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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)	OMB No 1545-0047 <div>2011</div>
	The organization may have to use a copy of this return to satisfy state reporting requirements	Open to Public Inspection


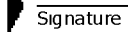





A For the 2011 calendar year, or tax year beginning 01-01-2011 and ending 12-31-2011			
B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization Tufts Health Plan Foundation Inc		D Employer identification number 26-1374263
	Doing Business As		E Telephone number (617) 972-9400
	Number and street (or P O box if mail is not delivered to street address) 705 MOUNT AUBURN STREET	Room/suite	G Gross receipts \$ 32,857,835
	City or town, state or country, and ZIP + 4 WATERTOWN, MA 024721508		
	F Name and address of principal officer James Roosevelt Jr 705 Mount Auburn Street Watertown, MA 024721508		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀(Insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: WWW.TUFTSHEALTHPLANFOUNDATION.ORG			
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other		L Year of formation 2007	M State of legal domicile MA

Part I	Summary
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Activities & Governance	1 Briefly describe the organization's mission or most significant activities THE FOUNDATION'S MISSION IS TO PROMOTE HEALTHY LIFESTYLES AND THE DELIVERY OF QUALITY HEALTHCARE IN OUR COMMUNITIES		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	10
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	9
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	0
6 Total number of volunteers (estimate if necessary)	6	0	
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0	
7b Net unrelated business taxable income from Form 990-T, line 34	7b		
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	10,062,500	15,150,000
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0	0
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	807,095	3,038,558
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	0	0
		10,869,595	18,188,558
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	2,328,940	2,931,918
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	355,273	401,538
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) <input type="checkbox"/> 0		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	303,996	540,984
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	2,988,209	3,874,440
	19 Revenue less expenses Subtract line 18 from line 12	7,881,386	14,314,118
Net Assets or Fund Balances		Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)	57,583,228	72,206,529
	21 Total liabilities (Part X, line 26)	103,596	137,083
	22 Net assets or fund balances Subtract line 21 from line 20	57,479,632	72,069,446

Part II	Signature Block
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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				2012-11-09
				Date
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  (317) 681-7000

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

See Schedule O

2

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

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 \$ 2,863,203 including grants of \$ 2,388,310) (Revenue \$ 0)

See Schedule O

4b

(Code) (Expenses \$ 471,873 including grants of \$ 393,608) (Revenue \$ 0)

See Schedule O

4c

(Code) (Expenses \$ 150,000 including grants of \$ 150,000) (Revenue \$ 0)

See Schedule O

4d

Other program services (Describe in Schedule O)

(Expenses \$ 0 including grants of \$ 0) (Revenue \$ 0)
















4e

Total program service expenses

\$ 3,485,076

Part IV

Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A 	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	No
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I 	6	No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II 	7	No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8	No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV 	9	No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V 	10	No
11	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI. 	11a	No
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	Yes
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII. 	11c	No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX. 	11d	No
e	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X. 	11e	Yes
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X. 	11f	No
12a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII 	12a	Yes
b	Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional 	12b	Yes
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Part I	14b	No
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S ? If "Yes," complete Schedule F, Part II and IV	15	No
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S ? If "Yes," complete Schedule F, Part III and IV	16	No
17	Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I	17	No
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18	No
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	No
20a	Did the organization operate one or more hospitals? If "Yes," complete Schedule H	20a	No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. All Form 990 filers that operated one or more hospitals must attach audited financial statements	20b	

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	Yes	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a		No
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		No
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36	Yes	
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance			
Check if Schedule O contains a response to any question in this Part V <input type="checkbox"/>			
		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. .	1a	8
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return.	2a	0
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	No
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account or securities account)?	4a	Yes
b	If "Yes," enter the name of the foreign country: <u>NL, BD</u> See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a	No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	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	No
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	10		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	9
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	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	Yes
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	Yes
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	Yes
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	Yes
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 <input checked="" type="checkbox"/> 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. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> 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. <input checked="" type="checkbox"/> UMESH KURPAD 705 MOUNT AUBURN STREET WATERTOWN, MA 024721508 (617) 972-9400

Part VII

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

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

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

- 1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.
- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
 - List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
 - List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
 - List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
 - List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JOHN BAACKES DIRECTOR	1 0	X						2,000	0	0
(2) DAVID GREEN DIRECTOR	1 0	X						1,000	5,500	0
(3) JACKIE JENKINS-SCOTT DIRECTOR	1 0	X						2,000	30,500	0
(4) VINCENT MOR DIRECTOR	1 0	X						2,500	0	0
(5) THOMAS P O'NEILL III DIRECTOR	1 0	X						3,000	36,000	0
(6) JAMES ROOSEVELT PRESIDENT & CEO	2 0	X		X				0	1,878,622	238,061
(7) GEORGE A RUSSELL JR DIRECTOR	1 0	X						2,000	0	0
(8) BARBARA SHATTUCK KOHN DIRECTOR	1 0	X						2,000	0	0
(9) STEVEN A TOLMAN DIRECTOR	1 0	X						1,500	0	0
(10) ELIZABETH A WALKER DIRECTOR	1 0	X						1,500	0	0
(11) LOIS CORNELL CLERK & DIRECTOR	1 0			X				0	753,522	45,951
(12) DAVID ABELMAN PRESIDENT	13 0			X				0	562,246	51,179
(13) ROLAND PRICE TREASURER	5 0			X				0	283,607	59,119
(14) UMESH KURPAD SVP AND CFO	0 0			X				0	764,468	117,356
(15) ANNMARIE BOURISQUOT-KING DIRECTOR OF GRANTS	50 0					X		0	121,798	29,616

Part VII

1b	Sub-Total			
c	Total from continuation sheets to Part VII, Section A			
d	Total (add lines 1b and 1c)	17,500	4,436,263	541,282

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 0

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	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? <i>If "Yes," complete Schedule J for such individual</i>	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? <i>If "Yes," complete Schedule J for such person</i>	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
None		
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 0		

Part VIII

Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns . . .	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d	15,000,000			
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	150,000			
	g	Noncash contributions included in lines 1a-1f \$ _____					
	h	Total. Add lines 1a-1f		15,150,000			
Program Service Revenue	2a		Business Code				
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		0			
	Other Revenue	3	Investment income (including dividends, interest and other similar amounts)		1,228,390		
4		Income from investment of tax-exempt bond proceeds . . .		0			
5		Royalties		0			
6a		Gross rents	(i) Real (ii) Personal				
b		Less rental expenses					
c		Rental income or (loss)					
d		Net rental income or (loss)					
7a		Gross amount from sales of assets other than inventory	(i) Securities (ii) Other				
b		Less cost or other basis and sales expenses					
c		Gain or (loss)					
d		Net gain or (loss)		1,810,168			1,810,168
8a		Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
b		Less direct expenses	b				
c		Net income or (loss) from fundraising events . . .		0			
9a		Gross income from gaming activities See Part IV, line 19	a				
b		Less direct expenses	b				
c		Net income or (loss) from gaming activities . . .		0			
10a		Gross sales of inventory, less returns and allowances	a				
b		Less cost of goods sold	b				
c		Net income or (loss) from sales of inventory . . .		0			
		Miscellaneous Revenue	Business Code				
11a							
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d		0				
12	Total revenue. See Instructions		18,188,558			3,038,558	

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	2,931,918	2,931,918		
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	0			
5	Compensation of current officers, directors, trustees, and key employees	17,500	17,500		
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	290,935	290,935		
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	18,966	18,966		
9	Other employee benefits	74,137	74,137		
10	Payroll taxes	0			
11	Fees for services (non-employees)				
a	Management	0			
b	Legal	114		114	
c	Accounting	32,000		32,000	
d	Lobbying	0			
e	Professional fundraising See Part IV, line 17	0			
f	Investment management fees	312,769		312,769	
g	Other	94,639	94,639		
12	Advertising and promotion	13,300		13,300	
13	Office expenses	771	771		
14	Information technology	0			
15	Royalties	0			
16	Occupancy	0			
17	Travel	9,095		9,095	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	10,799		10,799	
20	Interest	0			
21	Payments to affiliates	30,360	30,360		
22	Depreciation, depletion, and amortization	0			
23	Insurance	0			
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	SOFTWARE DUES	25,850	25,850		
b	ANNUAL REPORT	4,861		4,861	
c	TRAINING	2,880		2,880	
d	BANK FEES	1,883		1,883	
e					
f	All other expenses	1,663		1,663	
25	Total functional expenses. Add lines 1 through 24f	3,874,440	3,485,076	389,364	0
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X

Balance Sheet

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			0	1	0
	2	Savings and temporary cash investments			7,990,176	2	8,908,434
	3	Pledges and grants receivable, net			0	3	0
	4	Accounts receivable, net			0	4	0
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L			0	5	0
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L			0	6	0
	7	Notes and loans receivable, net			0	7	0
	8	Inventories for sale or use			0	8	0
	9	Prepaid expenses and deferred charges			0	9	0
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a				
	b	Less: accumulated depreciation	10b		0	10c	
	11	Investments—publicly traded securities			0	11	0
	12	Investments—other securities. See Part IV, line 11			49,592,850	12	63,298,095
	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			202	15	0
	16	Total assets. Add lines 1 through 15 (must equal line 34)			57,583,228	16	72,206,529
Liabilities	17	Accounts payable and accrued expenses			77,533	17	78,950
	18	Grants payable			0	18	0
	19	Deferred revenue			0	19	0
	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			26,063	25	58,133
	26	Total liabilities. Add lines 17 through 25			103,596	26	137,083
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets			57,479,632	27	72,069,446
	28	Temporarily restricted net assets			0	28	0
	29	Permanently restricted net assets			0	29	0
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.						
	30	Capital stock or trust principal, or current funds				30	
	31	Paid-in or capital surplus, or land, building or equipment fund				31	
	32	Retained earnings, endowment, accumulated income, or other funds				32	
	33	Total net assets or fund balances			57,479,632	33	72,069,446
	34	Total liabilities and net assets/fund balances			57,583,228	34	72,206,529

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	18,188,558
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,874,440
3	Revenue less expenses Subtract line 2 from line 1	3	14,314,118
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	57,479,632
5	Other changes in net assets or fund balances (explain in Schedule O)	5	275,696
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	72,069,446

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

2011

Open to Public Inspection

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.

Name of the organization Tufts Health Plan Foundation Inc	Employer identification number 26-1374263
--	--

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?

(i)

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

(ii)

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

(iii)

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

h

☐

Provide the following information about the supported organization(s)

	Yes	No
11g(i)		No
11g(ii)		No
11g(iii)		No

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
(A) TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION INC	042674079	0	Yes						0
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 IIIPart 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.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public Support (Subtract line 7c from line 6)						

Section B. Total Support						
Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11 and 12.)						
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 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		
16 Public support percentage from 2010 Schedule A, Part III, line 15	16		

Section D. Computation of Investment Income Percentage			
17 Investment income percentage for 2011 (line 10c column (f) divided by line 13 column (f))	17		
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18		
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
NO MONETARY SUPPORT IS PROVIDED TO THE SUPPORTED ORGANIZATION THE SUPPORTING ORGANIZATION (THE FOUNDATION) PERFORMS SERVICES FOR THE SUPPORTED ORGANIZATION WHICH ARE GRANTMAKING, PROGRAM SUPPORT AND EDUCATIONAL ACTIVITIES FURTHER MONETARY SUPPORT IS NOT REQUIRED

Additional Data

Software ID:
Software Version:
EIN: 26-1374263
Name: Tufts Health Plan Foundation Inc

Form 990, Special Condition Description:

Special Condition Description

SCHEDULE D
(Form 990)

Supplemental Financial Statements

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
Tufts Health Plan Foundation Inc

Employer identification number
26-1374263

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

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<input type="checkbox"/> Yes <input type="checkbox"/> No
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds 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	<input type="checkbox"/> Yes <input type="checkbox"/> No

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

1

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

2

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

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

3

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

4

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

5

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

☐ Yes ☐ No

6

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

7

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

8

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

☐ Yes ☐ No

9

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

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

1a

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

b

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

(i)

Revenues included in Form 990, Part VIII, line 1

► \$ _____

(ii)

Assets included in Form 990, Part X

► \$ _____

2

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

a

Revenues included in Form 990, Part VIII, line 1

► \$ _____

b

Assets included in Form 990, Part X

► \$ _____

Part III

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

3

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

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

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

5

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

☐ Yes

☐ No

Part IV

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

1a

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

☐ Yes

☐ No

b

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

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV

Part V

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

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

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶

b

Permanent endowment ▶

c

Term endowment ▶

3a

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

(i) unrelated organizations

(ii) related organizations

b

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

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

4

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

Part VI

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			
d	Equipment			
e	Other			
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				

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	18,188,558
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	3,874,440
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	14,314,118
4	Net unrealized gains (losses) on investments	4	275,696
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	275,696
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	14,589,814

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	18,151,485
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12	2e	
a	Net unrealized gains on investments	2a	275,696
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	275,696
3	Subtract line 2e from line 1	3	17,875,789
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1	4c	
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	312,769
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	312,769
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	18,188,558

Part XIII

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	3,561,671
2	Amounts included on line 1 but not on Form 990, Part IX, line 25	2e	
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	3,561,671
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:	4c	
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	312,769
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	312,769
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	3,874,440

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
ASC 740 (FKA FIN 48) FOOTNOTE	SCHEDULE D, PART X, LINE 2	IN 2011, THE AUDITED FINANCIAL STATEMENTS FOR THE FOUNDATION DID NOT DISCLOSE AN ASC 740 FOOTNOTE

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
Tufts Health Plan Foundation Inc

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

Employer identification number

26-1374263

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

73

3

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

0

Part III

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

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

Part IV

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

Identifier	Return Reference	Explanation
DESCRIPTION OF ORGANIZATION'S PROCEDURES FOR MONITORING THE USE OF GRANTS	SCHEDULE I, PART I, LINE 2	FOR ALL GRANTS THE FOUNDATION REQUIRES A SITE VISIT BY OUR STAFF, ONGOING MONITORING, ONE INTERIM PROGRESS REPORT WITH FOLLOW-UP AS NEEDED AND ONE POST-GRANT FINAL REPORT THE FOUNDATION ALSO CHECKS THE GRANTEE'S 501(C)(3) STATUS

Software ID:
Software Version:
EIN: 26-1374263
Name: Tufts Health Plan Foundation 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
Action for Boston Community Development178 TREMONT STREET BOSTON, MA 02111	04-2304133	501(C)(3)	65,000				Stay Strong Initiative & Boston Emergency Fund for
AIDS Action Committee of Massachusetts75 AMORY STREET BOSTON, MA 02119	02-2707246	501(C)(3)	42,569				Positive Aging/Lasting Strength

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
All Out Adventures Inc 184 NORTHAMPTON ST EASTHAMPTON, MA 01027	04-3559633	501(C)(3)	17,295				Outdoor Recreation for Seniors
Alliance Foundation for Community Healthopen open, MA 99999	01-0676306	501(C)(3)	24,000				Viv Byen ak Maladi Dyabt - Living Well with Diabetes

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
Alzheimers Disease & Related Disorders Assc311 Arsenal St Watertown, MA 024722782	04-2731194	501(C)(3)	25,000				Support for Informal Caregivers of Persons with Alzheimers in MA
Available Potential Enterprises LtdPO BOX 61 WILLIAMSBURG, MA 01096	04-2685501	501(C)(3)	14,400				Williamsburg Intergeneratioal Gardening Program

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
Best Buddies International150 Midway Road STE 155 Cranston, RI 02920	52-1614576	501(C)(3)	20,000				Best Buddies Intergenerational College Project (Reaching out to Cambridge Seniors)
Bethany Home of Rhode Island Inc 111 S Angell St Providence, RI 02906	05-0258941	501(C)(3)	43,036				Bethany Home Cares

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
Brandeis University 415 South St MSC 110 Waltham, MA 02453	04-2103552	501(C)(3)	20,000				Massachusetts Health Policy Forum
Brockton Neighborhood Health Center63 MAIN STREET BROCKTON, MA 02301	04-3165044	501(C)(3)	45,000				Healthy Aging

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
Cambridge Community Foundation99 BISHOP ALLEN DR CAMBRIDGE, MA 021393428	04-6012492	501(C)(3)	10,000				Matching Grant Program Healthy Aging R O C S (Reaching Out to Cambridge Seniors)
Cape Cod Volunteers Inc27 Winter St Yarmouth Port, MA 02675	05-1140462	501(C)(3)	20,000				Volunteer Opportunity Centers

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
Central Massachusetts Area Health Education Center35 Harvard St STE 300 Worcester, MA 01609	04- 2775264	501(C)(3)	45,000				Vibrant Lifestyles Healthy Aging Across Communities
Community Action Committee of Cape Cod & Islands115 ENTERPRISE ROAD HYANNIS, MA 026012212	04- 2396835	501(C)(3)	20,000				Skill Building Support for Caregivers/Exercise for Wellness

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 Health Center of Cape Cod 107 COMMERCIAL ST MASHPEE, MA 026490000	04-3370560	501(C)(3)	43,050				Continued Case Management for Healthy Seniors
Community Health Programs Inc444 Stockbridge Rd Great Barrington, MA 01230	04-2582119	501(C)(3)	10,000				Senior Life History Project

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 St Lowell, MA 01852	04-2382027	501(C)(3)	30,525				Bone Builders and Fall Prevention Enhancement
Developmental Evaluation and Adjustment Facilities 215 BRIGHTON AVE ALLSTON, MA 021342013	04-2628350	501(C)(3)	40,000				Healthy Lifestyles for Deaf Seniors

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
Discovering What's Next Revitalizing Retirement I225 NEVADA ST NEWTON, MA 02460	20-3044597	501(C)(3)	18,500				Transition to Encore Careers Building Pathways to New Opportunities & Expanding the Encore Work Continuum
Educational Development Center Inc55 CHAPEL STREET NEWTON, MA 024581060	04-2241718	501(C)(3)	60,000				Chronic Care Community Corps

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
Edward M Kennedy Institute400 ATLANTIC AVENUE BOSTON, MA 02110	02-0705535	501(C)(3)	20,000				Planning Grant for Developing Healthcare Curriculum
Elder Services of the Merrimack Valley Inc360 MERRIMACK ST 5 LAWRENCE, MA 01843	04-2545136	501(C)(3)	50,000				The Healthy Ideas Program

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
Families First Parenting Programs Inc99 Bishop Allen Dr Cambridge, MA 02139	04-3413397	501(C)(3)	10,000				Grandparents Parenting Again
Franklin County Home Care Corporation330 MONTAGUE CITY RD TURNERS FALLS, MA 01376	04-2542539	501(C)(3)	64,336				Take Steps To Healthy Aging

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
Friends of the Amesbury Council on Aging9 School St Amesbury, MA 01913	04-3297941	501(C)(3)	24,290				Amesbury Caregiver Essentials (ACE)
Generations Incorporated25 KINGSTON ST BOSTON, MA 021112200	04-3227007	501(C)(3)	40,000				Healthy Aging Initiative

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Greater Boston Guild for the Blind 15 W 65th St New York, NY 10023	04-2103893	501(C)(3)	10,230				SightCare Diabetes and Low Vision Education
Health Resources in Action Inc95 BERKELEY STREET BOSTON, MA 02116	04-2229839	501(C)(3)	144,364				Greater Boston ITN Affiliate Fee & Mass in Motion Municipal Wellness and Leadership Grant Initiative

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
Hearth Inc1640 WASHINGTON ST BOSTON, MA 021183380	04-3206820	501(C)(3)	40,000				Housing as the Key to Healthy Aging
Hebrew SeniorLife1200 CENTRE STREET BOSTON, MA 021311011	90-0183119	501(C)(3)	117,034				Prevention Through Action Culturally Inclusive Training and Education for Seniors

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
Homefront Health Care725 Branch Ave STE 214 Providence, RI 02904	05-6020861	501(C)(3)	59,438				HIP-SAFE (Homefront Intervention to Prevent Slips & Falls in Elders
Inquilinos Boricuas en Accion Inc405 Shawmut Ave Boston, MA 02118	23-7102740	501(C)(3)	25,000				Villa Victoria Elder Support Program

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
Jewish Community Housing for the Elderly30 WALLINGFORD ROAD BRIGHTON, MA 021354708	04-2607197	501(C)(3)	25,000				Generations Together
Jewish Family & Children's Service1430 MAIN STREET WALTHAM, MA 024511623	04-2104356	501(C)(3)	45,000				Steps for LIfe

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
Jumpstart for Young Children Inc308 Congress St 6th Floor Boston, MA 02210	04-3262046	501(C)(3)	30,000				Jumpstart Massachusetts Community Corps
Justice Resource Institute Inc281 Summer St 5th Floor Boston, MA 02210	04-2526357	501(C)(3)	34,821				HIV and Aging Health Information Project

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
Kit Clark Senior Services Inc1500 DORCHESTER AVENUE BOSTON, MA 02122	46-0516856	501(C)(3)	68,680				Fit-4-Life
La Alianza Hispana Inc409 DUDLEY STREET ROXBURY, MA 021193366	23-7121158	501(C)(3)	30,000				Vibrant Lifestyles Art Therapy Program

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Massachusetts Assoc of Older Americans Inc19 Temple Pl 4th Floor Boston, MA 02111	23-7039551	501(C)(3)	55,601				Moving On Reengaging Older Caregivers in Community Life
Massachusetts General Hospital101 Huntington Ave STE 300 Boston, MA 02199	04-1564655	501(C)(3)	50,000				Senior Wellness

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Massachusetts Public Health Assn 434 JAMAICA WY JAMAICA PLAIN, MA 021302009	04-2326503	501(C)(3)	15,000				Act FRESH Senior 2
Merrimack Valley Food Bank 735 BROADWAY ST LOWELL, MA 018543129	22-3241609	501(C)(3)	10,000				Mobile Pantry Program

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
Minuteman Senior Services26 Crosby St Bedford, MA 01803	04-2587212	501(C)(3)	32,000				Healthy Connections
Montachusett Opportunity Council Inc133 Prichard St Fitchburg, MA 01420	04-2401111	501(C)(3)	39,920				Linking Initiatives for Vibrant Elders (LIVE) in North Central Massachusetts

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
Mystic Valley Elder Services Inc300 Commercial St 19 Malden,MA 02148	04-2562646	501(C)(3)	10,000				Reading Partners
National Council on the Aging Inc1901 L Street NW Washington,DC 20036	13-1932384	501(C)(3)	50,000				Self-Care Management Alliance

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
Newton Community Svce CNTR Inc (SOAR 55)492 WALTHAM STREET NEWTON, MA 024651920	04-2232418	501(C)(3)	44,952				Volunteering as a Pathway to Vibrant Aging
Ocean State Center for Independent Living1944 WARWICK AVE WARWICK, RI 028892448	05-0439495	501(C)(3)	40,000				Home Sweet Accessible Home Project

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
Operation ABLE of Greater Boston Inc 131 TREMONT STREET BOSTON, MA 021111317	04-2761871	501(C)(3)	35,000				ABLE Volunteers
Project RIGHT Inc 320 A Blue Hill Ave Dorchester, MA 02121	04-3265420	501(C)(3)	10,000				Grove Hall Senior Empowerment Initiative

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Rhode Island Free Clinic Inc655 BROAD STREET PROVIDENCE, RI 029071444	05-0501276	501(C)(3)	60,000				Healthy Lifestyles for Today and Tomorrow
Rogerson Communities Inc1 FLORENCE STREET BOSTON, MA 021313638	04-2104319	501(C)(3)	50,000				Healthy Rogerson

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
Root Cause Institute ONE CANAL PARK 3RD FL CAMBRIDGE, MA 02141	20-0703238	501(C)(3)	95,000				Massachusetts Chronic Disease Self-Management Program Business Plan
Samaritans Inc41 WEST ST 4TH FL BOSTON, MA 021111209	04-2643466	501(C)(3)	13,000				Wellness Approach to Senior Suicide Prevention (Outbound Call Project)

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
SCM Community Transportation167 HOLLAND ST SOMERVILLE, MA 021442401	04-2743790	501(C)(3)	56,244				Door2Door to the Arts
Somerville-Cambridge Elder Services Inc61 MEDFORD ST SOMERVILLE, MA 021430000	04-2515020	501(C)(3)	36,190				A Collaborative Effort Between Somerville-Cambridge Elder Services and the Cambridge Health Alliance to Prevent Falls Among Seniors

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
Southwest Boston Senior Services Inc 555 AMORY ST JAMAICA PLAIN, MA 021302652	23-7304163	501(C)(3)	70,000				AgeWell Southwest Boston
Springwell Inc125 WALNUT STREET WATERTOWN, MA 024724052	04-2616064	501(C)(3)	30,000				Healthy Aging Initiative

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
The Carroll Center for the Blind Inc770 Centre St Newton, MA 02458	04-2106173	501(C)(3)	50,000				Project Safe Home
The Food Bank of Western Massachusetts97 N Hatfield Rd Hatfield, MA 01038	04-2751023	501(C)(3)	25,000				Brown Bag Food for Elders

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
The Greater Boston Food Bank Inc70 SOUTH BAY BOSTON, MA 021180000	04-2717782	501(C)(3)	15,000				The Brown Bag Program for Seniors in Need
The Providence Center528 NORTH MAIN ST PROVIDENCE, RI 029045757	05-0316969	501(C)(3)	42,000				InShape Seniors

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
The Volunteer Family101 Arch St 19th Floor Boston, MA 02110	04-1593814	501(C)(3)	20,000				Tufts Health Plan Foundation Future Philanthropists Initiative
Third Sector New England555 AMORY ST JAMAICA PLAIN, MA 02130	04-2261109	501(C)(3)	30,669				Healthy Aging in the LGBT Community

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Tufts Health Care Institute136 HARRISON AVENUE BOSTON, MA 021111817	04-3289926	501(C)(3)	20,000				Practicing Medicine in a Changing Health Care Environment The Challenges of Caring for Complex and Chronically Ill Patients
United Way51 SLEEPER STREET BOSTON, MA 022101208	04-2382233	501(C)(3)	20,038				Workplace Giving 2011

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
VNA & Hospice of Cooley Dickinson Inc 168 INDUSTRIAL DR NORTHAMPTON, MA 01060	22-2617175	501(C)(3)	59,565				Strength in Numbers Falls Prevention Education for Seniors
VNA Care Network Inc 120 Thomas St Worcester, MA 01608	04-2103825	501(C)(3)	14,000				Fewer Falls, Safer Seniors

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
Water Way Arts for Health and Energy Inc1615 BEACON STREET BROOKLINE, MA 024464602	20-2332178	501(C)(3)	25,000				Tai Chi for Healthy Aging
Watertown Community Foundation71 Barnard Ave Watertown, MA 02472	30-0229398	501(C)(3)	25,000				Tufts Health Plan Foundation Fund for A Healthy Watertown

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
Westbay Community Action Inc224 BUTTONWOODS AVE WARWICK, RI 028867541	05-0311985	501(C)(3)	42,000				Elder Safety
Whittier Street Health Center Committee Inc 1125 TREMONT ST ROXBURY, MA 021202178	04-2619517	501(C)(3)	48,000				Geriatric Chronic Disease Case Management Program

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
YMCA of Greater Boston316 HUNTINGTON AVENUE BOSTON, MA 021155019	04-2103551	501(C)(3)	50,000				Get Fit, Stay Fit for Life

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2011

Open to Public Inspection

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization
Tufts Health Plan Foundation Inc

Employer identification number
26-1374263

Part I

Questions Regarding Compensation

	Yes	No
<div><div>1a</div><div>Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items</div><div><div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Discretionary spending account</div></div><div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div></div></div>		
<div><div>1b</div><div>If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain</div></div>		
<div><div>2</div><div>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?</div></div>		
<div><div>3</div><div>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</div><div><div><div><input type="checkbox"/> Compensation committee</div><div><input type="checkbox"/> Independent compensation consultant</div><div><input type="checkbox"/> Form 990 of other organizations</div></div><div><div><input type="checkbox"/> Written employment contract</div><div><input type="checkbox"/> Compensation survey or study</div><div><input type="checkbox"/> Approval by the board or compensation committee</div></div></div></div>		
<div><div>4</div><div>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</div></div>		
<div><div>4a</div><div>Receive a severance payment or change-of-control payment?</div></div>		No
<div><div>4b</div><div>Participate in, or receive payment from, a supplemental nonqualified retirement plan?</div></div>	Yes	
<div><div>4c</div><div>Participate in, or receive payment from, an equity-based compensation arrangement?</div></div> <div>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III</div>		No
<div><div></div><div>Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.</div></div>		
<div><div>5</div><div>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</div></div>		
<div><div>5a</div><div>The organization?</div></div>		No
<div><div>5b</div><div>Any related organization?</div></div> <div>If "Yes," to line 5a or 5b, describe in Part III</div>		No
<div><div>6</div><div>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</div></div>		
<div><div>6a</div><div>The organization?</div></div>		No
<div><div>6b</div><div>Any related organization?</div></div> <div>If "Yes," to line 6a or 6b, describe in Part III</div>	Yes	
<div><div>7</div><div>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</div></div>		No
<div><div>8</div><div>Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III</div></div>		No
<div><div>9</div><div>If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?</div></div>		

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.

[illegible]

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 3	THE FOUNDATION USES THE COMPENSATION POLICIES OF ITS SOLE MEMBER, TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION, INC. (TAHMO).
SUPPLEMENTAL COMPENSATION INFORMATION	SCHEDULE J, PART I, LINE 4B	THE RELATED ORGANIZATION MAINTAINS AN EXECUTIVE SAVINGS PLAN (ESP) FOR ITS SENIOR MANAGERS WITH THE TITLE DIRECTOR AND ABOVE. THE NUMBERS LISTED ON SCHEDULE J, PART II, COLUMN C REFLECT BOTH THE EMPLOYEE DEFERRALS AS WELL AS THE EMPLOYER CONTRIBUTIONS TO THE ESP.
SUPPLEMENTAL COMPENSATION INFORMATION	SCHEDULE J, PART I, LINE 6B	THE OFFICERS OF TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION, INC. ARE ELIGIBLE TO PARTICIPATE IN AN EXECUTIVE INCENTIVE PLAN THAT IS BASED ON THE OVERALL ANNUAL SUCCESS OF THE ORGANIZATION. THE ORGANIZATION'S GOALS ARE ESTABLISHED EARLY IN THE YEAR AND APPROVED BY ITS INDEPENDENT BOARD OF DIRECTORS. ONE OF THE COMPONENTS OF THE PLAN IS BASED ON MEETING TARGETED NET EARNINGS. IN 2011, THIS COMPONENT AMOUNTED TO 25% OF TARGETED BONUS COMPENSATION. THE EMPLOYEES WHO PARTICIPATE IN THIS PLAN ARE: - DAVID ABELMAN - JAMES ROOSEVELT - ROLAND PRICE - LOIS CORNELL - UMESH KURPAD.

SCHEDULE O

(Form 990 or 990-EZ)

Department of the Treasury

Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on

Form 990 or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2011

Open to Public

Inspection

Name of the organization Tufts Health Plan Foundation Inc	Employer identification number 26-1374263
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Identifier	Return Reference	Explanation
ORGANIZATION'S MISSION	FORM 990, PART III, LINE 1	IN ORDER TO PROVIDE BENEFITS TO THE COMMUNITY OUTSIDE OF ITS REGULAR LINES OF BUSINESS, TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION, INC (TAHMO) CREATED THE TUFTS HEALTH PLAN FOUNDATION, A 501(C)(3) CHARITABLE AND SUPPORTING ORGANIZATION OF TAHMO THE MISSION OF THE FOUNDATION IS TO PROMOTE HEALTHY LIFESTYLES AND THE DELIVERY OF QUALITY CARE THE FOUNDATION ACHIEVES THIS MISSION PRIMARILY THROUGH GRANTMAKING TO CHARITABLE, SERVICE-PROVIDING ORGANIZATIONS, PROGRAM SUPPORT AND EDUCATIONAL ACTIVITIES THE FOUNDATION'S FOCUS IS HEALTHY AGING - IMPROVING THE LIVES OF OLDER ADULTS 60 AND OVER THE TUFTS HEALTH PLAN FOUNDATION HAS CHOSEN TO FOCUS ON HEALTHY AGING IN ORDER TO ADDRESS THE NEEDS OF OUR COMMUNITIES IN MASSACHUSETTS AND RHODE ISLAND, AND TO HELP MEET THE CHALLENGES AND OPPORTUNITIES OF AN AGING SOCIETY THE FOUNDATION MAKES GRANTS THROUGH THE FOUR AREAS OF CAREGIVER SUPPORT, FALL PREVENTION, INTERGENERATIONAL COLLABORATION AND VIBRANT LIFESTYLES

Identifier	Return Reference	Explanation
PROGRAM SERVICE ACCOMPLISHMENTS		<p>FORM 990, PART III, LINE 4A IN 2011, THE TUFTS HEALTH PLAN FOUNDATION COMPLETED ITS THIRD YEAR FOCUSING ON HEALTHY AGING FOR OLDER ADULTS 60-PLUS AND OVER TO ENSURE THAT OLDER ADULTS SPEND MORE YEARS IN GOOD HEALTH AND ENGAGED AS VITAL MEMBERS OF OUR COMMUNITIES. THE FOUNDATION WORKS WITH PROGRAMS THAT ADDRESS THE DEVELOPMENT AND MAINTENANCE OF OPTIMAL PHYSICAL, MENTAL AND SOCIAL WELL-BEING AND FUNCTION IN OLDER ADULTS THROUGH FOUR AREAS: 1. CAREGIVER SUPPORT - TRAINING, EDUCATION AND RESOURCES TO SUPPORT CAREGIVERS AND CARE RECIPIENTS; 2. FALL PREVENTION - EXERCISE AND EDUCATION FOR OLDER ADULTS THAT WILL REDUCE FEAR OF FALLS AND INCREASE MOBILITY, STRENGTH AND BALANCE; 3. INTERGENERATIONAL COLLABORATION - OLDER ADULTS AND YOUNGER GENERATIONS ENRICHING EACH OTHER'S LIVES THROUGH MENTORING, TUTORING AND VOLUNTEER ACTIVITIES; 4. VIBRANT LIFESTYLES - EXERCISE, NUTRITION AND EVIDENCE-BASED CHRONIC DISEASE MANAGEMENT, SOCIAL AND RECREATIONAL ACTIVITIES, AND PROGRAMS THAT PROMOTE CIVIC AND COMMUNITY ENGAGEMENT. FORM 990, PART III, LINE 4B COMMUNITY SUPPORT GRANTS: IN ADDITION TO ITS HEALTHY AGING FOCUS, THE FOUNDATION ALSO SUPPORTS WORTHY COMMUNITY PROGRAMS SUCH AS THE GREATER BOSTON FOOD BANK'S BROWN BAG PROGRAM THAT PROVIDES HEALTHY, NUTRITIOUS FOOD TO INDIVIDUALS IN NEED. FORM 990, PART III, LINE 4C IN 2009, THE TUFTS HEALTH PLAN FOUNDATION (THPF) WAS CHOSEN AS ONE OF 19 FOUNDATIONS NATIONWIDE TO RECEIVE FUNDING FROM THE ROBERT WOOD JOHNSON FOUNDATION PARTNERS INVESTING IN NURSING'S FUTURE (PIN), A NATIONAL INITIATIVE TO HELP ADDRESS THE LONG-TERM SHORTAGE OF NURSES ACROSS THE COUNTRY. THE TWO-YEAR, \$250,000 MATCHING GRANT FUNDED A THREE-STATE COLLABORATION IN MASSACHUSETTS, NEW HAMPSHIRE AND RHODE ISLAND TITLED "CREATIVITY AND CONNECTIONS: BUILDING A REGIONAL NURSING EDUCATION FRAMEWORK." THPF IS THE LEAD FOUNDATION IN THIS THREE-STATE INITIATIVE IN PARTNERSHIP WITH THE MASSACHUSETTS HOSPITAL RESEARCH AND EDUCATION ASSOCIATION (MHREA), WHICH IS THE FISCAL AGENT FOR THIS GRANT. THIS COLLABORATIVE EFFORT FOCUSED ON INCREASING THE NURSING FACULTY THROUGH SCHOLARSHIPS, INCREASING NURSING PROGRAM CAPACITY THROUGH THE USE OF A COMPUTERIZED CENTRALIZED CLINICAL PLACEMENT (CCP) SYSTEM AND REDESIGNING NURSING EDUCATION TO MEET FUTURE NEEDS IN HEALTH CARE. 2011 MARKED THE THIRD YEAR OF THIS MATCHING GRANT. IN 2011, THE TUFTS HEALTH PLAN FOUNDATION AGAIN RECEIVED FUNDING FROM THE RWJF PIN PROGRAM. AS ONE OF 11 GRANTEEES, THE FOUNDATION WAS AWARDED A THREE-YEAR, \$225,000 GRANT FOR A COLLABORATIVE EFFORT AMONG ACADEMIA AND THE NURSING PRACTICE COMMUNITIES WITHIN MASSACHUSETTS, NEW HAMPSHIRE, AND RHODE ISLAND TO CREATE A REGIONAL COLLABORATIVE FOR INTER-PROFESSIONAL EDUCATION. THE FOCUS WILL BE DEVELOPING AND IMPLEMENTING A PROGRAM OF SHARED LEARNING, RESOURCES, CURRICULUM COMPONENTS AND AN EVALUATION METHODOLOGY FOR INTER-PROFESSIONAL EDUCATION. THE TUFTS HEALTH PLAN FOUNDATION WILL WORK SPECIFICALLY WITH THE MASSACHUSETTS HOSPITAL ASSOCIATION AND ALL THE TEAM MEMBERS TO IMPLEMENT THE PROGRAM.</p>

Identifier	Return Reference	Explanation
DESCRIPTION OF RELATIONSHIPS	FORM 990, PART VI, LINE 2	TWO DIRECTORS OF THE FOUNDATION ALSO SERVE AS DIRECTORS OF ANOTHER UNRELATED ORGANIZATION THE UNRELATED ORGANIZATION DOES NOT HAVE A BUSINESS RELATIONSHIP WITH THE FOUNDATION

Identifier	Return Reference	Explanation
DESCRIPTION OF MANAGEMENT ARRANGEMENT	FORM 990, PART VI, LINE 3	THE FOUNDATION IS A SUPPORTING ORGANIZATION OF TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION, INC (TAHMO) TAHMO AND ITS SUBSIDIARY, TUFTS ASSOCIATED HEALTH PLAN, INC (TAHP), PROVIDE ADMINISTRATIVE AND MANAGEMENT SERVICES TO THE FOUNDATION

Identifier	Return Reference	Explanation
MEMBERS	FORM 990, PART VI, LINES 6A AND 7A	TUFTS ASSOCIATED HEALTH MAINTENANCE ORGRANIZATION, INC (TAHMO) AS THE SOLE CORPORATE MEMBER OF THE FOUNDATION, ELECTS THE MEMBERS OF THE FOUNDATION'S GOVERNING BODY

Identifier	Return Reference	Explanation
DESCR CLASSES OF PERSONS, DECISIONS REQUIRING APPR & TYPE OF VOTING RIGHTS	FORM 990, PART VI, LINE 7B	TAHMO, AS THE SOLE CORPORATE MEMBER OF THE FOUNDATION, HAS THE RIGHT TO MAKE CERTAIN DECISIONS REGARDING THE FOUNDATION, AND IS REQUIRED TO APPROVE ANY CHANGES TO THE FOUNDATION'S BYLAWS

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

Identifier	Return Reference	Explanation
DESCRIPTION OF PROCESS TO MONITOR TRANSACTIONS FOR CONFLICTS OF INTEREST	FORM 990, PART VI, LINE 12C	ON AN ONGOING BASIS AND BEFORE ANY GRANTS ARE AWARDED, ALL BOARD MEMBERS AND STAFF MEMBERS ARE ASKED TO DISCLOSE ANY RELATIONSHIPS OR POTENTIAL CONFLICTS OF INTEREST WITH ANY GRANTEES OR BUSINESS PARTNERS. ALSO, THE FOUNDATION BOARD MEMBERS RECEIVE ANNUAL CONFLICTS STATEMENTS, WHICH ARE REVIEWED DURING THE GRANT REVIEW PROCESS. STAFF MEMBERS WITH AN ACTUAL OR POTENTIAL CONFLICT ARE PERMITTED TO COMMENT ON A PARTICULAR REQUEST, BUT ARE NOT ALLOWED TO PARTICIPATE IN FINAL DECISIONS. DISCLOSURES ARE REPORTED IN THE DOCKET OF GRANTS PRESENTED TO THE BOARD FOR VOTE, AND BOARD MEMBERS ARE AGAIN REQUESTED TO DISCLOSE ANY POTENTIAL CONFLICTS JUST PRIOR TO THE VOTE TAKING PLACE. ANY BOARD MEMBER WITH AN ACTUAL OR POTENTIAL CONFLICT IS PERMITTED TO COMMENT, BUT IS NOT ALLOWED TO VOTE ON THE PARTICULAR MATTER.

Identifier	Return Reference	Explanation
OFFICES & POSITIONS FOR WHICH PROCESS WAS USED, & YEAR PROCESS WAS BEGUN	FORM 990, PART VI, LINES 15A AND 15B	<p>THE FOUNDATION DOES NOT HAVE ANY EMPLOYEES. THE EMPLOYEES OF RELATED ORGANIZATIONS PROVIDE SERVICES TO THE FOUNDATION. THE PRESIDENT IS COMPENSATED SOLELY FOR HIS DUTIES PERFORMED IN THE CAPACITY AS AN OFFICER OF TAHMO AND TAHF. THERE IS NO REMUNERATION FOR DUTIES RELAT ED TO THE TUFTS HEALTH PLAN FOUNDATION. THE COMPENSATION COMMITTEE (THE "COMMITTEE") OF TH E BOARD OF DIRECTORS (THE "BOARD") OF TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION (TU FTS OR THE "COMPANY") REVIEWS AND ADMINISTERS TOTAL REMUNERATION OPPORTUNITIES, POLICIES, PROGRAMS, AND MAJOR CHANGES IN TUFTS' BENEFIT PLANS THAT ARE APPLICABLE TO THE OFFICERS AN D EXECUTIVES OF THE COMPANY (THE "EXECUTIVES" - THESE INCLUDE THE CEO, COO, AND ALL SENIOR VICE PRESIDENTS), AS WELL AS TO ANY OTHER INDIVIDUAL OR GROUPS THE COMMITTEE DEEMS APPROP RIATE BASED ON ITS INTERPRETATION OF THE DEFINITION OF "DISQUALIFIED PERSONS" IN SECTION 4 958 OF THE INTERNAL REVENUE CODE OF 1986. THE COMMITTEE IS COMPRISED OF INDEPENDENT DIRECT ORS OF THE COMPANY. THE COMMITTEE REPORTS TO THE FULL BOARD OF DIRECTORS. FOR CEO COMPENSA TION, THE COMMITTEE REVIEWS THE INFORMATION DESCRIBED BELOW AND RECOMMENDS THE CEO'S COMPE NSATION TO THE FULL BOARD FOR ITS APPROVAL. THE COMMITTEE REVIEWS AND APPROVES COMPENSATIO N RECOMMENDATIONS FROM THE CEO FOR OTHER EXECUTIVES, AND PROVIDES A REPORT TO THE FULL BOA RD ON THIS INFORMATION. IT IS THE BOARD'S INTENTION THAT THE COMMITTEE WILL PERFORM ITS DU TIES IN A MANNER THAT WILL ESTABLISH A PRESUMPTION THAT THE TOTAL REMUNERATION OFFERED TO EXECUTIVES AND OTHER "DISQUALIFIED PERSONS" ARE REASONABLE. COMPARABILITY DATA AND REASONA BLENESSTHE TOTAL COMPENSATION OPPORTUNITIES PROVIDED TO EXECUTIVES OF THE COMPANY ARE INT ENDED TO BE COMPETITIVE WITH, AND IN REASONABLE COMPARISON TO, THOSE OPPORTUNITIES PROVIDE D BY ORGANIZATIONS IN THOSE BUSINESS SECTORS WITH WHICH THE COMPANY COMPETES FOR EXECUTIVE TALENT. THE BOARD BELIEVES THAT SUCH COMPETITORS ARE NOT LIMITED TO OTHER HEALTHCARE INST ITUTIONS AND THAT COMPARISONS SHOULD BE MADE TO THE COMPENSATION PRACTICES OF A CROSS-SECT ION OF BUSINESS SECTORS IN BOTH FOR-PROFIT AND NOT-FOR-PROFIT ORGANIZATIONS, WHEN APPROPRI ATE. THE COMMITTEE RETAINS INDEPENDENT COMPENSATION CONSULTANTS TO PROVIDE DATA AS NECESSA RY, AND ALSO USES AVAILABLE SOURCES OF INDEPENDENT DATA ON COMPENSATION. PEER ORGANIZATION S AND PUBLISHED SURVEY SOURCES WILL BE APPROVED BY THE COMMITTEE BASED ON ITS REASONABLE D ETERMINATION. THE COMMITTEE MAY ALSO RELY ON MEMBERS OF MANAGEMENT AND OUTSIDE ADVISORS, C ONSULTANTS, AND COUNSEL TO PROVIDE MARKET DATA, REPORTS, ANALY SIS, AND OPINIONS WITH RESPEC T TO COMPENSATION-RELATED MATTERS. THE DATA REVIEWED CONSISTS OF COMPARABLE, RELEVANT MARK ET DATA FOR THE COMPANY'S POSITIONS FROM PUBLISHED SURVEYS, AND OTHER AVAILABLE SOURCES, O F HEALTH AND MANAGED CARE INSTITUTIONS AND THE GENERAL INDUSTRY. OTHER SURVEYS OF SPECIALIZED SKILL SETS OR EMPLOYEE ATTRIBUTES CRITICAL TO THE SUCCESS OF THE COMPANY, E G , ACTUARIAL, LEGAL, ETC , ARE ALSO INCORPORATED AS NEEDED, ALONG WITH GEOGRAPHIC REFERENCES TO THE BOSTON AND NEW ENGLAND LABOR MARKETS. THE COMMITTEE WILL RELY ON THIS MARKET DATA TO ASSE SS, DETERMINE, AND VALIDATE COMPENSATION LEVELS FOR THE COMPANY'S EXECUTIVES. THE COMMITTEE USES THIS DATA IN ITS REVIEW OF - SETTING BASE SALARIES - IN LIGHT OF MARKET DATA AND T HE INDIVIDUAL'S PERFORMANCE, BACKGROUND, EXPERIENCES, AND PERSONAL SKILLS. BASE SALARY WIL L BE SET SO THAT THE TARGETED POSITIONING OF AN EXECUTIVE IS AT THE 50TH PERCENTILE FOR EA CH POSITION. ACTUAL BASE SALARY MAY VARY BASED ON SKILLS, BACKGROUND, AND EXPERIENCE. - AN NUAL INCENTIVE COMPENSATION - THE COMPANY'S GOAL IS TO PROVIDE COMPETITIVE AND REASONABLE OPPORTUNITIES UNDER THE TERMS OF AN EXECUTIVE ANNUAL INCENTIVE PLAN FOR THE SELECTED POSIT IONS WHICH ARE RESPONSIBLE FOR ACHIEVING PERFORMANCE GOALS THAT REFLECT THE OVERALL MISSIO N OF THE COMPANY , THE STRATEGIC DIRECTION OF THE COMPANY FOR THE PERFORMANCE YEAR, AND THE INDIVIDUAL'S PERFORMANCE DURING THAT YEAR. THE COMMITTEE MAKES EVERY EFFORT TO ESTABLISH A PRESUMPTION THAT THE TOTAL REMUNERATION OPPORTUNITIES PROVIDED TO EXECUTIVES ARE REASONA BLE, AS SUCH PRESUMPTION IS CONTEMPLATED IN SECTION 4958 OF THE INTERNAL REVENUE CODE OF 1 986, AS AMENDED FROM TIME TO TIME. IN ESTABLISHING THE PRESUMPTION OF REASONABLENESS, THE COMMITTEE MAY ENGAGE THE PROFESSIONAL SERVICES OF INDEPENDENT LEGAL COUNSEL, COMPENSATION EXPERTS, ACCOUNTANTS, AND OTHER EXPERTS AND ADVISORS. TIMING EXECUTIVE BENCHMARKING IS COM PLETED ON AN ANNUAL BASIS. BENCHMARKING IS COMPLETED BY THE EXTERNAL CONSULTANT ENGAGED BY THE COMPENSATION COMMITTEE EVERY TWO YEARS, AND BY THE INTERNAL COMPENSATION TEAM ON ALTE RNATING YEARS. THE ANALYSIS COMPLETED IN Q4, 2011 WAS COMPLETED BY THE EXTERNAL CONSULTANT ENGAGED BY THE COMMITTEE. TO COMPLETE THE ANALYSIS, THE CONSULTANT - COLLECTED RELEVANT INFORMATION REGARDING THE COMPANY'S OPERATIONS, COMPLEXITY, STRUCTURE, SIZE, AND SCOPE, AS WELL AS RELEVANT BACKGROUND ON THE EXECUTIVES' DU</p>

Identifier	Return Reference	Explanation
OFFICES & POSITIONS FOR WHICH PROCESS WAS USED, & YEAR PROCESS WAS BEGUN	FORM 990, PART VI, LINES 15A AND 15B	TIES AND SCOPE OF RESPONSIBILITIES - DETERMINED THE SURVEY SOURCES TO USE IN THE ANALYSIS, BASED ON THE COMPANY'S COMPETITIVE MARKET FOR EXECUTIVE POSITIONS (AS DESCRIBED ABOVE) - MATCHED THE COMPANY'S EXECUTIVE POSITIONS IN THE SURVEYS BASED ON THE COMPANY'S SIZE COMPLEXITY, AND SCOPE, AS WELL AS ACCORDING TO SPECIFIC POSITION RESPONSIBILITIES AND REPORTING RELATIONSHIPS - VALIDATED THE SURVEY SOURCES AND MARKET MATCHES WITH THE INTERNAL COMPENSATION TEAM TO ENSURE CONSISTENCY - REVIEWED, COMPILED, AND SUMMARIZED THE DATA IN REPORT FORM THE REPORT SUMMARIZING THE RESULTS OF THE ANALYSIS WAS PRESENTED TO THE COMPENSATION COMMITTEE FOR DISCUSSION AND DELIBERATION DOCUMENTATION A SUMMARY OF THE DISCUSSIONS AND DELIBERATIONS OF THE COMMITTEE ARE DOCUMENTED IN THE MEETING MINUTES, WHICH ARE REVIEWED AND APPROVED BY THE COMMITTEE COPIES OF ALL MEETING MATERIALS DISTRIBUTED PRIOR TO AND DURING THE MEETING ARE MAINTAINED IN THE CORPORATE RECORDS ALONG WITH MEETING MINUTES

Identifier	Return Reference	Explanation
AVAIL OF GOV DOCS, CONFLICT OF INTEREST POLICY , & FIN STMTS TO GEN PUBLIC	FORM 990, PART VI, LINE 19	THE GOVERNING DOCUMENTS, CONFLICTS OF INTEREST POLICY AND FINANCIAL STATEMENTS OF THE FOUNDATION ARE AVAILABLE AT ITS HEADQUARTERS IN WATERTOWN, MA ALL REQUESTS CAN BE MADE TO THE CORPORATE COMMUNICATIONS OR FINANCE DEPARTMENTS

Identifier	Return Reference	Explanation
HOURS WORKED FOR RELATED ORGANIZATION	FORM 990, PART VII	HOURS LISTED BELOW ARE FOR TUFTS ASSOCIATED HEALTH PLANS, INC (TAHP), TUFTS BENEFIT ADMINISTRATORS, INC (TBA), TOTAL HEALTH PLAN, INC (THP), AND TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION (TAHMO) - DAVID GREEN 1 HOUR WITH TAHMO - JACKIE JENKINS-SCOTT 3 HOURS WITH TAHMO - THOMAS P O'NEILL, III 3 HOURS WITH TAHMO - JAMES ROOSEVELT 5 HOURS WITH TAHP, 8 HOURS WITH TBA, 3 HOURS WITH THP, AND 22 HOURS WITH TAHMO - LOIS CORNELL 10 HOURS WITH TAHP, 8 HOURS WITH TBA, 3 HOURS WITH THP, AND 20 HOURS WITH TAHMO - ROLAND PRICE 5 HOURS WITH TAHP, 3 HOURS WITH TBA, 3 HOURS WITH THP, AND 26 HOURS WITH TAHMO - DAVID ABELMAN 14 HOURS WITH TAHP, 3 HOURS WITH TBA, 3 HOURS WITH THP, AND 13 HOURS WITH TAHMO

Identifier	Return Reference	Explanation
OTHER CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	UNREALIZED GAINS/(LOSS) ON INVESTMENTS \$275,696

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
Tufts Health Plan Foundation Inc

Employer identification number
26-1374263

Part I

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

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

Part II

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
(1) TUFTS ASSOC HEALTH MAINTENANCE ORG INC 705 MOUNT AUBURN STREET WATERTOWN, MA 02472 04-2674079	HMO	MA	501(C)(4)	N/A	NA		No

Part III

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

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

Part IV

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) TUFTS ASSOCIATED HEALTH PLANS INC 705 Mount Auburn St WATERTOWN, MA 024721508 04-2985923	MANAGEMENT SVCS	MA	TAHMO	C Corp	0	0	0 %

Part V

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

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

1

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

a

Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity

b

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

c

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

d

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

e

Loans or loan guarantees by related organization(s)

f

Sale of assets to related organization(s)

g

Purchase of assets from related organization(s)

h

Exchange of assets with related organization(s)

i

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

j

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

k

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

l

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

m

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

n

Sharing of paid employees with related organization(s)

o

Reimbursement paid to related organization(s) for expenses

p

Reimbursement paid by related organization(s) for expenses

q

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

r

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

Yes

No

1a

1b

1c

1d

1e

1f

1g

1h

1i

1j

1k

1l

1m

1n

1o

1p

1q

1r

No

No

Yes

No

No

No

No

No

No

No

No

Yes

Yes

Yes

No

No

No

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)			
(2)			
(3)			
(4)			
(5)			
(6)			

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

[illegible]

Part VII

Supplemental Information

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

Identifier	Return Reference	Explanation
REIMBURSEMENT PAID TO OTHER ORGANIZATION	SCHEDULE R, PART V, LINE 10	THE FOUNDATION REIMBURSES TAHMO FOR ALL PAYMENTS DIRECTLY RELATED TO THE FOUNDATION