan Director	4 0	X						1,275	0	
(2) Alan Gayer Director	4 0	X						0	0	
(3) Karen H Green Clerk	7 0	X						1,700	0	
(4) David R Grenon Director	4 0	X						1,275	0	
(5) David W Hillis Chairman	10 0	X						1,700	0	
(6) Richard P Houlihan Esq Vice Chairman	7 0	X						2,125	0	
(7) Sandra L Kurtinitis PhD Director	4 0	X						850	0	
(8) Christian W McCarthy Treasurer	7 0	X						1,700	0	
(9) Charles F Monahan Jr Clerk	7 0	X						850	0	
(10) Rev John J Paris SJ Director	4 0	X						850	0	
(11) Lynda M Young MD Director	4 0	X						850	0	
(12) W Patrick Hughes President & CEO	50 0	X		X				690,227	0	339,000
(13) Richard P Burke President, Senior Care Srvcs	50 0			X				317,738	0	168,556
(14) Elizabeth Malko MD Chief Medical Officer	50 0			X				408,369	0	122,788
(15) Christine Osgood Chief Human Resources Officer	24 0			X				167,877	0	63,960
(16) R Scott Walker Chief Financial Officer	50 0			X				323,778	0	148,036
(17) Richard Commander Chief operating Officer	50 0			X				296,628	0	94,492

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) David Przesiek SR VP Sales & Marketing	50 0			X				284,570	0	118,279
(19) Mary Ritter SR VP OF STRATEGIC PLANNING	50 0			X				237,577	0	100,632
(20) Todd Bailey VP, Senior Care Srvcs	50 0				X			211,019	0	100,420
(21) Eric Hall VP Network Development & Mgmt	50 0				X			213,083	0	51,360
(22) Karen Longo Exec Dir, Summit Eldercare	50 0				X			179,960	0	127,744
(23) Kevin McGovern VP OF FINANCE & TREASURER	50 0				X			224,720	0	149,728
(24) Janis Liepins VP OF MARKETING	50 0				X			216,386	0	74,951
(25) Elizabeth Helenius VP Medical Sales&Emerging MRKT	50 0					X		238,883		89,421
(26) Seth Lewin Sr Medical DR, Medical Affairs	50 0					X		264,377	0	35,035
(27) Glenn Randall MD Physician, Summit ElderCare	50 0					X		254,464	0	45,877
(28) Param Singh Associate Medical Director	50 0					X		219,590		84,917
(29) David Wilner MD PACE Physician & Medical Dr	50 0					X		288,595	0	53,001

1b	**Sub-Total** . . . . . ▶			
c	**Total from continuation sheets to Part VII, Section A** . . . . ▶			
d	**Total (add lines 1b and 1c)** . . . . . ▶	5,051,016	0	1,968,197

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 ▶ 108

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization 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
Reliant Medical Group 630 PLANTATION ST WORCESTER, MA 01608	MEDICAL SERVICES	141,856,274
VHS Acquisition Subsidiary PO BOX 3385 BOSTON, MA 02241	HOSPITAL SERVICES	113,583,405
UMASS Memorial Med Ctr PO BOX 15492 WORCESTER, MA 01615	HOSPITAL SERVICES	90,126,144
UMASS Memorial Med Group PO BOX 62 SHREWSBURY, MA 01545	MEDICAL SERVICES	22,960,360
BEACON HEALTH STRATEGIES LLC 200 STATE ST SUITE 302 HARTFORD, MA 02109	Mental Health Srvcs	19,506,859

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 ▶ 534

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 152,792				
	d	Related organizations . . . 1d				
	e	Government grants (contributions) 1e				
	f	All other contributions, gifts, grants, and similar amounts not included above 1f 54,583				
	g	Noncash contributions included in lines 1a-1f $ 3,325				
	h	**Total.** Add lines 1a-1f . . . . . ▶	207,375			
Program Service Revenue		Business Code				
	2a	PROGRAM SERVICE REVENUE 524114	1,096,296,327	1,096,296,327		
	b					
	c					
	d					
	e					
	f	All other program service revenue				
	g	**Total.** Add lines 2a–2f . . . . . ▶	1,096,296,327			
	3	Investment income (including dividends, interest and other similar amounts) . . . . . ▶	11,179,115			11,179,115
	4	Income from investment of tax-exempt bond proceeds . . ▶	0			
	5	Royalties . . . . . ▶	0			
		(i) Real / (ii) Personal				
	6a	Gross rents				
	b	Less rental expenses				
	c	Rental income or (loss)				
	d	Net rental income or (loss) . . . . . ▶				
		(i) Securities / (ii) Other				
	7a	Gross amount from sales of assets other than inventory 258,403,017				
	b	Less cost or other basis and sales expenses 254,574,792				
	c	Gain or (loss) 3,828,225				
	d	Net gain or (loss) . . . . . ▶	3,828,225			3,828,225
Other Revenue	8a	Gross income from fundraising events (not including $ 152,792 of contributions reported on line 1c) See Part IV, line 18 . . . a 54,583				
	b	Less direct expenses . . . b 58,583				
	c	Net income or (loss) from fundraising events . . ▶	-4,000			-4,000
	9a	Gross income from gaming activities See Part IV, line 19 . . . a				
	b	Less direct expenses . . . b				
	c	Net income or (loss) from gaming activities . . . ▶	0			
	10a	Gross sales of inventory, less returns and allowances . a				
	b	Less cost of goods sold . . b				
	c	Net income or (loss) from sales of inventory . . ▶	0			
		Miscellaneous Revenue / Business Code				
	11a	SUBSIDIARY LOSS & OTHER MISC 524114	-8,022,305			-8,022,305
	b	PACE CONSULTING & ASO-INOVA 561499	300,612		296,612	4,000
	c	MANAGEMENT FEE FOR INDEMNITY, COMPANION CARE 561000	16,280		16,280	
	d	All other revenue	-5,088		-5,088	
	e	**Total.** Add lines 11a–11d . . . . . ▶	-7,710,501			
	12	**Total revenue.** See Instructions . . . ▶	1,103,796,541	1,096,296,327	307,804	6,985,035

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	527,958	527,958		
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	954,294,586	954,294,586		
5	Compensation of current officers, directors, trustees, and key employees	5,445,053		5,445,053	
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	48,201,763		48,201,763	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	7,082,748		7,082,748	
9	Other employee benefits	5,995,328		5,995,328	
10	Payroll taxes	4,225,598		4,225,598	
11	Fees for services (non-employees)				
a	Management	0			
b	Legal	966,619		966,619	
c	Accounting	924,098		924,098	
d	Lobbying	247,764		247,764	
e	Professional fundraising *See Part IV, line 17*	0			
f	Investment management fees	646,921		646,921	
g	Other	8,394,492		8,394,492	
12	Advertising and promotion	3,999,705		3,999,705	
13	Office expenses	4,606,580		4,606,580	
14	Information technology	5,408,684		5,408,684	
15	Royalties	0			
16	Occupancy	4,834,664		4,834,664	
17	Travel	118,424		118,424	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	467,606		467,606	
20	Interest	311,113		311,113	
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	6,487,325		6,487,325	
23	Insurance	615,277		615,277	
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	DUES & SUBSCRIPTIONS	754,095		754,095	
b	RECRUITING	383,952		383,952	
c	CONMMUNITY BENEFIT-VOLUNTEER	32,450	32,450		
d	All other expenses	363,143		363,143	
e					
f	All other expenses				
25	**Total functional expenses.** Add lines 1 through 24f	1,065,335,946	954,854,994	110,480,952	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) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing	0	1	0
	2	Savings and temporary cash investments	17,339,389	2	8,526,144
	3	Pledges and grants receivable, net	0	3	0
	4	Accounts receivable, net	34,592,413	4	26,253,547
	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	1,878,229	9	2,336,991
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D* — 10a: 56,616,961			
	b	Less accumulated depreciation — 10b: 23,456,524	36,425,332	10c	33,160,437
	11	Investments—publicly traded securities	234,995,427	11	304,254,690
	12	Investments—other securities See Part IV, line 11	5,838,030	12	1,383,672
	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	6,562,500	15	6,930,726
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	337,631,320	16	382,846,207
Liabilities	17	Accounts payable and accrued expenses	188,696,047	17	198,921,288
	18	Grants payable	0	18	0
	19	Deferred revenue	14,123,020	19	15,170,131
	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	0	25	0
	26	**Total liabilities.** Add lines 17 through 25	202,819,067	26	214,091,419
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	134,808,325	27	168,754,788
	28	Temporarily restricted net assets	3,928	28	0
	29	Permanently restricted net assets	0	29	0
		Organizations that do not follow SFAS 117, check here ▶ ☐ and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	134,812,253	33	168,754,788
	34	Total liabilities and net assets/fund balances	337,631,320	34	382,846,207

Part XI Reconcilliation 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	1,103,796,541
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,065,335,946
3	Revenue less expenses Subtract line 2 from line 1	3	38,460,595
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . .	4	134,812,253
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-4,518,060
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	168,754,788

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? . .	2a		No
b	Were the organization's financial statements audited by an independent accountant?	2b	Yes	
c	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	Yes	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a 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?	3a		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits . .	3b		

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SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
Fallon Community Health Plan Inc

Employer identification number
23-7442369

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

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

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

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

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

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

_____

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II **Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public Support.** Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
11 **Total support** (Add lines 7 through 10)						

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

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

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f)) **14**

15 Public Support Percentage for 2010 Schedule A, Part II, line 14 **15**

16a **33 1/3% support test—2011.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

b **33 1/3% support test—2010.** If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

17a **10%-facts-and-circumstances test—2011.** If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization

b **10%-facts-and-circumstances test—2010.** If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization

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

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	109,700	187,555	199,123	181,640	207,375	885,393
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	884,935,739	980,912,291	1,059,414,644	1,090,378,600	1,096,296,327	5,111,937,601
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5	885,045,439	981,099,846	1,059,613,767	1,090,560,240	1,096,503,702	5,112,822,994
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public Support** (Subtract line 7c from line 6)						5,112,822,994

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6	885,045,439	981,099,846	1,059,613,767	1,090,560,240	1,096,503,702	5,112,822,994
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	12,200,590	13,282,385	10,709,853	10,161,702	11,179,115	57,533,645
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975	350	12,292	14,235	7,806	0	34,683
c Add lines 10a and 10b	12,200,940	13,294,677	10,724,088	10,169,508	11,179,115	57,568,328
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support** (Add lines 9, 10c, 11 and 12)	897,246,379	994,394,523	1,070,337,855	1,100,729,748	1,107,682,817	5,170,391,322

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

Section C. Computation of Public Support Percentage

15	Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15	98 887 %
16	Public support percentage from 2010 Schedule A, Part III, line 15	16	98 799 %

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2011** (line 10c column (f) divided by line 13 column (f))	17	1 113 %
18	Investment income percentage from **2010** Schedule A, Part III, line 17	18	1 201 %

19a **33 1/3% support tests—2011.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☑

b **33 1/3% support tests—2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

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

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

Facts And Circumstances Test

Explanation

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

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SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

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

▶ **Complete if the organization is described below.**

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

OMB No 1545-0047

2011

Open to Public Inspection

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

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

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

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

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

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

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

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

1 Provide a description of the organization's direct and indirect political campaign activities on behalf of or in opposition to candidates for public office in Part IV

2 Political expenditures ▶ $ _____

3 Volunteer hours _____

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

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

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

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

4a Was a correction made? ☐ Yes ☐ No

b If "Yes," describe in Part IV

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

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

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

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

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

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

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

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

A Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)

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

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

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

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

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

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2a Lobbying non-taxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots non-taxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

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

		(a) Yes	(a) No	(b) Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a	Volunteers?		No	
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		No	
c	Media advertisements?		No	
d	Mailings to members, legislators, or the public?		No	
e	Publications, or published or broadcast statements?		No	
f	Grants to other organizations for lobbying purposes?		No	
g	Direct contact with legislators, their staffs, government officials, or a legislative body?	Yes		247,764
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		No	
i	Other activities? If "Yes," describe in Part IV		No	
j	Total lines 1c through 1i			247,764
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?		No	

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

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

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

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

Part IV Supplemental Information

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

Identifier	Return Reference	Explanation
DIRECT LOBBYING EXPENSE	SCHEDULE C, PART II-B, LINE 1G	FCHP PAID LOBBYING EXPENSES TO THE FOLLOWING MASSACHUSETTS ASSOCIATION OF HEALTH PLANS 37,100 SPILLANE & SPILLANE, LLP 48,000 AMERICA'S HEALTH INSURANCE PLANS 34,027 ALLIANCE OF COMMUNITY HEALTH PLANS 7,652 ------ TOTAL OUTSIDE VENDORS 126,779 EMPLOYEES OF FALLON COMMUNITY HEALTH PLAN, INC CATHERYN MCEVOY ZDONCZYK 26,500 W PATRICK HUGHES 14,212 PATRICK JAMES FARRELL 40,949 RICHARD BURKE 10,418 CHRISTIENNE BIK 28,906 ------- TOTAL FCHP EMPLOYEES 120,985 ------ - TOTAL DIRECT LOBBYING EXPENSE 247,764 ========
FALLON COMMUNITY HEALTH PLAN, INC	KEY LEGISLATIVE AND REGULATORY ISSUES IN 2011	AMERICA'S HEALTH INSURANCE PLANS (AHIP) AND ALLIANCE OF COMMUNITY HEALTH PLANS (ACHP) - LEGISLATIVE ACTIVITY IN THE HOUSE AND THE SENATE AFTER THE ENACTMENT OF THE AFFORDABLE CARE ACT (ACA) IN MARCH 2010 - REGULATORY ACTIVITY ADDRESSING IMPLEMENTATION OF NUMEROUS ACA PROVISIONS, INCLUDING INSURANCE MARKET REFORMS, MEDICAL LOSS RATIO REQUIREMENTS, PREMIUM REVIEW, HEALTH INSURANCE EXCHANGES, DELIVERY SYSTEM REFORMS, ADMINISTRATIVE SIMPLIFICATION, HEALTH INFORMATION TECHNOLOGY, ACCOUNTABLE CARE ORGANIZATIONS (ACOS), AND THE COMMUNITY LIVING ASSISTANCE SERVICES AND SUPPORTS (CLASS) PROGRAM - PUBLIC PROGRAM ISSUES AFFECTING MEDICARE ADVANTAGE, MEDICARE PART D, MEDICAID, AND THE CHILDREN'S HEALTH INSURANCE PROGRAM (CHIP) - PRODUCT-SPECIFIC ISSUES AFFECTING MEDIGAP/SUPPLEMENTAL POLICIES, LONG-TERM CARE INSURANCE, AND DISABILITY INCOME INSURANCE - HEALTH ISSUES OUTSIDE OF THE HEALTH REFORM DEBATE INCLUDING ANTITRUST LEGISLATION, COBRA CONTINUATION COVERAGE, DATA SECURITY, MEDICAL LIABILITY REFORM, MEDICARE PHYSICIAN PAYMENT, AND THE ANNUAL APPROPRIATIONS PROCESS SPILLANE & SPILLANE, LLP AND MASSACHUSETTS ASSOCIATION OF HEALTH PLANS (MAHP) - ANY NEW POLICIES IMPLEMENTED BY DIVISION OF INSURANCE THAT AFFECT FCHP - OTHER REGULATORY HEARINGS AND LEGISLATIVE MEETINGS THAT AFFECT HEALTHCARE POLICIES AND GUIDELINES - LEGISLATIVE MEETINGS AND INTERNAL MEETINGS ON NEW LEGISLATION THAT WILL REFORM HEALTH CARE PAYMENTS - MEETINGS WITH MASSHEALTH AND MEDICAID OFFICIALS ON INCREASING MEMBERSHIP, CHANGING PAYMENT MODELS, AND BETTER MANAGING OF MEMBERS - WORKING WITH CONGRESSIONAL MEMBERS AND CMS TO ADDRESS THE DECREASES IN PAYMENTS UNDER CHANGES MADE IN MEDICARE RURAL FLOOR DURING 2011, FCHP WORKED WITH THESE REGULATORY AGENCIES DEPARTMENT OF PUBLIC HEALTH - EARLY INTERVENTION PROGRAM - INSURANCE COORDINATORS MEETINGS - UNIVERSAL NEWBORN HEARING SCREENING PROGRAM ADVISORY COMMITTEE - CHANGES TO HOSPITAL GUIDELINES - OFFICE OF PATIENT PROTECTION- OPEN ENROLLMENT WAIVER REGULATIONS DIVISION OF HEALTH CARE FINANCE AND POLICY - ALL-PAYER CLAIMS DATABASE IMPLEMENTATION - COST TRENDS - TOTAL MEDICAL EXPENSES & RELATIVE PRICES TECHNICAL ADVISORY GROUP MEETINGS, CONSULTATIVE SESSIONS & REGULATIONS - HEALTH SAFETY NET SURCHARGE PAYMENTS & FUNDING REGULATIONS - HEALTH SAFETY NET ELIGIBLE SERVICES REGULATIONS - PEDIATRIC ASSESSMENT REGULATIONS - FY11 VACCINE ASSESSMENT - HOSPITAL FINANCIAL REPORTS - TECHNICAL ADVISORY GROUP MEETINGS, CONSULTATIVE SESSIONS & REGULATIONS DIVISION OF INSURANCE SPECIAL SESSIONS AND OTHER - AUTISM - GROUP PURCHASING COOPERATIVES - MEDICAL LOSS RATIO - SESSIONS AND REGULATIONS - FINANCIAL REPORTING - LIMITED & TIERED NETWORKS - OPEN ENROLLMENT - PLAN TERMINATION - RATING FACTORS - PROVIDER DIRECTORIES - PROVIDER CONTRACTING - SMALL GROUP RATE REVIEWS - CREDENTIALING - ONE-TIME SUPPLEMENTAL FUNDING PAYMENTS - TRANSPARENCY INFORMATIONAL HEARING - ADMINISTRATIVE SIMPLIFICATION PROVISIONS IN CHAPTER 288 (LEGISLATIVE AND REGULATORY ISSUE) - CODING COMMISSION EXECUTIVE OFFICE OF HEALTH AND HUMAN SERVICES - PATIENT CENTERED MEDICAL HOME PILOT INITIATIVE HEALTH CARE QUALITY AND COST COUNCIL - COMMITTEE ON THE STATUS OF PAYMENT REFORM LEGISLATION - END OF LIFE CARE ADVISORY PANEL REPORT - UNIFORM REPORTING SYSTEM FOR HEALTH CARE CLAIMS DATA SETS BULLETIN - REPEAL OF HCQCC DATA REGULATIONS ATTORNEY GENERAL'S OFFICE - DISCUSSIONS WITH THE AG'S OFFICE ON RECOMMENDATIONS TO ADDRESS PROVIDER MARKET POWER

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 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
Fallon Community Health Plan Inc

Employer identification number
23-7442369

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part VI 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				
b Buildings				
c Leasehold improvements		3,946,505	1,778,943	2,167,562
d Equipment		9,088,021	8,222,911	865,110
e Other		43,582,435	13,454,670	30,127,765
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				33,160,437

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
Other		
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶		

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

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

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

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

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

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

2. Fin 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC740)

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	1,103,796,541
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	1,065,335,946
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	38,460,595
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 - 8	9	
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	38,460,595

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

1	Total revenue, gains, and other support per audited financial statements			1	1,154,811,000
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d	51,868,755		
e	Add lines **2a** through **2d**			2e	51,868,755
3	Subtract line **2e** from line **1**			3	1,102,942,245
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	646,921		
b	Other (Describe in Part XIV)	4b	207,375		
c	Add lines **4a** and **4b**			4c	854,296
5	Total Revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12)			5	1,103,796,541

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

1	Total expenses and losses per audited financial statements			1	1,116,350,000
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV)	2d	51,868,350		
e	Add lines **2a** through **2d**			2e	51,868,350
3	Subtract line **2e** from line **1**			3	1,064,481,650
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	646,921		
b	Other (Describe in Part XIV)	4b	207,375		
c	Add lines **4a** and **4b**			4c	854,296
5	Total expenses Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18)			5	1,065,335,946

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
SCHEDULE D, PART XII	Line 2d	SUBSIDIARY INCOME & RELATED ELIMINATIONS $51,868,556 "IN THOUSANDS" AUDITED FINANCIALS ROUNDING 199 ---------- TOTAL LINE 2D $51,868,755
LINE 4B		RECLASS OF FUNDRAISING EVENT $207,375 THE REVENUE PORTION OF THE COMMUNITY BENEFITS FUND IS RECLASSED TO REVENUE ON THE FORM 990
SCHEDULE D, PART XIII	Line 2D	SUBSIDIARY EXPENSES & RELATED ELIMINATIONS $51,868,350
Line 4B		RECLASS OF FUNDRAISING EVENT $207,375 THE REVENUE PORTION OF THE COMMUNITY BENEFITS FUND IS RECLASSED TO REVENUE ON THE FORM 990

Additional Data

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

Form 990, Special Condition Description:

Special Condition Description

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Christopher F Egan Director	4 0	X						1,275	0	
Alan Gayer Director	4 0	X						0	0	
Karen H Green Clerk	7 0	X						1,700	0	
David R Grenon Director	4 0	X						1,275	0	
David W Hillis Chairman	10 0	X						1,700	0	
Richard P Houlihan Esq Vice Chairman	7 0	X						2,125	0	
Sandra L Kurtinitis PhD Director	4 0	X						850	0	
Christian W McCarthy Treasurer	7 0	X						1,700	0	
Charles F Monahan Jr Clerk	7 0	X						850	0	
Rev John J Paris SJ Director	4 0	X						850	0	
Lynda M Young MD Director	4 0	X						850	0	
W Patrick Hughes President & CEO	50 0	X		X				690,227	0	339,000
Richard P Burke President, Senior Care Srvcs	50 0			X				317,738	0	168,556
Elizabeth Malko MD Chief Medical Officer	50 0			X				408,369	0	122,788
Christine Osgood Chief Human Resources Officer	24 0			X				167,877	0	63,960
R Scott Walker Chief Financial Officer	50 0			X				323,778	0	148,036
Richard Commander Chief operating Officer	50 0			X				296,628	0	94,492
David Przesiek SR VP Sales & Marketing	50 0			X				284,570	0	118,279
Mary Ritter SR VP OF STRATEGIC PLANNING	50 0			X				237,577	0	100,632
Todd Bailey VP, Senior Care Srvcs	50 0				X			211,019	0	100,420
Eric Hall VP Network Development & Mgmt	50 0				X			213,083	0	51,360
Karen Longo Exec Dir, Summit Eldercare	50 0				X			179,960	0	127,744
Kevin McGovern VP OF FINANCE & TREASURER	50 0				X			224,720	0	149,728
Janis Liepins VP OF MARKETING	50 0				X			216,386	0	74,951
Elizabeth Helenius VP Medical Sales&Emerging MRKT	50 0					X		238,883		89,421

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Seth Lewin Sr Medical DR, Medical Affairs	50 0					X		264,377	0	35,035
Glenn Randall MD Physician, Summit ElderCare	50 0					X		254,464	0	45,877
Param Singh Associate Medical Director	50 0					X		219,590		84,917
David Wilner MD PACE Physician & Medical Dr	50 0					X		288,595	0	53,001

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SCHEDULE G (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
Fallon Community Health Plan Inc

Employer identification number
23-7442369

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

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

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

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

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

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

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

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

		(a) Event #1 BUFFET DINNER (event type)	(b) Event #2 (event type)	(c) Other Events 0 (total number)	(d) Total Events (Add col (a) through col (c))
Revenue	1 Gross receipts	207,375			207,375
	2 Less Charitable contributions	152,792			152,792
	3 Gross income (line 1 minus line 2)	54,583			54,583
Direct Expenses	4 Cash prizes				
	5 Non-cash prizes	3,325			3,325
	6 Rent/facility costs				
	7 Food and beverages	14,245			14,245
	8 Entertainment	250			250
	9 Other direct expenses	40,763			40,763
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				(58,583)
	11 Net income summary Combine lines 3 and 10 in column (d) ▶				-4,000

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

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

9 Enter the state(s) in which the organization operates gaming activities _____

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," Explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," Explain _____

11 Does the organization operate gaming activities with nonmembers? . . . . . ☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? . . . . . ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in

a	The organization's facility	**13a**	
b	An outside facility	**13b**	

14 Provide the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶ ----------

Address ▶ ----------

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? . . . . . ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ $ _____ and the amount of gaming revenue retained by the third party ▶ $ _____

c If "Yes," enter name and address

Name ▶ ----------

Address ▶ ----------

16 Gaming manager information

Name ▶ ----------

Gaming manager compensation ▶ $ ----------

Description of services provided ▶ ----------

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? . . . . . ☐ Yes ☐ No

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $

Part IV Complete this part to provide additional information for responses to question on Schedule G (see instructions.)

Identifier	ReturnReference	Explanation

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Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
Fallon Community Health Plan Inc

Employer identification number
23-7442369

Part I General Information on Grants and Assistance

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

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

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

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

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

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . ▶ 20

3 Enter total number of other organizations listed in the line 1 table . . . ▶ 2

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
Form 990, Schedule I	Description of Organization's Procedures for Monitoring the Use of Grants	FCHP GRANTS ARE CLASSIFIED EITHER AS A COMMUNITY BENEFIT GRANT OR A COMMUNITY RELATIONS GRANT THE COMMUNITY BENEFIT GRANTS ARE VERIFIED TO ENSURE THAT EACH RECIPIENT IS A 501(C)(3) ORGANIZATION THE COMMUNITY RELATIONS GRANTS ARE VERIFIED TO ENSURE THAT THE RECIPIENT ORGANIZATION'S IRS STATUS IS LISTED AS A TAX-EXEMPT ORGANIZATION IN THE INTERNAL REVENUE CODE SECTION 501(C) EACH RECIPIENT OF A FCHP GRANT HAS SPECIFIC INSTRUCTIONS TO BE FOLLOWED BY EACH GRANT RECIPIENT SUCH AS THE SPECIFIC USE OF EACH GRANT AND THAT THE GRANT IS TO BE EXPENDED WITHIN 1 YEAR FROM THE AWARD FOR ANY GRANTS IN EXCESS OF $10,000, FCHP REQUESTS A GRANT REPORT DETAILING THE GRANT USES THESE REPORTS ARE KEPT ON FILE AT FCHP

Additional Data

Return to Form

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

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Worcester Regional Chamber of Commerce339 Main St Worcester, MA 01608	04-1988780	501(c)(6)	22,500				Independence Day Celebration ($20,000) Annual Meeting ($2,500)
Town of Orange6 Prospect Street Orange, MA 01364	04-6001257	501(c)(3)	21,500				Community Benefits grant recipient ($20,000) Mini-grant recipient ($1,000) Mini-grant recipient ($500)

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
Community Teamwork Inc155 Merrimack Street Lowell, MA 01852	04-2382027	501(c)(3)	20,000				Community Benefits grant recipient
Fallon Clinic Foundation100 Front St 14th fl Worcester, MA 01608	22-2912515	501(c)(3)	20,000				Drive for a Difference Golf Classic

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
Rachel's Table633 Salisbury Street Worcester, MA 01609	04-2104363	501(c)(3)	15,200				Pay It Forward donation ($200) Community Benefit grant recipient ($15,000)
Community Action of Franklin Hampshire & N Quab393 Main Street Greenfield, MA 01301	04-2384972	501(c)(3)	12,000				Community Benefits grant recipient

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
Worcester Regional Research Bureau 319 Main Street Worcester, MA 01608	04-2901298	501(c)(3)	11,000				2011 Series of Events ($5,000) Annual Due ($6,000)
Genesis Club274 Lincoln Street Worcester, MA 01605	04-2983234	501(c)(3)	10,500				Community Benefits grant recipient ($10,000) Spring Benefit Concert ($500)

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
American Heart Association20 Speen St Framingham, MA 01701	13-5613797	501(c)(3)	10,000				Central MA Heart & Stroke Ball ($7,500) Centarl MA Heart Walk ($2,500)
St John's Parish44 Temple St Worcester, MA 01604	04-2106729	501(c)(3)	10,000				Gather FORE a Goal proceeds donation

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
Worcester Art Museum55 Salisbury St Worcester, MA 01609	04-1988530	501(c)(3)	10,000				Art All State ($5,000) Art Since the Mid 20th Century ($5,000)
Worcester Education Collaborativec/o United Way of Central MA 484 Main Street Worcester, MA 01608	04-2100017	501(c)(3)	10,000				Annual Support

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
Boys & Girls Club of Worcester65 Tainter Street Worcester, MA 01610	04-2105851	501(c)(3)	9,000				Heroes Day 2011 ($1,000) Pay It Forward Donation ($500) Community Benefits Grant recipient ($7,500)
American Red Cross of Central Mass2000 Century Drive Worcester, MA 01606	04-2151539	501(c)(3)	8,630				Pay It Forward donation ($500) Japan Earthquake Relief ($4,130) Disaster Response Vehicle ($4,000)

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 Central MA766 Main St Worcester, MA 01610	04-2105885	501(c)(3)	7,780				1st Annual Strong Kids Mission Partner Sponsor ($2,780) Strength of the Team Initiative ($5,000)
Boys & Girls Club of Greater Lowell 657 Middlesex Street Lowell, MA 01850	04-2104396	501(c)(3)	7,500				Community Benefits grant recipient

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
Boys & Girls Club of Lawrence136 Water Street Lawrence, MA 01841	04-2104377	501(c)(3)	7,500				Community Benefits grant recipient
Boys & Girls Club of North Central MA 65 Lindell Avenue Leominster, MA 01453	04-3576700	501(c)(3)	7,500				Community Benefits grant recipient

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 Council98 North Washington St Ste 201 Boston, MA 02114	04-1661090	501(c)(6)	6,000				Annual Dinner
UMass Medical School College Publications Inc 210 Park Ave 690 Worcester, MA 01609	04-3108190	501(c)(3)	5,695				Winter Ball ($5,000) UMass 2012 Yearbook ($695)

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
Be Like Brit47 Singletary Road Millbury, MA 01527	27-1857525	501(c)(3)	5,500				1st Annual Be Like Brit Golf Classic ($5,000) Pay It Forward donation ($500)
YWCA of Central MA1 Salem Square Worcester, MA 01608	04-2105873	501(c)(3)	5,200				Katharine F Erskine Awards ($200) 125th Anniversary ($5,000)

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
Fallon Community Health Plan Inc

Employer identification number
23-7442369

Part I Questions Regarding Compensation

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

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

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

Note. The sum of columns (B)(i)-(iii) 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				
See Additional Data Table								

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
Supplemental Compensation Information	Schedule J, Part I, Line 1A	Health or social club dues or initiation fees pursuant to a policy adopted and approved by the executive evaluation and compensation committee (EECC) of the board of directors, a portion of the dues & fees for the business use of The Worcester Club are paid by the organization for the following individuals President & CEO, President of Senior Care Services, CFO, and Senior VP of Sales & Marketing Each executive is required to pay for their own personal use expenses, as well as a personal use portion of the membership dues and fees as determined by the eecc Social Club dues are not reported as taxable compensation to the listed persons
Supplemental Compensation Information	Schedule J, Part I, Line 4b	FALLON COMMUNITY HEALTH PLAN, INC SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN ARTICLE III - ELIGIBILITY AN EMPLOYEE WHO IS ELIGIBLE FOR CONTRIBUTIONS TO A 457(F) ACCOUNT SHALL BE ELIGIBLE TO CONTRIBUTE ELECTIVE DEFERRALS TO A 457(B) ACCOUNT, AND ANY OTHER INDIVIDUAL DESIGNATED BY THE OFFICER OF THE HEALTH PLAN WHO IS IN CHARGE OF HUMAN RESOURCES SHALL ALSO BE ELIGIBLE TO CONTRIBUTE ELECTIVE DEFERRALS TO A 457(B) ACCOUNT CONTRIBUTIONS SHALL BE MADE BY THE HEALTH PLAN TO A 457(F) ACCOUNT ESTABLISHED ON BEHALF OF AN EMPLOYEE WHO, AS OF JANUARY 2, 2007, IS THE PRESIDENT AND CHIEF EXECUTIVE OFFICER CONTRIBUTIONS SHALL BE MADE BY THE HEALTH PLAN ON BEHALF OF AN EMPLOYEE WHO, AS OF DECEMBER 31, 2008, IS THE DIVISION PRESIDENT, SENIOR CARE SERVICES, THE EXECUTIVE VICE PRESIDENT AND CHIEF FINANCIAL OFFICER, THE EXECUTIVE VICE PRESIDENT AND CHIEF HUMAN RESOURCES OFFICER, THE DIVISION PRESIDENT, HEALTH PLAN OPERATIONS, OR THE EXECUTIVE VICE PRESIDENT AND CHIEF COMPLIANCE OFFICER EFFECTIVE JULY 1, 2008, CONTRIBUTIONS SHALL BE MADE BY THE HEALTH PLAN PURSUANT TO A 457(F) ACCOUNT ESTABLISHED ON BEHALF OF ANY EMPLOYEE WHO IS NOT IDENTIFIED IN THE PARAGRAPH ABOVE AND IS A DIVISION PRESIDENT, AN EXECUTIVE VICE PRESIDENT OR A SENIOR VICE PRESIDENT AN EMPLOYEE WHO BECOMES ELIGIBLE FOR THE PLAN SHALL BECOME COVERED UNDER THE PLAN ON THE FIRST JANUARY 1ST OR JULY 1ST FOLLOWING HIS OR HER DATE OF HIRE FOR PARTICIPANTS WHO BECAME ELIGIBLE FOR THE PLAN ON OR BEFORE MARCH 1, 2007, 50% OF THE ANNUAL CONTRIBUTION IS IMMEDIATELY VESTED FOR PARTICIPANTS WHO BECAME ELIGIBLE FOR THE PLAN AFTER MARCH 1, 2007, 50% OF EACH ANNUAL CONTRIBUTION IS VESTED AFTER 36 MONTHS REMAINING CONTRIBUTION AMOUNTS ARE VESTED ON THE EARLIEST OF NORMAL RETIREMENT AGE 65, DEATH, DISABILITY, AND INVOLUNTARY SEPARATION FROM SERVICE (FOR A REASON OTHER THAN CAUSE) IN 2011, THE FOLLOWING OFFICERS PARTICIPATED IN A NON-QUALIFIED RETIREMENT PLAN, 457(F) OFFICER AMOUNT PAID AMOUNT DEFERRED RICHARD BURKE $20,450 $20,450 W PATRICK HUGHES $88,200 $88,200 ELIZABETH MALKO, M D $63,631 $23,640 CHRISTINE OSGOOD $6,200 $6,200 R SCOTT WALKER NONE $46,125 OTHER OFFICERS (FORMERLY KEY EMPLOYEES) DAVID PRZESIEK NONE $12,563 MARY RITTER NONE $11,261 RICHARD COMMANDER NONE $13,365 SCHEDULE J PART I QUESTION 6 - COMPENSATION CONTINGENT ON NET EARNINGS ALL EMPLOYEES IN CERTAIN JOB GRADES, WHICH INCLUDE EMPLOYEES LISTED ON SCHEDULE J-2, ARE ELIGIBLE FOR AN INCENTIVE PLAN PAYMENT THE INCENTIVE PLAN PAYMENT IS DETERMINED BY WHETHER CERTAIN CORPORATE, DEPARTMENT, AND/OR INDIVIDUAL TARGETS ARE MET THE CORPORATE TARGETS INCLUDE (I) NET OPERATING INCOME, (II) MEMBERSHIP GROWTH, AND (III) MEMBER AND PROVIDER SATISFACTION THESE TARGETS WERE MET IN 2011 AND INCENTIVE PAYMENTS WERE ACCRUED IN 2011

Additional Data

Return to Form

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

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
W Patrick Hughes	(I) (II)	531,465 0	66,800	91,962	316,910	22,090	1,029,227 0	66,800
Richard P Burke	(I) (II)	270,246 0	25,800	21,692	143,848	24,708	486,294 0	15,800
Elizabeth Malko MD	(I) (II)	312,835 0	29,400	66,134	102,080	20,708	531,157 0	19,400
Christine Osgood	(I) (II)	139,513 0	18,600	9,764	62,702	1,258	231,837 0	8,600
R Scott Walker	(I) (II)	301,988 0	21,250	540	122,950	25,086	471,814 0	11,250
Todd Bailey	(I) (II)	191,045 0	15,516	4,458	80,110	20,310	311,439 0	15,516
Richard Commander	(I) (II)	271,971 0	18,312	6,345	92,234	2,258	391,120 0	18,312
Eric Hall	(I) (II)	193,011 0	15,405	4,667	51,360	0	264,443 0	15,405
Karen Longo	(I) (II)	165,344 0	13,698	918	106,146	21,598	307,704 0	13,698
Kevin McGovern	(I) (II)	203,082 0	16,404	5,234	131,738	17,990	374,448 0	16,404
Janis Liepins	(I) (II)	198,498 0	16,646	1,242	59,586	15,365	291,337 0	16,646
David Przesiek	(I) (II)	244,430 0	39,330	810	94,542	23,737	402,849 0	39,330
Mary Ritter	(I) (II)	220,003 0	16,656	918	78,424	22,208	338,209 0	16,656
Elizabeth Helenius	(I) (II)	148,155	87,780	2,948	68,084	21,337	328,304	0
Seth Lewin	(I) (II)	246,777 0	13,838	3,762	7,945	27,090	299,412 0	13,838
Glenn Randall MD	(I) (II)	247,318 0	4,566	2,580	26,786	19,091	300,341 0	4,419
Param Singh	(I) (II)	206,773	3,735	9,082	68,168	16,749	304,507	0
David Wilner MD	(I) (II)	272,682 0	8,516	7,397	34,221	18,780	341,596 0	8,516

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Schedule L (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
Fallon Community Health Plan Inc

Employer identification number
23-7442369

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

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

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

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

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

Part II Loans to and/or From Interested Persons.

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

(a) Name of interested person and purpose	(b) Loan to or from the organization? To	(b) From	(c) Original principal amount	(d) Balance due	(e) In default? Yes	(e) No	(f) Approved by board or committee? Yes	(f) No	(g) Written agreement? Yes	(g) 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) THE MONAHAN GROUP INC	FAMILY MEMBER OF DIRECTOR	49,540	SEE PART V		No
(2) ADCARE HOSPITAL	OWNERSHIP BY DIRECTOR	109,312	SEE PART V		No
(3) SAINT VINCENT HOSPITAL	OVERLAPPING BOARD MEMBER	113,583,405	SEE PART V		No
(4) HOMESTAFF LLC	OVERLAPPING BOARD MEMBER	2,264,543	SEE PART V		No
(5) FAMILY MEMBER OF KEY EE	EMPLOYEE	83,750	SEE PART V		No
(6) VARIOUS BOARD MEMEBERS OFC KEY			SEE 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
PART IV BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS	FORM 990, PART IV, QUESTION 28 AND SCHEDULE L, PART IV	FCHP SHARE OF HOME STAFF 2011 EARNINGS WAS $(49,300) KAREN H GREEN FCHP DIRECTOR W PATRICK HUGHES FCHP DIRECTOR AND OFFICER RICHARD P BURKE FCHP OFFICER TODD BAILEY FCHP KEY EMPLOYEE MS GREEN, MR HUGHES, MR BURKE, AND MR BAILEY ALL SERVED DURING 2011 ON THE BOARD OF DIRECTORS OF HOME STAFF, LLC, WORCESTER, MA, A JOINT VENTURE BETWEEN FCHP AND THE VNA CARE NETWORK & HOSPICE NONE OF THESE INDIVIDUALS WERE COMPENSATED FOR THEIR BOARD SERVICE HOME STAFF CONTRACTS WITH FCHP TO PROVIDE SERVICES TO CERTAIN FCHP PARTICIPANTS EACH OFFICER AND KEY EMPLOYEE DEVOTES AN AVERAGE OF 5 HOURS PER WEEK TO THE RELATED ORGANIZATION
Part IV Business Transactions Involving Interested Persons	Form 990, Part IV, Question 28 and schedule L Part IV COLUMN (D)	NAME THE MONAHAN GROUP, INC RELATIONSHIP ENTITY OWNED BY THE SISTER-IN-LAW OF FCHP DIRECTOR CHARLES F MONAHAN AMOUNT OF TRANSACTION BETWEEN FCHP AND THE MONAHAN GROUP, INC $49,540 MR MONAHAN'S SISTER-IN-LAW IS A PRINCIPAL WITH THE MONAHAN GROUP, INC , A SECURITY CONSULTING FIRM THAT PROVIDES CONSULTING SERVICES TO FCHP CHARLES F MONAHAN HAS NO INTEREST IN THE MONAHAN GROUP, INC FCHP'S BUSINESS RELATIONSHIP WITH THE MONAHAN GROUP, INC , PRE-DATES MR MONAHAN'S SERVICE ON THE FCHP BOARD NAME ADCARE HOSPITAL RELATIONSHIP ENTITY OWNED BY FCHP DIRECTOR DAVID W HILLIS AND FAMILY MEMBERS AMOUNT OF TRANSACTION BETWEEN FCHP AND ADCARE HOSPITAL $109,312 MR HILLIS IS PRESIDENT, CEO AND HOLDS MAJORITY INTEREST IN ADCARE HOSPITAL OF WORCESTER, INC , A SUBSTANCE ABUSE HOSPITAL THAT PROVIDES HEALTH CARE SERVICES TO FCHP PLAN MEMBERS MR HILLIS ALSO HAS FAMILY MEMBERS WHO HOLD OWNERSHIP IN ADCARE HOSPITAL NAME SAINT VINCENT HOSPITAL RELATIONSHIP ENTITY IN WHICH FCHP DIRECTOR CHARLES F MONAHAN SERVES AS AN UNCOMPENSATED BOARD MEMBER AMOUNT OF TRANSACTION BETWEEN FCHP AND SAINT VINCENT HOSPITAL $113,583,405 MR MONAHAN SERVES ON THE BOARD OF SAINT VINCENT HOSPITAL, WORCESTER, MA, WHICH PROVIDES HEALTH CARE SERVICES TO FCHP PLAN MEMBERS MR MONAHAN RECEIVES NO COMPENSATION FOR HIS SERVICE ON THE SAINT VINCENT HOSPITAL BOARD NAME HOME STAFF, LLC RELATIONSHIP JOINT VENTURE BETWEEN FCHP AND THE VNA CARE NETWORK AND HOSPICE ON WHICH FCHP DIRECTOR KAREN GREEN SERVES AS AN UNCOMPENSATED BOARD MEMBER AMOUNT OF TRANSACTION BETWEEN FCHP AND HOME STAFF, LLC $2,264,543 MS GREEN SERVES ON THE BOARD OF DIRECTORS OF HOME STAFF, LLC, WORCESTER, MA, A JOINT VENTURE BETWEEN FCHP AND THE VNA CARE NETWORK AND HOSPICE MS GREEN RECEIVES NO COMPENSATION FOR HER SERVICE ON THE HOME STAFF BOARD HOME STAFF CONTRACTS WITH FCHP TO PROVIDE SERVICES TO CERTAIN FCHP PARTICIPANTS NAME LAURIE MCGOVERN RELATIONSHIP FCHP EMPLOYEE WHO IS ALSO THE SISTER-IN-LAW OF FCHP KEY EMPLOYEE KEVIN MCGOVERN AMOUNT OF TRANSACTION BETWEEN FCHP AND LAURIE MCGOVERN $83,750 COMPENSATION PAYMENTS BY THE ORGANIZATION PAID TO A FAMILY MEMBER VARIOUS BOARD MEMBERS, OFFICERS, AND KEY EMPLOYEES HAVE HEALTH INSURANCE PURCHASED BY THEIR EMPLOYERS FROM FCHP, OR ARE AFFILATED WITH ORGANIZATIONS THAT PURCHASE THEIR HEALTH INSURANCE FROM FCHP

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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
Fallon Community Health Plan Inc

Employer identification number
23-7442369

Identifier	Return Reference	Explanation
PROGRAM SERVICE ACCOMPLISHMENTS	PART III, LINE 4A	FCHP'S PROGRAM ACTIVITIES CONSIST OF PREPAID HEALTHCARE IN THE COMMONWEALTH OF MASSACHUSETTS THE COVERED POPULATION AT DECEMBER 31, 2011 WAS 155,689 IN 2011, FALLON COMMUNITY HEALTH PLAN MADE OVER $1,100,000 AVAILABLE TO PROGRAMS THAT MAKE OUR COMMUNITIES HEALTHY THIS WAS ACCOMPLISHED THROUGH THE FCHP COMMUNITY BENEFITS COMMITTEE'S DISTRIBUTION OF GRANTS, OTHER CHARITABLE DONATIONS, AND PROGRAMS THAT INVOLVED DIRECT EXPENSES AND STAFF TIME FCHP'S REVENUE AND EXPENSES ARE NOT SEGREGABLE BY MAJOR EXPENSE CATEGORIES FALLON COMMUNITY HEALTH PLAN 2011 COMMUNITY BENEFITS REPORT SUMMARY NARRATIVES COMMUNITY BENEFITS MISSION STATEMENT FALLON COMMUNITY HEALTH PLAN IS COMMITTED TO THE VISION OF CREATING HEALTHIER LIVES FALLON COMMUNITY HEALTH PLAN WILL WORK COOPERATIVELY WITH HEALTH CARE AND COMMUNITY SERVICE ORGANIZATIONS, AS WELL AS STATE AND FEDERAL AGENCIES, TO LEAD THE CREATION OF INNOVATIVE HEALTH CARE SOLUTIONS, TO SEEK HEALTHY OUTCOMES, AND TO IMPROVE ACCESS TO HEALTH CARE SERVICES FCHP WILL DEVELOP AND IMPLEMENT PROGRAMS THAT WILL IMPROVE THE HEALTH STATUS OF THE ECONOMICALLY DISADVANTAGED, ELDERS, AND CHILDREN AGED 0-5 WITHIN OUR SERVICE AREA PROGRAM ORGANIZATION AND MANAGEMENT IN ACCORDANCE WITH THE ATTORNEY GENERAL'S COMMUNITY BENEFITS GUIDELINES FOR HEALTH MAINTENANCE ORGANIZATIONS, THE FCHP BOARD OF DIRECTORS ESTABLISHED THE COMMUNITY BENEFITS COMMITTEE THE COMMUNITY BENEFITS COMMITTEE IS AN ENTITY COMPRISED OF MEMBERS OF FCHP LEADERSHIP AS WELL AS MEMBERS FROM THE COMMUNITIES WE SERVE WHO REPRESENT SPECIFIC GEOGRAPHIC REGIONS OR AREAS OF EXPERTISE ALL MEMBERS ARE APPOINTED ANNUALLY BY FCHP'S PRESIDENT AND CEO THE COMMITTEE IS MANAGED BY THE DIRECTOR OF COMMUNITY RELATIONS, AND REPORTS TO THE VICE PRESIDENT OF CORPORATE COMMUNICATIONS ALL GRANT APPLICATIONS ARE REVIEWED BY THE COMMITTEE AND GIVEN FINAL APPROVAL BY SENIOR MANAGEMENT BEFORE FUNDS ARE DISTRIBUTED THIS ENSURES REGULAR EVALUATION AND OVERSIGHT OF THE PROGRAM COMMUNITY HEALTH NEEDS ASSESSMENT IN 2011, THE COMMUNITY BENEFITS PROGRAM CONDUCTED EXTENSIVE REVIEW OF THE PROGRAM, AND A NEEDS ASSESSMENT OF THE COMMUNITIES SERVED BY THE PROGRAM CHANGES TO THE GIVING PROGRAM WERE MADE IN ORDER TO BETTER SERVE LOCAL NEEDS EACH YEAR, THESE AREAS OF FOCUS ARE REVIEWED WITH DATA FROM COMMUNITY AGENCIES THREE NEW AREAS OF FOCUS WERE IDENTIFIED FOR THE COMMUNITY BENEFITS PROGRAM THEY ARE PROMOTING ACCESS TO HEALTHY NUTRITION AND ENCOURAGING PHYSICAL ACTIVITY, PARTICULARLY AMONG VULNERABLE POPULATIONS, PROMOTING GOOD HEALTH FOR SENIORS, AND IMPROVING HEALTH FOR INFANTS AND CHILDREN AGED 0-5 COMMUNITY BENEFITS PLAN FALLON COMMUNITY HEALTH PLAN AWARDS GRANTS AND SUPPORT TO THOSE PROGRAMS THAT IMPROVE THE HEALTH STATUS OF THE ECONOMICALLY DISADVANTAGED, THE ELDERLY AND CHILDREN AGED 0-5 OUTCOMES ARE MEASURED EACH YEAR AGAINST THE GOALS STATED IN THE FUNDED PROGRAMS' GRANT APPLICATIONS THESE GRANT REPORTS ARE ESSENTIAL IN HELPING THE COMMITTEE ASSESS WHETHER FUNDS HAVE INDEED HELPED THE IDENTIFIED POPULATION AND THEREFORE HELP TO DETERMINE FUTURE FUNDING KEY ACCOMPLISHMENTS OF THE REPORTING YEAR FALLON COMMUNITY HEALTH PLAN INVESTED JUST OVER $839,000 IN GRANTS, PROGRAMS AND OTHER SUPPORTS TO ADDRESS NEEDS AFFECTING POPULATIONS INCLUDED IN THE COMMUNITY BENEFIT PROGRAM'S AREAS OF FOCUS OTHER CHARITABLE SUPPORT TOTALED APPROXIMATELY $327,000 IN ADDITION, $32,450 WAS GIVEN TO OUR COMMUNITIES THROUGH PROGRAMMING, SPONSORSHIPS, VOLUNTEER HOURS, AND OTHER SUPPORT FALLON COMMUNITY HEALTH PLAN HOSTED THE SIXTH ANNUAL GOLF FORE A GOAL CHARITABLE TOURNAMENT, RAISING APPROXIMATELY $208,000 IN GROSS RECEIPTS NET PROCEEDS EXCEEDING $150,000 WERE DISTRIBUTED TO MORE THAN 90 FOOD PANTRIES AND HUNGER RELIEF PROGRAMS THROUGHOUT MASSACHUSETTS PLANS FOR NEXT REPORTING YEAR FCHP'S COMMUNITY BENEFITS PROGRAM WILL CONTINUE FOCUSING ON PROGRAMS THAT WILL IMPROVE THE HEALTH STATUS OF THE ECONOMICALLY DISADVANTAGED, ELDERS, AND CHILDREN AGED 0-5 WITHIN OUR SERVICE AREA

Identifier	Return Reference	Explanation
DESCRIPTIONS OF RELATIONSHIPS	FORM 990, PART VI, QUESTION 2	HOME STAFF, LLC IS A JOINT VENTURE OF FCHP AND THE VNA CARE NETWORK & HOSPICE. THE FOLLOWING FCHP BOARD MEMBERS, OFFICERS, AND KEY EMPLOYEES SERVED ON THE HOME STAFF BOARD OF DIRECTORS DURING 2011: KAREN GREEN, RICHARD BURKE, PATRICK HUGHES AND TODD BAILY. FALLON HEALTH & LIFE ASSURANCE COMPANY, INC. (FHLAC), IS A WHOLLY-OWNED SUBSIDIARY OF FCHP. THE FOLLOWING FCHP BOARD MEMBERS, OFFICERS, AND KEY EMPLOYEES SERVED ON THE FHLAC BOARD OF DIRECTORS IN 2011: KAREN GREEN, DAVID HILLIS, RICHARD HOULIHAN, CHRISTIAN MCCARTHY, PATRICK HUGHES AND SCOTT WALKER. ULTRABENEFITS, INC. (UBI) IS A WHOLLY-OWNED SUBSIDIARY OF FHLAC. THE FOLLOWING FCHP BOARD MEMBERS, OFFICERS, AND KEY EMPLOYEES SERVED ON THE UBI BOARD OF DIRECTORS IN 2011: PATRICK HUGHES, SCOTT WALKER, AND DAVID PRZESIEK. PROCESS USED BY MANAGEMENT AND GOVERNING BODY TO REVIEW 990 FORM 990, PART VI, LINE 11B DESCRIBE THE PROCESS USED BY MANAGEMENT AND GOVERNING BODY TO REVIEW 990. A DRAFT OF THE 990 WAS PREPARED BY FCHP'S PAID PREPARER USING INFORMATION PROVIDED BY THE ORGANIZATION. THIS DRAFT WAS REVIEWED BY FCHP'S VICE PRESIDENT OF ACCOUNTING OPERATIONS & FINANCIAL PLANNING ANALYSIS, AND SENIOR MANAGEMENT, INCLUDING THE CHIEF FINANCIAL OFFICER, CHIEF COMPLIANCE OFFICER, CHIEF HUMAN RESOURCES OFFICER, AND CHIEF EXECUTIVE OFFICER. AFTER THIS REVIEW A FINAL FORM 990 WAS PREPARED, AND THE FINAL VERSION OF THE 990 WAS PROVIDED TO EACH BOARD MEMBER FOR HIS OR HER REVIEW BEFORE THE 990 WAS FILED WITH THE IRS

Identifier	Return Reference	Explanation
DESCRIBE THE PROCESS TO MONITOR CONFLICTS OF INTERESTS	FORM 990, PART VI, QUESTION 12 A,B,C	FCHP'S BYLAWS REQUIRE ALL DIRECTORS AND OFFICERS TO DISCLOSE ANY ACTUAL OR POSSIBLE CONFLICTS OF INTEREST, AS DEFINED IN THE ORGANIZATION'S CONFLICT OF INTEREST POLICY RELATING TO DIRECTORS, OFFICERS AND MEMBERS OF A COMMITTEE WITH BOARD-DELEGATED POWERS THIS IS ENFORCED BY THE REQUIREMENT THAT SUCH INDIVIDUALS ANNUALLY COMPLETE A CONFLICT OF INTEREST DISCLOSURE STATEMENT EACH YEAR THE COMPLETED CONFLICT OF INTEREST DISCLOSURE STATEMENTS ARE REVIEWED BY THE AUDIT AND COMPLIANCE COMMITTEE OF THE BOARD WHICH REPORTS ANY ACTUAL OR POTENTIAL CONFLICTS TO THE FULL BOARD ANY BOARD MEMBER OR OFFICER WITH A CONFLICT OF INTEREST IS PROHIBITED FROM PARTICIPATING IN ANY DISCUSSION OF, OR VOTE ON, THE TRANSACTION OR ARRANGEMENT THAT RESULTS IN THE CONFLICT OF INTEREST TWO INDEPENDENT BOARD MEMBERS ALSO CONDUCT AN ANNUAL REVIEW OF ANY BUSINESS TRANSACTIONS INVOLVING THE ORGANIZATION THAT COULD POTENTIALLY BENEFIT A BOARD MEMBER OR OFFICER, TO ENSURE THAT THE TRANSACTIONS DO NOT INVOLVE ANY UNDUE INFLUENCE, ARE AT FAIR MARKET VALUE, AND ARE IN THE ORGANIZATION'S BEST INTEREST THE REVIEWING BOARD MEMBERS REPORT THEIR FINDINGS TO THE FULL BOARD FURTHERMORE, AT BOARD MEETINGS, INDIVIDUAL BOARD MEMBERS ARE ASKED TO IDENTIFY, AND RECUSE THEMSELVES FROM ANY DISCUSSION AND VOTE ON ANY MATTER BEFORE THE BOARD IN WHICH THEY MAY HAVE A CONFLICT FCHP ALSO REQUIRES ALL DIRECTORS, OFFICERS, AND KEY EMPLOYEES, TO COMPLETE A WRITTEN DISCLOSURE STATEMENT DESIGNED TO IDENTIFY POTENTIAL CONFLICTS FCHP ALSO HAS GENERAL CORPORATE-WIDE CONFLICT OF INTEREST POLICIES THAT REQUIRE REPORTING OF POTENTIAL CONFLICTS AND MANAGEMENT APPROVAL OF CERTAIN TRANSACTIONS, AND PROHIBITS CERTAIN SPECIFIC TRANSACTIONS THESE POLICIES ARE ENFORCED BY SENIOR MANAGEMENT, INCLUDING THE CHIEF COMPLIANCE OFFICER

Identifier	Return Reference	Explanation
OFFICES & POSITIONS FOR WHICH PROCESS WAS USED	FORM 990, PART VI, QUESTIONS 15A & 15B	FCHP HAS ESTABLISHED AN EXECUTIVE EVALUATION AND COMPENSATION COMMITTEE (THE "COMMITTEE") OF THE BOARD OF DIRECTORS THAT ESTABLISHES POLICIES AND THE COMPENSATION STRUCTURE OF CERTAIN OF FCHP'S EXECUTIVE OFFICERS THIS COMMITTEE IS RESPONSIBLE FOR ASSURING THAT THE TOTAL COMPENSATION PROVIDED TO THESE EXECUTIVE OFFICERS IS DETERMINED BY A FAIR AND EQUITABLE PROCESS, INFORMED BY CURRENT AND CREDIBLE MARKET PRACTICE INFORMATION, AND COMPLIANT WITH APPLICABLE LEGAL AND REGULATORY GUIDELINES IN 2011, THE COMMITTEE CONSISTED OF THREE MEMBERS OF FCHP'S BOARD OF DIRECTORS, WHO ARE NOT EMPLOYED BY THE ORGANIZATION FCHP'S CEO SERVED AS AN EX OFFICIO MEMBER OF THE COMMITTEE WITHOUT A VOTING RIGHT THE EXECUTIVE OFFICERS OVER WHOSE COMPENSATION THE COMMITTEE IS RESPONSIBLE ARE COMPRISED OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER ("CEO"), AND THE PRESIDENT, EXECUTIVE VICE PRESIDENT, AND SENIOR VICE PRESIDENT POSITIONS THAT REPORT DIRECTLY TO THE CEO ("EXECUTIVE GROUP") IN 2011, TO DETERMINE THE COMPENSATION STRUCTURE OF THE EXECUTIVE GROUP, THE COMMITTEE RELIED ON A WRITTEN COMPENSATION SURVEY PRODUCED BY AN INDEPENDENT CONSULTING FIRM THAT ASSESSES EXECUTIVE COMPENSATION AND BENEFITS THE COMMITTEE MET TO REVIEW THE COMPENSATION STRUCTURE OF THE EXECUTIVE GROUP AND REVIEWED THE COMPENSATION SURVEY PREPARED BY THE INDEPENDENT CONSULTING FIRM THE COMMITTEE THEN VOTED TO APPROVE THE COMPENSATION OF THE EXECUTIVE GROUP (OTHER THAN THE CEO) FOR THE CEO'S COMPENSATION, THE COMMITTEE (MEETING WITHOUT THE CEO) RECOMMENDED A COMPENSATION STRUCTURE THAT WAS PRESENTED TO FCHP'S BOARD OF DIRECTORS THE BOARD OF DIRECTORS (WITHOUT THE CEO PRESENT), VOTED TO APPROVE THE COMMITTEE'S RECOMMENDATION ALL THESE DELIBERATIONS WERE CONTEMPORANEOUSLY DOCUMENTED IN THE MINUTES OF THE COMMITTEE AND BOARD OF DIRECTORS THIS PROCESS WAS USED TO ESTABLISH THE COMPENSATION FOR THE EXECUTIVE GROUP IN 2011 THIS PROCESS WAS NOT USED TO ESTABLISH COMPENSATION FOR THE "KEY EMPLOYEES" LISTED IN SCHEDULE J POLICIES IN REGARD TO JOINT VENTURES FORM 990, PART VI, QUESTION 16B SINCE THIS JOINT VENTURE IS MADE UP OF TWO EXEMPT ORGANIZATION, UNDER CODE SECTION 501(C)(3), THE POLICY IS NOT NECESSARILY RELEVANT AS THERE IS NO TAXABLE ENTITY INVOLVED AS A PARTNER

Identifier	Return Reference	Explanation
AVAIL OF GOV DOCS, CONFLICT OF INTEREST POLICY, & FIN STMTS TO GEN PUBLIC	FORM 990, PART VI, QUESTION 19	FCHP'S FORM 990 AND ANNUAL AUDITED FINANCIAL STATEMENTS ARE AVAILABLE TO THE GENERAL PUBLIC ON THE MASSACHUSETTS ATTORNEY GENERAL'S WEBSITE. FCHP'S ANNUAL REPORT IS AVAILABLE ON ITS OWN WEBSITE. FCHP'S FORM 990, FINANCIAL STATEMENTS, GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND ANNUAL REPORT ARE ALSO PROVIDED ON REQUEST

Identifier	Return Reference	Explanation
OTHER CHANGES IN NET ASSETS OR FUND BALANCES	Form 990, Part XI, Line 5 Other Changes in fund balance	Other changes in net assets of $(4,518,060) consists of the following items Unrealized losses, $(7,015,876) Change in Minimum pension, $2,497,812 Rounding adjustment $4

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SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
Fallon Community Health Plan Inc

Employer identification number
23-7442369

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization Yes	(g) No
(1) SUMMIT LIVING INC 10 CHESTNUT STREET WORCESTER, MA 01608 26-1836279	Asst Living	MA	501(c)(3)	9	na	Yes	

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

(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? Yes	(h) No	(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
(1) HOME STAFF LLC 40 MILLBROOK STREET Worcester, MA 01606 42-1757904	IN HOME SERVICE	MA	na	Investment	-49,300	2,338,594		No	-5,088		No	50 000 %

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) FALLON HEALTH AND LIFE ASSURANCE COMPANY 10 CHESTNUT STREET WORCESTER, MA 01608 04-3169246	Hlth Life Assur	MA	FCHP	C Corp	-8,017,346	23,564,519	100 000 %
(2) Ultrabenefits Inc 29 East Mountain Street Worcester, MA 01606 04-3525752	3rd Party Adm	MA	FHLAC	C Corp	-27,885	1,360,351	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

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

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

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) FALLON HEALTH AND LIFE ASSURANCE CO INC	B	8,400,000	cash
(2) FALLON HEALTH AND LIFE ASSURANCE CO INC	M	2,820,876	cash
(3) FALLON HEALTH AND LIFE ASSURANCE CO INC	N	5,132,019	cash
(4)			
(5)			
(6)			

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate 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		Yes	No	

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Part VII Supplemental Information

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

Identifier	Return Reference	Explanation	