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Form <b>990</b>  Department of the Treasury Internal Revenue Service	<b>Return of Organization Exempt From Income Tax</b>  <b>Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)</b>	OMB No 1545-0047
	The organization may have to use a copy of this return to satisfy state reporting requirements	<div> <div>2012</div> <div>Open to Public Inspection</div> </div>

**A For the 2012 calendar year, or tax year beginning 01-01-2012 , 2012, and ending 12-31-2012**

<b>B</b> Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization TUFTS HEALTH PLAN FOUNDATION INC		<b>D</b> 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 Suite	Room/suite	
	City or town, state or country, and ZIP + 4 WATERTOWN, MA 024721508		<b>G</b> Gross receipts \$ 3,606,293
	<b>F</b> Name and address of principal officer James Roosevelt Jr 705 Mount Auburn Street Watertown, MA 024721508		
<b>I</b> 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		<b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>J</b> Website: WWW.TUFTSHEALTHPLANFOUNDATION.ORG		<b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)	
		<b>H(c)</b> Group exemption number	

Part I Summary

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	11
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	7
	5 Total number of individuals employed in calendar year 2012 (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 15,150,000	Current Year 87,500
	9 Program service revenue (Part VIII, line 2g)	0	0
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	3,038,558	1,458,852
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0	0
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	18,188,558	1,546,352
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	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)		401,538	432,182
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)		540,984	687,424
18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)		3,874,440	4,015,247
19 Revenue less expenses Subtract line 18 from line 12		14,314,118	-2,468,895
Net Assets or Fund Balances		Beginning of Current Year	
	20 Total assets (Part X, line 16)	72,206,529	70,606,237
	21 Total liabilities (Part X, line 26)	137,083	201,031
	22 Net assets or fund balances Subtract line 21 from line 20	72,069,446	70,405,206

## Part II Signature Block

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

<b>Sign Here</b>	Signature of officer			2014-04-02	
	UMESH KURPAD SVP & CFO			Date	
Type or print name and title					
<b>Paid Preparer Use Only</b>	Print/Type preparer's name		Preparer's signature		Date
	Check <input type="checkbox"/> if self-employed		PTIN		
	Firm's name ▶ ERNST & YOUNG US LLP			Firm's EIN ▶	
Firm's address ▶ 111 MONUMENT CIRCLE STE 2600			Phone no (317) 681-7000		
INDIANAPOLIS, IN 46204					

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

☐ Yes ☒ No

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 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 \$ 3,221,337 including grants of \$ 2,589,141 ) (Revenue \$ 0 )

See Schedule O

4b

(Code ) (Expenses \$ 272,474 including grants of \$ 219,000 ) (Revenue \$ 0 )

See Schedule O

4c

(Code ) (Expenses \$ 87,500 including grants of \$ 87,500 ) (Revenue \$ 0 )

See Schedule O

4d

Other program services (Describe in Schedule O )



















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

4e

Total program service expenses 3,581,311

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 <b>Section 501(c)(3) organizations.</b> 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 for escrow or custodial account liability, 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 and XII 	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 and XII 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, Parts I and IV 	14b Yes	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts 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 United States? If "Yes," complete Schedule F, Parts 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 (see instructions) . . . . .	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 hospital facilities? If "Yes," complete Schedule H . . . . .	20a	No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization 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, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> . . . . .	23	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 lines 24b through 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	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> 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, highest 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 employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <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 direct or indirect 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, Part II, III, or IV, and Part V, line 1</i> . . . . .	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . .	35b		
36	<b>Section 501(c)(3) organizations.</b> 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 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O . . . . .	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No			
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a	9			
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes			
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	2a	0			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> 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, securities account, or other financial account)?	4a	Yes			
b	If "Yes," enter the name of the foreign country: NL, BD 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 as charitable contributions?	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 8822?	7c				No
d	If "Yes," indicate the number of Forms 8822 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	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> 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?						
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? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O.	13a				
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b				
c	Enter the amount of reserves on hand.	13c				
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a				No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b				

Part VI

Governance, Management, and Disclosure

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

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	11	
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
1b	Enter the number of voting members included in line 1a, above, who are independent	7	
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
7b	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		
8a	The governing body?	8a	Yes
8b	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
10b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	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
11b	Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	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?		
15a	The organization's CEO, Executive Director, or top management official	15a	No
15b	Other officers or key employees of the organization	15b	No
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
16b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed	MA
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O)	
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 during the tax year	
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization	UMESH KURPAD 705 MOUNT AUBURN STREET WATERTOWN, MA (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 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 organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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	1 0	X						1,000	0	0
DIRECTOR (PART YEAR)	0 0									
(2) DAVID GREEN	2 0	X						3,000	18,000	0
DIRECTOR	0 0									
(3) JACKIE JENKINS-SCOTT	1 0	X						1,500	30,000	0
DIRECTOR	3 0									
(4) VINCENT MOR	1 0	X						1,000	0	0
DIRECTOR	0 0									
(5) THOMAS P O'NEILL III	4 0	X						2,000	27,000	0
DIRECTOR	2 0									
(6) JAMES ROOSEVELT	2 0	X						0	1,890,084	227,795
DIRECTOR	48 0									
(7) GEORGE A RUSSELL JR	1 0	X						1,500	0	0
DIRECTOR	0 0									
(8) BARBARA SHATTUCK KOHN	1 0	X						2,000	0	0
DIRECTOR	0 0									
(9) STEVEN A TOLMAN	1 0	X						0	0	0
DIRECTOR	0 0									
(10) ELIZABETH A WALKER	1 0	X						1,000	0	0
DIRECTOR	0 0									
(11) DAVID ABELMAN ESQ	13 0	X		X				0	541,881	47,841
DIRECTOR & PRESIDENT	37 0									
(12) PATRICIA BLAKE	0 0	X						0	648,028	44,256
DIRECTOR	50 0									
(13) LOIS CORNELL	0 0			X				0	753,967	44,014
CLERK	50 0									
(14) ROLAND PRICE	5 0			X				0	300,660	64,742
TREASURER	45 0									
(15) UMESH KURPAD	0 0			X				0	887,888	113,161
CFO	50 0									
(16) ANNE MARIE BOURISQUOT-KING	50 0					X		0	148,468	27,780
DIRECTOR-GRANTS & OPERATIONS	0 0									

## Part VII

<b>1b</b>	<b>Sub-Total . . . . .</b>			
<b>c</b>	<b>Total from continuation sheets to Part VII, Section A . . . . .</b>			
<b>d</b>	<b>Total (add lines 1b and 1c) . . . . .</b>	13,000	5,245,976	569,589

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
<b>3</b>	Did the organization list any <b>former</b> officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> . . . . .	<b>3</b>	No
<b>4</b>	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> . . . . .	<b>4</b>	Yes
<b>5</b>	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> . . . . .	<b>5</b>	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

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . . .	1a				
	b	Membership dues . . . . .	1b				
	c	Fundraising events . . . . .	1c				
	d	Related organizations . . . .	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	87,500			
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f . . . . .		87,500			
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) . . . . .		831,226		831,226
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)	0 0				
d		Net rental income or (loss) . . . . .		0			
7a		Gross amount from sales of assets other than inventory	(i) Securities (ii) Other				
b		Less cost or other basis and sales expenses	2,687,567				
c		Gain or (loss)	2,059,941				
d		Net gain or (loss) . . . . .		627,626		627,626	
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 . . . . .		1,546,352			1,458,852	

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).

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.	2,895,641	2,895,641		
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.	13,000	13,000		
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0			
7	Other salaries and wages.	336,769	336,769		
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	18,966	18,966		
9	Other employee benefits.	63,447	63,447		
10	Payroll taxes.	0			
11	Fees for services (non-employees):				
a	Management.	0			
b	Legal.	959		959	
c	Accounting.	32,004		32,004	
d	Lobbying.	0			
e	Professional fundraising services. See Part IV, line 17.	0			
f	Investment management fees.	346,893		346,893	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	203,692	203,692		
12	Advertising and promotion.	13,050		13,050	
13	Office expenses.	986	986		
14	Information technology.	0			
15	Royalties.	0			
16	Occupancy.	0			
17	Travel.	15,252		15,252	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.	0			
19	Conferences, conventions, and meetings.	4,615		4,615	
20	Interest.	0			
21	Payments to affiliates.	18,160	18,160		
22	Depreciation, depletion, and amortization.	0			
23	Insurance.	0			
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O):				
a	SOFTWARE DUES	30,650	30,650		
b	TRAINING	15,704		15,704	
c	ANNUAL REPORT	2,852		2,852	
d	BANK FEES	636		636	
e	All other expenses	1,971		1,971	
25	Total functional expenses. Add lines 1 through 24e.	4,015,247	3,581,311	433,936	0
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X

Balance Sheet

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

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing . . . . .			0	1	0
	2	Savings and temporary cash investments . . . . .			8,908,434	2	952,208
	3	Pledges and grants receivable, net . . . . .			0	3	0
	4	Accounts receivable, net . . . . .			0	4	0
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L . . . . .			0	5	0
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) 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		0	10c	
	b	Less accumulated depreciation . . . . .	10b				
	11	Investments—publicly traded securities . . . . .			0	11	0
	12	Investments—other securities See Part IV, line 11 . . . . .			63,298,095	12	69,654,029
	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 . . . . .			0	15	0
16	Total assets. Add lines 1 through 15 (must equal line 34) . . . . .			72,206,529	16	70,606,237	
Liabilities	17	Accounts payable and accrued expenses . . . . .			78,950	17	166,248
	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	Loans and other 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 . . . . .			58,133	25	34,783
	26	Total liabilities. Add lines 17 through 25 . . . . .			137,083	26	201,031
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets . . . . .			72,069,446	27	70,405,206
	28	Temporarily restricted net assets . . . . .			0	28	0
	29	Permanently restricted net assets . . . . .			0	29	0
	Organizations that do not follow SFAS 117 (ASC 958), 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 . . . . .			72,069,446	33	70,405,206
	34	Total liabilities and net assets/fund balances . . . . .			72,206,529	34	70,606,237

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	1,546,352
2	Total expenses (must equal Part IX, column (A), line 25)	2	4,015,247
3	Revenue less expenses Subtract line 2 from line 1	3	-2,468,895
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	72,069,446
5	Net unrealized gains (losses) on investments	5	804,655
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	70,405,206

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? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	No
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	No
2c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	No
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	

SCHEDULE A

(Form 990 or 990EZ)

Department of the Treasury  
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2012

Open to Public  
Inspection

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	<input type="checkbox"/>	A church, convention of churches, or association of churches described in <b>section 170(b)(1)(A)(i).</b>
2	<input type="checkbox"/>	A school described in <b>section 170(b)(1)(A)(ii).</b> (Attach Schedule E )
3	<input type="checkbox"/>	A hospital or a cooperative hospital service organization described in <b>section 170(b)(1)(A)(iii).</b>
4	<input type="checkbox"/>	A medical research organization operated in conjunction with a hospital described in <b>section 170(b)(1)(A)(iii).</b> Enter the hospital's name, city, and state _____
5	<input type="checkbox"/>	An organization operated for the benefit of a college or university owned or operated by a governmental unit described in <b>section 170(b)(1)(A)(iv).</b> (Complete Part II )
6	<input type="checkbox"/>	A federal, state, or local government or governmental unit described in <b>section 170(b)(1)(A)(v).</b>
7	<input type="checkbox"/>	An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in <b>section 170(b)(1)(A)(vi).</b> (Complete Part II )
8	<input type="checkbox"/>	A community trust described in <b>section 170(b)(1)(A)(vi)</b> (Complete Part II )
9	<input type="checkbox"/>	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 <b>section 509(a)(2).</b> (Complete Part III )
10	<input type="checkbox"/>	An organization organized and operated exclusively to test for public safety See <b>section 509(a)(4).</b>
11	<input checked="" type="checkbox"/>	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 <b>section 509(a)(3).</b> Check the box that describes the type of supporting organization and complete lines 11e through 11h <div><b>a</b> <input checked="" type="checkbox"/> Type I   <b>b</b> <input type="checkbox"/> Type II   <b>c</b> <input type="checkbox"/> Type III - Functionally integrated   <b>d</b> <input type="checkbox"/> Type III - Non-functionally integrated</div>
e	<input checked="" type="checkbox"/>	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 <input checked="" type="checkbox"/>
g		Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons? <div><b>(i)</b> A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? <b>(ii)</b> A family member of a person described in (i) above? <b>(iii)</b> A 35% controlled entity of a person described in (i) or (ii) above?</div>
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 monetary support
			Yes	No	Yes	No	Yes	No	
(A) TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION INC	042674079	0	Yes		Yes		Yes		0
Total									0

Part II

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

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV )						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here . . . . .						▶

Section C. Computation of Public Support Percentage			
14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14		
15 Public support percentage for 2011 Schedule A, Part II, line 14	15		
16a 33 1/3% support test—2012. 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—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization			▶
17a 10%-facts-and-circumstances test—2012. 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—2011. 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 IIISupport Schedule for Organizations Described in Section 509(a)(2)

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

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 2012 (line 8, column (f) divided by line 13, column (f))	15	
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage		
17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	
19a 33 1/3% support tests—2012. 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—2011. 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.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

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

SCHEDULE D  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Supplemental Financial Statements

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization TUFTS HEALTH PLAN FOUNDATION INC	Employer identification number 26-1374263
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Part I

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

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

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 education)☐ Preservation of an historically important land area☐ Protection of natural habitat☐ Preservation of a certified historic structure☐ Preservation of open space

2

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

	Held at the End of the Year
a	Total number of conservation easements
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, and not on a historic structure listed in the National Register

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶\_\_\_\_\_

4

Number of states where property subject to conservation easement is located ▶\_\_\_\_\_

5

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

☐ Yes☐ No

6

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

7

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

8

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

☐ Yes☐ No

9

In Part XIII, 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 (ASC 958), 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 XIII, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116 (ASC 958), 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 (ASC 958) relating to these items

a

Revenues included in Form 990, Part VIII, line 1

▶\$ \_\_\_\_\_

b

Assets included in Form 990, Part X

▶\$ \_\_\_\_\_

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

3

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

a

☐ Public exhibition

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 XIII

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 XIII 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 XIII. Check here if the explanation has been provided in Part XIII

☐

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

	(a)Current year	(b)Prior year	b (c)Two years back	(d)Three years back	(e)Four years back
1a	Beginning of year balance				
b	Contributions				
c	Net investment earnings, gains, and losses				
d	Grants or scholarships				
e	Other expenditures for facilities and programs				
f	Administrative expenses				
g	End of year balance				

2

Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a

Board designated or quasi-endowment

b

Permanent endowment

c

Temporarily restricted endowment

The percentages in lines 2a, 2b, and 2c should equal 100%

3a

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

(i) unrelated organizations

3a(i)

Yes

No

(ii) related organizations

3a(ii)

Yes

No

b

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

3b

Yes

No

4 Describe in Part XIII 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 through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				

Schedule D (Form 990) 2012



**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

<b>1</b>	Total revenue, gains, and other support per audited financial statements . . . . .	<b>1</b>	2,004,114
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
<b>a</b>	Net unrealized gains on investments . . . . .	<b>2a</b>	804,655
<b>b</b>	Donated services and use of facilities . . . . .	<b>2b</b>	
<b>c</b>	Recoveries of prior year grants . . . . .	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII ) . . . . .	<b>2d</b>	
<b>e</b>	Add lines <b>2a</b> through <b>2d</b> . . . . .	<b>2e</b>	804,655
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b> . . . . .	<b>3</b>	1,199,459
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line <b>1</b>		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	<b>4a</b>	346,893
<b>b</b>	Other (Describe in Part XIII ) . . . . .	<b>4b</b>	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b> . . . . .	<b>4c</b>	346,893
<b>5</b>	Total revenue Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12 ) . . . . .	<b>5</b>	1,546,352

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

<b>1</b>	Total expenses and losses per audited financial statements . . . . .	<b>1</b>	3,668,354
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25		
<b>a</b>	Donated services and use of facilities . . . . .	<b>2a</b>	
<b>b</b>	Prior year adjustments . . . . .	<b>2b</b>	
<b>c</b>	Other losses . . . . .	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII ) . . . . .	<b>2d</b>	
<b>e</b>	Add lines <b>2a</b> through <b>2d</b> . . . . .	<b>2e</b>	
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b> . . . . .	<b>3</b>	3,668,354
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line <b>1</b> :		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	<b>4a</b>	346,893
<b>b</b>	Other (Describe in Part XIII ) . . . . .	<b>4b</b>	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b> . . . . .	<b>4c</b>	346,893
<b>5</b>	Total expenses Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18 ) . . . . .	<b>5</b>	4,015,247

**Part XIII Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, 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 2012, THE AUDITED FINANCIAL STATEMENTS FOR THE FOUNDATION DID NOT DISCLOSE AN ASC 740 FOOTNOTE

SCHEDULE F  
(Form 990)

Statement of Activities Outside the United States

► Complete if the organization answered "Yes" to Form 990,  
Part IV, line 14b, 15, or 16.  
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

Name of the organization  
TUFTS HEALTH PLAN FOUNDATION INC

Employer identification number  
26-1374263

Part I

General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

- 1 For grantmakers. 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 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of grant funds outside the United States.
- 3 Activites per Region (The following Part I, line 3 table can be duplicated if additional space is needed )

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e g , fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
Central America and the Caribbean	0	0	Investments		14,900,000
3a Sub-total	0	0			14,900,000
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	0	0			14,900,000

**Part II**

**Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)

- 2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter . . . . ▶
- 3 Enter total number of other organizations or entities . . . . . ▶

**Part III** **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16. Part III can be duplicated if additional space is needed.

[illegible]

**Part IV Foreign Forms**

- 1

Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)*

☒ Yes ☐ No
- 2

Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)*

☐ Yes ☒ No
- 3

Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with Respect to Certain Foreign Corporations. (see Instructions for Form 5471)*

☒ Yes ☐ No
- 4

Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)*

☒ Yes ☐ No
- 5

Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with Respect to Certain Foreign Partnerships. (see Instructions for Form 8865)*

☐ Yes ☒ No
- 6

Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713).*

☐ Yes ☒ No

## Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

[illegible]

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

2012

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. Part II can be duplicated 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 . . . . .

78

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.  
Part III can be duplicated 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, Part III, column (b), 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)	55,000				The Good Life A Healthy Living Club to Better He
AIDS Action Committee of Massachusetts75 Armory Street Boston, MA 02119	22-2707246	501(C)(3)	40,000				Positive Aging/Lasting Strength (PALS)

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 Inc184 Northampton St EASTHAMPTON,MA 01027	04-3559633	501(C)(3)	20,718				Outdoor Recreation for Seniors
Alzheimers Disease & Related Disorders Assn311 Arsenal St Watertown,MA 024722782	04-2731194	501(C)(3)	25,000				Support for Informal Caregivers of Persons with AI 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
American Red Cross139 Main Street Cambridge, MA 02142	53-0196605	501(C)(3)	20,000				Hurricane Sandy 2012 - Disaster Relief Alzheimers in MA
Atrius Health Foundation275 GROVE ST AMERICAN CANYON, MA 024662274	26-4517944	501(C)(3)	57,301				Fall Prevention Training for Seniors At Risk

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
Available Potential Enterprises LtdPO Box 61 Williamsburg,MA 01096	04-2685501	501(C)(3)	14,504				Williamsburg Intergenerational Gardening Program (Reaching out to Cambridge Seniors)
BayPath Elder Services Inc 33 Boston Post Rd Marlboro,MA 017521867	04-2608708	501(C)(3)	14,672				Healthy Aging Metrowest Making Cultural Connectio

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Boston Medical Center801 Massachusetts Ave Boston,MA 021182308	04-3314093	501(C)(3)	23,407				A Matter of Balance Managing Concerns about Falls
Brigham and Women's Hospital75 Francis Street Boston,MA 02115	04-2312909	501(C)(3)	48,416				Southern Jamaica Plain Health Center Program for H

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
Brockton Neighborhood Health Center63 Main Street Boston,MA 02301	04-3165044	501(C)(3)	45,000				Managing Chronic Diseases in Low-Income Elderly (Reaching Out to Cambridge Seniors)
Cambridge Community Foundation99 Bishop Allen Dr Cambridge,MA 02139	04-6012492	501(C)(3)	10,000				Matching Grant Program Healthy Aging R O C S (Re

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
Cape Cod Volunteers Inc27 Winter Street Yarmouth Port,MA 02675	51-0140462	501(C)(3)	20,000				CCV Opportunity Centers Communities
Community Action Committee of Cape Cod115 ENTERPRISE RD HYANNIS,MA 026012212	04-2396835	501(C)(3)	24,085				Caregiver Support Advisor Service 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 Cod107 Commercial St Mashpee,MA 02649	04-3370560	501(C)(3)	48,500				Case Management for Healthy Seniors
Community Health Charities of New England Inc30 Laurel Street Hartford,CT 061061361	06-6079596	501(C)(3)	5,090				Workplace Giving 2012

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 Programs Inc444 Stockbridge Rd Great Barrington, MA 012300030	04-2582119	501(C)(3)	17,000				Senior Life History project
Cornerstone Adult Services Inc140 Warwick Neck Ave Warwick,RI 028895308	05-0429500	501(C)(3)	11,150				Expansion of Enhanced Fall Prevention 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
Developmental Evaluation & Adjustment Fac215 Brighton Ave Allston,MA 021342013	04-2628350	501(C)(3)	40,000				Healthy Lifestyles for Deaf Seniors to New Opportunities & Expanding the Encore Work Continuum
EDWARD M KENNEDY CNTR FOR STUDY400 Atlantic Ave Boston,MA 02110	02-0705535	501(C)(3)	20,000				Planning Grant for Developing Healthcare Curriculu

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
Elder Services of Berkshire County Inc66 Wendell Ave Pittsfield,MA 012016306	04-2542001	501(C)(3)	64,078				Healthy Aging, Healthy Living Curriculum
Elder Services of Merrimack Valley360 Merrimack St Lawrence,MA 01843	04-2545136	501(C)(3)	45,000				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
Elder Services of Worcester Area Inc67 Millbrook St Worcester, MA 01606	04-2545221	501(C)(3)	15,000				Healthy Aging (Evidence Based) Programs
Families First Parenting Programs Inc99 Bishop Allen Dr Cambridge, MA 021393428	04-3413397	501(C)(3)	15,000				Grandparents Parenting Again

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
Family Service of Rhode Island55 Hope Street Providence,RI 02906	05-0258858	501(C)(3)	44,992				Positive Aging And Living Program for Individuals
Franklin County Home Care Corporation330 Montague City Rd Turners Falls,MA 01376	04-2542539	501(C)(3)	65,000				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 Street Amesbury, MA 019132812	04-3297941	501(C)(3)	58,910				Amesbury Caregiver Essentials (ACE)
FriendshipWorks105 Chauncey St Ste 801 Boston, MA 02111	04-3140541	501(C)(3)	10,000				Friendly Visiting Program 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
Generations Incorporated25 KINGSTON ST Boston,MA 021112200	04-3227007	501(C)(3)	40,000				Healthy Aging Initiative
Greater Providence YMCA 371 PINE ST Providence,RI 02903	05-0258878	501(C)(3)	45,000				Healthy, Safe, and Over 60 Programs for Older Adu Training and Education for Seniors

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

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Health Resources in Action Inc95 Berkeley Street Boston,MA 02116	04-2229839	501(C)(3)	25,000				Mass in Motion Municipal Wellness and Leadership G & Falls in Elders
Hearth Inc1640 Washington St Boston,MA 02118	04-3206820	501(C)(3)	50,000				Housing as the Key to Healthy Aging

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

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Hebrew SeniorLife1200 CENTRE ST Boston,MA 021311011	90-0183119	501(C)(3)	138,000				Prevention Through Action Culturally Inclusive Tr
ITN GREATER BOSTON INC34 Deloss St Fl 1 Framingham,MA 01702	45-1562608	501(C)(3)	93,944				Transportation Services for Seniors and Visually I

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

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Jewish Community Housing for the Elderly30 Wallingford Road Brighton,MA 021354708	42-2607197	501(C)(3)	25,000				Generations Together
Jewish Family & Children's Service1430 MAIN ST Waltham,MA 024511623	42-2104356	501(C)(3)	45,000				Aging Well at Home A Community Based Health Initi

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

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Jewish Vocational Service29 WINTER ST 5TH FL Boston,MA 021084799	42-2104357	501(C)(3)	42,000				JVS ReServe Boston Experience at Work Makes a Dif
Jumpstart for Young Children Inc308 Congress St Boston,MA 022101015	43-3262046	501(C)(3)	60,000				Jumpstart Massachusetts Community Corps

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

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Kit Clark Senior Services Inc 1500 Dorchester Avenue Boston, MA 02122	46-0516856	501(C)(3)	71,156				Fit-4-Life Community Life
Little Brothers-Friends of the Elderly 3305 Washington St Jamaica Plain, MA 02130	04-2681294	501(C)(3)	10,000				Intergenerational Matching, and supporting program

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

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Longy School of Music27 Garden Street Cambridge, MA 02138	04-2130848	501(C)(3)	7,000				Creative Aging Program for Seniors Interprofessional Collaboration
Massachusetts General Hospital Revere Cntr101 Huntington Ave Boston, MA 02199	04-1564655	501(C)(3)	50,000				Senior Wellness Program

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

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Merrimack Valley Food Bank 725 Broadway Street Lowell, MA 018543129	22-3241609	501(C)(3)	10,000				Mobile Pantry Program
Minuteman Senior Services 24 3rd Avenue Burlington, MA 018034414	04-2587212	501(C)(3)	32,000				Healthy Connections

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

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Montachusett Opportunity Council133 Prichard St Fitchburg,MA 014207539	42-2401111	501(C)(3)	30,155				Linking Initiatives for Vibrant Elders (LIVE) in N
Mystic Valley Elder Services Inc300 Commercial St 19 Malden,MA 021487309	04-2562646	501(C)(3)	10,000				Reading Partners Program North Central Massachusetts

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

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National Council on the Aging Inc1901 L Street NW Washington, DC 200363506	13-1932384	501(C)(3)	50,000				Self-Management Alliance
Newton Community Service Center Inc492 Waltham St West Newton, MA 024651920	42-2232418	501(C)(3)	48,994				Volunteering as a Pathway to Vibrant Aging

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

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Ocean State Center for Independent Living1944 Warwick Avenue Warwick,RI 028892448	05-0439495	501(C)(3)	45,000				Home Sweet Accessible Home
Old Colony Elder Services Inc144 MAIN ST Brockton,MA 023014046	42-2545236	501(C)(3)	6,054				It's About Time

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

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Operation ABLE of Greater Boston Inc131 TREMONT ST Boston,MA 021111317	04-2761871	501(C)(3)	40,000				ABLE Volunteers Program
Perkins School for the Blind 175 N BEACON ST Watertown,MA 024722751	42-2103616	501(C)(3)	20,000				Thriving with Vision Loss

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

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Project RIGHT Inc320 A Blue Hill Ave Dorchester,MA 02121	04-3265420	501(C)(3)	12,500				Grove Hall Senior Empowerment Initiative
Rhode Island Free Clinic Inc 655 BROAD ST Providence,RI 029071444	05-0501276	501(C)(3)	70,000				Healthy Lifestyles for Today and Tomorrow

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

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Rogerson Communities Inc One Florence St Boston,MA 021313638	04-2104319	501(C)(3)	30,000				Rogerson Fitness First as part of Healthy Rogerson
Root Cause InstituteOne Canal Pk 3rd Fl Cambridge,MA 02141	20-0703238	501(C)(3)	50,000				2012-2013 Social Issue Track

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

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Samaritans Inc41 West St 4th Fl Boston,MA 021111209	04-2643466	501(C)(3)	15,000				Wellness Approach to Senior Suicide Prevention (Ou Program Business Plan
SCM Community Transportation167 HOLLAND ST SOMERVILLE,MA 021442401	04-2743790	501(C)(3)	22,400				Door2Door to the Arts (O Outbound Call Project)

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

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Somerville Cambridge Elder Services61 Medford St 2ND FL Somerville,MA 02143	04-2515020	501(C)(3)	36,190				A Collaborative Effort Between Somerville-Cambridg
Southwest Boston Senior Services Inc555 Armory St Jamaica Plain,MA 02130	23-7304163	501(C)(3)	70,000				AgeWell Southwest Boston (AWSW)

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

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SPRINGWELL INC125 WALNUT ST Watertown, MA 024724052	04-2616064	501(C)(3)	58,406				Healthy Aging Initiative
The Carroll Center for the Blind Inc770 Centre St Newton, MA 02458	04-2106173	501(C)(3)	50,000				Project Safe Home

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

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The Family Van1542 Tremont Street Boston,MA 02120	04-2103580	501(C)(3)	10,000				Family Van Seniors - Together for Health
The Food Bank of Western Massachusetts97 N Hatfield Rd Hatfield,MA 010380160	04-2751023	501(C)(3)	10,000				Brown Bag for Elders

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

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The Greater Boston Food Bank70 South Bay Avenue Boston,MA 021182700	04-2717782	501(C)(3)	15,000				The Brown Bag program for seniors in need
The Latino Health Insurance Program Inc12 IRVING ST FRAMINGHAM,MA 017027357	30-0614874	501(C)(3)	43,802				"Mi Vida, Mi salud"

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

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The Providence Center528 North Main St Providence,RI 029045757	05-0316969	501(C)(3)	52,211				InShape Seniors
Third Sector New England555 Amory St Jamaica Plain,MA 02130	04-2261109	501(C)(3)	30,000				Healthy Aging in the LGBT Community

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

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Tufts Health Care Institute 136 Harrison Ave Boston,MA 02210	04-3289926	501(C)(3)	22,000				Mini-Rotation for Residents Practicing Medicine i Environment
United Way of Massachusetts Bay Inc51 Sleeper St Boston,MA 02118	04-2382233	501(C)(3)	41,749				Workplace Giving 2012

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

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Urban League of Eastern Massachusetts88 Warren Street Boston,MA 02210	23-7349132	501(C)(3)	40,000				Mature Worker Program for Seniors
VNA Care Network Inc65 Chilton St Cambridge,MA 02138	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

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Water Way Arts for Health and Energy Inc1615 BEACON ST 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)	30,000				WCF's Tufts Health Plan Foundation Fund for a ""He Watertown

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

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Westbay Community Action Inc224 Buttonwoods Ave Warwick,RI 02886	05-0311985	501(C)(3)	42,000				Keeping Seniors Safe
Whittier Street Health Center Committee Inc1290 Tremont Street Roxbury,MA 021203432	04-2619517	501(C)(3)	50,000				Geriatric Chronic Disease Case Management Program

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

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Women of Means148 LINDEN ST STE 208 WELLESLEY,MA 99999	04-3487205	501(C)(3)	25,000				Access to Health Care for Poor and Homeless Women
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)

Department of the Treasury  
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization  
TUFTS HEALTH PLAN FOUNDATION INC

Employer identification number  
26-1374263

Part I	Questions Regarding Compensation		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Discretionary spending account</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div>			
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2		
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. <div><div><input type="checkbox"/> Compensation committee</div><div><input type="checkbox"/> Written employment contract</div><div><input type="checkbox"/> Independent compensation consultant</div><div><input type="checkbox"/> Compensation survey or study</div><div><input type="checkbox"/> Form 990 of other organizations</div><div><input type="checkbox"/> Approval by the board or compensation committee</div></div>			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization: <div><div>a Receive a severance payment or change-of-control payment?</div><div>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</div><div>c Participate in, or receive payment from, an equity-based compensation arrangement?</div></div> If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III	4a		No
		4b	Yes	
		4c		No
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of: <div><div>a The organization?</div><div>b Any related organization?</div></div> If "Yes," to line 5a or 5b, describe in Part III	5a		No
		5b		No
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of: <div><div>a The organization?</div><div>b Any related organization?</div></div> If "Yes," to line 6a or 6b, describe in Part III	6a		No
		6b	Yes	
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7		No
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9		

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) JAMES ROOSEVELT DIRECTOR	(i)	0	0	0	0	0	0	0
	(ii)	802,373	951,695	136,016	217,489	10,306	2,117,879	0
(2) LOIS CORNELL CLERK	(i)	0	0	0	0	0	0	0
	(ii)	384,574	319,300	50,093	29,152	14,862	797,981	0
(3) DAVID ABELMAN ESQ. DIRECTOR & PRESIDENT	(i)	0	0	0	0	0	0	0
	(ii)	308,827	201,465	31,589	33,326	14,515	589,722	0
(4) ANNE MARIE BOURISQUOT-KING DIRECTOR-GRANTS & OPERATIONS	(i)	0	0	0	0	0	0	0
	(ii)	128,532	31,291	-11,355	14,349	13,431	176,248	0
(5) ROLAND PRICE TREASURER	(i)	0	0	0	0	0	0	0
	(ii)	216,771	78,220	5,669	55,330	9,412	365,402	0
(6) UMESH KURPAD CFO	(i)	0	0	0	0	0	0	0
	(ii)	495,191	330,128	62,569	98,190	14,971	1,001,049	0
(7) PATRICIA BLAKE DIRECTOR	(i)	0	0	0	0	0	0	0
	(ii)	334,932	272,884	40,212	29,750	14,506	692,284	0

**Part III**   **Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. 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 ORGANZIATION, 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 2012, THIS COMPONENT AMOUNTED TO 25% OF TARGETED BONUS COMPENSATION. THE EMPLOYEES WHO PARTICIPATE IN THIS PLAN ARE: - JAMES ROOSEVELT - DAVID ABELMAN - UMESH KURPAD - ROLAND PRICE - LOIS CORNELL - PATRICIA BLAKE

**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

**2012**

**Open to Public  
Inspection**

Name of the organization TUFTS HEALTH PLAN FOUNDATION INC	<b>Employer identification number</b>  26-1374263
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Identifier	Return Reference	Explanation
REASON FOR AMENDED RETURN	FORM 990, BOX B	THE TUFTS HEALTH PLAN FOUNDATION, INC 2012 FORM 990 IS BEING AMENDED TO INCLUDE SCHEDULE F SINCE IT HAS BEEN DETERMINED THAT, AFTER THE ORIGINAL 2012 990 WAS FILED, THE ORGANIZATION HAD FOREIGN INVESTMENTS WHICH WERE REPORTABLE ON SCHEDULE F IN ADDITION, TWO FORM 926S ARE BEING ATTACHED TO THIS AMENDED 990 RELATED TO CASH TRANSFERS TO FOREIGN CORPORATIONS DURING 2012

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 IN 2012 THE FOUNDATION MADE GRANTS THROUGH THE FOUR AREAS OF CAREGIVER SUPPORT, FALL PREVENTION, INTERGENERATIONAL COLLABORATION AND VIBRANT LIFESTYLES

Identifier	Return Reference	Explanation
PROGRAM SERVICE ACCOMPLISHMENTS	FORM 990, PART III, LINE 4A	<p>IN 2012, THE TUFTS HEALTH PLAN FOUNDATION COMPLETED ITS FOURTH 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 WORKED 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: THE TUFTS HEALTH PLAN FOUNDATION WAS ONE OF 19 FOUNDATIONS NATIONWIDE TO RECEIVE A ROBERT WOOD JOHNSON FOUNDATION PARTNERS INVESTING IN NURSING'S FUTURE GRANT IN 2009. THE TWO-YEAR, \$250,000 GRANT WAS TO DEVELOP A REGIONAL APPROACH TO NURSING EDUCATION WITH PARTNERS IN MA, NH AND RI. THE MASSACHUSETTS HOSPITAL RESEARCH AND EDUCATION ASSOCIATION WAS THE FISCAL AGENT FOR THIS TRI-STATE COLLABORATION CALLED "CREATIVITY AND CONNECTIONS: BUILDING A REGIONAL NURSING EDUCATION FRAMEWORK." THIS WORK IS COMPLETED.</p>

Identifier	Return Reference	Explanation
DESCRIPTION OF RELATIONSHIPS	FORM 990, PART VI, LINE 2	THE FOLLOWING PEOPLE SERVED AS BOARD MEMBERS OF POINTRIGHT, INC JAMES ROOSEVELT VINCENT MOR, PH D THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER OR OFFICER FOR TUFTS ASSOCIATED HEALTH PLAN, INC JAMES ROOSEVELT LOIS CORNELL UMESH KURPAD ROLAND PRICE DAVID ABELMAN PATRICIA BLAKE THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER OR OFFICER FOR TOTAL HEALTH PLAN, INC JAMES ROOSEVELT UMESH KURPAD LOIS CORNELL ROLAND PRICE DAVID ABELMAN PATRICIA BLAKE THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER OR OFFICER FOR TUFTS INSURANCE COMPANY JAMES ROOSEVELT LOIS CORNELL UMESH KURPAD ROLAND PRICE THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER OR OFFICER FOR TUFTS BENEFIT ADMINISTRATORS, INC JAMES ROOSEVELT LOIS CORNELL UMESH KURPAD ROLAND PRICE THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER OR OFFICER FOR TUFTS BROKERAGE CORPORATION, INC JAMES ROOSEVELT LOIS CORNELL

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 THE TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION'S FINANCE DEPARTMENT, WITH ASSISTANCE FROM OUR EXTERNAL ACCOUNTANTS, ERNST & YOUNG. THIS PREPARATION BEGAN IN JUNE 2013. 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 2013, 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 THE BOARD OF DIRECTORS (THE "BOARD") OF TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION (TUFTS OR THE "COMPANY") REVIEWS AND ADMINISTERS TOTAL REMUNERATION OPPORTUNITIES, POLICIES, PROGRAMS, AND MAJOR CHANGES IN TUFTS' BENEFIT PLANS THAT ARE APPLICABLE TO THE OFFICERS AND EXECUTIVES OF THE COMPANY (THE "EXECUTIVES" - THESE INCLUDE THE CEO, COO, AND ALL SENIOR VICE PRESIDENTS), AS WELL AS TO ANY OTHER INDIVIDUAL OR GROUPS THE COMMITTEE DEEMS 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 OF TAHMO. FOR CEO COMPENSATION, THE COMMITTEE REVIEWS THE INFORMATION DESCRIBED BELOW AND RECOMMENDS THE CE O'S COMPENSATION TO THE FULL BOARD FOR ITS APPROVAL. THE COMMITTEE REVIEWS AND APPROVES CO MPENSATION RECOMMENDATIONS FROM THE CEO FOR OTHER EXECUTIVES, AND PROVIDES A REPORT TO THE FULL BOARD ON THIS INFORMATION. IT IS THE BOARD'S INTENTION THAT THE COMMITTEE WILL PERFO RM ITS DUTIES IN A MANNER THAT WILL ESTABLISH A PRESUMPTION THAT THE TOTAL REMUNERATION OF FERED TO EXECUTIVES AND OTHER "DISQUALIFIED PERSONS" ARE REASONABLE. COMPARABILITY DATA AND REASONABLENESS THE TOTAL COMPENSATION OPPORTUNITIES PROVIDED TO EXECUTIVES OF THE COMPAN Y ARE INTENDED TO BE COMPETITIVE WITH, AND IN REASONABLE COMPARISON TO, THOSE OPPORTUNITIE S PROVIDED BY ORGANIZATIONS IN THOSE BUSINESS SECTORS WITH WHICH THE COMPANY COMPETES FOR EXECUTIVE TALENT. THE BOARD BELIEVES THAT SUCH COMPETITORS ARE NOT LIMITED TO OTHER HEALTH CARE INSTITUTIONS AND THAT COMPARISONS SHOULD BE MADE TO THE COMPENSATION PRACTICES OF A C ROSS-SECTION OF BUSINESS SECTORS IN BOTH FOR-PROFIT AND NOT-FOR-PROFIT ORGANIZATIONS, WHEN APPROPRIATE. THE COMMITTEE RETAINS INDEPENDENT COMPENSATION CONSULTANTS TO PROVIDE DATA A S NECESSARY, AND ALSO USES AVAILABLE SOURCES OF INDEPENDENT DATA ON COMPENSATION. PEER ORG ANIZATIONS AND PUBLISHED SURVEY SOURCES WILL BE APPROVED BY THE COMMITTEE BASED ON ITS REA SONABLE DETERMINATION. THE COMMITTEE MAY ALSO RELY ON MEMBERS OF MANAGEMENT AND OUTSIDE AD VISORS, CONSULTANTS, AND COUNSEL TO PROVIDE MARKET DATA REPORTS, ANALYSIS, AND OPINIONS WITH RESPECT TO COMPENSATION-RELATED MATTERS. THE DATA REVIEWED CONSISTS OF COMPARABLE, RELE VANT MARKET DATA FOR THE COMPANY'S POSITIONS FROM PUBLISHED SURVEYS, AND OTHER AVAILABLE S OURCES, OF HEALTH AND MANAGED CARE INSTITUTIONS AND THE GENERAL INDUSTRY. OTHER SURVEYS OF SPECIALIZED SKILL SETS OR EMPLOYEE ATTRIBUTES CRITICAL TO THE SUCCESS OF THE COMPANY, E.G., ACTUARIAL, LEGAL, ETC., ARE ALSO INCORPORATED AS NEEDED, ALONG WITH GEOGRAPHIC REFERENC ES TO THE BOSTON AND NEW ENGLAND LABOR MARKETS. THE COMMITTEE WILL RELY ON THIS MARKET DAT A TO ASSESS, DETERMINE, AND VALIDATE COMPENSATION LEVELS FOR THE COMPANY'S EXECUTIVES. THE COMMITTEE USES THIS DATA IN ITS REVIEW OF - SETTING BASE SALARIES - IN LIGHT OF MARKET D ATA AND THE INDIVIDUAL'S PERFORMANCE, BACKGROUND, EXPERIENCES, AND PERSONAL SKILLS. BASE S ALARY WILL BE SET SO THAT THE TARGETED POSITIONING OF AN EXECUTIVE IS AT THE 50TH PERCENTI LE FOR EACH POSITION. ACTUAL BASE SALARY MAY VARY BASED ON SKILLS, BACKGROUND, AND EXPERIE NCE. - ANNUAL INCENTIVE COMPENSATION - THE COMPANY'S GOAL IS TO PROVIDE COMPETITIVE AND RE ASONABLE OPPORTUNITIES UNDER THE TERMS OF AN EXECUTIVE ANNUAL INCENTIVE PLAN FOR THE SELEC TED POSITIONS WHICH ARE RESPONSIBLE FOR ACHIEVING PERFORMANCE GOALS THAT REFLECT THE OVERA LL MISSION OF THE COMPANY, THE STRATEGIC DIRECTION OF THE COMPANY FOR THE PERFORMANCE YEAR, AND THE INDIVIDUAL'S PERFORMANCE DURING THAT YEAR. THE COMMITTEE MAKES EVERY EFFORT TO E STABLISH A PRESUMPTION THAT THE TOTAL REMUNERATION OPPORTUNITIES PROVIDED TO EXECUTIVES AR E REASONABLE, AS SUCH PRESUMPTION IS CONTEMPLATED IN SECTION 4958 OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED FROM TIME TO TIME. IN ESTABLISHING THE PRESUMPTION OF REASONABLEN ESS, THE COMMITTEE MAY ENGAGE THE PROFESSIONAL SERVICES OF INDEPENDENT LEGAL COUNSEL, COMP ENSATION EXPERTS, ACCOUNTANTS, AND OTHER EXPERTS AND ADVISORS. TIMING EXECUTIVE BENCHMARKI NG IS COMPLETED ON AN ANNUAL BASIS. FOR THE CEO, BENCHMARKING IS COMPLETED BY THE EXTERNAL CONSULTANT ENGAGED BY THE COMPENSATION COMMITTEE. FOR ALL OTHER OFFICERS, BENCHMARKING IS COMPLETED BY AN EXTERNAL CONSULTANT EVERY TWO YEARS, AND BY THE INTERNAL COMPENSATION TEA M ON ALTERNATING YEARS. THE ANALYSIS COMPLETED IN Q4, 2012 WAS COMPLETED BY THE EXTERNAL C ONSULTANT ENGAGED BY THE COMMITTEE FOR THE CEO, AND BY THE INTERNAL COMPENSATION TEAM FOR ALL OTHER OFFICERS. TO COMPLETE THE ANALYSIS, THE</p>

Identifier	Return Reference	Explanation
OFFICES & POSITIONS FOR WHICH PROCESS WAS USED, & YEAR PROCESS WAS BEGUN	FORM 990, PART VI, LINES 15A AND 15B	CONSULTANT AND THE INTERNAL COMPENSATION TEAM - COLLECTED RELEVANT INFORMATION REGARDING THE COMPANY'S OPERATIONS, COMPLEXITY, STRUCTURE, SIZE, AND SCOPE, AS WELL AS RELEVANT BACK GROUND ON THE EXECUTIVES' DUTIES AND SCOPE OF RESPONSIBILITIES, - DETERMINED THE SURVEY SOURCES TO USE IN THE ANALYSIS, BASED ON THE COMPANY'S COMPETITIVE MARKET FOR EXECUTIVE POSITIONS (AS DESCRIBED ABOVE), - MATCHED THE COMPANY'S EXECUTIVE POSITIONS IN THE SURVEYS BASED ON THE COMPANY'S SIZE COMPLEXITY, AND SCOPE, AS WELL AS ACCORDING 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

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

2012

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" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN (if applicable) 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" to 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 entity?	
						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" to 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) Disproporionate 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" to 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	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) TUFTS ASSOCIATED HEALTH PLANS INC  705 Mount Auburn St WATERTOWN, MA 024721508 04-2985923	MANAGEMENT SVCS	MA	TAHMO	C Corp					

Part V

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

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

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 or (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

Dividends from related organization(s)

g

Sale of assets to related organization(s)

h

Purchase of assets from related organization(s)

i

Exchange of assets with related organization(s)

j

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

k

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

l

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

m

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

n

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

o

Sharing of paid employees with related organization(s)

p

Reimbursement paid to related organization(s) for expenses

q

Reimbursement paid by related organization(s) for expenses

r

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

s

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

Yes

No

1a

No

1b

No

1c

No

1d

No

1e

No

1f

No

1g

No

1h

No

1i

No

1j

No

1k

No

1l

No

1m

Yes

1n

Yes

1o

Yes

1p

Yes

1q

No

1r

No

1s

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-s)	(c) Amount involved	(d) Method of determining amount involved
(1) TUFTS ASSOCIATED HEALTH MAINTENANCE ORG	P	396,000	ACCRUAL

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]

Software ID:  
Software Version:  
EIN: 26-1374263  
Name: TUFTS HEALTH PLAN FOUNDATION INC

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 1P	THE FOUNDATION REIMBURSES TAHMO FOR ALL PAYMENTS DIRECTLY RELATED TO THE FOUNDATION

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