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2012

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Form 990

Department of the Treasury  
Internal Revenue Service

## Return of Organization Exempt From Income Tax

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

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

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

B Check if applicable	C Name of organization THE SCAN FOUNDATION		D Employer identification number 45-0552845
<input type="checkbox"/> Address change	Doing Business As		
<input type="checkbox"/> Name change			
<input type="checkbox"/> Initial return	Number and street (or P O box if mail is not delivered to street address)	Room/suite	E Telephone number (888) 569-7226
<input type="checkbox"/> Terminated			
<input type="checkbox"/> Amended return	City or town, state or country, and ZIP + 4 LONG BEACH, CA 908065616		
<input type="checkbox"/> Application pending			G Gross receipts \$ 171,169,880
F Name and address of principal officer BRUCE CHERNOF 3800 KILROY AIRPORT WAY NO 400 LONG BEACH, CA 908065616		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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

J Website: ► THESCANFOUNDATION.ORG

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

## Part I Summary

1 Briefly describe the organization's mission or most significant activities LONG-TERM SERVICES AND SUPPORTS THAT KEEP SENIORS INDEPENDENT, AT HOME AND IN THE COMMUNITY		
2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets		
3 Number of voting members of the governing body (Part VI, line 1a) . . . . .	3	11
4 Number of independent voting members of the governing body (Part VI, line 1b) . . . . .	4	9
5 Total number of individuals employed in calendar year 2012 (Part V, line 2a) . . . . .	5	14
6 Total number of volunteers (estimate if necessary) . . . . .	6	2
7a Total unrelated business revenue from Part VIII, column (C), line 12 . . . . .	7a	-11,906
b Net unrelated business taxable income from Form 990-T, line 34 . . . . .	7b	0

8 Contributions and grants (Part VIII, line 1h) . . . . .	Prior Year	Current Year
9 Program service revenue (Part VIII, line 2g) . . . . .	0	0
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) . . . . .	9,762,612	14,085,827
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) . . . . .	9,762,612	14,085,827

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) . . . . .	5,393,299	4,753,618
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) . . . . .	2,427,288	2,703,627
16a Professional fundraising fees (Part IX, column (A), line 11e) . . . . .	0	0
b Total fundraising expenses (Part IX, column (D), line 25) ► 0		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) . . . . .	3,265,719	2,839,375
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25) . . . . .	11,086,306	10,296,620
19 Revenue less expenses Subtract line 18 from line 12 . . . . .	-1,323,694	3,789,207

20 Total assets (Part X, line 16) . . . . .	Beginning of Current Year	End of Year
21 Total liabilities (Part X, line 26) . . . . .	183,310,605	189,977,122
22 Net assets or fund balances Subtract line 21 from line 20 . . . . .	5,143,288	4,297,007
	178,167,317	185,680,115

## Part II Signature Block

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

Sign Here	Signature of officer BRUCE CHERNOF PRESIDENT & CEO Type or print name and title		2013-10-14 Date
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Paid Preparer Use Only	Print/Type preparer's name DIANA J MCCUTCHEON	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN P00545657
	Firm's name ► DELOTTE TAX LLP		Firm's EIN ► 86-1065772		
	Firm's address ► 655 WEST BROADWAY SUITE 700 SAN DIEGO, CA 921018590		Phone no (619) 232-6500		

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

### **Part III Statement of Program Service Accomplishments**

**Statement of Program Service Accomplishments**  
Check if Schedule O contains a response to any question in this Part III.

-✓

**1** Briefly describe the organization's mission

THE SCAN FOUNDATION'S MISSION IS TO ADVANCE THE DEVELOPMENT OF A SUSTAINABLE CONTINUUM OF QUALITY OF CARE FOR SENIORS DEDICATED TO LONG-TERM SERVICES AND SUPPORTS THAT KEEP SENIORS INDEPENDENT, AT HOME AND IN THE COMMUNITY

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 programs or services?

5

If "Yes," describe these changes on Schedule O

Describe the organization's program service ac

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.

(Code) > (Expense \$) 8,864,214 – including grants of \$ 1,752,618 > (Revenue \$) >

THE SCAN FOUNDATION STARTED ITS GRANT-MAKING ACTIVITIES IN 2008, INITIALLY ON A SMALLER START-UP BASIS, BUT SIGNIFICANTLY EXPANDED DUE

THE SCAN FOUNDATION STARTED ITS GRANT-MAKING ACTIVITIES IN 2008, INITIALLY ON A SMALLER START-UP BASIS, BUT SIGNIFICANTLY EXPANDED DURING SUBSEQUENT YEARS. IN JANUARY 2009 THE FOUNDATION BOARD OF DIRECTORS FORMALLY APPROVED A 5-YEAR STRATEGIC PLAN, AND GRANT-MAKING THROUGHOUT THE 2012 FISCAL YEAR OCCURRED IN ACCORDANCE WITH THIS PLAN. DURING 2012, THE FOUNDATION GAVE \$5,813,012 IN CASH GRANTS AND OTHER EXPENSES TO OTHER ORGANIZATIONS TO HELP ACHIEVE THEIR MISSION. THE STRATEGIC PLAN OUTLINES THREE PRIMARY FUNDING PRIORITIES: (1) RAISING PUBLIC AWARENESS AND ENGAGEMENT; (2) ADVANCING REALISTIC POLICY OPTIONS AROUND FINANCING AND DELIVERY SYSTEM REFORM; AND (3) BRINGING PROMISING PROGRAMS TO SCALE. THE SCAN FOUNDATION'S GRANTMAKING IS PRIMARILY FOR THE BENEFIT OF CALIFORNIANS. HOWEVER, SINCE CARE FOR CALIFORNIA SENIORS IS TO A LARGE EXTENT FINANCED BY THE FEDERAL GOVERNMENT (THROUGH MEDICARE, MEDICAID, AND THE OLDER AMERICAN'S ACT), THE POLICY WORK OF THE FOUNDATION ALSO INCLUDED FEDERAL PROJECTS. THE SCAN FOUNDATION EXPANDED ITS EFFORTS ON SEVERAL KEY FRONTS TO DEVELOP A MORE INTEGRATED, SUSTAINABLE, AND PERSON-CENTERED CONTINUUM OF CARE FOR VULNERABLE OLDER CALIFORNIANS. THE GRANT INITIATIVES APPROVED BY THE BOARD OF THE SCAN FOUNDATION FOR EACH STRATEGIC FUNDING AREAS WAS AS FOLLOWS: FUNDING PRIORITY 1 IN 2012, THE SCAN FOUNDATION CONTINUED TO PRIORITIZE PUBLIC ENGAGEMENT AROUND TRANSFORMING LONG-TERM CARE IN CALIFORNIA AND NATIONALLY THROUGH A NUMBER OF STRATEGIC PARTNERSHIPS AND INITIATIVES. THE FOUNDATION RELEASED ITS THIRD ANNUAL POLL OF CALIFORNIA VOTERS IN PARTNERSHIP WITH THE UCLA CENTER FOR HEALTH POLICY RESEARCH TO MEASURE KNOWLEDGE AND ATTITUDES ACROSS THE STATE AROUND AGING AND LONG-TERM CARE ISSUES. FINDINGS REVEALED THAT CALIFORNIANS MISUNDERSTAND HOW LONG-TERM CARE IS PAID FOR AND THE MAJORITY OF CALIFORNIANS CANNOT AFFORD MORE THAN THREE MONTHS OF NURSING HOME CARE OR SIX MONTHS OF CARE IN THE COMMUNITY. THE 2012 POLL OVERSAMPLED LATINOS AND FOUND THAT THIS COMMUNITY FACES EVEN GREATER CHALLENGES, WITH LESS THAN THREE MONTHS OF SAVINGS IN RESERVE FOR FUTURE CARE NEEDS. THE FOUNDATION ALSO HELD ITS SECOND ANNUAL LONG TERM SERVICES AND SUPPORTS ("LTSS") SYSTEM TRANSFORMATION SUMMIT IN SACRAMENTO, WHICH ATTRACTED MORE THAN 300 ATTENDEES FROM ACROSS THE STATE REPRESENTING STAKEHOLDERS, ADVOCATES, LEGISLATIVE STAFF, ADMINISTRATION STAFF AND MEDIA. FURTHERMORE, THE FOUNDATION LAUNCHED A NEW MEDIA PARTNERSHIP WITH NATIONAL PUBLIC RADIO (NPR) TO PROVIDE ONGOING, NATIONWIDE COVERAGE OF AGING AND LONG-TERM CARE IN ORDER TO INCREASE PUBLIC AWARENESS AND ENGAGEMENT AROUND THESE ISSUES IN CALIFORNIA. THE COMMUNITY OF CONSTITUENTS INITIATIVE SERVED TO BRIDGE ADVOCATES FOR SENIORS WITH ADVOCATES FOR INDIVIDUALS WITH DISABILITIES IN THEIR EFFORTS TO TRANSFORM THE STATE'S SYSTEM OF LONG-TERM CARE WHILE ALSO ENGAGING STAKEHOLDERS AND CONSUMERS IN THE PROCESS. FUNDING PRIORITY 2 IN 2012, THE FOUNDATION ACCOMPLISHED MUCH TOWARD THE AIM OF CREATING A MORE PERSON-CENTERED SYSTEM THAT INTEGRATES MEDICAL CARE AND SUPPORTIVE SERVICES. BOTH NATIONALLY AND IN CALIFORNIA, THE FOUNDATION FOCUSED ON THE GREAT PROGRESS MADE TOWARD THE DEVELOPMENT AND IMPLEMENTATION OF INTEGRATED MODELS OF CARE FOR THOSE ELIGIBLE FOR BOTH MEDICARE AND MEDICAID ("DUAL ELIGIBLES"). IN CALIFORNIA, THE FOUNDATION FOCUSED ITS EFFORTS ON SUPPORTING THE SUCCESSFUL IMPLEMENTATION OF THE STATE'S COORDINATED CARE INITIATIVE (CCI), WHICH INCLUDES A DEMONSTRATION TO TEST MODELS OF INTEGRATING MEDICAL AND SUPPORTIVE SERVICES FOR DUAL ELIGIBLES IN A MANAGED CARE ENVIRONMENT. THE FOUNDATION ALSO PROVIDED TECHNICAL ASSISTANCE TO THE STATE BY FUNDING THE CENTER FOR HEALTH CARE STRATEGIES TO HELP DEVELOP THE STATE'S PROPOSAL TO THE CENTERS FOR MEDICARE AND MEDICAID SERVICES FOR THE CCI AND PREPARE FOR IMPLEMENTATION AT THE STATE AND LOCAL LEVELS. THE FOUNDATION RELEASED PUBLICATIONS ON CORE FEATURES OF THE CCI, PROVIDED COMMENT ON KEY POLICY DOCUMENTS RELEASED BY THE CALIFORNIA DEPARTMENT OF HEALTH CARE SERVICES, AND OFFERED A VISION OF SUCCESS THROUGH A SERIES OF ARTICLES, INCLUDING A FEATURE IN HEALTH AFFAIRS THAT SUMMARIZED THE "FIVE PILLARS OF SYSTEM TRANSFORMATION" CRITICAL TO ACHIEVING LONG-TERM CARE REFORM: 1) ADMINISTRATIVE REORGANIZATION, 2) GLOBAL BUDGETING, 3) UNIFORM ASSESSMENT, 4) INTEGRATED INFORMATION SYSTEMS, AND 5) QUALITY MONITORING AND IMPROVEMENT. A NOTABLE FEATURE OF THE CCI STATUTE WAS THE CALL FOR A UNIFORM ASSESSMENT TOOL FOR HOME- AND COMMUNITY-BASED SERVICES - A CENTRAL COMPONENT OF SYSTEM TRANSFORMATION. FINALLY, THE FOUNDATION CONTINUED ACTIVE SUPPORT OF ITS COMMUNITY OF CONSTITUENTS INITIATIVE, MADE UP OF WELL OVER ONE HUNDRED LOCAL AND STATEWIDE CONSUMER AND PROVIDERS ORGANIZATIONS, REPRESENTING MILLIONS OF CALIFORNIA SENIORS. THE GOAL OF THE COMMUNITY OF CONSTITUENTS IS TO BUILD A STATEWIDE MOVEMENT TO TRANSFORM THE SYSTEM OF CARE, SO THAT ALL CALIFORNIANS CAN AGE WITH DIGNITY, CHOICE, AND INDEPENDENCE. FUNDING PRIORITY 3 IN 2012 THE FOUNDATION CONTINUED ITS SUPPORT OF PROMISING PROGRAMS IN CALIFORNIA THAT CONTRIBUTED TO THE DEVELOPMENT OF A SUSTAINABLE CONTINUUM OF CARE FOR OLDER ADULTS THAT ENABLES THEM TO THRIVE IN THEIR COMMUNITIES. HIGHLIGHTS INCLUDED THE REPLICATION OF GERIATRIC RESOURCES FOR THE ASSESSMENT AND CARE OF ELTERS (GRACE) TEAM CARE, AN INTERDISCIPLINARY TEAM THAT WORKS WITH A PRIMARY CARE PROVIDER TO DEVELOP AND IMPLEMENT A CARE PLAN THAT RESULTS IN IMPROVED QUALITY OF LIFE AND REDUCED UTILIZATION OF HEALTH CARE SERVICES THROUGH A TARGETED REQUEST FOR PROPOSALS (RFP). THREE HEALTH CARE ENTITIES WERE SELECTED TO REPLICATE GRACE TEAM CARE AS A RESULT OF THIS WORK. THE FOUNDATION SEEKS TO PROVIDE FURTHER EVIDENCE THAT THE GRACE TEAM CARE MODEL IS EFFECTIVE IN A VARIETY OF SETTINGS. ADDITIONALLY, THE FOUNDATION CONTINUED ITS INVESTMENT IN ITS DIGNITY-DRIVEN DECISION-MAKING (DDDM) INITIATIVE. THIS WORK AIMS TO IMPROVE QUALITY OF LIFE OUTCOMES FOR OLDER ADULTS WITH ADVANCED ILLNESS BY BRIDGING HEALTH AND LONG-TERM CARE WHILE ALSO ACHIEVING COST-EFFECTIVENESS. FURTHERMORE, THE FOUNDATION SELECTED SIX GRANTEES TO PARTICIPATE IN THE 2012 THEMED RFP TITLED, "LINKAGE LAB." THIS INITIATIVE PROVIDED SUPPORT TO COMMUNITY-BASED ORGANIZATIONS, SUCH AS SENIOR SERVICES ORGANIZATIONS, A HEALTH DISTRICT, PROGRAMS FOR THE ALL-INCLUSIVE CARE FOR THE ELDERLY (PACE), AND AN INDEPENDENT LIVING CENTER (ILC), TO ESTABLISH CONTRACTUAL RELATIONSHIPS WITH HEALTH CARE PROVIDERS IN THEIR COMMUNITY. THESE PARTNERSHIPS WILL HELP TO LEVERAGE NEW FUNDING OPPORTUNITIES FOR HOME- AND COMMUNITY-BASED SERVICE PROVIDERS AS A RESULT OF THE MOVEMENT TOWARDS MANAGED CARE CREATED BY HEALTH CARE REFORM. THE FOUNDATION ALSO CONTINUED ITS INVESTMENT IN TECHNOLOGIES THAT ALLOW SENIORS TO REMAIN SAFELY IN THEIR HOME AND COMMUNITIES. STARTED IN 2009, THE CENTER FOR TECHNOLOGY AND AGING AT THE PUBLIC HEALTH INSTITUTE, WHICH SERVES AS BOTH A CENTER OF EXCELLENCE AND PROGRAM OFFICE FOR THE FOUNDATION, LED THE FOUNDATION'S INVESTMENTS IN TECHNOLOGY. THE WORK IN 2012 FOCUSED PRIMARILY ON EVALUATING THE FOUR TECHNOLOGY AREAS THAT THE FOUNDATION INVESTED IN: MEDICATION OPTIMIZATION, REMOTE PATIENT MONITORING, CARE TRANSITIONS, AND MOBILE HEALTH (MHEALTH). FINALLY, THE SCAN FOUNDATION CARRIED ON ITS COMMITMENT TO WORK COLLABORATIVELY WITH OTHER FOUNDATIONS TO LEVERAGE ITS RESOURCES. IN 2012 SUCH PARTNERSHIPS RESULTED, FOR EXAMPLE, IN A PARTNERSHIP GRANT WITH THE CALIFORNIA HEALTH AND HUMAN SERVICES AGENCY, TO CO-FUND THE STATE'S AGING AND DISABILITY RESOURCE CENTER (ADRC) OPTIONS COUNSELING TRAINING, SUPPORT FOR THE HEALTH SERVICES ADVISORY GROUP AND THE HOSPITAL ASSOCIATION OF SOUTHERN CALIFORNIA FOR A TECHNICAL ASSISTANCE TRAINING FOR THE COMPLETION OF APPLICATIONS FROM COMMUNITY-BASED ORGANIZATIONS IN CALIFORNIA FOR THE COMMUNITY-BASED CARE TRANSITIONS PROGRAM SPONSORED BY THE CENTERS FOR MEDICARE AND MEDICAID SERVICES, A CHALLENGE GRANT TO THE INSTITUTE OF MEDICINE (IOM) FOR A "FORUM ON AGING, DISABILITY, AND INDEPENDENCE" WITH THE GOAL TO FOSTER DIALOGUE AMONG A WIDE SPECTRUM OF GOVERNMENT, PHILANTHROPIC AND PRIVATE SECTOR STAKEHOLDERS TO FOCUS ON ISSUES OF AGING, DISABILITY, AND INDEPENDENCE THAT CAN BE ADDRESSED THROUGH COORDINATION AND INTEGRATION, AND CO-FUNDING FOR HISPANICS IN PHILANTHROPY (HIP) TO BUILD AN INFRASTRUCTURE IN CALIFORNIA FOR MOBILIZING LATINO COMMUNITY-BASED ORGANIZATIONS AND LEADERS TO ADVOCATE FOR LATINO OLDER ADULTS AROUND THE ISSUES OF AGING AT HOME, HEALTH CARE, SOCIAL SECURITY, TRANSPORTATION, AND SAFETY.

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

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**4d** Other program services (Describe in Schedule O.)

(Expenses \$

including grants of \$

) (Revenue

1

---

**4e Total program service expenses** ▶

8,864,214

**Part IV Checklist of Required Schedules**

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

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

3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

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

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

6 Did the organization maintain any donor advised funds or any similar funds or accounts 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

7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II

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

9 Did the organization report an amount in Part X, line 21 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

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

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

- a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI
- b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII
- c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII
- d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX
- e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X
- f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part XI

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

- 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

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

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

- b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, 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

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

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

17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)

18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II

19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III

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

- b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

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

**Part IV Checklist of Required Schedules (continued)**

21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25	24a		No
24b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
24c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
24d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	<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? If "Yes," complete Schedule L, Part I	25a		No
25b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)	28a		
28b	a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a		No
28c	b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		No
29	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? If "Yes," complete Schedule L, Part IV	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I	33		No
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	Yes	
35b	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)? If "Yes," complete Schedule R, Part V, line 2	35b	Yes	
36	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	38	Yes	
	<b>Note.</b> All Form 990 filers are required to complete Schedule O			

**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
<b>1a</b> Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	<b>1a</b>	32	
<b>b</b> Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	<b>1b</b>	0	
<b>c</b> Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			
<b>2a</b> 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	<b>2a</b>	14	
<b>b</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)			
<b>3a</b> Did the organization have unrelated business gross income of \$1,000 or more during the year?			
<b>b</b> If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O			
<b>4a</b> 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)?			
<b>b</b> If "Yes," enter the name of the foreign country See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts			
<b>5a</b> Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			
<b>b</b> Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			
<b>c</b> If "Yes," to line 5a or 5b, did the organization file Form 8886-T?			
<b>6a</b> 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?			
<b>b</b> If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			
<b>7 Organizations that may receive deductible contributions under section 170(c).</b>			
<b>a</b> 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?			
<b>b</b> If "Yes," did the organization notify the donor of the value of the goods or services provided?			
<b>c</b> Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			
<b>d</b> If "Yes," indicate the number of Forms 8282 filed during the year	<b>7d</b>	0	
<b>e</b> Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			
<b>f</b> Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
<b>g</b> If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			
<b>h</b> If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			
<b>8 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?			
<b>9 Sponsoring organizations maintaining donor advised funds.</b>			
<b>a</b> Did the organization make any taxable distributions under section 4966?			
<b>b</b> Did the organization make a distribution to a donor, donor advisor, or related person?			
<b>10 Section 501(c)(7) organizations.</b> Enter			
<b>a</b> Initiation fees and capital contributions included on Part VIII, line 12	<b>10a</b>		
<b>b</b> Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	<b>10b</b>		
<b>11 Section 501(c)(12) organizations.</b> Enter			
<b>a</b> Gross income from members or shareholders	<b>11a</b>		
<b>b</b> Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	<b>11b</b>		
<b>12a Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?			
<b>b</b> If "Yes," enter the amount of tax-exempt interest received or accrued during the year	<b>12b</b>		
<b>13 Section 501(c)(29) qualified nonprofit health insurance issuers.</b>			
<b>a</b> 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			
<b>b</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	<b>13b</b>		
<b>c</b> Enter the amount of reserves on hand	<b>13c</b>		
<b>14a</b> Did the organization receive any payments for indoor tanning services during the tax year?			
<b>b</b> If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O			

**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
<b>1a</b> Enter the number of voting members of the governing body at the end of the tax year	<b>1a</b>	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				
<b>b</b> Enter the number of voting members included in line 1a, above, who are independent	<b>1b</b>	9		
<b>2</b> 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?	<b>2</b>		No	
<b>3</b> 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?	<b>3</b>		No	
<b>4</b> Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	<b>4</b>		Yes	
<b>5</b> Did the organization become aware during the year of a significant diversion of the organization's assets?	<b>5</b>		No	
<b>6</b> Did the organization have members or stockholders?	<b>6</b>		No	
<b>7a</b> 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?	<b>7a</b>		No	
<b>b</b> Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	<b>7b</b>		No	
<b>8</b> Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following	<b>8a</b>		Yes	
<b>a</b> The governing body?	<b>8b</b>		Yes	
<b>b</b> Each committee with authority to act on behalf of the governing body?	<b>9</b>		No	
<b>9</b> 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				

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

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

### Section C. Disclosure

- 17 List the States with which a copy of this Form 990 is required to be filed  CA
- 18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you made these available. Check all that apply  
 Own website  Another's website  Upon request  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  
 ERIC THAI 3800 KILROY AIRPORT WAY LONG BEACH, CA (562) 308-2889

**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	Office	Key employee	Highest compensated	Former			
(1) THOMAS HIGGINS CHAIRMAN	4 00 6 00	X		X				0	145,758	0
(2) PATRICK SEAVER DIRECTOR	2 00 8 00	X						0	140,154	0
(3) MICHAEL NOEL DIRECTOR	2 00 7 00	X						0	132,150	0
(4) COLLEN CAIN DIRECTOR	2 00 9 00	X						0	157,950	0
(5) JENNIE CHIN HANSEN DIRECTOR	2 00	X						26,700	0	0
(6) PAUL TORRENS DIRECTOR	2 00	X						28,401	0	0
(7) IVELISSE ESTRADA DIRECTOR	2 00	X						26,700	0	0
(8) NICK AUGUSTINOS DIRECTOR	2 00	X						26,700	0	0
(9) CHRISTOPHER WING DIRECTOR	1 00 39 00	X						0	891,744	109,099
(10) RYAN TRIMBLE DIRECTOR	3 00 7 00	X						0	126,650	0
(11) BRUCE CHERNOF PRESIDENT/CEO	40 00	X		X				418,628	0	57,611
(12) DOUGLAS JAQUES SECRETARY	1 00 39 00			X				0	453,972	88,308
(13) RENE SEIDEL TREASURER	40 00			X				223,792	0	27,275
(14) GRETCHEN ALKEMA VP POLICY & COMMUNICATIONS	40 00				X			224,399	0	28,535
(15) LISA TSIMANIS POLICY DIRECTOR	40 00					X		153,688	0	19,471
(16) ERIN WESTPHAL PROGRAM OFFICER	40 00					X		123,464	0	28,953
(17) KAREN SCHEBOTH GRANTS & ADMINISTRATION	40 00					X		117,804	0	25,590

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

<b>1b Sub-Total . . . . .</b>	►			
<b>c Total from continuation sheets to Part VII, Section A . . .</b>	►			
<b>d Total (add lines 1b and 1c) . . . . .</b>	►	1,587,832	2,048,378	423,310

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 ►9

	<b>Yes</b>	<b>No</b>
<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
AVALERE HEALTH LLC 1350 CONNECTICUT AVE NW STE 900 WASHINGTON DC 200360036	PROGRAM SERVICES	383,168
JENNINGS POLICY STRATEGIES INC 1301 PENNSYLVANIA AVE NW STE 500 WASHINGTON DC 20004	PROGRAM SERVICES	196,282
NEXERA INC 555 WEST 57TH STREET 15TH FLOOR NEW YORK NY 10019	PROGRAM SERVICES	164,223

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 **3**

**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
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1a</b> Federated campaigns . . . . .	<b>1a</b>			
	<b>b</b> Membership dues . . . . .	<b>1b</b>			
	<b>c</b> Fundraising events . . . . .	<b>1c</b>			
	<b>d</b> Related organizations . . . . .	<b>1d</b>			
	<b>e</b> Government grants (contributions)	<b>1e</b>			
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b>			
	<b>g</b> Noncash contributions included in lines 1a-1f \$				
	<b>h</b> <b>Total.</b> Add lines 1a-1f . . . . .				
<b>Program Service Revenue</b>	<b>2a</b>	Business Code			
	<b>b</b>				
	<b>c</b>				
	<b>d</b>				
	<b>e</b>				
	<b>f</b> All other program service revenue				
	<b>g</b> <b>Total.</b> Add lines 2a-2f . . . . .				
	<b>3</b> Investment income (including dividends, interest, and other similar amounts) . . . . .		4,624,455		-11,906
<b>4</b> Income from investment of tax-exempt bond proceeds					
<b>5</b> Royalties . . . . .					
<b>6a</b> Gross rents	(i) Real	(ii) Personal			
<b>b</b> Less rental expenses					
<b>c</b> Rental income or (loss)					
<b>d</b> Net rental income or (loss) . . . . .					
<b>7a</b> Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
<b>b</b> Less cost or other basis and sales expenses	166,545,425				
<b>c</b> Gain or (loss)	157,084,053				
<b>d</b> Net gain or (loss) . . . . .	9,461,372				9,461,372
<b>8a</b> Gross income from fundraising events (not including of contributions reported on line 1c)					
See Part IV, line 18 . . . . .					
<b>b</b> Less direct expenses . . . . .	<b>b</b>				
<b>c</b> Net income or (loss) from fundraising events . . . . .					
<b>9a</b> Gross income from gaming activities	<b>a</b>				
See Part IV, line 19 . . . . .					
<b>b</b> Less direct expenses . . . . .	<b>b</b>				
<b>c</b> Net income or (loss) from gaming activities . . . . .					
<b>10a</b> Gross sales of inventory, less returns and allowances . . . . .	<b>a</b>				
<b>b</b> Less cost of goods sold . . . . .	<b>b</b>				
<b>c</b> Net income or (loss) from sales of inventory . . . . .					
<b>Miscellaneous Revenue</b>	Business Code				
<b>11a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b> All other revenue . . . . .					
<b>e</b> <b>Total.</b> Add lines 11a-11d . . . . .					
<b>12</b> <b>Total revenue.</b> See Instructions . . . . .		14,085,827	0	-11,906	14,097,733

**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 

<b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>	<b>(A) Total expenses</b>	<b>(B) Program service expenses</b>	<b>(C) Management and general expenses</b>	<b>(D) Fundraising expenses</b>
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21	4,753,618	4,753,618		
2 Grants and other assistance to individuals in the United States See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,138,928	829,510	309,418	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	1,102,040	881,608	220,432	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	206,851	165,481	41,370	
9 Other employee benefits	102,269	81,815	20,454	
10 Payroll taxes	153,539	122,831	30,708	
11 Fees for services (non-employees)				
a Management	441,953		441,953	
b Legal	59,487		59,487	
c Accounting	59,000		59,000	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	142,825	11,056	131,769	
12 Advertising and promotion				
13 Office expenses	5,169	3,858	1,311	
14 Information technology	28,043	25,199	2,844	
15 Royalties				
16 Occupancy	186,146	148,821	37,325	
17 Travel	169,438	164,550	4,888	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	49,580	11,219	38,361	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	131,085	104,868	26,217	
23 Insurance				
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 RESEARCH & EDUCATION	1,553,270	1,553,270	0	0
b MEMBERSHIP DUES	7,784	5,766	2,018	0
c OTHER EXPENSE	5,595	744	4,851	0
d				
e All other expenses				
<b>25 Total functional expenses.</b> Add lines 1 through 24e	10,296,620	8,864,214	1,432,406	0
<b>26 Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here <input checked="" 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 

		<b>(A)</b> Beginning of year	<b>(B)</b> End of year
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing	381,422	<b>1</b> 1,947,768
	<b>2</b> Savings and temporary cash investments	2,222,650	<b>2</b> 3,926,295
	<b>3</b> Pledges and grants receivable, net		<b>3</b>
	<b>4</b> Accounts receivable, net	425,469	<b>4</b> 180,791
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		<b>5</b>
	<b>6</b> 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		<b>6</b>
	<b>7</b> Notes and loans receivable, net		<b>7</b>
	<b>8</b> Inventories for sale or use		<b>8</b>
	<b>9</b> Prepaid expenses and deferred charges	27,102	<b>9</b> 11,219
	<b>10a</b> Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	<b>10a</b> 758,214	
	<b>b</b> Less accumulated depreciation	<b>10b</b> 456,586	432,710 <b>10c</b> 301,628
	<b>11</b> Investments—publicly traded securities	153,768,544	<b>11</b> 155,731,923
	<b>12</b> Investments—other securities See Part IV, line 11	26,036,517	<b>12</b> 27,861,307
	<b>13</b> Investments—program-related See Part IV, line 11		<b>13</b>
	<b>14</b> Intangible assets		<b>14</b>
	<b>15</b> Other assets See Part IV, line 11	16,191	<b>15</b> 16,191
	<b>16</b> <b>Total assets.</b> Add lines 1 through 15 (must equal line 34)	183,310,605	<b>16</b> 189,977,122
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses	596,482	<b>17</b> 728,664
	<b>18</b> Grants payable	4,299,222	<b>18</b> 3,239,831
	<b>19</b> Deferred revenue		<b>19</b>
	<b>20</b> Tax-exempt bond liabilities		<b>20</b>
	<b>21</b> Escrow or custodial account liability Complete Part IV of Schedule D		<b>21</b>
	<b>22</b> 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		<b>22</b>
	<b>23</b> Secured mortgages and notes payable to unrelated third parties		<b>23</b>
	<b>24</b> Unsecured notes and loans payable to unrelated third parties		<b>24</b>
	<b>25</b> 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	247,584	<b>25</b> 328,512
	<b>26</b> <b>Total liabilities.</b> Add lines 17 through 25	5,143,288	<b>26</b> 4,297,007
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>		
	<b>27</b> Unrestricted net assets	178,167,317	<b>27</b> 185,680,115
	<b>28</b> Temporarily restricted net assets		<b>28</b> 0
	<b>29</b> Permanently restricted net assets		<b>29</b> 0
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.</b>		
	<b>30</b> Capital stock or trust principal, or current funds		<b>30</b>
	<b>31</b> Paid-in or capital surplus, or land, building or equipment fund		<b>31</b>
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds		<b>32</b>
	<b>33</b> Total net assets or fund balances	178,167,317	<b>33</b> 185,680,115
	<b>34</b> Total liabilities and net assets/fund balances	183,310,605	<b>34</b> 189,977,122

**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	14,085,827
2	Total expenses (must equal Part IX, column (A), line 25) . . . . .	2	10,296,620
3	Revenue less expenses Subtract line 2 from line 1 . . . . .	3	3,789,207
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . . . . .	4	178,167,317
5	Net unrealized gains (losses) on investments . . . . .	5	3,723,591
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	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	185,680,115

**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 checked="" type="checkbox"/> Both consolidated and separate basis	2b	Yes
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	Yes
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	

2012

Open to Public  
Inspection**SCHEDULE A**  
(Form 990 or 990EZ)**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.

Department of the Treasury  
Internal Revenue Service  
THE SCAN FOUNDATION

Employer identification number

45-0552845

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

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

1  A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.  
 2  A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E )  
 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.  
 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state \_\_\_\_\_  
 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II )  
 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.  
 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II )  
 8  A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II )  
 9  An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III )  
 10  An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.  
 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h  
 a  Type I b  Type II c  Type III - Functionally integrated d  Type III - Non-functionally integrated  
 e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)  
 f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box   
 g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?  
 (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?  
 (ii) A family member of a person described in (i) above?  
 (iii) A 35% controlled entity of a person described in (i) or (ii) above?  
 h Provide the following information about the supported organization(s)

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A) SCAN HEALTH PLAN	953858259	9	Yes		Yes		Yes		0
<b>Total</b>									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						
<b>4 Total.</b> 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)						
<b>6 Public support.</b> 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)						
<b>11 Total support</b> (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (see instructions)					<b>12</b>	
<b>13 First five years.</b> 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 <b>stop here</b> . . . . .						

**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	<b>14</b>	
15 Public support percentage for 2011 Schedule A, Part II, line 14	<b>15</b>	
<b>16a 33 1/3% support test—2012.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization		►
<b>b 33 1/3% support test—2011.</b> 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 <b>stop here</b> . The organization qualifies as a publicly supported organization		►
<b>17a 10%-facts-and-circumstances test—2012.</b> 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 <b>stop here</b> . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		►
<b>b 10%-facts-and-circumstances test—2011.</b> 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 <b>stop here</b> . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		►
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		►

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

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 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						
<b>6 Total.</b> Add lines 1 through 5						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons						
<b>b</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						
<b>c</b> Add lines 7a and 7b						
<b>8 Public support</b> (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						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
<b>c</b> Add lines 10a and 10b						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
<b>12</b> Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV )						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12 )						
<b>14 First five years.</b> 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 <b>stop here</b>						

**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 <b>33 1/3% support tests—2012.</b> 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 <b>stop here</b> . The organization qualifies as a publicly supported organization	
<b>b</b> <b>33 1/3% support tests—2011.</b> 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 <b>stop here</b> . The organization qualifies as a publicly supported organization	
20 <b>Private foundation.</b> 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**

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**SCHEDULE D**

(Form 990)

OMB No 1545-0047

**2012****Open to Public  
Inspection****Supplemental Financial Statements**

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b  
 ► Attach to Form 990. ► See separate instructions.

Department of the Treasury  
Internal Revenue Service**Name of the organization**  
THE SCAN FOUNDATION**Employer identification number**

45-0552845

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

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

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

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds 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?  Yes  No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)	<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education) <input type="checkbox"/> Preservation of an historically important land area
	<input type="checkbox"/> Protection of natural habitat <input type="checkbox"/> Preservation of a certified historic structure
	<input type="checkbox"/> 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	
a Total number of conservation easements	<b>Held at the End of the Year</b>
b Total acreage restricted by conservation easements	2a
c Number of conservation easements on a certified historic structure included in (a)	2b
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2c
	2d

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)

<b>a</b> <input type="checkbox"/> Public exhibition	<b>d</b> <input type="checkbox"/> Loan or exchange programs
<b>b</b> <input type="checkbox"/> Scholarly research	<b>e</b> <input type="checkbox"/> Other
<b>c</b> <input type="checkbox"/> Preservation for future generations	

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

	<b>Amount</b>
<b>1c</b>	
<b>1d</b>	
<b>1e</b>	
<b>1f</b>	

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

**(ii)** related organizations . . . . .

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

<b>Yes</b>	<b>No</b>
<b>3a(i)</b>	
<b>3a(ii)</b>	
<b>3b</b>	

**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
<b>1a</b> Land . . . . .					
<b>b</b> Buildings . . . . .					
<b>c</b> Leasehold improvements . . . . .		638,965	370,319	268,646	
<b>d</b> Equipment . . . . .		21,863	21,863	0	
<b>e</b> Other . . . . .		97,386	64,404	32,982	
<b>Total.</b> Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)					301,628

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) PRIVATE EQUITY FUNDS	12,417,773	F
(B) HEDGE FUNDS	15,443,534	F

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

1	Total revenue, gains, and other support per audited financial statements	1	17,809,418
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	3,723,591
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII )	2d	
e	Add lines 2a through 2d	2e	3,723,591
3	Subtract line 2e from line 1	3	14,085,827
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII )	4b	
c	Add lines 4a and 4b	4c	0
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12 )	5	14,085,827

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

1	Total expenses and losses per audited financial statements	1	10,296,620
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII )	2d	
e	Add lines 2a through 2d	2e	0
3	Subtract line 2e from line 1	3	10,296,620
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII )	4b	
c	Add lines 4a and 4b	4c	0
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18 )	5	10,296,620

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

**Schedule I  
(Form 990)**

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

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

► Attach to Form 990

2012

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

Name of the organization  
**THE SCAN FOUNDATION**

**Employer identification number**

## Part I General Information on Grants and Assistance

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

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

**Part II Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. 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 .

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

**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
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 THE SCAN FOUNDATION ONLY MAKES GRANTS TO IRC SECTION 501(C) OR GOVERNMENT ORGANIZATIONS IN THE UNITED STATES THE USE OF GRANT FUNDS IS MONITORED BY REVIEWING PROGRAM AND EXPENDITURE REPORTS ON A QUARTERLY BASIS EXPENDITURE REPORTS ARE BEING REVIEWED AGAINST THE PROPOSED AND APPROVED BUDGETS AND PROGRAM REPORTS AGAINST THE PROPOSED AND APPROVED SCOPES OF WORK

## Software ID:

## Software Version:

EIN: 45-0552845

Name: THE SCAN FOUNDATION

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
AARP FOUNDATION601 E STREET NW WASHINGTON, DC 20049	52-0794300	501(C)(3)	393,965				DEVELOPMENT OF STATE SCORECARD ON LTSS
ADVANCE CLASS1825 K STREET NW SUITE 600 WASHINGTON, DC 20006	27-3524792	501(C)(3)	70,000				SUPPORT SUCCESSFUL, TIMELY IMPLEMENTATION, AND PARTICIPATION IN THE CLASS PROGRAM
ALAMEDA COUNTY MEALS ON WHEELSPO BOX 14002 OAKLAND, CA 94614	94-2651065	501(C)(3)	35,000				REGIONAL COALITION TO HELP SENIOR SERVICE PROVIDERS ADDRESS POLICY ISSUES
ALLIANCE FOR HEALTH REFORM1444 EYE STREET NW SUITE 910 WASHINGTON, DC 20005	52-1746328	501(C)(3)	34,000				BRIEFINGS SERIES - DEFICIT HEALTH CARE SPENDING & HOW TO RESTRAIN IT INTELLIGENTLY
ALZHEIMER'S DISEASE AND RELATED DISORDERS ASSOC OC CHAP17771 COWAN IRVINE, CA 92614	95-3702013	501(C)(3)	35,000				REGIONAL COALITION ENSURING CAPACITY TO ADDRESS EMERGING ISSUES IN ORANGE COUNTY
BAY AREA COMMUNITY SERVICES1814 FRANKLIN STREET 4TH FLOOR OAKLAND, CA 94612	94-1708069	501(C)(3)	43,057				BUILDING FUTURES FOR QUALITY CARE COORDINATION
CAMARILLO HEALTH CARE DISTRICT3639 LAS POSAS CAMARILLO, CA 93010	95-2834854	GOV'T ENTITY	50,000				VENTURA COUNTY CARE TRANSITIONS PARTNERSHIP
CENTER FOR HEALTH CARE STRATEGIES200 AMERICAN METRO BOULEVARD SUITE 119 HAMILTON, NJ 086192320	22-3375015	501(C)(3)	9,990				SUPPORT TECHNICAL ASSISTANCE FOR FOUR CA COUNTIES WORKING ON DUALS DEMONSTRATION
CENTER FOR HEALTH CARE STRATEGIES200 AMERICAN METRO BOULEVARD SUITE 119 HAMILTON, NJ 086192320	22-3375015	501(C)(3)	17,980				SUPPORT TECHNICAL ASSISTANCE FOR FOUR CA COUNTIES WORKING ON DUALS DEMONSTRATION
CENTER FOR HEALTH POLICY DEVELOPMENT NASHP10 FREE STREET FLOOR 2 PORTLAND, ME 04101	52-1576801	501(C)(3)	74,893				EQUIP STATE POLICYMAKERS WITH INFORMATION & ANALYSIS ON IMPROVING CARE FOR DUAL ELIGIBLE
CENTRAL CALIFORNIA LEGAL SERVICES2115 KERN STREET SUITE 1 FRESNO, CA 93721	94-1631809	501(C)(3)	5,000				REGIONAL COALITION TO SHARE IDEAS TO ADDRESS LTSS FOR SENIORS
DEPARTMENT OF AGING AND ADULT SERVICES1650 MISSION STREET 5TH FLOOR SAN FRANCISCO, CA 94103	94-6000417	GOV'T ENTITY	35,000				REGIONAL COALITION ON LONG TERM CARE INTEGRATION INVESTIGATION
GOVERNMENT ACTION & COMMUNICATION INSTITUTE4535 SHADY OAK WAY FAIR OAKS, CA 95628	20-0038046	501(C)(3)	419,496				STAFF SUPPORT TO THE CA COLLABORATIVE AND REGIONAL COALITIONS
GOVERNMENT ACTION & COMMUNICATION INSTITUTE4535 SHADY OAK WAY FAIR OAKS, CA 95628	20-0038046	501(C)(3)	74,933				PLAN AND ORGANIZE A ONE-DAY SUMMIT ON LONG-TERM SERVICES AND SUPPORTS
GRANTMAKERS IN AGING 2001 JEFFERSON DAVIS HIGHWAY SUITE 504 ARLINGTON, VA 22202	14-4014982	501(C)(3)	15,000				COMPILATION OF SUMMARIES OF PRESENTATIONS AND PROCEEDINGS FROM GIA'S ANNUAL CONFERENCES 12-14
GRANTMAKERS IN HEALTH 1100 CONNECTICUT AVENUE NW 12TH FLOOR WASHINGTON, DC 20036	13-3206571	501(C)(3)	20,000				FEDERAL-STATE IMPLEMENTATION PROJECT (F-SIP) RENEWAL
HEALTHY AGING ASSOCIATION121 DOWNEY AVENUE SUITE 102 MODESTO, CA 95354	77-0546574	501(C)(3)	34,985				REGIONAL COALITION TO FORGE A UNITED VOICE FOR LTSS REFORM
HEALTHY CALIDES CENTER1801 L STREET 331 SACRAMENTO, CA 95811	94-3153687	501(C)(3)	75,000				SUPPORT EXPANDED NEWS COVERAGE OF AGING AND AGING WITH DIGNITY IN CA
HEALTHY CALIDES CENTER1801 L STREET 331 SACRAMENTO, CA 95811	94-3153687	501(C)(3)	180,000				CONTINUE IT'S SUPPORT TO EXPAND NEWS COVERAGE OF AGING & AGING WITH DIGNITY IN CA
HENRY J KAISER FAMILY FOUNDATION2400 SAND HILL ROAD MENLO PARK, CA 94025	94-6064808	501(C)(3)	325,000				NEWS COVERAGE OF AGING AND LONG TERM CARE ISSUES
HISPANICS IN PHILANTHROPY414 13TH STREET SUITE 200 OAKLAND, CA 94612	94-3040607	501(C)(3)	50,000				BUILD INFRASTRUCTURE FOR MOBILIZING & ADVOCATING ISSUES THAT AFFECT LATINO SENIORS
HUMBOLDT SENIOR RESOURCE CENTER1910 CALIFORNIA STREET EUREKA, CA 95501	94-2261434	501(C)(3)	30,000				BRINGING PACE TO HUMBOLDT COUNTY
INDEPENDENT LIVING SERVICES OF NORTHERN CALIFORNIA1161 EAST AVENUE CHICO, CA 95926	94-2735218	501(C)(3)	5,000				REGIONAL COALITION ON MULTI-DISABILITY NETWORK SERVING THE N SACRAMENTO VALLEY
INDIANA UNIVERSITY980 INDIANA AVENUE ROOM 2232 INDIANAPOLIS, IN 46202	35-6001673	501(C)(3)	180,000				PROVIDE TRAINING/ASSISTANCE TO 3-5 ORGANIZATIONS IN CA TO REPLICATE GRACE TEAM CARE
INSTITUTE ON AGING3575 GEARY BOULEVARD SAN FRANCISCO, CA 94118	94-2978977	501(C)(3)	50,000				BUILD ON EXISTING PARTNERSHIPS WITH LOCAL ACOS, AND DEVELOP NEW PARTNERSHIPS
JEWISH FAMILY SERVICE OF LOS ANGELES3580 WILSHIRE BOULEVARD SUITE 700 LOS ANGELES, CA 90010	95-1691013	501(C)(3)	96,505				IMPACT OF A POST-DISCHARGE DEPRESSION INTERVENTION ON 30-DAY HOSPITAL READMISSIONS
MERCY HOUSING CALIFORNIA1360 MISSION STREET SUITE 300 SAN FRANCISCO, CA 94103	91-3081666	501(C)(3)	61,937				PAIRING DISEASE SELF MGMT FOR LOW-INCOME SENIORS W/ SERVICE-ENRICHED AFFORDABLE HOUSING
NATIONAL ACADEMY OF SCIENCES2101 CONSTITUTION AVENUE NW WASHINGTON, DC 20001	53-0196932	501(C)(3)	70,000				ESTABLISH THE FORUM ON AGING, DISABILITY, AND INDEPENDENCE
NATIONAL ACADEMY OF SOCIAL INSURANCE1776 MASSACHUSETTS AVENUE SUITE 400 WASHINGTON, DC 20036	52-1451753	501(C)(3)	59,926				DEVELOP LONG-TERM CARE FINANCING BRIEF DESCRIBING RELEVANT POLICY OPTIONS
NATIONAL COMMITTEE FOR QUALITY ASSURANCE 1100 13TH STREET NW SUITE 1000 WASHINGTON, DC 20005	52-1191985	501(C)(3)	74,883				IDENTIFY METHODS FOR PROPOSED MEASUREMENT CONCERN

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NATIONAL CONFERENCE OF STATE LEGISLATURES 7700 E 1ST PLACE DENVER, CO 80230	84-0772595	501(C)(3)	50,078				PRECONFERENCE MEETING FOCUSING ON LONG-TERM CARE SERVICES AND SUPPORTS
NATIONAL HEALTH POLICY FORUM GEORGE WASHINGTON UNIVERSITY 2131 K STREET NW SUITE 500 WASHINGTON, DC 20037	53-0196584	501(C)(3)	368,985				IMPROVED POLICYMAKING ON AGING AND LTSS EDUCATION FOR FEDERAL HEALTH POLICYMAKERS
NATIONAL HOSPICE AND PALLIATIVE CARE ORGANIZATION 1731 KING STREET ALEXANDRIA, VA 22314	54-1096334	501(C)(3)	75,000				ENGAGEMENT WITH AVALERE HEALTH FOR THE CMMI INNOVATION CHALLENGE APPLICATION
NATIONAL PUBLIC RADIO 635 MASS AVENUE NW WASHINGTON, DC 20001	52-0907625	501(C)(3)	400,000				EXPAND NPR'S COVERAGE OF AGING AND LONG-TERM CARE ISSUES
ON-LOK1333 BUSH STREET SAN FRANCISCO, CA 94109	94-3101464	501(C)(3)	5,000				REGIONAL AGING AND DISABILITY SERVICE AND ADVOCACY COALITIONS
PRESIDENT AND FELLOWS OF HARVARD COLLEGE 1033 MASSACHUSETTS CAMBRIDGE, MA 02138	04-2103580	501(C)(3)	60,000				LONG-TERM CARE FINANCING SERIES BRIEF
PROJECT HOPE PEOPLE TO THE PEOPLE HEALTH FOUNDATION 7500 OLD GEORGETOWN ROAD SUITE 600 BETHESDA, MD 20814	53-0242962	501(C)(3)	15,000				POST-SUPREME COURT ACA DECISION CONFERENCE AND PUBLISHING
PROJECT HOPE PEOPLE TO THE PEOPLE HEALTH FOUNDATION 7500 OLD GEORGETOWN ROAD SUITE 600 BETHESDA, MD 20814	53-0242962	501(C)(3)	488,920				THE CARE SPAN, PHASE II THE CONTINUUM OF CARE FOR SENIORS AND THE DISABLED
REGENTS UNIVERSITY OF CALIFORNIA LOS ANGELES 10960 WILSHIRE BOULEVARD 1550 LOS ANGELES, CA 90024	95-6006143	501(C)(3)	274,986				HELPING OLDER ADULTS MAINTAIN INDEPENDENCE THROUGH OPTIMIZING OPTIONS
RIVERSIDE COUNTY OFFICE ON AGING6296 RIVER CREST DRIVE K RIVERSIDE, CA 92507	95-6000930	GOV'T ENTITY	5,000				REGIONAL COALITION FOR LONG TERM SERVICES AND SUPPORTS
SAN MATEO HEALTH COMMISSION HEALTH PLAN OF SAN MATEO701 GATEWAY SUITE 400 SOUTH SAN FRANCISCO, CA 94080	94-3020555	501(C)(3)	54,045				INTEGRATED INFRASTRUCTURE (DATA MART) SUPPORTS COORDINATION OF DATA ACROSS PARTNER AGENCIES
SILICON VALLEY INDEPENDENT LIVING CENTER 2202 N 1ST STREET SAN JOSE, CA 95131	94-2332246	501(C)(3)	50,000				BUILDING BUSINESS ACUMEN FOR INDEPENDENT LIVING/HEALTH CARE PARTNERSHIP PROGRAM
ST BARNABAS SENIOR CENTER OF LOS ANGELES 675 S CARONDELET STREET LOS ANGELES, CA 90057	95-1641435	501(C)(3)	35,000				REGIONAL COALITION ENHANCING EFFECTIVE PARTNERSHIPS FOR SOCIAL ACTION IN LOS ANGELES
ST PAUL'S RETIREMENT HOME FOUNDATION 328 MAPLE STREET SAN DIEGO, CA 92103	33-0627795	501(C)(3)	35,000				REGIONAL COALITION TO DEVELOP A COMMUNICATION PLAN AND SUPPORT MEMBER INVOLVEMENT & ACTION
ST PAUL'S RETIREMENT HOME FOUNDATION 328 MAPLE STREET SAN DIEGO, CA 92103	33-0627795	501(C)(3)	50,000				CREATE Viable PARTNERSHIPS WITH ACCOUNTABLE CARE ORGANIZATIONS (ACOS)
THE HEALTH TRUST 3180 NEWBERRY DRIVE SUITE 200 SAN JOSE, CA 95118	94-6050231	501(C)(3)	35,000				REGIONAL COALITION OF SANTA CLARA COUNTY
UNIVERSITY OF CALIFORNIA SAN FRANCISCO 3333 CALIFORNIA STREET SUITE 315 SAN FRANCISCO, CA 94143	94-6036493	501(C)(3)	46,546				DEVELOP DATA OF MEDI-CAL LTSS BENEFICIARIES USE OF HCBS IN 8 CA COUNTIES
NATIONAL ASSOC OF STATES UNITED FOR AGING & DISABILITIES 1201 15TH STREET SUITE 350 WASHINGTON, DC 20005	39-6095459	501(C)(3)	25,000				BUILDING THE BUSINESS CAPACITY OF AGING & DISABILITY COMMUNITY BASED NETWORKS
YOLO HEALTHY AGING ALLIANCE 625 COURT STREET WOODLAND, CA 95695	46-1075195	501(C)(3)	35,000				REGIONAL COALITION TO BRING A VOICE TO YOLO COUNTY SENIORS
JEWISH FAMILY SERVICES 3580 WILSHIRE BOULEVARD SUITE 700 LOS ANGELES, CA 90010	95-1691013	501(C)(3)	49,863				ALIGNING SOCIAL SERVICE DELIVERY AND TECHNOLOGY CAPACITY TO PROMOTE INTEGRATION
NATIONAL COMMITTEE FOR QUALITY ASSURANCE 1100 13TH STREET NW SUITE 1000 WASHINGTON, DC 20005	52-1191985	501(C)(3)	74,928				ADVANCING IMPROVEMENT AND ACCOUNTABILITY FOR INTEGRATION OF CARE FOR DUAL ELIGIBLES
CENTER FOR HEALTH CARE STRATEGIES 200 AMERICAN METRO BOULEVARD SUITE 119 HAMILTON, NJ 086192320	22-3375015	501(C)(3)	74,963				ASSIST STATES IN IMPLEMENTING INTEGRATED SYSTEMS OF CARE FOR DUAL ELIGIBLES

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

OMB No 1545-0047

Department of the Treasury  
Internal Revenue Service

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

**2012****Open to Public Inspection**Name of the organization  
THE SCAN FOUNDATION**Employer identification number**

45-0552845

**Part I Questions Regarding Compensation**

**1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)

**b** If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

**3** Indicate which, if any, of the following the 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

<input checked="" type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study
<input checked="" type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee

**4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization

**a** Receive a severance payment or change-of-control payment?

**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?

**c** Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

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

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

**a** The organization?

**b** Any related organization?

If "Yes," to line 5a or 5b, describe in Part III

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

**a** The organization?

**b** Any related organization?

If "Yes," to line 6a or 6b, describe in Part III

**7** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

**9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

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

**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) COLLEN CAIN DIRECTOR	(i) 0 (ii) 157,950	0 0	0 0	0 0	0 0	0 157,950	0 0
(2) CHRISTOPHER WING DIRECTOR	(i) 0 (ii) 594,534	0 276,598	0 20,612	0 88,160	0 20,939	0 1,000,843	0 0
(3) BRUCE CHERNOF PRESIDENT/CEO	(i) 306,310 (ii) 0	93,750 0	18,568 0	40,740 0	16,871 0	476,239 0	0 0
(4) DOUGLAS JAQUES SECRETARY	(i) 0 (ii) 312,622	0 122,575	0 18,775	0 45,854	0 42,454	0 542,280	0 0
(5) RENE SEIDEL TREASURER	(i) 175,269 (ii) 0	31,093 0	17,430 0	15,158 0	12,117 0	251,067 0	0 0
(6) GRETCHEN ALKEMA VP POLICY & COMMUNICATIONS	(i) 176,018 (ii) 0	31,093 0	17,288 0	15,158 0	13,377 0	252,934 0	0 0
(7) LISA TSIMANIS POLICY DIRECTOR	(i) 136,553 (ii) 0	16,686 0	449 0	11,194 0	8,277 0	173,159 0	0 0
(8) ERIN WESTPHAL PROGRAM OFFICER	(i) 110,237 (ii) 0	13,029 0	198 0	9,072 0	19,881 0	152,417 0	0 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
	PART I, LINE 4B	<p>THE COMPANY PROVIDES A SUPPLEMENTAL NON-QUALIFIED RETIREMENT PLAN TO ONLY SENIOR EXECUTIVES OF THE COMPANY. SENIOR V.P. AND OFFICERS ARE ELIGIBLE TO PARTICIPATE IN THE SECTION 457(F) PLAN. THE FOLLOWING INDIVIDUALS PARTICIPATED IN THE COMPANY'S SECTION 457(F) DURING THE YEAR 2012: BRUCE CHERNOFF AND DOUGLAS JAQUES. COMPENSATION PURSUANT TO THE TERMS AND CONDITIONS OF THE SECTION 457(F) PLAN, A PARTICIPANT BECOMES 100% VESTED IN THE EMPLOYER CONTRIBUTION UPON THE OCCURRENCE OF ANY OF THE FOLLOWING WHILE THE PARTICIPANT IS AN EMPLOYEE: (I) THE PARTICIPANT HAS TEN YEARS OF CONTINUOUS EMPLOYMENT, COUNTING ONLY SERVICE AFTER DECEMBER 31, 2005, (II) THE PARTICIPANT REACHES THE AGE OF 62 AND HAS FIVE YEARS OF CONTINUOUS EMPLOYMENT, (III) THE PARTICIPANT'S INVOLUNTARY TERMINATION, (IV) THE PARTICIPANT'S DISABILITY, OR (V) THE PARTICIPANT'S DEATH. THE PROCESS FOR DETERMINING THE COMPENSATION OF THE INDEPENDENT DIRECTORS OF THE SCAN FOUNDATION IS IN ACCORDANCE WITH THE SCAN FOUNDATION'S "INDEPENDENT DIRECTORS' COMPENSATION PHILOSOPHY" AND IS SIMILAR TO THE COMPENSATION PROCESS EMPLOYED BY THE SCAN FOUNDATION WITH RESPECT TO ITS SENIOR EXECUTIVES. ELEMENTS OF COMPENSATION INCLUDE AN ANNUAL RETAINER FOR BOARD MEMBERS AND CERTAIN COMMITTEE CHAIRS, AS WELL AS ESTABLISHED PER MEETING FEES. IN DETERMINING SUCH COMPENSATION, THE BOARD OF THE FOUNDATION AND THE COMPENSATION COMMITTEE OF SCAN GROUP RELY UPON THE COUNSEL AND EXPERTISE OF ERNST &amp; YOUNG, AN INDEPENDENT CONSULTANT, WITH WELL-ESTABLISHED EXPERIENCE AND EXPERTISE IN THE AREA OF NONPROFIT ORGANIZATION COMPENSATION AND COMPLIANCE. THE COMPENSATION COMMITTEE RETAINS ERNST &amp; YOUNG TO CONDUCT A STUDY OF INDEPENDENT DIRECTOR COMPENSATION PRACTICES BIENNIALLY, INCLUDING BENCHMARK DATA AND REASONABLENESS OPINION.</p>

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

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

**2012****Open to Public  
Inspection**Name of the organization  
THE SCAN FOUNDATION**Employer identification number**

45-0552845

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 4	THE FOLLOWING SIGNIFICANT CHANGES WERE MADE TO THE BYLAWS ON AND EFFECTIVE DECEMBER 5, 2012 1. SPECIFIED THOSE MATTERS THAT REQUIRE THE APPROVAL OF (A) A MAJORITY OF THE DIRECTORS THEN IN OFFICE AND (B) 2/3 OF THE DIRECTORS THEN IN OFFICE IN ORDER TO BE EFFECTIVE 2. BOARD COMMITTEES MAY ACT VIA UNANIMOUS WRITTEN CONSENT 3. THE AUDIT COMMITTEE HAS RESPONSIBILITY FOR RECOMMENDING THE RETENTION AND TERMINATION OF THE INDEPENDENT AUDITORS TO THE BOARD 4. THE COMPENSATION COMMITTEE SHALL REVIEW AND APPROVE THE TREASURER'S COMPENSATION AS WELL AS THE PRESIDENT/CEO'S COMPENSATION 5. THE REQUIREMENT FOR BOARD COMMITTEES TO OBTAIN PRIOR APPROVAL OF THE FULL BOARD BEFORE EXPENDING CORPORATE FUNDS CAN BE OVERRIDDEN BY OTHER PROVISIONS OF THE BYLAWS, COMMITTEE CHARTERS OR A RESOLUTION OF THE BOARD 6. CORPORATE BOOKS AND RECORDS ARE OPEN TO INSPECTION BY THE SCAN GROUP 7. FINANCIAL REPORT OF INDEPENDENT AUDITOR SHALL BE SUBMITTED TO THE AUDIT COMMITTEE WITHIN 120 DAYS (AS OPPOSED TO 90 DAYS) OF THE END OF THE ACCOUNTING YEAR 8. ANNUAL FINANCIAL REPORT AND STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS MUST BE PROVIDED TO THE BOARD WITHIN 120 DAYS AFTER THE CLOSE OF THE ACCOUNTING YEAR AS REQUIRED BY CALIFORNIA LAW

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	THE FORM 990 IS PREPARED BY DELOITTE TAX LLP, WORKING IN CONJUNCTION WITH SCAN'S FINANCE DEPARTMENT AND SCAN FOUNDATION'S DIRECTOR OF FINANCE. SCAN FOUNDATION'S DIRECTOR OF FINANCE AND VP OF OPERATIONS HAVE A DIRECT RESPONSIBILITY FOR THIS EFFORT. AFTER AN INITIAL DRAFT OF THE FORM 990 IS PREPARED, IT IS CIRCULATED FOR REVIEW AND COMMENT BY RELEVANT MEMBERS OF THE EXECUTIVE TEAM WHO HAVE RESPONSIBILITY AND/OR KNOWLEDGE ABOUT THE VARIOUS MATTERS DISCLOSED AND/OR DESCRIBED IN THE FORM. GENERAL COUNSEL OF THE SCAN FOUNDATION, IN PARTICULAR, REVIEWS THE FORM 990 AND ENSURES ACCURACY OF DESCRIPTIONS AND THAT DISCLOSURE IS COMPLETE. THE DRAFT FORM 990 IS REVIEWED BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF SCAN FOUNDATION, AND IS SHARED WITH ALL MEMBERS OF THE BOARD OF DIRECTORS AFTER IT IS READY FOR FILING BUT BEFORE IT IS FILED

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	THE SCAN FOUNDATION REGULARLY AND CONSISTENTLY MONITORS AND ENFORCES COMPLIANCE WITH ITS CONFLICT ON INTEREST POLICY THROUGH ANNUAL CIRCULATION OF A CONFLICT OF INTEREST QUESTIONNAIRE WHICH IS REQUIRED TO BE ANSWERED BY ALL MEMBERS OF THE BOARD OF DIRECTORS, OFFICERS, AND MEMBERS OF THE EXECUTIVE MANAGEMENT TEAM IN ADDITION, THERE IS REGULAR EDUCATION AND ENFORCEMENT THROUGH OVERSIGHT OF SUCH POLICY AND THE SCAN HEALTH PLAN GIFT AND BUSINESS COURTESIES POLICY WITH RESPECT TO THE FOUNDATION BY MEMBERS OF THE EXECUTIVE TEAM. GENERAL COUNSEL REVIEWS ALL CONTRACTUAL RELATIONSHIPS ENTERED INTO BY THE FOUNDATION AND IS RESPONSIBLE FOR MONITORING CONFLICTS OF INTEREST THROUGH THE ANNUAL CIRCULATION AND REVIEW OF THE CONFLICT OF INTEREST QUESTIONNAIRE. ACCORDINGLY, GENERAL COUNSEL IS IN A POSITION TO MONITOR AND ENFORCE COMPLIANCE WITH THE POLICY ON AN ONGOING BASIS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	<p>15A THE PROCESS FOR DETERMINING THE COMPENSATION OF THE CHIEF EXECUTIVE OFFICER OF THE SCAN FOUNDATION IS CONDUCTED BY THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS OF THE SCAN FOUNDATION, ALL OF THE VOTING MEMBERS OF WHICH ARE INDEPENDENT PERSONS IN DETERMINING THE CHIEF EXECUTIVE OFFICER'S COMPENSATION THE COMPENSATION COMMITTEE WORKED WITH AND RELIED UPON THE COUNSEL AND EXPERTISE OF ERNST &amp; YOUNG, A CONSULTANT WITH WELL ESTABLISHED EXPERIENCE AND EXPERTISE IN THE AREA OF NON-PROFIT ORGANIZATION EXECUTIVE COMPENSATION AND COMPLIANCE WITH THE INTERMEDIATE SANCTIONS REQUIREMENTS APPLICABLE TO SUCH COMPENSATION ERNST &amp; YOUNG PROVIDES AN "EXECUTIVE COMPENSATION REPORT" TO THE COMPENSATION COMMITTEE EACH YEAR WHICH FURNISHES THE BASIS FOR THE ESTABLISHMENT OF THE CHIEF EXECUTIVE OFFICER'S COMPENSATION PACKAGE DURING THE FOLLOWING YEAR THE ERNST &amp; YOUNG EXECUTIVE COMPENSATION REPORT IS BASED ON A REVIEW OF THE EXECUTIVE COMPENSATION PRACTICES OF A VARIETY OF ORGANIZATIONS THAT ARE CONSIDERED COMPARABLE TO THE SCAN FOUNDATION BASED ON VARIOUS METRICS THE COMPENSATION COMMITTEE DELIBERATES ON THE ISSUE OF THE CHIEF EXECUTIVE OFFICER'S COMPENSATION PACKAGE IN LIGHT OF THE ERNST &amp; YOUNG EXECUTIVE COMPENSATION REPORT AND QUESTIONS ARE ASKED OF, AND ANSWERED BY ERNST &amp; YOUNG, REGARDING SUCH REPORT AND OTHER MATTERS RELEVANT TO SUCH PACKAGE BASED ON SUCH DELIBERATIONS, THE COMPENSATION COMMITTEE MAKES A RECOMMENDATION TO THE BOARD OF DIRECTORS OF THE SCAN FOUNDATION REGARDING THE COMPENSATION PACKAGE FOR THE FOLLOWING YEAR THE FULL BOARD OF DIRECTORS OF THE SCAN FOUNDATION DELIBERATES AND THEN VOTES ON SUCH RECOMMENDATION, THE CHIEF EXECUTIVE OFFICER IS RECUSED FOR THE ENTIRETY OF SUCH DELIBERATIONS AND VOTE THE MINUTES OF THE COMPENSATION COMMITTEE AND THE BOARD OF DIRECTORS FOR THESE MEETINGS ARE CONTEMPORANEOUSLY PREPARED FOR AND REFLECT SUCH DELIBERATIONS AND DECISIONS</p> <p>15B THE PROCESS FOR DETERMINING THE COMPENSATION OF OFFICERS OR OTHER KEY EMPLOYEES OF THE SCAN FOUNDATION IS CONDUCTED BY THE HUMAN RESOURCES DEPARTMENT, THE CHIEF EXECUTIVE OFFICER AND THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS (ALL VOTING MEMBERS ARE INDEPENDENT PERSONS) IN DETERMINING SUCH EMPLOYEE'S COMPENSATION, THE HUMAN RESOURCES DEPARTMENT AND COMPENSATION COMMITTEE RELIED UPON THE COUNSEL AND EXPERTISE OF ERNST &amp; YOUNG, A CONSULTANT WITH WELL ESTABLISHED EXPERIENCE AND EXPERTISE IN THE AREA OF NON-PROFIT ORGANIZATION EXECUTIVE COMPENSATION AND COMPLIANCE WITH THE INTERMEDIATE SANCTIONS REQUIREMENTS APPLICABLE TO SUCH COMPENSATION ERNST &amp; YOUNG PROVIDES AN "EXECUTIVE COMPENSATION REPORT" TO THE HUMAN RESOURCES DEPARTMENT AND COMPENSATION COMMITTEE EACH YEAR WHICH FURNISHES THE BASIS FOR THE ESTABLISHMENT OF SUCH EMPLOYEES' COMPENSATION PACKAGE DURING THE FOLLOWING YEAR ERNST &amp; YOUNG EXECUTIVE COMPENSATION REPORT IS BASED ON A REVIEW OF THE EXECUTIVE COMPENSATION PRACTICES OF A VARIETY OF ORGANIZATIONS THAT ARE CONSIDERED COMPARABLE TO THE SCAN FOUNDATION BASED ON VARIOUS METRICS THE CHIEF EXECUTIVE OFFICER MAKES A RECOMMENDATION TO THE COMPENSATION COMMITTEE WITH RESPECT TO EACH OF SUCH EMPLOYEES' COMPENSATION PACKAGE IN LIGHT OF THE ERNST &amp; YOUNG EXECUTIVE COMPENSATION REPORT AT THE COMPENSATION COMMITTEE MEETING ADDRESSING SUCH MATTERS, QUESTIONS ARE ASKED OF, AND ANSWERED BY ERNST &amp; YOUNG, REGARDING SUCH REPORT AND OTHER MATTERS RELEVANT TO SUCH PACKAGE BASED ON SUCH DELIBERATIONS, THE COMPENSATION COMMITTEE MAKES A DECISION REGARDING THE COMPENSATION PACKAGE FOR SUCH EMPLOYEES FOR THE FOLLOWING YEAR THE MINUTES OF THE COMPENSATION COMMITTEE FOR THIS MEETING ARE PREPARED SUBSTANTIALLY CONTEMPORANEOUSLY AND SUBSTANTIATE SUCH DELIBERATIONS AND DECISIONS</p>

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	THE SCAN FOUNDATION GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY ARE CURRENTLY NOT MADE AVAILABLE TO THE PUBLIC. THE SCAN FOUNDATION MAKES THEIR FORM 990 AND AUDITED FINANCIAL STATEMENTS AVAILABLE FOR PUBLIC INSPECTION

# **SCHEDULE R (Form 990)**

## Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2012

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

Name of the organization  
THE SCAN FOUNDATION

**Employer identification number**

45-0552849

**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) SCAN GROUP  3800 KILROY AIRPORT WAY  LONG BEACH, CA 90806 95-3826037	ADMIN SUPPORT	CA	501(C)(3)	LINE 11, TYPE II	N/A	Yes	
(2) SCAN HEALTH PLAN  3800 KILROY AIRPORT WAY  LONG BEACH, CA 90806 95-3858259	MEDICARE ADVANTAGE	CA	501(C)(3)	LINE 9	SCAN GROUP	Yes	
(3) SCAN LONG TERM CARE  3800 KILROY AIRPORT WAY  LONG BEACH, CA 90806 20-4607594	MEDICAID MANAGEMENT CARE	AZ	501(C)(4)		SCAN HEALTH PLAN ARIZONA	Yes	
(4) SCAN HEALTH PLAN ARIZONA  3800 KILROY AIRPORT WAY  LONG BEACH, CA 90806 73-1729007	MEDICARE ADVANTAGE	AZ	501(C)(4)		SCAN GROUP	Yes	
(5) SCAN 360 CARE  3800 KILROY AIRPORT WAY  LONG BEACH, CA 90806 35-2443412	MEDICARE & MEDICAID SERVICES	CA	501(C)(3)	LINE 9	SCAN GROUP	Yes	

**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.)

**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.)

**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
<b>1a</b>		No
<b>1b</b>		No
<b>1c</b>		No
<b>1d</b>		No
<b>1e</b>		No
<b>1f</b>		No
<b>1g</b>		No
<b>1h</b>		No
<b>1i</b>		No
<b>1j</b>		No
<b>1k</b>		No
<b>1l</b>		No
<b>1m</b>		No
<b>1n</b>		No
<b>1o</b>		No
<b>1p</b>	Yes	
<b>1q</b>		No
<b>1r</b>		No
<b>1s</b>		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) SCAN GROUP	P	404,224	SEE PART VII
(2) SCAN HEALTH PLAN	P	37,728	SEE PART VII

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

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

**Part VII Supplemental Information**

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

Identifier	Return Reference	Explanation
		SCHEDULE R, PART VII THE PERCENTAGE OF THE ALLOCATION TO AFFILIATED COMPANIES IS DETERMINED EITHER BASED ON PERCENTAGE OF EMPLOYEE HEADCOUNT, OR BASED ON THE ESTIMATED HOURS OF SERVICE PROVIDED BY THE RELEVANT DEPARTMENT, AS APPROPRIATE BASED ON THE NATURE OF THE EXPENSES

**Software ID:**

**Software Version:**

**EIN:** 45-0552845

**Name:** THE SCAN FOUNDATION

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