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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
Tufts Health Plan Foundation Inc

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
705 MOUNT AUBURN STREET
Suite

City or town, state or province, country, and ZIP or foreign postal code
WATERTOWN, MA 024721508

D Employer identification number
26-1374263

E Telephone number
(617) 972-9400

G Gross receipts $ 16,285,586

F Name and address of principal officer
James Roosevelt Jr
705 Mount Auburn Street
Watertown, MA 024721508

H(a) Is this a group return for 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 TUFTSHEALTHPLANFOUNDATION ORG

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

L Year of formation 2007

M State of legal domicile MA

Part I Summary

1 Briefly describe the organization's mission or most significant activities
THE FOUNDATION'S MISSION IS TO PROMOTE HEALTHY LIFESTYLES AND THE DELIVERY OF QUALITY HEALTHCARE IN OUR COMMUNITIES

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

Activities & Governance

3	Number of voting members of the governing body (Part VI, line 1a)	**3**	9
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	4
5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	**5**	0
6	Total number of volunteers (estimate if necessary)	**6**	0
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	0
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	

		Prior Year	Current Year
Revenue **8**	Contributions and grants (Part VIII, line 1h)	87,500	0
9	Program service revenue (Part VIII, line 2g)	0	0
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,458,852	6,242,204
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0	0
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,546,352	6,242,204
Expenses **13**	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	2,895,641	3,482,924
14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	432,182	608,961
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)	687,424	794,990
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	4,015,247	4,886,875
19	Revenue less expenses Subtract line 18 from line 12	-2,468,895	1,355,329

		Beginning of Current Year	End of Year
Net Assets or Fund Balances **20**	Total assets (Part X, line 16)	70,606,237	73,116,219
21	Total liabilities (Part X, line 26)	201,031	263,429
22	Net assets or fund balances Subtract line 21 from line 20	70,405,206	72,852,790

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 — 2014-11-04 Date

▶ UMESH A KURPAD CFO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BENJAMIN PITCHKITES				P00362066
Firm's name ▶ ERNST & YOUNG US LLP			Firm's EIN ▶	
Firm's address ▶ 111 MONUMENT CIRCLE STE 4000 INDIANAPOLIS, IN 46204			Phone no	

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

SEE SCHEDULE O

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

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

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

If "Yes," describe these changes on Schedule O

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

4a (Code) (Expenses $ 4,427,418 including grants of $ 3,480,204) (Revenue $)

SEE SCHEDULE O

4b (Code) (Expenses $ 3,460 including grants of $ 2,720) (Revenue $)

SEE SCHEDULE O

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** ▶ 4,430,878

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

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants 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**		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	**28c**		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**		No
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1*	**34**	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	**35a**		No
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	**35b**		
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**	Yes	
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *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**	7		
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	**1b**	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	**1c**		Yes	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	**2a**	0		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **Note.** If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	**2b**			
3a	Did the organization have unrelated business gross income of $1,000 or more during the year? . . .	**3a**			No
b	If "Yes," has it filed a Form 990-T for this year? *If "No" to line 3b, provide an explanation in Schedule O* . . .	**3b**			
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	**4a**		Yes	
b	If "Yes," enter the name of the foreign country ▶ NL , BD See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . .	**5a**			No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	**5b**			No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	**5c**			
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? . . .	**6a**			No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	**6b**			
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?	**7a**			No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	**7b**			
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	**7c**			No
d	If "Yes," indicate the number of Forms 8282 filed during the year	**7d**			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	**7e**			No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .	**7f**			No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	**7g**			
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	**7h**			
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	**8**			No
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?	**9a**			
b	Did the organization make a distribution to a donor, donor advisor, or related person?	**9b**			
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12 . . .	**10a**			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	**10b**			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	**11a**			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	**11b**			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?	**12a**			
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	**12b**			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** 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** 9		
	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** 4		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	**2**	Yes	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? .	**3**	Yes	
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	**4**		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets? .	**5**		No
6	Did the organization have members or stockholders?	**6**	Yes	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	**7a**	Yes	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	**7b**	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	**8a**	Yes	
b	Each committee with authority to act on behalf of the governing body?	**8b**	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	**9**		No

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

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	**10a**		No
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	**10b**		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	**11a**	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review 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**		No
b	Other officers or key employees of the organization	**15b**		No
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	**16a**		No
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	**16b**		

Section C. Disclosure

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

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

☐ Own website ☐ Another's website ☑ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization

▶ UMESH KURPAD 705 MOUNT AUBURN STREET
WATERTOWN, MA 024721508 (617) 972-9400

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

Check if Schedule O contains a response 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			
(1) DAVID GREEN DIRECTOR	2 0 0 0	X						2,000		
(2) JACKIE JENKINS-SCOTT DIRECTOR	1 0 3 0	X						500	28,500	
(3) VINCENT MOR DIRECTOR	1 0 0 0	X						1,000		
(4) THOMAS P O'NEILL III DIRECTOR	4 0 4 0	X						2,500	30,500	
(5) JAMES ROOSEVELT PRESIDENT/DIRECTOR	0 0 50 0	X		X				0	1,998,817	294,031
(6) GEORGE A RUSSELL JR DIRECTOR	2 0 0 0	X						2,500		
(7) BARBARA SHATTUCK KOHN DIRECTOR	1 0 0 0	X						1,500		
(8) STEVEN A TOLMAN DIRECTOR	1 0 0 0	X						0		
(9) ELIZABETH A WALKER DIRECTOR	1 0 0 0	X						500		
(10) DAVID ABELMAN ESQ FORMER PRESIDENT UNTIL 8/28/13	13 0 37 0	X		X				0	530,899	39,027
(11) PATRICIA BLAKE DIRECTOR	0 0 50 0	X						0	693,811	39,486
(12) LOIS CORNELL CLERK	0 0 50 0			X				0	801,519	46,819
(13) ROLAND PRICE TREASURER	5 0 45 0			X				0	297,638	68,594
(14) UMESH KURPAD CFO	0 0 50 0			X				0	846,031	64,450
(15) ANNE MARIE BOURISQUOT-KING DIRECTOR-GRANTS & OPERATIONS	50 0 0 0					X		0	154,629	29,239
(16) RUTH PALUMBO SR PRGRM & HLTH POLICY OFFICER	50 0 0 0					X		0	98,955	8,799

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)** . . . . . ▶								10,500	5,481,299	590,445

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 0

			Yes	No
3	Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *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
TCC Group Inc, 31 WEST 27TH STREET NEW YORK NY 10001	CONSULTING	110,534
Prime Buchholz Associates, 273 CORPORATE DRIVE PORTSMOUTH NH 03801	INVSMT CONSULTING	105,239

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 ▶ 2

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				
	d	Related organizations . . . 1d				
	e	Government grants (contributions) 1e				
	f	All other contributions, gifts, grants, and similar amounts not included above 1f				
	g	Noncash contributions included in lines 1a-1f $				
	h	**Total.** Add lines 1a-1f . . . . . ▶	0			
Program Service Revenue		Business Code				
	2a					
	b					
	c					
	d					
	e					
	f	All other program service revenue				
	g	**Total.** Add lines 2a–2f . . . . . ▶	0			
	3	Investment income (including dividends, interest, and other similar amounts) . . . . . ▶	578,477			578,477
	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: 15,707,109				
	b	Less cost or other basis and sales expenses: 10,043,382				
	c	Gain or (loss): 5,663,727				
	d	Net gain or (loss) . . . . . ▶	5,663,727			5,663,727
Other Revenue	8a	Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18 . . a				
	b	Less direct expenses . . . b				
	c	Net income or (loss) from fundraising events . . ▶	0			
	9a	Gross income from gaming activities See Part IV, line 19 . . . a				
	b	Less direct expenses . . . b				
	c	Net income or (loss) from gaming activities . . ▶	0			
	10a	Gross sales of inventory, less returns and allowances . a				
	b	Less cost of goods sold . . b				
	c	Net income or (loss) from sales of inventory . . ▶	0			
		Miscellaneous Revenue / Business Code				
	11a					
	b					
	c					
	d	All other revenue				
	e	**Total.** Add lines 11a–11d . . . . . ▶	0			
	12	**Total revenue.** See Instructions . . . . . ▶	6,242,204			6,242,204

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	3,482,924	3,482,924		
2 Grants and other assistance to individuals in the United States See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	10,500	10,500		
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	472,797	472,797		
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	39,044	39,044		
9 Other employee benefits	86,620	86,620		
10 Payroll taxes	0			
11 Fees for services (non-employees)				
a Management	0			
b Legal	0			
c Accounting	32,796		32,796	
d Lobbying	0			
e Professional fundraising services See Part IV, line 17	0			
f Investment management fees	356,654		356,654	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	301,613	301,613		
12 Advertising and promotion	9,546		9,546	
13 Office expenses	2,120	2,120		
14 Information technology	0			
15 Royalties . .	0			
16 Occupancy	0			
17 Travel	14,889		14,889	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	12,218		12,218	
20 Interest	0			
21 Payments to affiliates	13,460	13,460		
22 Depreciation, depletion, and amortization	0			
23 Insurance	4,282	4,282		
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a Software Dues and Licensing fe	17,518	17,518		0
b Annual Report	3,637		3,637	
c Training	10,470		10,470	
d Bank fees	1,856		1,856	
e All other expenses	13,931		13,931	
25 **Total functional expenses.** Add lines 1 through 24e	4,886,875	4,430,878	455,997	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	952,208	2	1,166,712
	3	Pledges and grants receivable, net	0	3	0
	4	Accounts receivable, net	0	4	0
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	0	5	0
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L	0	6	0
	7	Notes and loans receivable, net	0	7	0
	8	Inventories for sale or use	0	8	0
	9	Prepaid expenses and deferred charges	0	9	0
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D — 10a			
	b	Less accumulated depreciation — 10b	0	10c	
	11	Investments—publicly traded securities	0	11	63,349,169
	12	Investments—other securities See Part IV, line 11	69,654,029	12	8,600,338
	13	Investments—program-related See Part IV, line 11	0	13	0
	14	Intangible assets	0	14	0
	15	Other assets See Part IV, line 11	0	15	0
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	70,606,237	16	73,116,219
Liabilities	17	Accounts payable and accrued expenses	166,248	17	185,794
	18	Grants payable	0	18	0
	19	Deferred revenue	0	19	0
	20	Tax-exempt bond liabilities	0	20	0
	21	Escrow or custodial account liability Complete Part IV of Schedule D	0	21	0
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	0	22	0
	23	Secured mortgages and notes payable to unrelated third parties	0	23	0
	24	Unsecured notes and loans payable to unrelated third parties	0	24	0
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	34,783	25	77,635
	26	**Total liabilities.** Add lines 17 through 25	201,031	26	263,429
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	70,405,206	27	72,852,790
	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	70,405,206	33	72,852,790
	34	Total liabilities and net assets/fund balances	70,606,237	34	73,116,219

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	6,242,204
2	Total expenses (must equal Part IX, column (A), line 25)	2	4,886,875
3	Revenue less expenses Subtract line 2 from line 1	3	1,355,329
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	70,405,206
5	Net unrealized gains (losses) on investments	5	1,092,255
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	72,852,790

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
Tufts Health Plan Foundation Inc

Employer identification number
26-1374263

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

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

1 ☐ A church, convention of churches, or association of churches 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)**		No
(ii) A family member of a person described in (i) above? **11g(ii)**		No
(iii) A 35% controlled entity of a person described in (i) or (ii) above? **11g(iii)**		No

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	
(A) TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION INC	042674079	0	Yes						0
Total									0

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 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 ")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support.** (Add lines 9, 10c, 11, and 12)						

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

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
SCHEDULE A, PART IV	NO MONETARY SUPPORT IS PROVIDED TO TAHMO THE FOUNDATION IS THE GRANTMAKING FUNCTION FOR TAHMO AND SUPPORTS ITS MISSION "TO IMPROVE THE HEALTH AND WELLNESS OF THE COMMUNITIES WE SERVE " ADDITIONALLY, THE FOUNDATION PROVIDES PROGRAM SUPPORT TO THE COMMUNITY THROUGH EDUCATIONAL ACTIVITIES AND CONVENINGS OF SUBJECT MATTER EXPERTS FURTHER MONETARY SUPPORT IS NOT REQUIRED BY THE FOUNDATION TO TAHMO

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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
Tufts Health Plan Foundation Inc

Employer identification number
26-1374263

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

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

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ 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	(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				
d Equipment				
e Other				
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				

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)* ▶	0	

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	0
Due to Affiliates	77,635
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	77,635

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	6,977,805
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	1,092,255		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII)	2d			
e	Add lines **2a** through **2d**			2e	1,092,255
3	Subtract line **2e** from line **1**			3	5,885,550
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII)	4b	356,654		
c	Add lines **4a** and **4b**			4c	356,654
5	Total revenue Add lines **3** and **4c.** (This must equal Form 990, Part I, line 12)			5	6,242,204

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	4,530,221
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	4,530,221
4	Amounts included on Form 990, Part IX, line 25, but not on line **1:**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII)	4b	356,654		
c	Add lines **4a** and **4b**			4c	356,654
5	Total expenses Add lines **3** and **4c.** (This must equal Form 990, Part I, line 18)			5	4,886,875

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
ASC 740 (FKA FIN 48) FOOTNOTE	SCHEDULE D, PART X, LINE 2 IN 2013, THE AUDITED FINANCIAL STATEMENTS FOR THE FOUNDATION DID NOT DISCLOSE AN ASC 740 FOOTNOTE OTHER REVENUE SCHEDULE D, PART XI, LINE 4B RECLASS OF INVESTMENT MANAGEMENT EXPENSES $356,654 OTHER EXPENSES SCHEDULE D, PART XII, LINE 4B RECLASS OF INVESTMENT MANAGEMENT EXPENSE $356,654

Part XIII Supplemental Information *(continued)*

Return Reference	Explanation

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SCHEDULE F (Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.

▶ Attach to Form 990. ▶ See separate instructions.

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

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
Tufts Health Plan Foundation Inc

Employer identification number
26-1374263

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

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

2 **For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activites per Region (The following Part I, line 3 table can be duplicated if additional space is needed)

	(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e g , fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1)	Central America and the Caribbean			Investments		14,900,000
(2)						
(3)						
(4)						
(5)						
3a	Sub-total					14,900,000
b	Total from continuation sheets to Part I					
c	**Totals** (add lines 3a and 3b)					14,900,000

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

1 **(a)** Name of organization	**(b)** IRS code section and EIN (if applicable)	**(c)** Region	**(d)** Purpose of grant	**(e)** Amount of cash grant	**(f)** Manner of cash disbursement	**(g)** Amount of non-cash assistance	**(h)** Description of non-cash assistance	**(i)** Method of valuation (book, FMV, appraisal, other)
(1)								
(2)								
(3)								
(4)								

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

3 Enter total number of other organizations or entities . . . . . ▶

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

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

1	Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)*	☑ Yes	☐ No
2	Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)*	☐ Yes	☑ No
3	Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with Respect to Certain Foreign Corporations. (see Instructions for Form 5471)*	☑ Yes	☐ No
4	Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)*	☑ Yes	☐ No
5	Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with Respect to Certain Foreign Partnerships. (see Instructions for Form 8865)*	☐ Yes	☑ No
6	Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713).*	☐ Yes	☑ No

Additional Data

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

Part V **Supplemental Information**

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

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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
Tufts Health Plan Foundation Inc

Employer identification number
26-1374263

Part I General Information on Grants and Assistance

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

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

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Part II can be duplicated if additional space is needed.

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

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . . . ▶ 80

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

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

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

Part IV **Supplemental Information.** 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	Descrip of Organization's Procedures for Monitoring the Use of Grants COMMUNITY INVESTORS (GRANTMAKERS) BEGIN DUE DILIGENCE BY REQUIRING A LETTER OF INTENT FROM THE REQUESTING COMMUNITY BASED ORGANIZATION (CBO) THE CBO MUST ALSO UNDERGO A FINANCIAL REVIEW AND BE A 501(C)(3) THIS STATUS IS ALSO CHECKED BY THE FOUNDATION STAFF FOR ALL GRANTS THAT ARE AWARDED THE FOUNDATION REQUIRES SITE VISITS TO THE PROGRAMS BY STAFF, AN INTERIM PROGRESS REPORT WITH FOLLOW-UP AS NEEDED AND ONE POST-GRANT FINAL REPORT

Additional Data

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

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
AIDS Action Committee of Massachusetts 75 Amory Street Boston, MA 02119	22-2707246	501 (c)(3)	46,659				Positive Aging, Lasting Strength

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Advocates Inc 1 Clarks Hill Framingham, MA 017028172	23-7451423	501 (c)(3)	31,440				Caregiver Telephone Connections (CTC)

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
All Out Adventures Inc 214 State St Northampton, MA 01060	04-3559633	501 (c)(3)	16,863				Outdoor Recreation for Seniors

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Alzheimers Disease & Related Disorders Assn 480 Pleasant St Watertown, MA 024722782	04-2731194	501 (c)(3)	127,000				SUPPORT FOR INFORMAL CAREGIVERS

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
American Red Cross of Massachusetts 139 Main Street Cambridge, MA 02142	53-0196605	501 (c)(3)	40,000				Food and Nutrition Services

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 Senior Home Care Inc 89 South St Ste 501 Boston, MA 021112748	04-2546251	501 (c)(3)	19,329				Strong for Life A Falls Prevention Program

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Brandeis University 415 SOUTH ST MSC 110 Waltham, MA 024532728	04-2103552	501 (c)(3)	10,000				Massachusetts Health Policy Forum

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Brockton Neighborhood Health Center 63 Main St Brockton, MA 02301	04-3165044	501 (c)(3)	45,000				Vibrant Lifestyles

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
Brown University 164 Angell St Providence,RI 029129002	05-0258809	501 (c)(3)	149,996				Healthy Aging Communities

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
COMMUNITY HEALTH CHARITIES OF NEW ENGLAND 30 LAUREL STREET HARTFORD,CT 061061361	06-6079596	501 (c)(3)	7,951				Workplace Giving 2013

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
COMMUNITY WORKS INC 25 WEST STREET BOSTON,MA 021111213	04-2762623	501 (c)(3)	6,109				Workplace Giving 2013

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Cape Cod Volunteers Inc 27 WINTER STREET YARMOUTH PORT,MA 02675	51-0140462	501 (c)(3)	42,000				Volunteer Opportunity Centers

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Community Health Center of Cape Cod 107 COMMERCIAL ST MASHPEE,MA 02649	04-3370560	501 (c)(3)	49,470				TEAMcare for Seniors with Diabetes and Depression

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Community Teamwork Inc 155 MERRIMACK ST LOWELL, MA 01852	04-2382027	501 (c)(3)	25,000				RSVP Bone Builders Program for Wellness

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Cooperative Elder Services Inc 9 MERIAM ST STE 28 LEXINGTON,MA 024205312	04-2680168	501 (c)(3)	17,804				Fitness for Life Therapeutic Exercise Program

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Cornerstone Adult Services Inc 140 WARWICK NECK AVE WARWICK, RI 028895308	05-0429500	501 (c)(3)	54,924				Healthy Aging through Exercise and Nutrition

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Developmental Evaluation & Adjustment Fac 215 BRIGHTON AVENUE ALLSTON,MA 021342013	04-2628350	501 (c)(3)	45,000				Healthy Lifestyles for Older Deaf Adults

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Discovering What's Next Revitalizing Rtrmt 225 NEVADA ST NEWTON,MA 02460	20-3044597	501 (c)(3)	7,000				Capacity building assessment through Root Cause

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

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Elder Services of Berkshire County Inc 66 WENDELL AVE PITTSFIELD, MA 012016306	04-2542001	501 (c)(3)	65,000				Healthy Aging, Healthy Living to New Opportunities & Expanding the Encore Work Continuum

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

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Elder Services of Worcester Area Inc 67 MILLBROOK STSTE 100 WORCESTER,MA 01606	04-2545221	501 (c)(3)	21,300				Central Massachusetts Family Caregiver Guide

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

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Elder Services of the Merrimack Valley Inc 360 MERRIMACK ST LAWRENCE,MA 01843	04-2545136	501 (c)(3)	300,000				Healthy Living Center of Excellence Improving the Curriculum

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

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Executive Service Corps of New England 176 FEDERAL ST BOSTON,MA 021102214	22-2815597	501 (c)(3)	50,000				Meaningful Encore Service Through Volunteer Consul

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

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Fenway Community Health Center Inc 1340 BOYLSSTON STREET BOSTON,MA 02215	04-2510564	501 (c)(3)	33,000				The LGBT Aging Project - Healthy Aging in the LGBT

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

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Franklin County Home Care Corporation 330 MONTAGUE CITY RD TURNER FALLS,MA 01376	04-2542539	501 (c)(3)	7,000				Capacity building assessment through Root Cause

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

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Friends of the Amesbury Council on Aging 68 ELM STREET AMESBURY,MA 01913	04-3297941	501 (c)(3)	64,306				Amesbury Caregiver Essentials (ACE)

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

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FriendshipWorks 105 CHAUNCY ST BOSTON,MA 021111758	04-3140541	501 (c)(3)	7,000				Capacity building assessment through Root Cause

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

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Future Philanthropists Inc 10 FAWN RIDGE ROAD ASHLAND,MA 01721	42-1593814	501 (c)(3)	20,000				Tufts Health Plan Future Philanthropists Initiativ

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

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Generations Incorporated (GI) 25 KINGSTON ST BOSTON,MA 021112200	04-3227007	501 (c)(3)	75,000				Read To Succeed Inter-generational Literacy Progr Municipal Wellness and Leadership Grant Initiative

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

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Greater Providence YMCA 371 PINE ST Providence,RI 029034515	05-0258878	501 (c)(3)	49,583				Healthy, Safe and Over 60

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

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Health Care For All Inc 30 WINTER STREET Boston, MA 021084753	04-3072598	501 (c)(3)	25,000				Empowering Seniors Under the Affordable Care Act Training and Education for Seniors

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

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Hearth Inc 1640 WASHINGTON ST BOSTON, MA 021182308	04-3206820	501 (c)(3)	50,000				Housing As the Key to Healthy Aging & Falls in Elders

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

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ITN GREATER BOSTON INC 34 DELOSS STREET Framingham, MA 01702	45-1562608	501 (c)(3)	100,000				Transportation to Seniors and The Visually Impaire

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

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Jewish Community Housing for the Elderly 30 WALLINGFORD ROAD BRIGHTON, MA 021354708	04-2607197	501 (c)(3)	25,000				Generations Together

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

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Jewish Family & Children's Service 1430 MAIN ST Waltham, MA 024511623	04-2104356	501 (c)(3)	50,000				Aging Well at Home

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Jewish Vocational Service 29 WINTER STREET BOSTON,MA 021084799	04-2104357	501 (c)(3)	60,000				JVS ReServe Boston Experience at Work Makes a Dif

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

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Joslin Diabetes Center Inc ONE JOSLIN PLACE Boston, MA 022155306	04-2203836	501 (c)(3)	70,089				Asian American Diabetes Initiative Healthy Living

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

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Jumpstart for Young Children Inc 308 CONGRESS STREET BOSTON,MA 022101015	04-3262046	501 (c)(3)	75,000				Boston and Merrimack Valley Community Corps Progra

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

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Kit Clark Senior Services Inc 1500 DORCHESTER AVENUE BOSTON,MA 02122	46-0516856	501 (c)(3)	79,161				Fit-4-Life

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Martha's Vineyard Community Services Inc 111 EDGARTOWN ROAD OAK BLUFFS, MA 02557	04-2301598	501 (c)(3)	17,475				Caring for Caregivers and Their Loved Ones Community Life

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

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MA Coalition for the Homeless Inc 15 BUBIER STREET LYNN,MA 019011704	22-2599662	501 (c)(3)	25,000				Room to Breathe

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

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Massachusetts General Hospital 101 HUNTINGTON AVE BOSTON,MA 02199	04-1564655	501 (c)(3)	50,000				Senior Wellness Interprofessional Collaboration

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Massachusetts Senior Action Council 150 MT VERNON ST BOSTON,MA 02125	04-2760902	501 (c)(3)	30,000				Seniors Power Up! Developing Leaders for Civic Eng

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

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Merrimack Valley Food Bank Inc 735 BROADWAY ST LOWELL, MA 018543129	22-3241609	501 (c)(3)	15,000				Mobile Pantry Program

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

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Minuteman Senior Services 26 CROSBY DRIVE BEDFORD,MA 01730	04-2587212	501 (c)(3)	50,372				Healthy Connections

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

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Montachusett Opportunity Council Inc 133 PRICHARD ST FITCHBURG,MA 014207359	04-2401111	501 (c)(3)	39,617				Linking Initiatives for Vibrant Elders (LIVE) Blue

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

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Mystic Valley Elder Services Inc 300 COMMERCIAL ST MALDEN,MA 021487309	04-2562646	501 (c)(3)	10,000				Reading Partners Program North Central Massachusetts

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Newton Community Service Center Inc 492 WALTHAM ST WEST NEWTON, MA 024651920	04-2232418	501 (c)(3)	56,854				Volunteering as a Pathway to Healthy Aging

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Northeast Hospital Corporation 298 WASHINGTON ST GLOUCESTER,MA 01930	04-2121317	501 (c)(3)	41,026				Safe Steps for Seniors

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Ocean State Center for Independent Living 1944 WARWICK AVE WARWICK, RI 02889	05-0439495	501 (c)(3)	55,000				Home Sweet Accessible Home Project

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Old Colony Elder Services Inc 144 MAIN ST Brockton, MA 023014046	04-2545236	501 (c)(3)	6,054				It's About Time

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One Fund Boston Inc PO BOX 990009 BOSTON, MA 02109	46-2547157	501 (c)(3)	25,000				Fund to support victims of Boston Marathon bombing

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Operation ABLE of Greater Boston Inc 174 PORTLAND STREET BOSTON,MA 02114	04-2761871	501 (c)(3)	46,500				ABLE AgeWorks ABLE Volunteers and Midternships

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Pathways to Wellness Inc 1601 WASHINGTON ST BOSTON,MA 021181951	04-3131334	501 (c)(3)	20,000				Elder Care Program

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

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Perkins School for the Blind 175 N BEACON ST Watertown, MA 024722751	04-2103616	501 (c)(3)	20,000				Thriving with Vision Loss

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Rhode Island Community Food Bank 200 NIANTIC AVE Providence,RI 029073150	05-0395601	501 (c)(3)	7,000				Addressing the Meal Gap for Seniors in Rhode Islan

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

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Rhode Island Free Clinic Inc 655 BROAD ST Providence,RI 029071444	05-0501276	501 (c)(3)	75,000				Healthy Lifestyles for Today and Tomorrow

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Rogerson Communities Inc ONE FLORENCE STREET BOSTON,MA 021313638	04-2104319	501 (c)(3)	40,000				Rogerson Fitness First as part of Healthy Rogerson Program Business Plan

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SPRINGWELL INC 307 WAVERLY OAKS RD Waltham, MA 02452	04-2616064	501 (c)(3)	95,549				Healthy Aging Initiative (Outbound Call Project)

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Samaritans Inc 41 WEST ST4TH FLOOR Boston, MA 021111208	04-2643466	501 (c)(3)	15,000				Wellness Approach to Senior Suicide Prevention (Ou

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

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Somerville-Cambridge Elder Services Inc 61 MEDFORD ST SOMERVILLE,MA 02143	04-2515020	501 (c)(3)	37,620				A Collaborative Effort Between Somerville-Cambridg

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Southwest Boston Senior Services Inc 555 AMORY ST JAMAICA PLAIN,MA 021302652	23-7304163	501 (c)(3)	75,000				AgeWell SouthWest Boston (AWSW)

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The Brigham and Women's Hospital Inc 75 FRANCIS STREET BOSTON,MA 02115	04-2312909	501 (c)(3)	49,878				?Our Generation/Nuestra Generacin?

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The Carroll Center for the Blind Inc 770 CENTRE STREET NEWTON,MA 02458	04-2717782	501 (c)(3)	50,000				Safe Home Project

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The Greater Boston Food Bank Inc 70 SOUTH BAY AVENUE BOSTON,MA 021182700	04-2717782	501 (c)(3)	15,000				Brown Bag program for seniors in need

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The Latino Health Insurance Program Inc 276 UNION STREET Framingham, MA 01602	30-0614874	501 (c)(3)	43,802				""Mi Vida, Mi Salud""

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The Open DoorCape Ann Food Pantry Inc 28 EMERSON AVENUE GLOUCESTER,MA 01930	22-2513482	501 (c)(3)	10,000				Connecting Seniors to Good Food for Good Health, I

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The Providence Center 528 NORTH MAIN ST Providence,RI 029045757	05-0316969	501 (c)(3)	52,211				InShape Seniors

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Trustees of Tufts College 136 HARRISON AVE Boston, MA 02111	04-2103634	501 (c)(3)	10,000				Empowering Community-Dwelling Frail Elders in Adva

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Tufts Health Care Institute 75 KNEELAND ST BOSTON,MA 021111817	04-3289926	501 (c)(3)	25,600				Mini-Rotation for Residents Practicing Medicine Environment

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 MASSACHUSETTS BAY INC 51 SLEEPER STREET BOSTON,MA 022101208	04-2382233	501 (c)(3)	21,730				Workplace Giving 2012

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
UNITED WAY OF MASSACHUSETTS BAY INC 52 SLEEPER STREET BOSTON,MA 022101209	04-2382233	501 (c)(3)	43,857				Workplace Giving 2013 for Seniors

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Urban League of Eastern Massachusetts Inc 88 WARREN ST BOSTON,MA 021193208	23-7349132	501 (c)(3)	40,000				Mature Workers Program

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
VNA & Hospice of Cooley Dickinson Inc 168 INDUSTRIAL DR Northampton, MA 01060	04-2104788	501 (c)(3)	65,382				Strength in Numbers Falls Prevention Education

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
VNA Care Network Inc 120 THOMAS ST WORCESTER,MA 016081223	04-2103825	501 (c)(3)	14,000				Fewer Falls, Safer Seniors Watertown

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
WalkBoston 45 SCHOOL STREET Boston, MA 021083206	22-3061699	501 (c)(3)	12,300				Tool-Kit to Promote Safe Walking Environments

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Water Way Arts for Health and Energy Inc 131 CYPRESS ST BROOKLINE,MA 02445	20-2332178	501 (c)(3)	50,967				Tai Chi for Healthy Aging Program

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Watertown Community Foundation 71 BARNARD AVE Watertown, MA 02472	30-0229398	501 (c)(3)	25,000				WCF's Tufts Health Plan Foundation Fund

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
Whittier Street Health Center Committee Inc 1290 TREMONT STREET ROXBURY,MA 021203432	04-2619517	501 (c)(3)	50,000				Geriatric Chronic Disease Case Management Program

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

(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
Women's Lunch Place Inc 67 NEWBURY ST BOSTON,MA 021163010	22-2514148	501 (c)(3)	10,000				Improving the well-being of poor and homeless

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

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
YMCA of Greater Boston 316 HUNTINGTON AVENUE BOSTON,MA 021155019	04-2103551	501 (c)(3)	50,000				Get Fit, Stay Fit for Life

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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
Tufts Health Plan Foundation Inc

Employer identification number
26-1374263

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**		
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**		
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**		No
b	Any related organization?	**6b**	Yes	
	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				
(1)JAMES ROOSEVELT PRESIDENT/DIRECTOR	(i)	0	0	0	0	0	0	
	(ii)	826,245	1,034,838	137,734	283,910	10,121	2,292,848	
(2)LOIS CORNELL CLERK	(i)	0	0	0	0	0	0	
	(ii)	403,500	347,195	50,824	32,202	14,617	848,338	
(3)DAVID ABELMAN ESQ FORMER PRESIDENT UNTIL 8/28/13	(i)	0	0	0	0	0	0	
	(ii)	217,638	278,811	34,450	29,553	9,474	569,926	
(4)ANNE MARIE BOURISQUOT-KING DIRECTOR-GRANTS & OPERATIONS	(i)	0	0	0	0	0	0	
	(ii)	132,382	32,150	-9,903	16,128	13,111	183,868	
(5)ROLAND PRICE TREASURER	(i)	0	0	0	0	0	0	
	(ii)	223,981	67,493	6,164	59,363	9,231	366,232	
(6)UMESH KURPAD CFO	(i)	0	0	0	0	0	0	
	(ii)	425,284	365,939	54,808	49,813	14,637	910,481	
(7)PATRICIA BLAKE DIRECTOR	(i)	0	0	0	0	0	0	0
	(ii)	351,540	302,486	39,785	25,200	14,286	733,297	0

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	SCHEDULE J, PART I, LINE 3 THE FOUNDATION USES THE COMPENSATION POLICIES OF ITS SOLE MEMBER, TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION, INC (TAHMO)
SUPPLEMENTAL COMPENSATION INFORMATION	SCHEDULE J, PART I, LINE 4B THE RELATED ORGANIZATION MAINTAINS AN EXECUTIVE SAVINGS PLAN (ESP) FOR ITS SENIOR MANAGERS WITH THE TITLE DIRECTOR AND ABOVE THE NUMBERS LISTED ON SCHEDULE J PART II COLUMN C REFLECT BOTH THE EMPLOYEE DEFERRALS AS WELL AS THE EMPLOYER CONTRIBUTIONS TO THE ESP
SCHEDULE J, PART I, LINE 6B	THE OFFICERS OF TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION, INC ARE ELIGIBLE TO PARTICIPATE IN AN EXECUTIVE INCENTIVE PLAN THAT IS BASED ON THE OVERALL ANNUAL SUCCESS OF THE ORGANIZATION THE ORGANIZATION'S GOALS ARE ESTABLISHED EARLY IN THE YEAR AND APPROVED BY ITS INDEPENDENT BOARD OF DIRECTORS ONE OF THE COMPONENTS OF THE PLAN IS BASED ON MEETING TARGETED NET EARNINGS IN 2013, THIS COMPONENT AMOUNTED TO 36 9% OF TARGETED BONUS COMPENSATION THE EMPLOYEES WHO PARTICIPATE IN THIS PLAN ARE - JAMES ROOSEVELT - DAVID ABELMAN - UMESH KURPAD - ROLAND PRICE - LOIS CORNELL

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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
Tufts Health Plan Foundation Inc

Employer identification number
26-1374263

Return Reference	Explanation
ORGANIZATION'S MISSION	FORM 990, PART III, LINE 1 IN ORDER TO PROVIDE BENEFITS TO THE COMMUNITY IN ADDITION TO [OUTSIDE OF] ITS REGULAR LINES OF BUSINESS, TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION, INC (TAHMO) CREATED THE TUFTS HEALTH PLAN FOUNDATION, A 501(C)(3) CHARITABLE AND SUPPORTING ORGANIZATION OF TAHMO THE MISSION OF THE FOUNDATION IS TO PROMOTE HEALTHY LIFESTYLES AND THE DELIVERY OF QUALITY CARE THE FOUNDATION ACHIEVES THIS MISSION PRIMARILY THROUGH GRANTMAKING TO CHARITABLE, DIRECT SERVICE-PROVIDING ORGANIZATIONS, COVENING OF COMMUNITY HEALTHY AGING ISSUES, PROGRAM SUPPORT AND EDUCATIONAL ACTIVITIES THE FOUNDATION'S FOCUS IS HEALTHY AGING - IMPROVING THE LIVES OF OLDER ADULTS 60 AND OVER THE TUFTS HEALTH PLAN FOUNDATION HAS CHOSEN TO FOCUS ON HEALTHY AGING IN ORDER TO ADDRESS THE NEEDS OF OUR COMMUNITIES IN MASSACHUSETTS AND RHODE ISLAND, AND TO HELP MEET THE CHALLENGES AND OPPORTUNITIES OF AN AGING SOCIETY IN 2013 THE FOUNDATION REFRAMED ITS GIVING EMPHASIS AND FOCUSED ON HEALTH & WELLNESS, PURPOSEFUL ENGAGEMENT, AND EMPOWERMENT

Return Reference	Explanation
PROGRAM SERVICE ACCOMPLISHMENTS	FORM 990, PART III, LINE 4A IN 2013, THE TUFTS HEALTH PLAN FOUNDATION CONTINUED ITS FOCUS ON HEALTHY AGING FOR OLDER ADULTS 60 AND OVER THE FOUNDATION SUPPORTED PROGRAMS THAT HELP OLDER ADULTS MAINTAIN THEIR HEALTH AND ENGAGE IN COMMUNITY THE FOUNDATION EXECUTED ITS EFFORTS IN THREE FOCUS AREAS 1 HEALTH & WELLNESS - SPECIFICALLY PROMOTING CHRONIC DISEASE SELF-MANAGEMENT AND PREVENTION, 2 EXERCISE AND NUTRITION - EMPHASIZING EVIDENCE BASED PROGRAMS WHICH INCLUDE FALL PREVENTION, MOBILITY, AND STRENGTH AND BALANCE 3 PURPOSEFUL ENGAGEMENT AND EMPOWERMENT - PROMOTING PARTICIPATION IN COMMUNITY AND BY COMMUNITY THROUGH VOLUNTEERISM, INTERGENERATIONAL ACTIVITIES, SOCIAL AND CULTURAL ENGAGEMENT THE FOUNDATION ALSO SUPPORTS INFORMAL CAREGIVERS THROUGH PROGRAMS THAT PROVIDE INFORMATION AND SUPPORT SERVICES, ACCESS TO INFORMATION SO THAT OLDER ADULTS CAN LEARN ABOUT PROGRAMS AND SERVICES IN THEIR COMMUNITIES, AND, INCREASED ACCESS TO TRANSPORTATION IN A WAY THAT EMPOWERS OLDER ADULTS TO BE MORE ACTIVE IN THEIR COMMUNITIES AND, THEREBY DECREASING SOCIAL ISOLATION FORM 990, PART III, LINE 4B COMMUNITY SUPPORT GRANTS IN ADDITION TO ITS HEALTHY AGING FOCUS, THE FOUNDATION ALSO SUPPORTS WORTHY COMMUNITY PROGRAMS SUCH AS THE THE AMERICAN RED CROSS'S FOOD AND NUTRITION PROGRAM THAT PROVIDES EMERGENCY FOOD AND NUTRITION SERVICES TO COMMUNITIES ACROSS EASTERN MASSACHUSETTS ADDITIONALLY IN 2013, THE FOUNDATION LAUNCHED A CAPACITY-BUILDING PROGRAM THAT HELPED SIX ORGANIZATIONS ASSESS THEIR CAPACITY TO IMPROVE PROGRAMS AND THE LONG-TERM SUSTAINABILITY OF THEIR ORGANIZATIONS

Return Reference	Explanation
DESCRIPTION OF RELATIONSHIPS	FORM 990, PART VI, LINE 2 THE FOLLOWING PEOPLE SERVED AS BOARD MEMBERS OF POINTRIGHT, INC JAMES ROOSEVELT VINCENT MOR, PH D THE FOLLOWING INDIVIDUALS SERVED AS A BOARD MEMBER OR OFFICER FOR TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION, INC JAMES ROOSEVELT JACKIE JENKINS-SCOTT THOMAS P O'NEILL, III LOIS CORNELL UMESH KURPAD ROLAND PRICE DAVID ABELMAN (THROUGH 8/28/13) PATRICIA BLAKE THE FOLLOWING INDIVIDUALS SERVED AS A BOARD MEMBER OR OFFICER FOR TUFTS ASSOCIATED HEALTH PLAN, INC JAMES ROOSEVELT LOIS CORNELL UMESH KURPAD ROLAND PRICE DAVID ABELMAN (THROUGH 8/28/13) PATRICIA BLAKE THE FOLLOWING INDIVIDUALS SERVED AS A BOARD MEMBER OR OFFICER FOR TOTAL HEALTH PLAN, INC JAMES ROOSEVELT UMESH KURPAD LOIS CORNELL ROLAND PRICE DAVID ABELMAN (THROUGH 8/28/13) PATRICIA BLAKE THE FOLLOWING INDIVIDUALS SERVED AS A BOARD MEMBER OR OFFICER FOR TUFTS INSURANCE COMPANY JAMES ROOSEVELT LOIS CORNELL UMESH KURPAD ROLAND PRICE THE FOLLOWING INDIVIDUALS SERVED AS A BOARD MEMBER OR OFFICER FOR TUFTS BENEFIT ADMINISTRATORS, INC JAMES ROOSEVELT LOIS CORNELL UMESH KURPAD ROLAND PRICE THE FOLLOWING INDIVIDUALS SERVED AS A BOARD MEMBER OR OFFICER FOR TUFTS BROKERAGE CORPORATION, INC JAMES ROOSEVELT LOIS CORNELL THE FOLLOWING PERSON SERVED AS A BOARD OF MANAGERS MEMBER OR OFFICER FOR CHRISTIE STUDENT HEALTH, LLC UMESH KURPAD THE FOLLOWING PEOPLE SERVED AS A BOARD OF MANAGERS MEMBER OR OFFICER FOR NETWORK HEALTH, LLC JAMES ROOSEVELT UMESH KURPAD LOIS CORNELL ROLAND PRICE

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

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

Return Reference	Explanation
DESCR CLASSES OF PERSONS, DECISIONS REQUIRING APPR & TYPE OF VOTING RIGHTS	FORM 990, PART VI, LINE 7B TAHMO, AS THE SOLE CORPORATE MEMBER OF THE FOUNDATION, HAS THE RIGHT TO MAKE CERTAIN DECISIONS REGARDING THE FOUNDATION, AND IS REQUIRED TO APPROVE ANY CHANGES TO THE FOUNDATION'S BYLAWS DESCRIBE HOW THE ORGANIZATION DOCUMENTS MEETINGS HELD BY COMMITTEES WITH AUTHORITY TO ACT ON BEHALF OF THE GOVERNING BODY FORM 990, PART VI, QUESTION 8B The Foundation, for the most part, contemporaneously documents the meetings on a timely basis, however on limited occasions, may have a conference call followed by another conference call and the first call is not documented and approved until the next meeting in person, which is over 60 days later

Return Reference	Explanation
PROCESS USED BY GOVERNING BODY TO REVIEW 990	FORM 990, PART VI, LINE 11B THE FORM 990 IS PREPARED IN THE TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION'S FINANCE DEPARTMENT, WITH ASSISTANCE FROM OUR EXTERNAL ACCOUNTANTS, ERNST & YOUNG THIS PREPARATION BEGAN IN MAY 2014 SOME INFORMATION IS PROVIDED BY OUR EXECUTIVE DIRECTOR, DIRECTOR OF GRANTS, AND SECTIONS OF THE FORM ARE REVIEWED BY OUR INSIDE LEGAL COUNSEL CERTAIN SECTIONS OF THE FORM ARE REVIEWED BY A NUMBER OF SENIOR MANAGERS, OUR CHIEF FINANCIAL OFFICER REVIEWS THE FORM IN ITS ENTIRETY ONCE THE FORM IS COMPLETE, IN NOVEMBER 2014, IT IS FORWARDED ON TO OUR BOARD OF DIRECTORS AND IT IS THEN SUBMITTED FOR FILING

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

Return Reference	Explanation	
	OFFICES & POSITIONS FOR WHICH PROCESS WAS USED, & YEAR PROCESS WAS BEGUN	FORM 990, PART VI, LINES 15A AND 15B THE COMPENSATION COMMITTEE (THE "COMMITTEE") OF THE B OARD OF DIRECTORS ("THE BOARD") OF TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION (TUFTS OR THE "COMPANY") REVIEWS AND ADMINISTERS LOCAL REMUNERATION OPPORTUNITIES, policies, pro grams, and major changes in Tufts Health Plan's Benefit plans that are applicable to the o fficers and executives OF THE COMPANY (THE "EXECUTIVES" - THESE INCLUDE THE CEO, COO, AND ALL Senior Vice Presidents), as well as to any other individual or groups the Committee de ems appropriate based on its interpretation of the definition OF "DISQUALIFIED PERSONS" IN SECTION 4958 OF THE INTERNAL REVENUE CODE OF 1986 The Committee is comprised of independ ent directors of the Company The Committee reports to the full Board of Directors For CE O compensation, the Committee reviews the information described below and recommends the C EOs compensation to the full board for its approval The Committee reviews and approves co mpensation recommendations from the CEO for other executives, and provides a report to the full Board on this information It is the Boards intention that the Committee w ill perfor m its duties in a manner that w ill establish a presumption that the total remuneration OFF ERED TO EXECUTIVES AND OTHER "DISQUALIFIED PERSONS" ARE REASONABLE Comparability Data and Reasonableness The total compensation opportunities provided to Executives of the Company are intended to be competitive w ith, and in reasonable comparison to, those opportunities provided by organizations in those business sectors w ith w hich the Company competes for e xecutive talent The Board believes that such competitors are not limited to other healthc are institutions and that comparisons should be made to the compensation practices of a cr oss-section of business sectors in both for-profit and not-for-profit organizations, w hen appropriate The Committee retains independent compensation consultants to provide data as necessary, and also uses available sources of independent data on compensation Peer orga nizations and published survey sources w ill be approved by the Committee based on its reas onable determination The Committee may also rely on members of management and outside adv isors, consultants, and counsel to provide market data reports, analysis, and opinions w it h respect to compensation-related matters The data reviewed consists of comparable, relev ant market data for the Companys positions from published surveys, and other available sou rces, of health and managed care institutions and the general industry Other surveys of s pecialized skill sets or employee attributes critical to the success of the Company, e g , actuarial, legal, etc , are also incorporated as needed, along w ith geographic references to the Boston and New England labor markets The Committee w ill rely on this market data to assess, determine, and validate compensation levels for the Companys Executives The Co mmittee uses this data in its review of - Setting base salaries in light of market data a nd the individuals performance, background, experiences, and personal skills Base salary w ill be set so that the targeted positioning of an executive is at the 50th percentile for each position Actual base salary may vary based on skills, background, and experience - Annual incentive compensation the Companys goal is to provide competitive and reasonable opportunities under the terms of an executive annual incentive plan for the selected posit ions w hich are responsible for achieving performance goals that reflect the overall missio n of the Company, the strategic direction of the Company for the performance year, and the individuals performance during that year The Committee makes every effort to establish a presumption that the total remuneration opportunities provided to Executives are reasonab le, as such presumption is contemplated in Section 4958 of the Internal Revenue Code of 19 86, as amended from time to time In establishing the presumption of reasonableness, the C ommittee may engage the professional services of independent legal counsel, compensation e xperts, accountants, and other experts and advisors Timing Executive benchmarking is comp leted on an annual basis For the CEO, benchmarking is completed by the external consultan t engaged by the Compensation Committee For all other officers, benchmarking is completed by an external consultant every two years, and by the internal Compensation team on alter nating years The analysis completed in Q4, 2013 w as completed by the external consultant engaged by the Committee for the CEO, and by the internal Compensation team for all other offices To complete the analysis, the consultant and the internal Compensation team coll ected relevant information regarding the Companys operations, complexity, structure, size, and scope, as well as relevant background on the executives duties and scope of responsib ilities, determined the survey sources to use in t

Return Reference	Explanation	
	OFFICES & POSITIONS FOR WHICH PROCESS WAS USED, & YEAR PROCESS WAS BEGUN	he analysis, based on the Companys competitive market for executive positions (as describe d above), matched the Companys executive positions in the surveys based on the Companys si ze complexity, and scope, as well as according to specific position responsibilities and r eporting relationships, validated the survey sources and market matches with the internal compensation team to ensure consistency, reviewed, compiled, and summarized the data in re port form The report summarizing the results of the analysis was presented to the Compens ation Committee for discussion and deliberation Documentation A summary of the discussion s and deliberations of the Committee are documented in the meeting minutes, which are revi ewed and approved by the Committee Copies of all meeting materials distributed prior to a nd during the meeting are maintained in the corporate records along with meeting minutes

Return Reference	Explanation
AVAIL OF GOV DOCS, CONFLICT OF INTEREST POLICY, & FIN STMTS TO GEN PUBLIC	FORM 990, PART VI, LINE 19 THE GOVERNING DOCUMENTS, CONFLICTS OF INTEREST POLICY AND FINANCIAL STATEMENTS OF THE FOUNDATION ARE AVAILABLE AT ITS HEADQUARTERS IN WATERTOWN, MA ALL REQUESTS CAN BE MADE TO THE CORPORATE COMMUNICATIONS OR FINANCE DEPARTMENTS SUPPLEMENTAL COMPENSATION INFORMATION FORM 990, PART VII STEVEN TOLMAN DID NOT DIRECTLY EARN COMPENSATION IN 2013 TUFTS HEALTH PLAN DONATED AN AMOUNT EQUIVALENT TO THE COMPENSATION HE WOULD HAVE OTHERWISE DIRECTLY EARNED TO THE CHARITY OF HIS CHOICE.

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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
Tufts Health Plan Foundation Inc

Employer identification number
26-1374263

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

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

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" 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) TUFTS ASSOC HEALTH MAINTENANCE ORG INC 705 MOUNT AUBURN STREET WATERTOWN, MA 02472 04-2674079	HMO	MA	501(C)(4)	N/A	NA		No

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate 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

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) TUFTS ASSOCIATED HEALTH PLANS INC 705 Mount Auburn St WATERTOWN, MA 024721508 04-2985923	MANAGEMENT SVCS	MA	TAHMO	C Corp					

Part V **Transactions With Related Organizations** Complete if the organization answered "Yes" 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		No
c Gift, grant, or capital contribution from related organization(s)	1c		No
d Loans or loan guarantees to or for related organization(s)	1d		No
e Loans or loan guarantees by related organization(s)	1e		No
f 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		No
m Performance of services or membership or fundraising solicitations by related organization(s)	1m		No
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		No
p Reimbursement paid to related organization(s) for expenses	1p	Yes	
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		No

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) TUFTS ASSOCIATED HEALTH MAINTENANCE ORG	P	598,461	ACCRUAL

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
REIMBURSEMENT PAID TO OTHER ORGANIZATION	SCHEDULE R, PART V, LINE 1P THE FOUNDATION REIMBURSES TAHMO FOR ALL PAYMENTS DIRECTLY RELATED TO THE FOUNDATION