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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 private foundations)

▶ Do not enter Social Security numbers on this form as it may be made public By law, the IRS generally cannot redact the information on the form

▶ Information about Form 990 and its instructions is at www.IRS.gov/form990

OMB No 1545-0047

2013

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning 01-01-2013 , 2013, and ending 12-31-2013

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

C Name of organization
Fallon Community Health Plan Inc

Doing Business As

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

City or town, state or province, country, and ZIP or foreign postal code
Worcester, MA 01608

D Employer identification number
23-7442369

E Telephone number
(508) 799-2100

G Gross receipts $ 1,435,241,584

F Name and address of principal officer
W Patrick Hughes
10 Chestnut Street
Worcester, MA 01608

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

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

H(c) Group exemption number ▶

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

J Website: ▶ www fchp org

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1975

M State of legal domicile MA

Part I Summary

1 Briefly describe the organization's mission or most significant activities
SEE SCHEDULE O

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	10
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	7
5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	1,301
6	Total number of volunteers (estimate if necessary)	6	263
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	1,001,791
b	Net unrelated business taxable income from Form 990-T, line 34	7b	-37,721

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	158,338	137,023
9	Program service revenue (Part VIII, line 2g)	1,107,509,531	1,195,381,487
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	21,420,607	19,234,427
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-8,281,124	-14,894,944
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,120,807,352	1,199,857,993
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	936,327	630,523
14	Benefits paid to or for members (Part IX, column (A), line 4)	980,540,818	1,058,839,167
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	84,771,827	82,285,522
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b	Total fundraising expenses (Part IX, column (D), line 25) ▶0		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	39,261,274	44,863,213
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	1,105,510,246	1,186,618,425
19	Revenue less expenses Subtract line 18 from line 12	15,297,106	13,239,568

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	411,842,860	433,899,893
21	Total liabilities (Part X, line 26)	212,953,155	222,514,100
22	Net assets or fund balances Subtract line 21 from line 20	198,889,705	211,385,793

Part II Signature Block

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

Sign Here

Signature of officer — Date: 2014-11-13

R SCOTT WALKER CHIEF FINANCIAL OFFICER
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ERIN COUTURE				P01390592

Firm's name ▶ PricewaterhouseCoopers LLP — Firm's EIN ▶

Firm's address ▶ 125 High Street, Boston, MA 02110 — Phone no (508) 799-2100

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III . . . . . ☑

1 Briefly describe the organization's mission

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

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

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

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

If "Yes," describe these changes on Schedule O

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

4a (Code) (Expenses $ 1,060,649,136 including grants of $ 630,523) (Revenue $ 1,195,381,487)

SEE SCHEDULE O

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

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

4d Other program services (Describe in Schedule O)

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

4e **Total program service expenses** ▶ 1,060,649,136

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4	Yes	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		No
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI.*	11a	Yes	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b		No
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d		No
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e		No
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f		No
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*	12a	Yes	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional*	12b	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Parts I and IV*	14b		No
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or other assistance to or for any foreign organization? *If "Yes," complete Schedule F, Parts II and IV*	15		No
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or other assistance to or for foreign individuals? *If "Yes," complete Schedule F, Parts III and IV*	16		No
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I (see instructions)*	17		No
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18	Yes	
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants or other assistance to any domestic organization or government 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 or 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 25a*	**24a**		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	**24b**		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	**24c**		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	**24d**		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	**25a**		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	**25b**		No
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? *If so, 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)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**	Yes	
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	**28c**	Yes	
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**	Yes	
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	
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	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	**37**		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V . . . . . ☑

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a	5,234		
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	Yes	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	1,301		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **Note.** If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)		2b	Yes	
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?		3a	Yes	
b	If "Yes," has it filed a Form 990-T for this year? *If "No" to line 3b, provide an explanation in Schedule O*		3b	Yes	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a		No
b	If "Yes," enter the name of the foreign country ▶ _____ See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		6a		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b		
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?		7a	Yes	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b	Yes	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		No
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e		No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f		No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8		
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?		9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		9b		
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?		12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** See the instructions for additional information the organization must report on Schedule O		13a		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?		14a		No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*		14b		

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

Check if Schedule O contains a response or note to any line in this Part VI . . . . . ☑

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	**1a** 10		
	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	Enter the number of voting members included in line 1a, above, who are independent	**1b** 7		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	**2**	Yes	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? .	**3**		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	**4**		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets? .	**5**		No
6	Did the organization have members or stockholders?	**6**		No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	**7a**		No
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	**7b**		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	**8a**	Yes	
b	Each committee with authority to act on behalf of the governing body?	**8b**	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	**9**		No

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

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

Section C. Disclosure

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

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

☐ Own website ☐ Another's website ☑ Upon request ☑ 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

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

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

Check if Schedule O contains a response or note to any line in this Part VII . . . . . ☑

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

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
1b **Sub-Total** . . . . . ▶										
c **Total from continuation sheets to Part VII, Section A** . . . . ▶										
d **Total (add lines 1b and 1c)** . . . . . ▶								7,227,509	213,570	2,135,398

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 ▶188

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
Reliant Medical Group, 630 plantation street WORCESTER MA 01605	MEDICAL SERVICES	127,364,550
VHS ACQUISITION SUBSIDIARY, 123 SUMMER STREET WORCESTER MA 01608	hospital services	123,422,629
UMASS Memorial Med Ctr, 55 N LAKE AVE WORCESTER MA 01608	HOSPITAL SERVICES	98,568,982
UMASS Memorial Med GROUP, 55 N LAKE AVE WORCESTER MA 01655	MEDICAL SERVICES	23,170,960
BEACON HEALTH STRATEGIES LLC, 200 STATE ST SUITE 302 HARTFORD MA 02109	MENTAL HEALTH SVC	21,184,446

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 ▶648

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII . . . . . ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . .	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c	137,023			
	d	Related organizations . . .	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	0			
	g	Noncash contributions included in lines 1a-1f $		2,118			
	h	**Total.** Add lines 1a-1f . . . . . ▶		137,023			
Program Service Revenue			Business Code				
	2a	PREMIUM	524114	1,195,287,317	1,195,287,317		
	b	ASO PREMIUM (INOVA)	524292	94,170		94,170	
	c						
	d						
	e						
	f	All other program service revenue					
	g	**Total.** Add lines 2a–2f . . . . . ▶		1,195,381,487			
	3	Investment income (including dividends, interest, and other similar amounts) . . . . . ▶		8,084,103			8,084,103
	4	Income from investment of tax-exempt bond proceeds . . ▶		0			
	5	Royalties . . . . . ▶		0			
			(i) Real	(ii) Personal			
	6a	Gross rents					
	b	Less rental expenses					
	c	Rental income or (loss)	0	0			
	d	Net rental income or (loss) . . . . . ▶		0			
			(i) Securities	(ii) Other			
	7a	Gross amount from sales of assets other than inventory	246,473,562				
	b	Less cost or other basis and sales expenses	235,323,238				
	c	Gain or (loss)	11,150,324				
	d	Net gain or (loss) . . . . . ▶		11,150,324			11,150,324
	8a	Gross income from fundraising events (not including $ 137,023 of contributions reported on line 1c) See Part IV, line 18 . . a	62,895				
	b	Less direct expenses . . . b	60,353				
	c	Net income or (loss) from fundraising events . . ▶		2,542			2,542
	9a	Gross income from gaming activities See Part IV, line 19 . . . a					
	b	Less direct expenses . . . b					
	c	Net income or (loss) from gaming activities . . ▶		0			
	10a	Gross sales of inventory, less returns and allowances . a					
	b	Less cost of goods sold . . b					
	c	Net income or (loss) from sales of inventory . . ▶		0			
Other Revenue		Miscellaneous Revenue	Business Code				
	11a	SUBSIDIARY LOSS	524114	-15,565,925			-15,565,925
	b	INOVA DUAL, FHLAC MANAGEMENT FEE	561499	897,877		897,877	
	c	CONSULTING & HOME STAFF	561000	9,744		9,744	
	d	All other revenue		-239,182			-239,182
	e	**Total.** Add lines 11a–11d . . . . . ▶		-14,897,486			
	12	**Total revenue.** See Instructions . . . . . ▶		1,199,857,993	1,195,287,317	1,001,791	3,431,862

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 or note to any line in this Part IX . . . . . ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21	630,523	630,523		
2 Grants and other assistance to individuals in the United States See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	1,058,839,167	1,058,839,167		
5 Compensation of current officers, directors, trustees, and key employees	7,988,842		7,988,842	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	58,726,191	140,548	58,585,643	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	3,016,859		3,016,859	
9 Other employee benefits	7,061,553	33,310	7,028,243	
10 Payroll taxes	5,492,077		5,492,077	
11 Fees for services (non-employees)				
a Management	0			
b Legal	1,207,273		1,207,273	
c Accounting	980,641		980,641	
d Lobbying	220,303		220,303	
e Professional fundraising services See Part IV, line 17	0			
f Investment management fees	891,979		891,979	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	4,868,847		4,868,847	
12 Advertising and promotion	3,053,244		3,053,244	
13 Office expenses	7,764,182		7,764,182	
14 Information technology	10,360,778		10,360,778	
15 Royalties . .	0			
16 Occupancy	4,722,528		4,722,528	
17 Travel	183,481		183,481	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	230,213		230,213	
20 Interest	60,071		60,071	
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	7,785,819		7,785,819	
23 Insurance	566,402		566,402	
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 DUES & SUBSCRIPTIONS	927,783		927,783	
b INOV ASO & DUAL	819,651	819,651		
c MANAGEMENT FEE	185,937	185,937		
d CONSULTING	34,081		34,081	
e All other expenses				
25 **Total functional expenses.** Add lines 1 through 24e	1,186,618,425	1,060,649,136	125,969,289	0
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X . . . . . ☐

				(A) Beginning of year		(B) End of year
Assets	1	Cash–non-interest-bearing		0	1	0
	2	Savings and temporary cash investments		9,185,041	2	14,872,946
	3	Pledges and grants receivable, net		0	3	0
	4	Accounts receivable, net		25,948,210	4	18,166,576
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		0	5	0
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		0	6	0
	7	Notes and loans receivable, net		0	7	0
	8	Inventories for sale or use		0	8	0
	9	Prepaid expenses and deferred charges		1,609,891	9	1,429,627
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 80,505,572			
	b	Less accumulated depreciation	10b 37,221,745	35,685,348	10c	43,283,827
	11	Investments—publicly traded securities		328,294,778	11	346,052,770
	12	Investments—other securities See Part IV, line 11		0	12	0
	13	Investments—program-related See Part IV, line 11		0	13	0
	14	Intangible assets		0	14	0
	15	Other assets See Part IV, line 11		11,119,592	15	10,094,147
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		411,842,860	16	433,899,893
Liabilities	17	Accounts payable and accrued expenses		204,940,716	17	203,584,777
	18	Grants payable		0	18	0
	19	Deferred revenue		8,012,439	19	8,929,323
	20	Tax-exempt bond liabilities		0	20	0
	21	Escrow or custodial account liability Complete Part IV of Schedule D		0	21	0
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		0	22	0
	23	Secured mortgages and notes payable to unrelated third parties		0	23	10,000,000
	24	Unsecured notes and loans payable to unrelated third parties		0	24	0
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		0	25	0
	26	**Total liabilities.** Add lines 17 through 25		212,953,155	26	222,514,100
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		198,889,705	27	211,385,793
	28	Temporarily restricted net assets		0	28	0
	29	Permanently restricted net assets		0	29	0
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☐ and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		198,889,705	33	211,385,793
	34	Total liabilities and net assets/fund balances		411,842,860	34	433,899,893

Part XI Reconcilliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI . . . . . ☑

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,199,857,993
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,186,618,425
3	Revenue less expenses Subtract line 2 from line 1	3	13,239,568
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	198,889,705
5	Net unrealized gains (losses) on investments	5	-743,480
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	211,385,793

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII . . . . . ☐

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☑ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		No
	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 ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b	Yes	
	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 ☐ Separate basis ☐ Consolidated basis ☑ Both consolidated and separate basis			
c	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?	2c	Yes	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

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SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**
▶ **Information about Schedule A (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
Fallon Community Health Plan Inc

Employer identification number
23-7442369

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

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

1 ☐ A church, convention of churches, or association of churches 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?

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

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

(i) Name of supported organization	**(ii)** EIN	**(iii)** Type of organization (described on lines 1- 9 above or IRC section **(see instructions))**	**(iv)** Is the organization in col **(i)** listed in your governing document?		**(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**	
Total									

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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 **Total support** (Add lines 7 through 10)						

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

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f)) **14**

15 Public support percentage for 2012 Schedule A, Part II, line 14 **15**

16a **33 1/3% support test—2013.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

b **33 1/3% support test—2012.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

17a **10%-facts-and-circumstances test—2013.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶☐

b **10%-facts-and-circumstances test—2012.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶☐

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

Part III Support Schedule for Organizations Described in 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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	199,123	181,640	207,375	158,338	137,023	883,499
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	1,059,414,644	1,090,378,600	1,096,296,327	1,107,494,266	1,195,287,317	5,548,871,154
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 **Total.** Add lines 1 through 5	1,059,613,767	1,090,560,240	1,096,503,702	1,107,652,604	1,195,424,340	5,549,754,653
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	1,641,832	1,848,092	1,931,238	2,214,255	2,285,754	9,921,171
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	50,844,519	54,568,904	59,229,698	68,710,847	70,563,830	303,917,798
c Add lines 7a and 7b	52,486,351	56,416,996	61,160,936	70,925,102	72,849,584	313,838,969
8 **Public support** (Subtract line 7c from line 6)						5,235,915,684

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6	1,059,613,767	1,090,560,240	1,096,503,702	1,107,652,604	1,195,424,340	5,549,754,653
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	10,709,853	10,161,702	11,179,115	9,289,583	8,084,103	49,424,356
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975	14,235	7,806				22,041
c Add lines 10a and 10b	10,724,088	10,169,508	11,179,115	9,289,583	8,084,103	49,446,397
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)					62,895	62,895
13 **Total support.** (Add lines 9, 10c, 11, and 12)	1,070,337,855	1,100,729,748	1,107,682,817	1,116,942,187	1,203,571,338	5,599,263,945

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

Section C. Computation of Public Support Percentage

15	Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	93 511 %
16	Public support percentage from 2012 Schedule A, Part III, line 15	16	98 986 %

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2013** (line 10c, column (f) divided by line 13, column (f))	17	0 883 %
18	Investment income percentage from **2012** Schedule A, Part III, line 17	18	1 014 %

19a **33 1/3% support tests—2013.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☑

b **33 1/3% support tests—2012.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

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

Part IV **Supplemental Information.** 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

Return Reference	Explanation
SUPPORT TEST	FORM 990, SCHEDULE A, PART III THE ORGANIZATION'S IRS DETERMINATION LETTER INDICATES THAT THIS ORGANIZATION QUALIFIES AS A PUBLICLY SUPPORTED CHARITY UNDER SECTION 170(B)(1)(a)(vi), HOWEVER, THE ORGANIZATION QUALIFIES AS A 509(A)(2) ORGANIZATION SCHEDULE A HAS BEEN COMPLETED IN ACCORDANCE WITH THE FORM INSTRUCTIONS UNDER THE 509(A)(2) TEST FORM 990, SCHEDULE A, PART III, LINE 12, COLUMN (E) FUNDRAISING REVENUE $62,895

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SCHEDULE C (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

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

▶ Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ.
▶ See separate instructions. ▶ Information about Schedule C (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Open to Public Inspection

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

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

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

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

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

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

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

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

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV

2 Political expenditures ▶ $ _____

3 Volunteer hours _____

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

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

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

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

4a Was a correction made? ☐ Yes ☐ No

b If "Yes," describe in Part IV

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Lobbying Expenditures During 4-Year Averaging Period — Calendar year (or fiscal year beginning in)	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

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

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.		(a) Yes	(a) No	(b) Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a	Volunteers?		No	
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	Yes		
c	Media advertisements?		No	
d	Mailings to members, legislators, or the public?		No	
e	Publications, or published or broadcast statements?		No	
f	Grants to other organizations for lobbying purposes?		No	
g	Direct contact with legislators, their staffs, government officials, or a legislative body?	Yes		325,986
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		No	
i	Other activities?		No	
j	Total Add lines 1c through 1i			325,986
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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

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

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

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

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, Part II-A (affiliated group list), Part II-A, line 2, and Part II-B, line 1 Also, complete this part for any additional information

Return Reference	Explanation
Direct Lobbying Expense	Form 990, Schedule C, Part IV Supplemental Information fchp paid a total of $325,986 lobbying expenses as follows MAHP DUES (MASS ASSOC OF HEALTH PLANS) $82,648 SPILLANE & SPILLANE, LLP $48,000 AHIP DUES (AMERICA'S HEALTH INS PLANS) $40,545 ALLIANCE OF COMMUNITY HEALTH PLANS DUES $45,510 NATIONAL PACE ASSOCIATION $3,600 --------- SUBTOTAL NON-EMPLOYEES $220,303 STAFF SALARIES ASSOCIATED WITH LOBBYING $105,683 -------- TOTAL OF ALL LOBBYING EXPENSES PAID $325,986 --------- KEY LEGISLATIVE AND REGULATORY ISSUES IN 2013 AMERICA'S HEALTH INSURANCE PLANS (AHIP) AND ALLIANCE OF COMMUNITY HEALTH PLANS (ACHP) - LEGISLATIVE ACTIVITY IN THE HOUSE AND THE SENATE AFTER THE ENACTMENT OF THE AFFORDABLE CARE ACT (ACA) IN MARCH 2010 - REGULATORY ACTIVITY ADDRESSING IMPLEMENTATION OF NUMEROUS ACA PROVISIONS, INCLUDING INSURANCE MARKET REFORMS, MEDICAL LOSS RATIO REQUIREMENTS, PREMIUM REVIEW, HEALTH INSURANCE EXCHANGES, DELIVERY SYSTEM REFORMS, ADMINISTRATIVE SIMPLIFICATION, HEALTH INFORMATION TECHNOLOGY, ACCOUNTABLE CARE ORGANIZATIONS (ACOS), AND THE COMMUNITY LIVING ASSISTANCE SERVICES AND SUPPORTS (CLASS) PROGRAM - PUBLIC PROGRAM ISSUES AFFECTING MEDICARE ADVANTAGE, MEDICARE PART D, AND MEDICAID - HEALTH ISSUES OUTSIDE OF THE HEALTH REFORM DEBATE INCLUDING ANTITRUST LEGISLATION, COBRA CONTINUATION COVERAGE, DATA SECURITY, MEDICAL LIABILITY REFORM, MEDICARE PHYSICIAN PAYMENT, AND THE ANNUAL APPROPRIATIONS PROCESS SPILLANE & SPILLANE, LLP AND MASSACHUSETTS ASSOCIATION OF HEALTH PLANS (MAHP) - ANY NEW POLICIES IMPLEMENTED BY DIVISION OF INSURANCE THAT AFFECT FCHP - OTHER REGULATORY HEARINGS AND LEGISLATIVE MEETINGS THAT AFFECT HEALTHCARE POLICIES AND GUIDELINES - LEGISLATIVE MEETINGS AND INTERNAL MEETINGS ON NEW LEGISLATION THAT WILL REFORM HEALTH CARE PAYMENTS AND QUALITY - MEETINGS WITH MASSHEALTH AND MEDICAID OFFICIALS ON INCREASING MEMBERSHIP, CHANGING PAYMENT MODELS, AND BETTER MANAGING OF MEMBERS DURING 2013, FCHP WORKED WITH THESE REGULATORY AGENCIES DEPARTMENT OF PUBLIC HEALTH - EARLY INTERVENTION PROGRAM - INSURANCE COORDINATORS MEETINGS - UNIVERSAL NEWBORN HEARING SCREENING PROGRAM ADVISORY COMMITTEE - CHANGES TO HOSPITAL GUIDELINES - OFFICE OF PATIENT PROTECTION - OPEN ENROLLMENT WAIVER REGULATIONS HEALTHCARE POLICY COMMISSION - COST TRENDS - TOTAL MEDICAL EXPENSES & RELATIVE PRICES - HOSPITAL FINANCIAL REPORTS - TECHNICAL ADVISORY GROUP MEETINGS - CONSULTATIVE SESSIONS & REGULATIONS DIVISION OF INSURANCE SPECIAL SESSIONS AND OTHER - GROUP PURCHASING COOPERATIVES - MEDICAL LOSS RATIO - SESSIONS AND REGULATIONS - FINANCIAL REPORTING - LIMITED & TIERED NETWORKS - OPEN ENROLLMENT - PLAN TERMINATION - RATING FACTORS - PROVIDER DIRECTORIES - PROVIDER CONTRACTING - SMALL GROUP RATE REVIEWS - CREDENTIALING - ONE-TIME SUPPLEMENTAL FUNDING PAYMENTS - TRANSPARENCY INFORMATIONAL HEARING - ADMINISTRATIVE SIMPLIFICATION PROVISIONS IN CHAPTER 288 (LEGISLATIVE AND REGULATORY ISSUE) - CODING COMMISSION EXECUTIVE OFFICE OF HEALTH AND HUMAN SERVICES - WORKED WITH MASSHEALTH ON DEVELOPING PRIMARY CARE PAYMENT REFORM INITIATIVE ATTORNEY GENERAL'S OFFICE - DISCUSSIONS WITH THE AG'S OFFICE ON RECOMMENDATIONS TO ADDRESS HEALTHCARE COST INCREASES

Part IV Supplemental Information *(continued)*

Return Reference	Explanation

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
▶ Attach to Form 990. ▶ See separate instructions. ▶ Information about Schedule D (Form 990) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
Fallon Community Health Plan Inc

Employer identification number
23-7442369

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

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

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

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds 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)
☐ Preservation of land for public use (e g , recreation or education) ☐ Preservation of an historically important land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ Preservation of open space

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

		Held at the End of the Year
a	Total number of conservation easements	2a
b	Total acreage restricted by conservation easements	2b
c	Number of conservation easements on a certified historic structure included in (a)	2c
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	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)

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

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

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

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

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

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

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

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

b If "Yes," explain the arrangement in Part XIII Check here if the explanation has been provided in Part XIII . . . . . ☐

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

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

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

- a Board designated or quasi-endowment ▶
- b Permanent endowment ▶
- c Temporarily restricted endowment ▶

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

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

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

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

Part VI Land, Buildings, and Equipment. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		4,176,097	2,282,354	1,893,743
d Equipment		11,707,016	9,176,867	2,530,149
e Other		64,622,459	25,762,524	38,859,935
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				43,283,827

Part VII **Investments—Other Securities.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

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

Part VIII **Investments—Program Related.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

Part IX **Other Assets.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11d See Form 990, Part X, line 15

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

Part X **Other Liabilities.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1 (a) Description of liability	(b) Book value
Federal income taxes	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	

2. Liability for uncertain tax positions In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII ☐

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements			1	1,270,748,000
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII)	2d	72,859,172		
e	Add lines **2a** through **2d**			2e	72,859,172
3	Subtract line **2e** from line **1**			3	1,197,888,828
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	891,979		
b	Other (Describe in Part XIII)	4b	1,077,186		
c	Add lines **4a** and **4b**			4c	1,969,165
5	Total revenue Add lines **3** and **4c.** (This must equal Form 990, Part I, line 12)			5	1,199,857,993

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return. Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements			1	1,257,509,000
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII)	2d	72,859,740		
e	Add lines **2a** through **2d**			2e	72,859,740
3	Subtract line **2e** from line **1**			3	1,184,649,260
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	891,979		
b	Other (Describe in Part XIII)	4b	1,077,186		
c	Add lines **4a** and **4b**			4c	1,969,165
5	Total expenses Add lines **3** and **4c.** (This must equal Form 990, Part I, line 18)			5	1,186,618,425

Part XIII Supplemental Information

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

Return Reference	Explanation

Part XIII Supplemental Information *(continued)*

Return Reference	Explanation

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SCHEDULE G (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

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

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

▶ **Information about Schedule G (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
Fallon Community Health Plan Inc

Employer identification number
23-7442369

Part I **Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

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

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

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

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization

	(i) Name and address of individual or entity (fundraiser)	**(ii)** Activity	**(iii)** Did fundraiser have custody or control of contributions? Yes	No	**(iv)** Gross receipts from activity	**(v)** Amount paid to (or retained by) fundraiser listed in col **(i)**	**(vi)** Amount paid to (or retained by) organization
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							
Total . . . . . ▶							

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

Part II **Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than $15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than $5,000.

		(a) Event #1 GOLF EVENT (event type)	(b) Event #2 (event type)	(c) Other events 0 (total number)	(d) Total events (add col (a) through col (c))
Revenue	1 Gross receipts	199,918			199,918
	2 Less Contributions	137,023			137,023
	3 Gross income (line 1 minus line 2)	62,895			62,895
Direct Expenses	4 Cash prizes				
	5 Noncash prizes	2,073			2,073
	6 Rent/facility costs	26,060			26,060
	7 Food and beverages	15,774			15,774
	8 Entertainment				
	9 Other direct expenses	16,446			16,446
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				(60,353)
	11 Net income summary Subtract line 10 from line 3, column (d) ▶				2,542

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

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

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

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

b If "No," explain _____

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

b If "Yes," explain _____

11

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

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

13 Indicate the percentage of gaming activity operated in

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

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

Name ▶ .....

Address ▶ .....

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

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

c If "Yes," enter name and address of the third party

Name ▶ .....

Address ▶ .....

16 Gaming manager information

Name ▶ .....

Gaming manager compensation ▶ $ .....

Description of services provided ▶ .....

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

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

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

Part IV Supplemental Information. Provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

Return Reference	Explanation

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Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

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

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

▶ **Attach to Form 990**

▶ **Information about Schedule I (Form 990) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
Fallon Community Health Plan Inc

Employer identification number
23-7442369

Part I General Information on Grants and Assistance

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

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

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. 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 . . . . . ▶ 29

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

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22. 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.** Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

Return Reference	Explanation
Form 990, Schedule I, PART I, LINE 2	Description of Organization's Procedures for Monitoring the Use of Grants FCHP GRANTS ARE CLASSIFIED EITHER AS A COMMUNITY BENEFIT GRANT OR A COMMUNITY RELATIONS GRANT THE COMMUNITY BENEFIT GRANTS ARE VERIFIED TO ENSURE THAT EACH RECIPIENT IS A 501(C)(3) ORGANIZATION THE COMMUNITY RELATIONS GRANTS ARE VERIFIED TO ENSURE THAT THE RECIPIENT ORGANIZATION'S IRS STATUS IS LISTED AS A TAX-EXEMPT ORGANIZATION IN THE INTERNAL REVENUE CODE SECTION 501(C) EACH RECIPIENT OF A FCHP GRANT HAS SPECIFIC INSTRUCTIONS TO BE FOLLOWED AS TO THE USE OF THE GRANT, AND THAT THE GRANT IS TO BE EXPENDED WITHIN 1 YEAR FROM THE AWARD FOR ANY GRANTS IN EXCESS OF $10,000, fchp REQUESTS A GRANT REPORT DETAILING THE GRANT USES THESE REPORTS ARE REVIEWED AND KEPT ON FILE AT FCHP

Additional Data

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

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Worcester Regional Chamber of Commerce 446 Main St Worcester, MA 01608	04-1988780	501(c)(6)	39,550				GENERAL SUPPORT

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Reliant Medical Group 100 Front St 14th fl Worcester, MA 01608	22-2912515	501(c)(3)	15,500				GENERAL SUPPORT

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
UMass Medical School 33 South Street Shrewsbury, MA 01545	04-3108190	501(c)(3)	17,225				GENERAL SUPPORT

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
YMCA of Central MA 766 Main Street Worcester, MA 01610	04-2105885	501(c)(3)	7,000				GENERAL SUPPORT

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Old Sturbridge VillAGE 1 Old Sturbridge Rd Sturbridge, MA 01566	04-2104809	501(c)(3)	11,200				GENERAL SUPPORT

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Corrider Nine 30 Lyman Street Westborough, MA 01581	22-3887369	501(c)(6)	6,280				GENERAL SUPPORT

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Worcester Regional Research Bureau 500 Salisbury Street Worcester, MA 01609	04-2901298	501(c)(3)	11,500				GENERAL SUPPORT

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Hanover Theatre 2 Southbridge Street Worcester, MA 01608	05-0521735	501(c)(3)	10,000				GENERAL SUPPORT

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Worcester Hibernian Cultural Centre PO Box 20276 Worcester, MA 01602	20-2148447	501(c)(3)	10,420				GENERAL SUPPORT

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Be Like Brit PO Box 355 Rutland,MA 01543	27-1857525	501(c)(3)	10,000				GENERAL SUPPORT

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Boys and Girls Club of Worcester 65 Tainter Street Worcester, MA 01610	04-2105851	501(c)(3)	13,500				GENERAL SUPPORT

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Veterans Inc 69 Grove Street Worcester, MA 01605	04-3098024	501(C)(3)	25,000				GENERAL SUPPORT

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
HOPE COALITIONUMASS INJURY PREV 16 Shaffner Street WORCESTER,MA 01605	04-3358564	501(C)(3)	22,500				GENERAL SUPPORT

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
United Way of Central MA 484 Main Street Worcester, MA 01608	04-2104017	501(C)(3)	20,750				GENERAL SUPPORT

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
United Teen Equality Center Inc 34 Hurd Street Lowell, MA 01852	38-3669532	501(C)(3)	15,000				GENERAL SUPPORT

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
ONE FUND BOSTON INC PO Box 990009 Boston, MA 02199	46-2347157	501(C)(3)	14,552				GENERAL SUPPORT

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Nativity School of Worcester 67 Lincoln Street Worcester, MA 01605	03-0385377	501(C)(3)	11,250				GENERAL SUPPORT

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Harrington Memorial Hospital 100 South Street Southbridge, MA 01550	04-2103577	501(C)(3)	10,500				GENERAL SUPPORT

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
March of Dimes 112 Tpke Rd Ste 102 Westborough, MA 01581	13-1846366	501(C)(3)	10,500				GENERAL SUPPORT

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Worcester Public Library Foundation 3 Salem Square Worcester, MA 01608	20-0066770	501(C)(3)	10,200				GENERAL SUPPORT

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Major David Brodeur Foundation PO Box 124 auburn,MA 01501	45-3036811	501(C)(3)	10,000				GENERAL SUPPORT

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Rachel's Table 1160 Dickinson Street Springfield, MA 01106	04-2127023	501(C)(3)	10,000				GENERAL SUPPORT

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Gandara Center Adolescent Family Services 147 Norman St West Springfield, MA 01089	04-2622756	501(C)(3)	10,000				GENERAL SUPPORT

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Take & Eat Inc 69 Stryker Road Florida,MA 01247	84-1620450	501(C)(3)	10,000				GENERAL SUPPORT

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Wayside Youth & Family Support Network 1 Frederick Abbott Way Framingham, MA 01701	04-2630450	501(C)(3)	10,000				GENERAL SUPPORT

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Alternatives Unlimited 50 Douglas Road Whitinsville, MA 01588	04-2587863	501(C)(3)	7,500				GENERAL SUPPORT

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Boston Terrier Football 44 Oriole Drive Andover, MA 01810	27-5515550	501(C)(3)	7,500				GENERAL SUPPORT

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Massachusetts Health Council Inc 200 Reservoir St Ste 101 Needham, MA 02494	04-2296739	501(C)(3)	6,700				GENERAL SUPPORT

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Health Care for All 30 Winter St 10th fl Boston, MA 02108	04-3071589	501(C)(3)	5,500				GENERAL SUPPORT

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Guild of St Agnes 405 Grove Street Worcester, MA 01605	04-2104267	501(C)(3)	5,250				GENERAL SUPPORT

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
New England Employee Benefit Council 240 Bear Hill Road Waltham, MA 02454	04-2725284	501(C)(3)	5,050				GENERAL SUPPORT

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 23.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**
▶ **Information about Schedule J (Form 990) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
Fallon Community Health Plan Inc

Employer identification number
23-7442369

Part I Questions Regarding Compensation

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

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

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

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

(A) Name and Title	**(B)** Breakdown of W-2 and/or 1099-MISC compensation			**(C)** Retirement and other deferred compensation	**(D)** Nontaxable benefits	**(E)** Total of columns (B)(i)-(D)	**(F)** Compensation reported as deferred in prior Form 990
	(i) Base compensation	**(ii)** Bonus & incentive compensation	**(iii)** Other reportable compensation				
See Additional Data Table							

Part III Supplemental Information

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

Return Reference	Explanation
Supplemental Compensation Information	FORM 990, Schedule J, Part I, Line 1A Health or social club dues or initiation fees pursuant to a policy adopted and approved by the executive evaluation and compensation committee (EECC) of the board of directors, a portion of the dues and fees for the business use of The Worcester Club are paid by the organization for the following individuals President & CEO, President of Senior Care Services & GOVERNMENT PROGRAMS/CCO, EVP AND CFO, and Senior VP, CHIEF SALES AND MARKETING OFFICER Each executive is required to pay for his or her own personal use expenses, as well as a personal use portion of the membership dues and fees as determined by the EECC Social Club dues are not reported as taxable compensation to the listed persons SINCE FALLON COMMUNITY HEALTH PLAN ONLY PAYS FOR THE PORTION USED FOR BUSINESS PURPOSES
FORM 990, Schedule J, Part I, Line 4B	SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN The Organization has a supplemental executive retirement 457(f) plan that covers certain executives of the organization Under the terms of the Plan, individuals vest as provided depending on the date of eligibility to participate in the Plan For individuals listed who were eligible ON OR BEFORE March 1, 2007, 50% of the yearly contribution vests immediately with the remaining contribution subject to vesting upon normal retirement age, or if earlier, upon death, disability, or involuntary separation from service for a reason other than cause, including involuntary separation from service for a reason other than cause following a change in control For individuals listed who were eligible ON OR BEFORE December 31, 2012, 50% of the yearly contribution vests immediately if the participant has been covered for at least 36 months, with the remaining contribution subject to vesting upon normal retirement age, or if earlier, upon death, disability, or involuntary separation from service for a reason other than cause, including involuntary separation from service for a reason other than cause following a change in control For 2013, the following individuals listed in Schedule J, Part II participated in the Plan Amounts vested and paid under the Plan are included in Schedule J, Part II, Column (b)(iii) Amounts deferred are included in Schedule J, Part II, Column (C) Contributions that were previously reported on a prior Form 990, and are paid out in the current year are reported in Schedule J, Part II, column (F)
OFFICER AMOUNT PAID AMOUNT DEFERRED	W Patrick Hughes $176,400 NONE Richard P Burke $32,600 $32,600 David Przesiek NONE $28,208 Richard Commander NONE $32,000 R Scott Walker $73,139 $26,258 FORM 990, SCHEDULE J, PART I LINE 6 COMPENSATION CONTINGENT ON NET EARNINGS ALL EMPLOYEES IN CERTAIN JOB GRADES, WHICH INCLUDES EMPLOYEES LISTED IN PART VII, ARE ELIGIBLE FOR AN INCENTIVE PLAN PAYMENT THE INCENTIVE PLAN PAYMENT IS DETERMINED BY WHETHER CERTAIN CORPORATE, DEPARTMENT, AND/OR INDIVIDUAL TARGETS ARE MET THE CORPORATE TARGETS INCLUDE (I) NET OPERATING INCOME, (II) MEMBERSHIP GROWTH, (III) MEMBER AND PROVIDER SATISFACTION, (IV) STRATEGY EXECUTION, (V) EMPLOYEE ENGAGEMENT, AND (VI) QUALITY THESE TARGETS WERE MET IN 2013 AND INCENTIVE PAYMENTS WERE ACCRUED IN 2013 and are reflected in Schedule J, Part II, column (C) Incentive amounts that were accrued in 2012 and paid in 2013 are reflected in Schedule J, Part II, column (B)(ii) and column (F)

Additional Data

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

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
W Patrick Hughes President & CEO	(I) (II)	594,033 0	162,200	182,130	242,190 0	23,729 0	1,204,282 0	162,200 0
Richard P Burke President, Sr Care Svc & Gov	(I) (II)	331,255 0	68,000	34,922	142,260 0	23,817 0	600,254 0	68,000 0
Elizabeth Malko MD Chief Medical Off (UNTIL 5/13)	(I) (II)	146,835 0	64,300	16,108	11,470 0	9,385 0	248,098 0	64,300 0
LINDA ST JOHN Chief Human Resources Officer	(I) (II)	224,364 0	56,440	810	66,190 0	9,069 0	356,873 0	0 0
R Scott Walker Chief Financial Officer	(I) (II)	341,435 0	65,700	73,679	132,723 0	27,228 0	640,765 0	112,581 0
Richard Commander Chief Operating Officer	(I) (II)	325,607 0	63,500	5,730	121,230 0	2,186 0	518,253 0	56,000 0
David Przesiek Sr VP, Sales & Marketing	(I) (II)	278,318 0	71,300	810	140,734 0	24,622 0	515,784 0	71,300 0
Mary Ritter CHIEF STRATEGY OFFICER	(I) (II)	74,242 192,493	0	379 21,077	1,336 76,054	6,393 17,424	82,350 307,048	0 0
Todd Bailey VP, Senior Care Services	(I) (II)	222,913 0	52,668	5,375	66,901 0	22,032 0	369,889 0	52,668 0
Eric Hall VP, Network Development & Mgmt	(I) (II)	213,877 0	51,480	5,592	63,587 0	0 0	334,536 0	51,480 0
Karen Longo Exec Dir, Summit Eldercare	(I) (II)	171,602 0	40,045	4,891	94,739 0	22,898 0	334,175 0	40,045 0
Kevin McGovern VP, Treasurer & CAPITAL MGMT	(I) (II)	213,201 0	44,683	6,506	54,343 0	18,977 0	337,710 0	44,683 0
Janis Liepins VP, Marketing	(I) (II)	216,279 0	49,087	2,322	64,346 0	15,881 0	347,915 0	48,812 0
Glenn Randall MD Physician, Summit ElderCare	(I) (II)	265,771 0	22,339	4,039	35,013 0	17,000 0	344,162 0	22,339 0
David Wilner MD VP & Medical Director	(I) (II)	290,099 0	50,117	9,293	56,277 0	24,703 0	430,489 0	47,735 0
Kevin Grozio VP, Underwriting & Actuarial	(I) (II)	242,958 0	57,416	540	68,029 0	29,707 0	398,650 0	57,416 0
Russell Munson INTERIM CMO (FROM 5/13-8/13)	(I) (II)	206,755 0	53,571	27,734	12,750 0	16,722 0	317,532 0	53,571 0
SARIKA AGGARWAL MD CHIEF MEDICAL OFF (AS OF 8/13)	(I) (II)	282,533 0	33,296 0	810 0	62,806 0	27,376 0	406,821 0	0 0
CHRISTINE CASSIDY CHIEF COMM OFF (AS OF 5/13)	(I) (II)	167,587 0	33,075	1,242	47,450 0	22,554 0	271,908 0	0 0
FRANK BARRESI VP, CHIEF INFORMATION OFFICER	(I) (II)	272,763 0	0	6,346	69,651 0	29,647 0	378,407 0	0 0

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
SUSAN HARDY ASSOCIATE MEDICAL DIRECTOR	(I) (II)	163,866 0	0	99,626	29,181 0	12,020 0	304,693 0	0 0
ANN MARIE SCIAMMACCO VP, CLINICAL OPERATIONS	(I) (II)	207,228 0	41,766	7,621	53,184 0	19,584 0	329,383 0	0 0

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Schedule L (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

▶ Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.
▶ Information about Schedule L (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
Fallon Community Health Plan Inc

Employer identification number
23-7442369

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

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

1 (a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected? Yes	No

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

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

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

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

Part III Grants or Assistance Benefitting Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) ADCARE HOSPITAL	OWNERSHIP BY DIRECTOR	1,944,279	SEE PART V		No
(2) HOME STAFF LLC	OVERLAPPING BOARD MEMBER	2,330,967	SEE PART V		No
(3) FAMILY MEMBER OF KEY EMPLOYEE	EMPLOYEE	94,373	SEE PART V		No
(4) FALLON HEALTH LIFE ASSURANCE COMP	OVERLAPPING BOARD MEMBER	9,231,116	SEE PART V		No
(5) ULTRABENEFITS INC	OVERLAPPING BOARD MEMBER	340,284	SEE PART V		No
(6) FLETCHER TILTON PC	DIRECTOR IS OFFICER	402,735	SEE PART V		No

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions)

Return Reference	Explanation
BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS	(1) NAME ADCARE HOSPITAL RELATIONSHIP ENTITY OWNED BY FCHP DIRECTOR DAVID W HILLIS AND FAMILY MEMBERS MR HILLIS IS PRESIDENT, CEO AND HOLDS MAJORITY INTEREST IN ADCARE HOSPITAL OF WORCESTER, INC , A SUBSTANCE ABUSE HOSPITAL THAT PROVIDES HEALTH CARE SERVICES TO FCHP PLAN MEMBERS MR HILLIS ALSO HAS FAMILY MEMBERS WHO HOLD OWNERSHIP IN ADCARE HOSPITAL FCHP PAID $61,260 TO ADCARE FOR SERVICES ADCARE PAID $1,883,019 TO FCHP FOR HEALTH INSURANCE PREMIUMS (2) NAME HOME STAFF, LLC RELATIONSHIP JOINT VENTURE BETWEEN FCHP AND THE VNA CARE NETWORK AND HOSPICE THE FOLLOWING FCHP EMPLOYEES ARE UNCOMPENSATED MEMBERS OF THE HOME STAFF BOARD OF DIRECTORS W PATRICK HUGHES, PRESIDENT & CEO, RICHARD P BURKE, PRESIDENT, SENIOR CARE SERVICES & GOVERNMENT PROGRAMS, TODD BAILEY, VICE PRESIDENT, SENIOR CARE SERVICES HOME STAFF CONTRACTS WITH FCHP TO PROVIDE SERVICES TO CERTAIN FCHP PARTICIPANTS FCHP PAID $2,140,463 TO HOME STAFF FOR SERVICES HOME STAFF PAID $190,504 TO FCHP FOR HEALTH INSURANCE PREMIUMS (3) NAME LAURIE MCGOVERN RELATIONSHIP FCHP EMPLOYEE WHO IS THE SISTER-IN-LAW OF FCHP KEY EMPLOYEE KEVIN MCGOVERN COMPENSATION PAYMENTS BY THE ORGANIZATION PAID TO A FAMILY MEMBER (4) NAME FALLON HEALTH & LIFE ASSURANCE COMPANY, INC (FHLAC) RELATIONSHIP WHOLLY-OWNED SUBSIDIARY OF FCHP THE FOLLOWING FCHP DIRECTORS AND EMPLOYEES ARE MEMBERS OF FHLAC'S BOARD OF DIRECTORS DAVID HILLIS, CHAIRMAN, LYNDA YOUNG MD, VICE CHAIR, CHRISTIAN MCCARTHY, TREASURER, RICHARD BURKE, CLERK, W PATRICK HUGHES, PRESIDENT & CEO, AND R SCOTT WALKER, CHIEF FINANCIAL OFFICER MANAGEMENT FEES ALLOCATED TO FHLAC FOR FACILITIES AND EMPLOYEE SHARING WERE $2,879,776 AND $6,351,340, RESPECTIVELY (5) NAME ULTRABENEFITS, INC RELATIONSHIP WHOLLY-OWNED SUBSIDIARY OF FALLON HEALTH & LIFE ASSURANCE COMPANY THE FOLLOWING FCHP EMPLOYEES ARE MEMBERS OF ULTRABENEFITS, INC 'S BOARD OF DIRECTORS W PATRICK HUGHES, PRESIDENT & CEO, R SCOTT WALKER, CHIEF FINANCIAL OFFICER, AND DAVID PRZESIEK, SR VP SALES & MARKETING FCHP PAID $196,185 TO ULTRABENEFITS FOR SERVICES ULTRABENEFITS PAID $144,099 TO FCHP FOR HEALTH INSURANCE PREMIUMS (6)NAME FLETCHER TILTON PC RELATIONSHIP ENTITY OF WHICH FCHP DIRECTOR, FREDERICK MISILO, JR , IS AN OFFICER MR MISILO IS AN OFFICER OF FLETCHER TILTON PC, A LAW FIRM WHICH PURCHASED GROUP HEALTH INSURANCE FOR ITS EMPLOYEES FROM FCHP VARIOUS BOARD MEMBERS, OFFICERS, AND KEY EMPLOYEES HAVE HEALTH INSURANCE PURCHASED BY THEIR EMPLOYERS FROM FCHP, OR ARE AFFILATED WITH ORGANIZATIONS THAT PURCHASE THEIR HEALTH INSURANCE FROM FCHP

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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.
▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

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

Return Reference	Explanation	
	ORGANIZATION'S MISSION	FORM 990, PART I, LINE 1 FALLON COMMUNITY HEALTH PLAN'S MISSION IS MAKING OUR COMMUNITIES HEALTHY FCHP IS COMMITTED TO IMPROVING THE HEALTH AND WELLNESS OF OUR COMMUNITIES THROUGH THE DELIVERY OF HIGH QUALITY, AFFORDABLE CARE. PROGRAM SERVICE ACCOMPLISHMENTS FORM 990, PART III, LINE 4A FCHP'S PROGRAM ACTIVITIES CONSIST OF PREPAID HEALTHCARE IN THE COMMONWEA LTH OF MASSACHUSETTS THE COVERED POPULATION AT DECEMBER 31, 2013 WAS 155,395 FALLON COMM UNITY HEALTH PLAN MADE OVER $1,432,734 AVAILABLE TO PROGRAMS THAT MAKE OUR COMMUNITIES HEA LTHY THIS WAS ACCOMPLISHED THROUGH THE DISTRIBUTION OF GRANTS, CHARITABLE DONATIONS, COMM UNITY BENEFIT PROGRAMS, FUNDRAISING EVENTS, AND EMPLOYEE VOLUNTEERISM FALLON COMMUNITY HE ALTH PLAN 2013 Community Benefits Report Summary Narratives Community Benefits Mission Sta tement February 2, 2014, Fallon Community Health Plan officially announced our rebrand to Fallon Health This reflects our evolving business in the rapidly changing health care ind ustry Fallon Health is committed to the vision of creating healthier lives Since its inc eption in 1977, Fallon has w orked to improve the quality of life and the health status of individuals by offering access to high-quality, affordable medical care and services Fall on Health w ill w ork cooperatively w ith health care and community service organizations, as w ell as state and federal agencies, to lead the creation of innovative health care soluti ons, to seek healthy outcomes, and to improve access to health care services Fallon w ill make resources available to community organizations as appropriate in pursuit of these goa ls Program Organization and Management In accordance w ith the Attorney General's Communit y Benefits Guidelines for Health Maintenance Organizations, Fallon's Board of Directors an d its President and CEO appointed Fallon staff and community representatives to serve a th ree-year term on the Community Benefits Committee to oversee the continued development and implementation of the Community Benefits Program The Committee is managed by the Directo r of Community Relations, and reports to the Senior Vice President and Chief Communication s Officer All grant applications are reviewe d by the Committee and given final approval b y the President and CEO before funds are distributed This ensures regular evaluation and oversight of the program Community Health Needs Assessment In 2013, Fallon undertook a re view of its Community Benefits Program, assessing both its goals and its grant-making meth ods Using community health data and other leading health indicator studies, Fallon conven ed a Needs Assessment committee to review this data, and data provided by other community agencies, to gain an understanding of the most critical issues affecting communities acros s Massachusetts and the populations that are most in need In response to the information gathered during this process, the Community Benefits Program adopted tw o new areas of focu s, w hich are 1 Promoting opportunities for at-risk/proven risk youth and young adults be tween the ages of 12 to 21 w ith a specific emphasis on youth preparing to age-out of the s ystem and lose services 2 Providing services to support individuals w ith behavioral and/ or mental health issues w ith a specific emphasis on addressing the needs of the most vulne rable groups by their ethnicity, age, demographics and risk-factors Fallon Health's Commu nity Benefits Committee has adopted the follow ing funding priorities for the next three ye ars from 2013 - 2016 (1) Good nutrition and physical activity, (2) Good health for senio rs, (3) Promoting opportunities for at-risk/proven risk youth and young adults betw een the ages of 12-21 w ith a specific emphasis on youth preparing to age-out of the system and lo se services, (4) Providing services to support individuals w ith behavioral and/or mental h ealth issues w ith a specific emphasis on addressing the needs of the most vulnerable group s by their ethnicity, age, demographics and risk factors Community Benefits Plan The Comm unity Benefits Committee meets tw o times per year and reviews grant applications once per year A Request for Proposals for the Community Benefits Grants is mailed to organizations that have applied in previous years, a release is sent to all media outlets and it is als o posted on the Fallon Health w ebsite Fallon Health's Community Benefits Committee review s all grants and selects those programs that align best and focus on at least one of the i dentified funding priorities to receive grants and support from the available funds Key A ccomplishments of the Reporting Year In 2013, Fallon Health made $1,432,734 available to p rograms that met the goals of Fallon's Community Benefits Program's areas of focus This w as accomplished through the distribution of over $733,000 in support of the Community Bene fit program's area of focus that involved direct expenses, leveraged expenses, staff and v olunteer time We also supported other philanthrop

Return Reference	Explanation	
	ORGANIZATION'S MISSION	ıc ınıtıatıves totalıng approxımately $699,000 ın communıty sponsorshıps In 2013, Fallon Health hosted the eighth annual Golf & Gather FORE a Cause Thıs fundraısıng event raısed approxımately $199,918 ın gross receıpts, wıth net revenues exceedıng $137,000 whıch were dıstrıbuted to more than 100 food pantrıes, food banks and hunger relıef programs througho ut Massachusetts An addıtıonal $10,000 was dıstrıbuted dırectly through CVS Caremark Foun datıon resultıng from theır ındırect support of the golf event Plans for Next Reportıng Y ear Fallon Health ıs committed to an ongoıng re-evaluatıon of ıts fundıng prıorıtıes and a ssessment of the health needs across our servıce area In 2016, we wıll re-conduct another full communıty needs assessment to determıne any future health ıssues and/or new focuses for our Fundıng prıorıtıes that support our mıssıon of makıng communıtıes healthy

Return Reference	Explanation
DESCRIPTIONS OF RELATIONSHIPS	FORM 990, PART VI, LINE 2 HOME STAFF LLC IS A JOINT VENTURE OF FCHP AND THE VNA CARE NETWORK & HOSPICE THE FOLLOWING FCHP BOARD MEMBERS, OFFICERS, AND KEY EMPLOYEES SERVED ON THE HOME STAFF BOARD OF DIRECTORS DURING 2013 W PATRICK HUGHES, RICHARD P BURKE, AND TODD BAILY FALLON HEALTH & LIFE ASSURANCE COMPANY, INC (FHLAC), IS A WHOLLY-OWNED SUBSIDIARY OF FCHP THE FOLLOWING FCHP BOARD MEMBERS, OFFICERS, AND KEY EMPLOYEES SERVED ON THE FHLAC BOARD OF DIRECTORS IN 2013 DAVID HILLIS, LYNDA YOUNG, CHRISTIAN MCCARTHY, RICHARD BURKE, W PATRICK HUGHES, AND R SCOTT WALKER ULTRABENEFITS, INC (UBI) IS A WHOLLY-OWNED SUBSIDIARY OF FHLAC THE FOLLOWING FCHP BOARD MEMBERS, OFFICERS, AND KEY EMPLOYEES SERVED ON THE UBI BOARD OF DIRECTORS IN 2013 W PATRICK HUGHES, R SCOTT WALKER, AND DAVID PRZESIEK PROCESS USED BY MANAGEMENT AND GOVERNING BODY TO REVIEW 990 FORM 990, PART VI, LINE 11B A DRAFT OF THE FORM 990 WAS PREPARED BY FCHP'S PAID PREPARER USING INFORMATION PROVIDED BY THE ORGANIZATION THIS DRAFT WAS REVIEWED BY FCHP'S VICE PRESIDENT OF ACCOUNTING OPERATIONS & FINANCIAL PLANNING ANALYSIS, AND SENIOR MANAGEMENT, INCLUDING THE CHIEF FINANCIAL OFFICER, CHIEF COMPLIANCE OFFICER, CHIEF HUMAN RESOURCES OFFICER, AND CHIEF EXECUTIVE OFFICER AFTER THIS REVIEW A FINAL FORM 990 WAS PREPARED, AND THE FINAL VERSION OF THE FORM 990 WAS PROVIDED TO EACH BOARD MEMBER FOR HIS OR HER REVIEW BEFORE THE FORM 990 WAS FILED WITH THE IRS

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

Return Reference	Explanation
OFFICES & POSITIONS FOR WHICH PROCESS WAS USED	FORM 990, PART VI, LINES 15A & 15b FCHP HAS ESTABLISHED AN EXECUTIVE EVALUATION AND COMPENSATION COMMITTEE (THE "COMMITTEE") OF THE BOARD OF DIRECTORS THAT ESTABLISHES POLICIES AND THE COMPENSATION STRUCTURE OF CERTAIN FCHP EXECUTIVE OFFICERS THIS COMMITTEE IS RESPONSIBLE FOR ASSURING THAT THE TOTAL COMPENSATION PROVIDED TO THESE EXECUTIVE OFFICERS IS DETERMINED BY A FAIR AND EQUITABLE PROCESS, INFORMED BY CURRENT AND CREDIBLE MARKET PRACTICE INFORMATION, AND COMPLIANT WITH APPLICABLE LEGAL AND REGULATORY GUIDELINES IN 2013, THE COMMITTEE CONSISTED OF THREE MEMBERS OF FCHP'S BOARD OF DIRECTORS, WHO ARE NOT EMPLOYED BY THE ORGANIZATION FCHP'S CEO SERVED AS AN EX OFFICIO MEMBER OF THE COMMITTEE WITHOUT A VOTING RIGHT THE EXECUTIVE OFFICERS OVER WHOSE COMPENSATION THE COMMITTEE IS RESPONSIBLE ARE COMPRISED OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER ("CEO"), AND THE PRESIDENT, EXECUTIVE VICE PRESIDENT, AND SENIOR VICE PRESIDENT POSITIONS THAT REPORT DIRECTLY TO THE CEO ("EXECUTIVE GROUP") IN 2013, TO DETERMINE THE COMPENSATION STRUCTURE OF THE EXECUTIVE GROUP, THE COMMITTEE RELIED ON A WRITTEN COMPENSATION SURVEY PRODUCED BY AN INDEPENDENT CONSULTING FIRM THAT ASSESSES EXECUTIVE COMPENSATION AND BENEFITS THE COMMITTEE MET TO REVIEW THE COMPENSATION STRUCTURE OF THE EXECUTIVE GROUP AND REVIEWED THE COMPENSATION SURVEY PREPARED BY THE INDEPENDENT CONSULTING FIRM THE COMMITTEE THEN VOTED TO APPROVE THE COMPENSATION OF THE EXECUTIVE GROUP (OTHER THAN THE CEO) FOR THE CEO'S COMPENSATION THE COMMITTEE (MEETING WITHOUT THE CEO) RECOMMENDED A COMPENSATION STRUCTURE THAT WAS PRESENTED TO THE FCHP'S BOARD OF DIRECTORS THE BOARD OF DIRECTORS (WITHOUT THE CEO PRESENT), VOTED TO APPROVE THE COMMITTEE'S RECOMMENDATION ALL THESE DELIBERATIONS WERE CONTEMPORANEOUSLY DOCUMENTED IN THE MINUTES OF THE COMMITTEE AND BOARD OF DIRECTORS THE PROCESS WAS USED TO ESTABLISH THE COMPENSATION FOR THE EXECUTIVE GROUP IN 2013 THIS PROCESS WAS NOT USED TO ESTABLISH COMPENSATION FOR THE "KEY EMPLOYEES" LISTED IN SCHEDULE J

Return Reference	Explanation
AVAIL OF GOV DOCS, CONFLICT OF INTEREST POLICY, & FIN STMTS TO GEN PUBLIC	FORM 990, PART VI, LINES 18 AND 19 FCHP'S FORM 990 AND ANNUAL AUDITED FINANCIAL STATEMENTS ARE AVAILABLE TO THE GENERAL PUBLIC ON THE MASSACHUSETTS ATTORNEY GENERAL'S WEBSITE. FCHP'S ANNUAL REPORT IS AVAILABLE ON ITS OWN WEBSITE. FCHP'S 990, FINANCIAL STATEMENTS, GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND ANNUAL REPORT ARE ALSO PROVIDED UPON REQUEST

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SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.
▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
Fallon Community Health Plan Inc

Employer identification number
23-7442369

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

(a) Name, address, and EIN (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
(1) FALLON TOTAL CARE LLC (SEE PART VII) 10 CHESTNUT STREET WORCESTER, MA 01608 45-5591420	HEALTH CARE	MA	0	0	FCHP

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	(g) No
(1) SUMMIT LIVING INC 10 CHESTNUT STREET WORCESTER, MA 01608 26-1836279	ASST LIVING	MA	501(C)(3)	11A	fchp	Yes	
(2) FALLON TOTAL CARE INC (SEE PART VII) 10 CHESTNUT STREET WORCESTER, MA 01608 45-5591420	HEALTH CARE	MA	501(C)(3)	OPEN	FCHP	Yes	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
(1) FALLON TOTAL CARE LLC 10 CHESTNUT STREET WORCESTER, MA 01608 45-5591420	HEALTH CARE	MA	FCHP	EXCLUDED	3,387,650	0	Yes		0	Yes		51 000 %
(2) SEE PART VII			N/A									

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity? Yes	(i) No
(1) FALLON HEALTH & LIFE ASSURANCE COMPANY 10 CHESTNUT STREET WORCESTER, MA 01608 04-3169246	HLTH & LIFE	MA	FCHP	C CORP	-8,751,167	31,575,429	100 000 %	Yes	
(2) ULTRABENEFITS INC 29 EAST MOUNTAIN STREET WORCESTER, MA 01606 04-3525752	3RD PARTY ADM	MA	FHLAC	C CORP	552,419	1,648,744	100 000 %	Yes	

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

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

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
See Additional Data Table			

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations?		(i) Code V?UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions)

Return Reference	Explanation
FORM 990, SCHEDULE R, PARTS I, II, and III	Fallon Total Care, LLC and Fallon Total Care, Inc The reason for listing Fallon Total Care on PART I, Part II, and Part III of Schedule R is as follows The partnership, Fallon Total Care, LLC was termINATED on June 20, 2013 IT WAS TREATED AS A SINGLE MEMBER LLC, DISREGARDED ENTITY WITH RESPECT TO FALLON COMMUNITY HEALTH PLAN, INC UNTIL SEPTEMBER 20, 2013 The LLC was converted to a nonprofit corporation, Fallon Total Care, Inc on September 20, 2013
Schedule R, Part V, Line 1d	Fallon Community Health Plan, Inc , (fchp) is the guarantor of Fallon Total Care Inc , (FTC) The agreement was completed in order to meet the financial solvency requirement of FTC, which was required by the Commonwealth of Massachusetts Executive Office of Health and Human Services (EOHHS) as part of the FTC demonstration program application process fchp unconditionally guarantees the unmet financial obligations, and no dollar amounts are specified

Additional Data

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

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

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
FALLON HEALTH & LIFE ASSURANCE CO INC	B	8,500,000	CASH
FALLON TOTAL CARE INC	B	6,075,087	CASH
ULTRABENEFITS INC	L	144,099	CASH
FALLON TOTAL CARE INC	L	91,150	CASH
ULTRABENEFITS INC	M	196,185	CASH
FALLON HEALTH & LIFE ASSURANCE CO INC	N	2,879,776	CASH
FALLON HEALTH & LIFE ASSURANCE CO INC	O	6,351,340	CASH
FALLON TOTAL CARE INC	O	388,295	CASH
SUMMIT LIVING INC	S	66,133	CASH

Additional Data

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Alan Gayer Director	4 0 0 0	X						19,500	0	0
David R Grenon Director	4 0 0 0	X						21,000	0	0
David W Hillis Chairman	10 0 0 0	X						26,000	0	0
Richard P Houlihan Esq Vice Chairman (UNTIL 6/13)	7 0 0 0	X						21,500	0	0
Christian W McCarthy Treasurer/Clerk	7 0 0 0	X						21,000	0	0
Lynda M Young MD Vice Chair (AS OF 6/13)	7 0 0 0	X						20,500	0	0
W Patrick Hughes President & CEO	50 0 0 0	X		X				938,363	0	265,919
FREDERICK MISILO ESQ Director	4 0 0 0	X						18,000	0	0
Joseph N Stolberg Director (UNTIL 6/13)	4 0 0 0	X						7,000	0	0
Ann K Tripp Director	4 0 0 0	X						19,000	0	0
KARIN LANDRY DIRECTOR (AS OF 6/13)	4 0 0 0	X						14,500	0	0
JAMES BUONOMO DIRECTOR (AS OF 9/13)	4 0 0 0	X						8,500	0	0
Richard P Burke President, Sr Care Svc & Gov	48 0 2 0			X				434,177	0	166,077
Elizabeth Malko MD Chief Medical Off (UNTIL 5/13)	50 0 0 0			X				227,243	0	20,855
LINDA ST JOHN Chief Human Resources Officer	50 0 0 0			X				281,614	0	75,259
R Scott Walker Chief Financial Officer	48 0 2 0			X				480,814	0	159,951
Richard Commander Chief Operating Officer	49 0 1 0			X				394,837	0	123,416
David Przesiek Sr VP, Sales & Marketing	50 0 0 0			X				350,428	0	165,356
Mary Ritter CHIEF STRATEGY OFFICER	15 0 35 0			X				74,621	213,570	101,207
Russell Munson INTERIM CMO (FROM 5/13-8/13)	50 0			X				288,060	0	29,472
SARIKA AGGARWAL MD CHIEF MEDICAL OFF (AS OF 8/13)	50 0			X				316,639	0	90,182
CHRISTINE CASSIDY CHIEF COMM OFF (AS OF 5/13)	49 0 1 0			X				201,904	0	70,004
Todd Bailey VP, Senior Care Services	50 0 0 0				X			280,956	0	88,933
Eric Hall VP, Network Development & Mgmt	50 0 0 0				X			270,949	0	63,587
Karen Longo Exec Dir, Summit Eldercare	50 0 0 0				X			216,538	0	117,637

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Kevin McGovern VP, Treasurer & CAPITAL MGMT	50 0 0 0				X			264,390	0	73,320
Janis Liepins VP, Marketing	50 0 0 0				X			267,688	0	80,227
Kevin Grozio VP, Underwriting & Actuarial	50 0 0 0				X			300,914	0	97,736
Glenn Randall MD Physician, Summit ElderCare	50 0 0 0					X		292,149	0	52,013
David Wilner MD VP & Medical Director	50 0 0 0					X		349,509	0	80,980
FRANK BARRESI VP, CHIEF INFORMATION OFFICER	50 0 0 0					X		279,109	0	99,298
SUSAN HARDY ASSOCIATE MEDICAL DIRECTOR	50 0 0 0					X		263,492	0	41,201
ANN MARIE SCIAMMACCO VP, CLINICAL OPERATIONS	50 0 0 0					X		256,615	0	72,768