efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493318046317

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

OMB No 1545-0047

2016

Open to Public Inspection

A For the 2016 calendar year, or tax year beginning 01-01-2016 , and ending 12-31-2016

B Check if applicable
☐ Address change
☐ Name change
☐ Initial return
☐ Final return/terminated
☐ Amended return
☐ Application pending

C Name of organization
FALLON COMMUNITY HEALTH PLAN
% KEVIN GROZIO
Doing business as

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

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

D Employer identification number
23-7442369

E Telephone number
(508) 799-2100

G Gross receipts $ 1,346,926,715

F Name and address of principal officer
RICHARD P BURKE
10 Chestnut Street
Worcester, MA 01608

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

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

H(c) Group exemption number ▶

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

J Website: ▶ www fchp org

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

L Year of formation 1975

M State of legal domicile MA

Part I Summary

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

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

3	Number of voting members of the governing body (Part VI, line 1a)	**3**	10
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	8
5	Total number of individuals employed in calendar year 2016 (Part V, line 2a)	**5**	1,274
6	Total number of volunteers (estimate if necessary)	**6**	230
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	-2,421
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	-8,145

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	152,837	154,942
9	Program service revenue (Part VIII, line 2g)	1,095,881,328	1,148,972,862
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	10,883,851	6,728,232
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-15,469,457	1,130,550
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,091,448,559	1,156,986,586
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	943,108	786,632
14	Benefits paid to or for members (Part IX, column (A), line 4)	964,201,282	1,044,861,258
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	83,031,972	82,022,323
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)	50,034,611	49,411,828
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	1,098,210,973	1,177,082,041
19	Revenue less expenses Subtract line 18 from line 12	-6,762,414	-20,095,455

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	390,921,976	373,352,982
21	Total liabilities (Part X, line 26)	199,328,411	196,129,314
22	Net assets or fund balances Subtract line 21 from line 20	191,593,565	177,223,668

Part II Signature Block

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

Sign Here

Signature of officer — Date: 2017-11-14

KEVIN GROZIO 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
ERIN COUTURE	ERIN COUTURE			P01390592

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

Firm's address ▶ 101 SEAPORT BOULEVARD
BOSTON, MA 02210

Phone no (617) 530-5000

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission

Fallon Health'S MISSION IS TO MAKE Our communities healthy BY Improving the health and well-being of the diverse communities we serve

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 See Additional Data)	(Expenses $	416,601,671	including grants of $	0)	(Revenue $	438,163,158)
4b	(Code See Additional Data)	(Expenses $	628,259,583	including grants of $	0)	(Revenue $	710,809,704)
4c	(Code See Additional Data)	(Expenses $	10,211,606	including grants of $	786,632)	(Revenue $	0)
4d	Other program services (Describe in Schedule O)	(Expenses $		including grants of $		(Revenue $	)
4e	**Total program service expenses ▶**		1,055,072,860				

Part IV Checklist of Required Schedules

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

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

			Yes	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**		
21	Did the organization report more than $5,000 of grants or other assistance to any domestic organization or domestic 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 or for domestic individuals 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), 501(c)(4), and 501(c)(29) 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 "Yes," complete Schedule L, Part II*	**26**		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	**27**		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**	Yes	
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	**28c**	Yes	
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**	Yes	
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1*	**34**	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	**35a**	Yes	
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	**35b**	Yes	
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	**37**		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**	Yes	

Part V **Statements Regarding Other IRS Filings and Tax Compliance**

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

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . .	**1a**	5,969		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	**1b**	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		**1c**	Yes	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	**2a**	1,274		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **Note.** If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)		**2b**	Yes	
3a	Did the organization have unrelated business gross income of $1,000 or more during the year? . . .		**3a**	Yes	
b	If "Yes," has it filed a Form 990-T for this year? *If "No" to line 3b, provide an explanation in Schedule O* . . .		**3b**	Yes	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? . .		**4a**		No
b	If "Yes," enter the name of the foreign country ▶ _____ See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR)				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . .		**5a**		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		**5b**		No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		**5c**		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? . . .		**6a**		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		**6b**		
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?		**7a**	Yes	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		**7b**	Yes	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		**7c**		No
d	If "Yes," indicate the number of Forms 8282 filed during the year	**7d**			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		**7e**		No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .		**7f**		No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		**7g**		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		**7h**		
8	**Sponsoring organizations maintaining donor advised funds.** Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?		**8**		
9a	Did the sponsoring organization make any taxable distributions under section 4966? . . .		**9a**		
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person? . . .		**9b**		
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12 . . .	**10a**			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	**10b**			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	**11a**			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	**11b**			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?		**12a**		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	**12b**			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** See the instructions for additional information the organization must report on Schedule O		**13a**		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	**13b**			
c	Enter the amount of reserves on hand	**13c**			
14a	Did the organization receive any payments for indoor tanning services during the tax year?		**14a**		No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .		**14b**		

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

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

Section A. Governing Body and Management

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

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

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		No
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	Yes	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this was done*	12c	Yes	
13	Did the organization have a written whistleblower policy?	13	Yes	
14	Did the organization have a written document retention and destruction policy?	14	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	Yes	
b	Other officers or key employees of the organization	15b	Yes	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		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, address, and telephone number of the person who possesses the organization's books and records ▶KEVIN GROZIO 10 CHESTNUT STREET WORCESTER, MA 01608 (508) 799-2100

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

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

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

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

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

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

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

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

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			
See Additional Data Table										
1b Sub-Total ▶										
c Total from continuation sheets to Part VII, Section A ▶										
d Total (add lines 1b and 1c) ▶								6,257,585	0	1,319,854

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 ▶ 200

			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**	Yes	
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
UMASS MEMORIAL MEDICAL CENTER, 55 N LAKE AVENUE WORCESTER, MA 01655	HOSPITAL SERVICES	105,041,669
VHS ACQUISITION SUBSIDIARY, 123 SUMMER STREET WORCESTER, MA 01608	HOSPITAL SERVICES	67,078,165
RELIANT MEDICAL GROUP, 630 PLANTATION STREET WORCESTER, MA 01605	MEDICAL SERVICES	55,718,906
BEACON HEALTH STRATEGIES LLC, 200 STATE STREET BOSTON, MA 02109	MENTAL HEALTH SVC	31,032,067
UMASS MEMORIAL MEDICAL GROUP INC, 55 N LAKE AVENUE WORCESTER, MA 01655	MEDICAL SERVICES	21,662,430

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 ▶ 684

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 154,942			
	d Related organizations	1d			
	e Government grants (contributions)	1e			
	f All other contributions, gifts, grants, and similar amounts not included above	1f 0			
	g Noncash contributions included in lines 1a-1f $ 472				
	h Total. Add lines 1a-1f . . . . . ▶	154,942			
Program Service Revenue		Business Code			
	2a PREMIUM-COMMERCIAL	524114	438,163,158	438,163,158	
	b PREMIUM-GOVERNMENTAL	524114	710,809,704	710,809,704	
	c				
	d				
	e				
	f All other program service revenue				
	g Total. Add lines 2a–2f . . . . ▶	1,148,972,862			
Other Revenue	**3** Investment income (including dividends, interest, and other similar amounts) . . . . . ▶	7,171,190			7,171,190
	4 Income from investment of tax-exempt bond proceeds ▶	0			
	5 Royalties . . . . . ▶	0			
		(i) Real / (ii) Personal			
	6a Gross rents	180,662			
	b Less rental expenses	180,662			
	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	189,235,449			
	b Less cost or other basis and sales expenses	189,547,447 / 130,960			
	c Gain or (loss)	-311,998 / -130,960			
	d Net gain or (loss) . . . . . ▶	-442,958			-442,958
	8a Gross income from fundraising events (not including $ 154,942 of contributions reported on line 1c) See Part IV, line 18 . . . . **a**	69,310			
	b Less direct expenses . . . **b**	81,060			
	c Net income or (loss) from fundraising events . . ▶	-11,750			-11,750
	9a Gross income from gaming activities See Part IV, line 19 . . . **a**	0			
	b Less direct expenses . . . **b**	0			
	c Net income or (loss) from gaming activities . . ▶	0			
	10a Gross sales of inventory, less returns and allowances . . **a**	0			
	b Less cost of goods sold . . **b**	0			
	c Net income or (loss) from sales of inventory . . ▶	0			
	Miscellaneous Revenue	Business Code			
	11a SUBSIDIARY LOSS	524298	-510,381		-510,381
	b MINORITY INTEREST	900099	1,655,102		1,655,102
	c HOME STAFF	900099	-2,421	-2,421	
	d All other revenue				
	e Total. Add lines 11a–11d . . . . . ▶		1,142,300		
	12 Total revenue. See Instructions . . . . . ▶	1,156,986,586	1,148,972,862	-2,421	7,861,203

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) Fundraisingexpenses
1 Grants and other assistance to domestic organizations and domestic governments See Part IV, line 21	786,632	786,632		
2 Grants and other assistance to domestic individuals See Part IV, line 22	0			
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals See Part IV, line 15 and 16	0			
4 Benefits paid to or for members	1,044,861,258	1,044,861,258		
5 Compensation of current officers, directors, trustees, and key employees	5,488,899		5,488,899	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	626,692		626,692	
7 Other salaries and wages	60,118,771	168,403	59,950,368	
8 Pension plan accruals and contributions (include section 401 (k) and 403(b) employer contributions)	2,182,599		2,182,599	
9 Other employee benefits	8,191,712	3,552	8,188,160	
10 Payroll taxes	5,413,650		5,413,650	
11 Fees for services (non-employees)				
a Management	0			
b Legal	1,535,157		1,535,157	
c Accounting	253,284		253,284	
d Lobbying	184,152	184,152		
e Professional fundraising services See Part IV, line 17	0			
f Investment management fees	867,012		867,012	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	5,088,735		5,088,735	
12 Advertising and promotion	2,279,557		2,279,557	
13 Office expenses	5,035,294		5,035,294	
14 Information technology	7,507,038		7,507,038	
15 Royalties . .	0			
16 Occupancy	4,118,688		4,118,688	
17 Travel	34,435		34,435	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials .	0			
19 Conferences, conventions, and meetings	57,351		57,351	
20 Interest	100,755		100,755	
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization . .	11,824,026		11,824,026	
23 Insurance . . .	641,281		641,281	
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 ACA TAXES	7,096,435	7,096,435		
b TRANSITIONAL REINSURANCE	1,972,428	1,972,428		
c DUES/SUBSCRIPTIONS	717,588		717,588	
d RECRUITING EXPENSE	98,612		98,612	
e All other expenses				
25 **Total functional expenses.** Add lines 1 through 24e	1,177,082,041	1,055,072,860	122,009,181	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 IX . . . . . ☐

			(A) Beginning of year		(B) End of year
Assets	1	Cash–non-interest-bearing	0	1	0
	2	Savings and temporary cash investments	6,012,408	2	17,443,203
	3	Pledges and grants receivable, net	0	3	0
	4	Accounts receivable, net	21,960,195	4	33,959,834
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	0	5	0
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L	0	6	0
	7	Notes and loans receivable, net	0	7	0
	8	Inventories for sale or use	0	8	0
	9	Prepaid expenses and deferred charges	1,887,492	9	2,707,349
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D — 10a: 83,056,606			
	b	Less accumulated depreciation — 10b: 61,064,047	31,576,221	10c	21,992,559
	11	Investments—publicly traded securities	311,809,661	11	276,900,190
	12	Investments—other securities See Part IV, line 11	0	12	0
	13	Investments—program-related See Part IV, line 11	0	13	0
	14	Intangible assets	0	14	0
	15	Other assets See Part IV, line 11	17,675,999	15	20,349,847
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	390,921,976	16	373,352,982
Liabilities	17	Accounts payable and accrued expenses	191,586,942	17	186,038,416
	18	Grants payable	0	18	0
	19	Deferred revenue	7,741,469	19	10,090,898
	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	0	25	0
	26	**Total liabilities.** Add lines 17 through 25	199,328,411	26	196,129,314
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	191,593,565	27	177,223,668
	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	191,593,565	33	177,223,668
	34	Total liabilities and net assets/fund balances	390,921,976	34	373,352,982

Part XI Reconcilliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,156,986,586
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,177,082,041
3	Revenue less expenses Subtract line 2 from line 1	3	-20,095,455
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	191,593,565
5	Net unrealized gains (losses) on investments	5	7,380,660
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	-1,655,102
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	177,223,668

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		

Additional Data

Software ID:

Software Version:

EIN: 23-7442369

Name: FALLON COMMUNITY HEALTH PLAN

Form 990 (2016)

Form 990, Part III, Line 4a:

SEE SCHEDULE O

Form 990, Part III, Line 4b:

SEE SCHEDULE O

Form 990, Part III, Line 4c:

SEE SCHEDULE O

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
David W Hillis Chairman	5 0 3 0	X						28,500	0	0
Lynda M Young MD Vice Chair	4 0 0 25	X						25,000	0	0
Richard P Burke PRESIDENT & CEO	45 0 5 0	X		X				503,977	0	205,302
FREDERICK MISILO ESQ CLERK	3 0 0 5	X						26,000	0	0
Joseph N Stolberg Director	2 0 0 0	X						23,500	0	0
Ann K Tripp TREASURER	2 0 0 25	X						25,500	0	0
KARIN LANDRY DIRECTOR	2 0 0 0	X						23,000	0	0
JAMES BUONOMO DIRECTOR	2 0 0 0	X						22,000	0	0
B JOHN DILL DIRECTOR	2 0 0 5	X						25,500	0	0
W THOMAS SPENCER DIRECTOR	2 0 0 0	X						24,000	0	0

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
R Scott Walker EVP, Chief Financial Officer	46 0 4 0			X				411,249	0	81,613
David Przesiek SVP, CHIEF SALES OFFICER	42 0 8 0			X				302,061	0	98,510
JAMES GENTILE CHIEF COMPLIANCE OFF EFF 10/16	50 0 0 0			X				186,212	0	33,338
CHRISTINE CASSIDY SVP, CHIEF COMM OFFICER	49 5 0 5			X				234,198	0	67,461
FRANK BARRESI SVP, CIO, ENDED 3/16	50 0 0 0			X				315,501	0	8,783
EMILY WEST SVP, CHIEF OPERATING OFFICER	50 0 0 0			X				240,216	0	67,696
JILL LEBOW SVP, CHIEF HR OFFICER	50 0 0 0			X				240,906	0	71,626
THOMAS EBERT EVP, CHIEF MEDICAL OFFICER	48 0 2 0			X				342,050	0	93,581
Eric Hall VP, Network DEVELOPMENT MGMT	50 0 0 0				X			240,621	0	64,698
KRISTINE BOSTEK VP, SENIOR CARE SERVICES	50 0 0 0				X			219,277	0	36,091

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Kevin McGovern VP, Treasurer & CAPITAL MGMT	50 0 0 0				X			229,854	0	60,567
Janis Liepins VP, PRODUCT MANAGEMENT	50 0 0 0				X			240,806	0	60,488
Kevin Grozio VP, Underwriting & Actuarial	50 0 0 0				X			276,854	0	75,912
MICHAEL NICKEY EXEC DIRECTOR, FTC & MH	40 0 12 0				X			214,257	0	42,195
Glenn Randall MD Physician	50 0 0 0					X		288,867	0	46,794
David Wilner MD VP & Medical Director	50 0 0 0					X		312,434	0	34,592
ELIZABETH HELENIUS VP, SALES	50 0 0 0					X		253,769	0	61,984
PARAM SINGH ASSOCIATE MEDICAL DIRECTOR	50 0 0 0					X		244,646	0	39,330
RONALD VALLARIO PACE ASSOCIATE MEDICAL DIR	50 0 0 0					X		226,708	0	52,379
W Patrick Hughes FORMER President & CEO	0 0 0 0						X	510,122	0	16,914

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493318046317

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.**

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

OMB No 1545-0047

2016

Open to Public Inspection

Name of the organization
FALLON COMMUNITY HEALTH PLAN

Employer identification number
23-7442369

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

The organization is not a private foundation because it is (For lines 1 through 12, 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 (Form 990 or 990-EZ))

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 agricultural research organization described in **170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land grant college of agriculture See instructions Enter the name, city, and state of the college or university

_____

10 ☑ 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)

11 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

12 ☐ 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 in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g

a ☐ **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization **You must complete Part IV, Sections A and B.**

b ☐ **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s) **You must complete Part IV, Sections A and C.**

c ☐ **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions) **You must complete Part IV, Sections A, D, and E.**

d ☐ **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions) **You must complete Part IV, Sections A and D, and Part V.**

e ☐ Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization

f Enter the number of supported organizations _____

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 10 above (see instructions))	(iv) Is the organization listed in your governing document? Yes	(iv) No	(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
Total						

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, 8, or 9 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)2012	(b)2013	(c)2014	(d)2015	(e)2016	(f)Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grant ")						
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)2012	(b)2013	(c)2014	(d)2015	(e)2016	(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 VI)						
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 section 501(c)(3) organization, check this box and **stop here** . . . . . ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2016 (line 6, column (f) divided by line 11, column (f)) **14**

15 Public support percentage for 2015 Schedule A, Part II, line 14 **15**

16a **33 1/3% support test—2016.** 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—2015.** 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—2016.** 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 VI how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ ☐

b **10%-facts-and-circumstances test—2015.** 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 VI 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 10 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)2012	(b)2013	(c)2014	(d)2015	(e)2016	(f)Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	158,338	137,023	138,959	152,837	154,942	742,099
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	1,107,494,266	1,195,287,317	1,103,492,602	1,095,860,043	1,148,972,862	5,651,107,090
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 **Total.** Add lines 1 through 5	1,107,652,604	1,195,424,340	1,103,631,561	1,096,012,880	1,149,127,804	5,651,849,189
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	2,214,255	2,285,754	2,255,901	2,252,979	1,518,073	10,526,962
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	68,710,847	70,563,830	89,388,243	114,480,023	105,812,855	448,955,798
c Add lines 7a and 7b	70,925,102	72,849,584	91,644,144	116,733,002	107,330,928	459,482,760
8 **Public support.** (Subtract line 7c from line 6)						5,192,366,429

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a)2012	(b)2013	(c)2014	(d)2015	(e)2016	(f)Total
9 Amounts from line 6	1,107,652,604	1,195,424,340	1,103,631,561	1,096,012,880	1,149,127,804	5,651,849,189
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	9,289,583	8,084,103	10,765,394	9,160,018	7,351,852	44,650,950
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	9,289,583	8,084,103	10,765,394	9,160,018	7,351,852	44,650,950
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part VI)		62,895	64,270	58,863	69,310	255,338
13 **Total support.** (Add lines 9, 10c, 11, and 12)	1,116,942,187	1,203,571,338	1,114,461,225	1,105,231,761	1,156,548,966	5,696,755,477

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

Section C. Computation of Public Support Percentage

15	Public support percentage for 2016 (line 8, column (f) divided by line 13, column (f))	15	91 146 %
16	Public support percentage from 2015 Schedule A, Part III, line 15	16	91 820 %

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2016** (line 10c, column (f) divided by line 13, column (f))	17	0 784 %
18	Investment income percentage from **2015** Schedule A, Part III, line 17	18	0 858 %

19a **33 1/3% support tests—2016.** 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—2015.** 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 Supporting Organizations

(Complete only if you checked a box on line 12 of Part I If you checked 12a of Part I, complete Sections A and B If you checked 12b of Part I, complete Sections A and C If you checked 12c of Part I, complete Sections A, D, and E If you checked 12d of Part I, complete Sections A and D, and complete Part V)

Section A. All Supporting Organizations

			Yes	No
1	Are all of the organization's supported organizations listed by name in the organization's governing documents? *If "No," describe in* ***Part VI*** *how the supported organizations are designated If designated by class or purpose, describe the designation If historic and continuing relationship, explain*	1		
2	Did the organization have any supported organization that does not have an IRS determination of status under section 509 (a)(1) or (2)? *If "Yes," explain in* ***Part VI*** *how the organization determined that the supported organization was described in section 509(a)(1) or (2)*	2		
3a	Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? *If "Yes," answer (b) and (c) below*	3a		
b	Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? *If "Yes," describe in* ***Part VI*** *when and how the organization made the determination*	3b		
c	Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? *If "Yes," explain in* ***Part VI*** *what controls the organization put in place to ensure such use*	3c		
4a	Was any supported organization not organized in the United States ("foreign supported organization")? *If "Yes" and if you checked 12a or 12b in Part I, answer (b) and (c) below*	4a		
b	Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? *If "Yes," describe in* ***Part VI*** *how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations*	4b		
c	Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? *If "Yes," explain in* ***Part VI*** *what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes*	4c		
5a	Did the organization add, substitute, or remove any supported organizations during the tax year? *If "Yes," answer (b) and (c) below (if applicable) Also, provide detail in* ***Part VI,*** *including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document)*	5a		
b	**Type I or Type II only.** Was any added or substituted supported organization part of a class already designated in the organization's organizing document?	5b		
c	**Substitutions only.** Was the substitution the result of an event beyond the organization's control?	5c		
6	Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? *If "Yes," provide detail in* ***Part VI.***	6		
7	Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? *If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ)*	7		
8	Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? *If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ)*	8		
9a	Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? *If "Yes," provide detail in* ***Part VI.***	9a		
b	Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? *If "Yes," provide detail in* ***Part VI.***	9b		
c	Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? *If "Yes," provide detail in* ***Part VI.***	9c		
10a	Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? *If "Yes," answer line 10b below*	10a		
b	Did the organization have any excess business holdings in the tax year? *(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings)*	10b		

Part IV Supporting Organizations (continued)

			Yes	No
11	Has the organization accepted a gift or contribution from any of the following persons?			
a	A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?	11a		
b	A family member of a person described in (a) above?	11b		
c	A 35% controlled entity of a person described in (a) or (b) above? *If "Yes" to a, b, or c, provide detail in Part VI*	11c		

Section B. Type I Supporting Organizations

			Yes	No
1	Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? *If "No," describe in* ***Part VI*** *how the supported organization(s) effectively operated, supervised, or controlled the organization's activities If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year*	1		
2	Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? *If "Yes," explain in* ***Part VI*** *how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised or controlled the supporting organization*	2		

Section C. Type II Supporting Organizations

			Yes	No
1	Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? *If "No," describe in* ***Part VI*** *how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s)*	1		

Section D. All Type III Supporting Organizations

			Yes	No
1	Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?	1		
2	Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization (s) or (ii) serving on the governing body of a supported organization? *If "No," explain in* ***Part VI*** *how the organization maintained a close and continuous working relationship with the supported organization(s)*	2		
3	By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? *If "Yes," describe in* ***Part VI*** *the role the organization's supported organizations played in this regard*	3		

Section E. Type III Functionally-Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year **(see instructions)**

- a ☐ The organization satisfied the Activities Test Complete **line 2** below
- b ☐ The organization is the parent of each of its supported organizations Complete **line 3** below
- c ☐ The organization supported a governmental entity Describe in **Part VI** how you supported a government entity (see instructions)

			Yes	No
2	Activities Test **Answer (a) and (b) below.**			
a	Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? *If "Yes," then in* ***Part VI identify those supported organizations and explain*** *how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities*	2a		
b	Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? *If "Yes," explain in* ***Part VI*** *the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement*	2b		
3	Parent of Supported Organizations **Answer (a) and (b) below.**			
a	Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? *Provide details in* ***Part VI.***	3a		
b	Did the organization exercise a substantial degree of direction over the policies, programs and activities of each of its supported organizations? *If "Yes," describe in* ***Part VI.*** *the role played by the organization in this regard*	3b		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1 ☐ Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov 20, 1970 **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E

Section A - Adjusted Net Income

			(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1		
2	Recoveries of prior-year distributions	2		
3	Other gross income (see instructions)	3		
4	Add lines 1 through 3	4		
5	Depreciation and depletion	5		
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6		
7	Other expenses (see instructions)	7		
8	**Adjusted Net Income** (subtract lines 5, 6 and 7 from line 4)	8		

Section B - Minimum Asset Amount

			(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year)	1		
a	Average monthly value of securities	1a		
b	Average monthly cash balances	1b		
c	Fair market value of other non-exempt-use assets	1c		
d	**Total** (add lines 1a, 1b, and 1c)	1d		
e	**Discount** claimed for blockage or other factors (explain in detail in Part VI)			
2	Acquisition indebtedness applicable to non-exempt use assets	2		
3	Subtract line 2 from line 1d	3		
4	Cash deemed held for exempt use Enter 1-1/2% of line 3 (for greater amount, see instructions)	4		
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5		
6	Multiply line 5 by 035	6		
7	Recoveries of prior-year distributions	7		
8	**Minimum Asset Amount** (add line 7 to line 6)	8		

Section C - Distributable Amount

				Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1		
2	Enter 85% of line 1	2		
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3		
4	Enter greater of line 2 or line 3	4		
5	Income tax imposed in prior year	5		
6	**Distributable Amount.** Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6		

7 ☐ Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions)

Part V **Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)**

Section D - Distributions	**Current Year**
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI) See instructions	
7 **Total annual distributions.** Add lines 1 through 6	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI) See instructions	
9 Distributable amount for 2016 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	**(i) Excess Distributions**	**(ii) Underdistributions Pre-2016**	**(iii) Distributable Amount for 2016**
1 Distributable amount for 2016 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2016 (reasonable cause required--see instructions)			
3 Excess distributions carryover, if any, to 2016			
a			
b			
c From 2013.			
d From 2014.			
e From 2015.			
f **Total** of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2016 distributable amount			
i Carryover from 2011 not applied (see instructions)			
j Remainder Subtract lines 3g, 3h, and 3i from 3f			
4 Distributions for 2016 from Section D, line 7 $			
a Applied to underdistributions of prior years			
b Applied to 2016 distributable amount			
c Remainder Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2016, if any Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions)			
6 Remaining underdistributions for 2016 Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions)			
7 **Excess distributions carryover to 2017.** Add lines 3j and 4c			
8 Breakdown of line 7			
a			
b Excess from 2013.			
c Excess from 2014.			
d Excess from 2015.			
e Excess from 2016.			

Part VI **Supplemental Information.**

Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b; Part V, line 1; Part V, Section B, line 1e; Part V Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

990 Schedule A, Supplemental Information

Return Reference	Explanation
SUPPORT TEST	FORM 990, SCHEDULE A, PART III THE ORGANIZATION'S IRS DETERMINATION LETTER INDICATES THAT THIS ORGANIZATION QUALIFIES AS A PUBLICLY SUPPORTED CHARITY UNDER SECTION 170(B)(1)(a)(vi) , HOWEVER, THE ORGANIZATION QUALIFIES AS A 509(A)(2) ORGANIZATION SCHEDULE A HAS BEEN COM PLETED IN ACCORDANCE WITH THE FORM INSTRUCTIONS UNDER THE 509(A)(2) TEST

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493318046317

SCHEDULE C (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527
▶**Complete if the organization is described below.** ▶**Attach to Form 990 or Form 990-EZ.**
▶**Information about Schedule C (Form 990 or 990-EZ) and its instructions is at** ***www.irs.gov/form990*****.**

OMB No 1545-0047

2016

Open to Public Inspection

If the organization answered "Yes" on Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then
- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered "Yes" on Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then
- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered "Yes" on Form 990, Part IV, Line 5 (Proxy Tax) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then
- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of the organization	**Employer identification number**
FALLON COMMUNITY HEALTH PLAN	23-7442369

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

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV
2 Political expenditures ▶ $
3 Volunteer hours

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

1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ $
2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ $
3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No
4a Was a correction made? ☐ Yes ☐ No
b If "Yes," describe in Part IV

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

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ $
2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ $
3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ▶ $
4 Did the filing organization file**Form 1120-POL** for this year? ☐ Yes ☐ No
5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

(a) Name	**(b)** Address	**(c)** EIN	**(d)** Amount paid from filing organization's funds If none, enter -0-	**(e)** Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-
2				
3				
4				
5				
6				

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

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

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

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

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

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

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

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	**(a)** 2013	**(b)** 2014	**(c)** 2015	**(d)** 2016	**(e)** Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

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

For each "Yes" response on lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity		(a) Yes	(a) No	(b) Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a	Volunteers?		No	
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	Yes		
c	Media advertisements?		No	
d	Mailings to members, legislators, or the public?		No	
e	Publications, or published or broadcast statements?		No	
f	Grants to other organizations for lobbying purposes?		No	
g	Direct contact with legislators, their staffs, government officials, or a legislative body?	Yes		257,869
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		No	
i	Other activities?		No	
j	Total Add lines 1c through 1i			257,869
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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

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

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

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

Part IV Supplemental Information

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

Return Reference	Explanation
Direct Lobbying Expense	FORM 990, SCHEDULE C, PART IV SUPPLEMENTAL INFORMATION FCHP PAID A TOTAL OF $257,869 LOBBYING EXPENSES AS FOLLOWS AHIP DUES (AMERICA'S HEALTH INS PLANS) 50,666 MAHP DUES (MASS ASSOC OF HEALTH PLANS) 82,762 NATIONAL PACE ASSOCIATION 2,724 SPILLANE & SPILLANE, LLP 48,000 ---------- SUBTOTAL NON-EMPLOYEES $184,152 STAFF SALARIES ASSOCIATED WITH LOBBYING 73,717 ---------- TOTAL OF ALL LOBBYING EXPENSES PAID $257,869 KEY LEGISLATIVE AND REGULATORY ISSUES IN 2016 AMERICAS HEALTH INSURANCE PLANS (AHIP) - LEGISLATIVE ACTIVITY IN THE HOUSE AND THE SENATE AFTER THE ENACTMENT OF THE AFFORDABLE CARE ACT (ACA) IN MARCH 2010 - REGULATORY ACTIVITY ADDRESSING IMPLEMENTATION OF NUMEROUS ACA PROVISIONS, INCLUDING INSURANCE MARKET REFORMS, RISK ADJUSTMENT, MEDICAL LOSS RATIO REQUIREMENTS, PREMIUM REVIEW, HEALTH INSURANCE EXCHANGES, DELIVERY SYSTEM REFORMS, ADMINISTRATIVE SIMPLIFICATION, HEALTH INFORMATION TECHNOLOGY, ACCOUNTABLE CARE ORGANIZATIONS (ACOS), AND THE COMMUNITY LIVING ASSISTANCE SERVICES AND SUPPORTS (CLASS) PROGRAM - PUBLIC PROGRAM ISSUES AFFECTING MEDICARE ADVANTAGE, DUAL PROGRAMS, MEDICARE PART D, AND MEDICAID - HEALTH ISSUES OUTSIDE OF THE HEALTH REFORM DEBATE INCLUDING ANTITRUST LEGISLATION, DATA SECURITY, MEDICAL LIABILITY REFORM, MEDICARE PHYSICIAN PAYMENT, AND THE ANNUAL APPROPRIATIONS PROCESS SPILLANE & SPILLANE, LLP AND MASSACHUSETTS ASSOCIATION OF HEALTH PLANS (MAHP) -ANY NEW POLICIES IMPLEMENTED BY DIVISION OF INSURANCE THAT AFFECT FALLON HEALTH - OTHER REGULATORY HEARINGS AND LEGISLATIVE MEETINGS THAT AFFECT HEALTHCARE POLICIES AND GUIDELINES -LEGISLATIVE MEETINGS AND INTERNAL MEETINGS ON NEW LEGISLATION THAT WILL REFORM HEALTH CARE PAYMENTS AND QUALITY -MEETINGS WITH MASSHEALTH AND MEDICAID OFFICIALS ON DUALS PROGRAMS, INCREASING MEDICAID MANAGED CARE ORGANIZATIONS MEMBERSHIP AND MASSHEALTH REDESIGN WITH ACCOUNTABLE CARE ORGANIZATIONS, CHANGING PAYMENT MODELS, AND BETTER MANAGING OF MEMBERS DURING 2016, FALLON HEALTH WORKED WITH THESE REGULATORY AGENCIES DEPARTMENT OF PUBLIC HEALTH - EARLY INTERVENTION PROGRAM - INSURANCE COORDINATORS MEETINGS - CHANGES TO HOSPITAL GUIDELINES - OFFICE OF PATIENT PROTECTION HEALTHCARE POLICY COMMISSION - COST TRENDS - TOTAL MEDICAL EXPENSES & RELATIVE PRICES TECHNICAL ADVISORY GROUP MEETINGS, CONSULTATIVE SESSIONS & REGULATIONS - CONSULTATIVE SESSIONS & REGULATIONS CENTER FOR HEALTH INFORMATION AND ANALYSIS - HOSPITAL FINANCIAL REPORTS - TECHNICAL ADVISORY GROUP MEETINGS, - CONSULTATIVE SESSIONS & REGULATIONS DIVISION OF INSURANCE SPECIAL SESSIONS AND OTHER - GROUP PURCHASING COOPERATIVES - MEDICAL LOSS RATIO - SESSIONS AND REGULATIONS - FINANCIAL REPORTING - LIMITED & TIERED NETWORKS - OPEN ENROLLMENT - PLAN TERMINATION - PROVIDER DIRECTORIES - PROVIDER CONTRACTING - SMALL GROUP RATE REVIEWS - CREDENTIALING - ONE-TIME SUPPLEMENTAL FUNDING PAYMENTS - TRANSPARENCY INFORMATIONAL HEARING - ADMINISTRATIVE SIMPLIFICATION PROVISIONS IN CHAPTER 288 (LEGISLATIVE AND REGULATORY ISSUE) - CODING COMMISSION MASSACHUSETTS CONNECTOR -RATING FACTORS -RISK ADJUSTMENT -RISK CORRIDORS -SEAL OF APPROVALS FOR CONNECTOR PLANS -OPEN ENROLLMENT EXECUTIVE OFFICE OF HEALTH AND HUMAN SERVICES - WORKED WITH MASSHEALTH ON MANAGED CARE ORGANIZATION ISSUES, MASSHEALTH REDESIGN OF ACCOUNTABLE CARE ORGANIZATIONS, DUAL MEDICARE/MEDICAID PROGRAMS (SENIOR CARE OPTIONS), PACE PROGRAMS ATTORNEY GENERAL'S OFFICE - DISCUSSIONS WITH THE AG'S OFFICE ON RECOMMENDATIONS TO ADDRESS HEALTHCARE COST INCREASES AND PROVIDER CONSOLIDATIONS

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493318046317

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047

2016

Open to Public Inspection

Name of the organization
FALLON COMMUNITY HEALTH PLAN

Employer identification number
23-7442369

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

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate value of contributions to (during year)		
3	Aggregate value of 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" on 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, handling of violations, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, 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" on 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) Revenue included on 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 Revenue included on 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" on 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, for escrow or custodial account liability? ☐ 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" on 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 on 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" on 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' on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c)Accumulated depreciation	(d)Book value
1a Land				
b Buildings				
c Leasehold improvements		4,222,237	2,980,945	1,241,291
d Equipment		8,288,810	6,744,066	1,544,745
e Other		70,545,559	51,339,036	19,206,523
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c))* ▶				21,992,559

Part VII **Investments—Other Securities.** Complete if the organization answered 'Yes' on 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		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. *(Column (b) must equal Form 990, Part X, col (B) line 12)* ▶		

Part VIII **Investments—Program Related.** Complete if the organization answered 'Yes' on 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
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. *(Column (b) must equal Form 990, Part X, col (B) line 13)* ▶		

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

(a) Description	(b) Book value
(1) INVESTMENT IN HOMESTAFF	1,437,861
(2) INVESTMENT IN FTC	13,434,637
(3) INVESTMENT IN FHW	5,477,349
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 15)* ▶	20,349,847

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	

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

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

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements			1	1,221,402,000
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains (losses) on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII)	2d	67,118,547		
e	Add lines **2a** through **2d**			2e	67,118,547
3	Subtract line **2e** from line **1**			3	1,154,283,453
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	867,012		
b	Other (Describe in Part XIII)	4b	1,836,121		
c	Add lines **4a** and **4b**			4c	2,703,133
5	Total revenue Add lines **3** and **4c.** (This must equal Form 990, Part I, line 12)			5	1,156,986,586

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

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements			1	1,243,153,000
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII)	2d	67,118,990		
e	Add lines **2a** through **2d**			2e	67,118,990
3	Subtract line **2e** from line **1**			3	1,176,034,010
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	867,012		
b	Other (Describe in Part XIII)	4b	181,019		
c	Add lines **4a** and **4b**			4c	1,048,031
5	Total expenses Add lines **3** and **4c.** (This must equal Form 990, Part I, line 18)			5	1,177,082,041

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
See Additional Data Table	

Part XIII Supplemental Information *(continued)*

Return Reference	Explanation

Additional Data

Software ID:

Software Version:

EIN: 23-7442369

Name: FALLON COMMUNITY HEALTH PLAN

Supplemental Information

Return Reference	Explanation
SCHEDULE D, PART XI, LINE 2D	SUBSIDIARY ACTIVITIES & ELIMINATIONS (67,118,935) FINANCIAL STATEMENT ROUNDING 388 ---------- TOTAL (67,118,547) SCHEDULE D, PART XI, LINE 4B CONTRIBUTION INCOME RC 154,942 NET LOSS, FROM FUNDRAISING ACTIVITIES (11,750) LINE OF CREDIT INTEREST EXPENSE 37,827 NON CONTROLLING INTEREST, BELOW LINE ON FS 1,655,102 ---------- TOTAL 1,836,121 SCHEDULE D, PART XII, LINE 2D SUBSIDIARY ACTIVITIES & ELIMINATIONS (67,118,935) FINANCIAL STATEME NT ROUNDING (55) ---------- TOTAL (67,118,990) SCHEDULE D, PART XII, LINE 4B CONTR IBUTION INCOME RC TO REVENUE 154,942 NET LOSS, FROM FUNDRAISING, RC TO REVENUE (11,750) LI NE OF CREDIT INTEREST EXPENSE 37,827 ---------- TOTAL 181,019

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493318046317

SCHEDULE G (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

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

▶ **Attach to Form 990 or Form 990-EZ.**

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

OMB No 1545-0047

2016

Open to Public Inspection

Name of the organization
FALLON COMMUNITY HEALTH PLAN

Employer identification number
23-7442369

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

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

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

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

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

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

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

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

		(a) Event #1 GOLF EVENT (event type)	(b) Event #2 (event type)	(c) Other events 0 (total number)	(d) Total events (add col (a) through col (c))
Revenue	1 Gross receipts	224,252			224,252
	2 Less Contributions	154,942			154,942
	3 Gross income (line 1 minus line 2)	69,310			69,310
Direct Expenses	4 Cash prizes				
	5 Noncash prizes	422			422
	6 Rent/facility costs	28,940			28,940
	7 Food and beverages	20,115			20,115
	8 Entertainment	505			505
	9 Other direct expenses	31,078			31,078
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				81,060
	11 Net income summary Subtract line 10 from line 3, column (d) ▶				-11,750

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

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

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

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

b If "No," explain _____

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

b If "Yes," explain _____

11 Does the organization conduct gaming activities with nonmembers? ☐ Yes ☐ No

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

13 Indicate the percentage of gaming activity conducted in

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

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

Name ▶ ----------

Address ▶ ----------

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

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

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

Name ▶ ----------

Address ▶

----

16 Gaming manager information

Name ▶ ----------

Gaming manager compensation ▶ $----------

Description of services provided ▶ ----------

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

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

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

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

Return Reference	Explanation

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493318046317

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," on 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

2016

Open to Public Inspection

Name of the organization
FALLON COMMUNITY HEALTH PLAN

Employer identification number
23-7442369

Part I General Information on Grants and Assistance

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

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

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments.

Complete if the organization answered "Yes" on 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 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							
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . . . ▶ 33

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

Part III **Grants and Other Assistance to Domestic Individuals.** Complete if the organization answered "Yes" on 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
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					

Part IV **Supplemental Information.** Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

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

Additional Data

Software ID:
Software Version:
EIN: 23-7442369
Name: FALLON COMMUNITY HEALTH PLAN

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Worcester Regional Chamber of Commerce 446 Main St Worcester, MA 01608	04-1988780	501(c)(6)	29,000				GENERAL SUPPORT GENERAL SUPPORT
Reliant Medical Group FOUNDATION 100 Front St 14th fl Worcester, MA 01608	22-2912515	501(c)(3)	15,817				GENERAL SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Old Sturbridge VillAGE 1 Old Sturbridge Rd Sturbridge, MA 01566	04-2104809	501(c)(3)	11,600				GENERAL SUPPORT
Hanover Theatre 2 Southbridge Street Worcester, MA 01608	05-0521735	501(c)(3)	18,200				GENERAL SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Worcester Hibernian Cultural Centre 19 Temple Street Worcester, MA 01604	20-2148447	501(c)(3)	12,000				GENERAL SUPPORT
Boys and Girls Club of Worcester 65 Tainter Street Worcester, MA 01610	04-2105851	501(c)(3)	16,566				GENERAL SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
United Way of Central MA 484 Main Street Worcester, MA 01608	04-2104017	501(C)(3)	70,291				GENERAL SUPPORT
Harrington Memorial Hospital 12 MILL ST Southbridge, MA 01550	04-2103577	501(C)(3)	25,000				GENERAL SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
March of Dimes 112 Tpke Rd Ste 102 Westborough, MA 01581	13-1846366	501(C)(3)	5,250				GENERAL SUPPORT
UMASS MEDICAL SCHOOL 333 SOUTH ST SHREWSBURY, MA 01545	04-3108190	501(c)(3)	20,000				GENERAL SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NEW ENGLAND PUBLIC RADIO FOUNDATION 1525 Main Street SPRINGFIELD, MA 01103	04-6130523	501(C)(3)	10,000				GENERAL SUPPORT
WORCESTER PUBLIC LIBRARY FOUNDATION 3 Salem Square WORCESTER, MA 01608	20-0066770	501(C)(3)	11,000				GENERAL SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC 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
CITY OF WORCESTER 20 IRVING ST WORCESTER, MA 01608	04-6001418	501(C)(3)	10,558				GENERAL SUPPORT
YOUTH OPPORTUNITIES UPHELD INC 81 Plantation St WORCESTER, MA 01604	23-7112665	501(C)(3)	7,500				GENERAL SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC 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
UTEC INC 15 Warren Street 13 Lowell, MA 01852	38-3669532	501(C)(3)	10,000				GENERAL SUPPORT
CHILDRENS FRIEND INC 21 Cedar Street WORCESTER, MA 01609	04-2105856	501(C)(3)	25,000				GENERAL SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
HOPE COALITION C/O UMASS MEMORIAL MEDICAL CENTER 55 LAKE AVE WORCESTER, MA 01655	04-3358564	501(C)(3)	17,500				GENERAL SUPPORT
JESSE BURKETT LITTLE LEAGUE POBox 20790 Worcester, MA 01602	90-0042651	501(C)(3)	15,125				GENERAL SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC 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
Venture Community Services Inc 1 Picker Road Sturbridge, MA 01566	04-2593315	501(C)(3)	12,500				GENERAL SUPPORT
Girls Inc Of Worcester 125 Providence Street WORCESTER, MA 01604	04-2123666	501(C)(3)	12,400				GENERAL SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC 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
Bottom Line - Worcester 500 Armory Street BOSTON, MA 02130	04-3351427	501(C)(3)	12,500				GENERAL SUPPORT
Worcester Regional Research Bureau 500 Salisbury Street WORCESTER, MA 01609	04-2901298	501(C)(3)	11,500				GENERAL SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC 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
Working for Worcester 1 College Street WORCESTER, MA 01610	30-0707429	501(C)(3)	10,000				GENERAL SUPPORT
COMMUNITY TEAMWORK INC 155 Merrimack Street LOWELL, MA 01852	04-2382027	501(C)(3)	10,000				GENERAL SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC 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
Dana Farber Cancer Institute PO Box 839 EAST DENNIS, MA 10000	04-2263040	501(C)(3)	10,000				GENERAL SUPPORT
Discover Central MA 446 Main Street WORCESTER, MA 01608	47-4881059	501(C)(3)	10,000				GENERAL SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC 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
Springfield Day Nursery 1095 Main Street springfield, MA 01103	04-2103855	501(C)(3)	10,000				GENERAL SUPPORT
Saint John Paul II Parish Food 263 Hamilton St SOUTHBRIDGE, MA 01550	53-0196617	501(C)(3)	9,500				GENERAL SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC 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 Tri-County 46 Park Street FRAMINGHAM, MA 01702	04-2104231	501(C)(3)	7,500				GENERAL SUPPORT
MAB Community Services 200 Ivy Street BROOKLINE, MA 02740	04-2109859	501(C)(3)	7,500				GENERAL SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC 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
FOOD BANK OF WESTERN MA 97 North Hatfield Road HATFIELD, MA 01038	04-2751023	501(C)(3)	7,500				GENERAL SUPPORT
HEALTHCARE OPTIONS INC 10 EMORY ST ATTLEBORO, MA 02703	22-2543620	501(C)(3)	7,500				GENERAL SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC 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
SAMARITANS INC 41 WEST ST BOSTON, MA 02111	04-2643466	501(C)(3)	7,500				GENERAL SUPPORT
LOWELL GENERAL HOSPITAL 295 Varnum Avenue LOWELL, MA 01854	04-2103590	501(C)(3)	7,500				GENERAL SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC 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
TOWN OF AUBURN 14 CENTRAL ST AUBURN, MA 01501	04-6001076	115	5,200				GENERAL SUPPORT

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493318046317

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" on Form 990, Part IV, line 23.**

▶ **Attach to Form 990.**

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

OMB No 1545-0047

2015

Open to Public Inspection

Name of the organization
FALLON COMMUNITY HEALTH PLAN

Employer identification number
23-7442369

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax idemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)			
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	**1b**	Yes	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?	**2**	Yes	
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III ☐ Compensation committee ☐ Written employment contract ☐ Independent compensation consultant ☐ Compensation survey or study ☐ Form 990 of other organizations ☐ Approval by the board or compensation committee			
4	During the year, did any person listed on 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**	Yes	
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), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.			
5	For persons listed on 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," on line 5a or 5b, describe in Part III			
6	For persons listed on 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**		No
	If "Yes," on line 6a or 6b, describe in Part III			
7	For persons listed on 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**	Yes	
8	Were any amounts reported on 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**	Yes	
9	If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	**9**	Yes	

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 on 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 in column(B) reported as deferred on prior Form 990
	(i) Base compensation	**(ii)** Bonus & incentive compensation	**(iii)** Other reportable compensation				
See Additional Data Table							

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II Also complete this part for any additional information

Return Reference	Explanation
FORM 990, Schedule J	PART I, LINE 1 & 2 HEALTH OR SOCIAL CLUB DUES OR INITIATION FEES PURSUANT TO A POLICY ADOPTED AND APPROVED BY THE EXECUTIVE EVALUATION AND COMPENSATION COMMITTEE (EECC) OF THE BOARD OF DIRECTORS, A PORTION OF THE DUES AND FEES FOR THE BUSINESS USE OF THE WORCESTER CLUB ARE PAID BY THE ORGANIZATION FOR THE FOLLOWING INDIVIDUALS PRESIDENT & CEO, EVP AND CFO, EVP and CMO AND SENIOR VP, CHIEF SALES OFFICER EACH EXECUTIVE IS REQUIRED TO PAY FOR HIS OR HER OWN PERSONAL USE EXPENSES, AS WELL AS A PERSONAL USE PORTION OF THE MEMBERSHIP DUES AND FEES AS DETERMINED BY THE EECC SOCIAL CLUB DUES ARE NOT REPORTED AS TAXABLE COMPENSATION TO THE LISTED PERSONS SINCE FALLON COMMUNITY HEALTH PLAN ONLY PAYS FOR THE PORTION USED FOR BUSINESS PURPOSES AN OFFICER RECEIVED OUTPLACEMENT SERVICES IN CONNECTION WITH HIS DEPARTURE THE VALUE OF THESE SERVICES WERE TREATED AS NON-TAXABLE TO THE OFFICER PART I, LINE 4A SEVERANCE PAYMENT FCHP PAID SEVERANCE PAYMENTS TO THE FOLLOWING INDIVIDUALS W PATRICK HUGHES, FORMER PRESIDENT & CEO, WAS PAID $510,122 IN 2016 FOR the remaining PAYMENT OF THE FULL YEAR SEVERANCE THAT WAS TO START IN NOVEMBER 2015 AND END IN OCTOBER 2016 Frank Barresi, SVP, CHIEF Information OFFICER, WAS PAID nine months severance in 2016 for a total of $231,132, which is included in Schedule J, Part II, Column B(iii) The one year severance payment began in March 2016 and will end in March 2017 PART I, LINE 4B SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN THE ORGANIZATION HAS A SUPPLEMENTAL EXECUTIVE RETIREMENT 457(F) PLAN THAT COVERS CERTAIN EXECUTIVES OF THE ORGANIZATION UNDER THE TERMS OF THE PLAN, INDIVIDUALS VEST AS PROVIDED, DEPENDING ON THE DATE OF ELIGIBILITY TO PARTICIPATE IN THE PLAN FOR INDIVIDUALS LISTED WHO WERE ELIGIBLE ON OR BEFORE MARCH 1, 2007, 50% OF THE YEARLY CONTRIBUTION VESTS IMMEDIATELY WITH THE REMAINING CONTRIBUTION SUBJECT TO VESTING UPON NORMAL RETIREMENT AGE, OR IF EARLIER, UPON DEATH, DISABILITY, OR INVOLUNTARY SEPARATION FROM SERVICE FOR A REASON OTHER THAN CAUSE, INCLUDING INVOLUNTARY SEPARATION FROM SERVICE FOR A REASON OTHER THAN CAUSE FOLLOWING A CHANGE IN CONTROL FOR INDIVIDUALS LISTED WHO WERE ELIGIBLE ON OR BEFORE DECEMBER 31, 2012, 50% OF THE YEARLY CONTRIBUTION VESTS IMMEDIATELY IF THE PARTICIPANT HAS BEEN COVERED FOR AT LEAST 36 MONTHS, WITH THE REMAINING CONTRIBUTION SUBJECT TO VESTING UPON NORMAL RETIREMENT AGE, OR IF EARLIER, UPON DEATH, DISABILITY, OR INVOLUNTARY SEPARATION FROM SERVICE FOR A REASON OTHER THAN CAUSE, INCLUDING INVOLUNTARY SEPARATION FROM SERVICE FOR A REASON OTHER THAN CAUSE FOLLOWING A CHANGE IN CONTROL FOR INDIVIDUALS WHO FIRST BECOME ELIGIBLE FOR A PLAN YEAR THAT BEGINS IN 2013 OR 2014, 50% OF THE YEARLY CONTRIBUTIONS VEST IMMEDIATELY IF THE PARTICIPANT HAS BEEN COVERED FOR AT LEAST 60 MONTHS, WITH THE REMAINING CONTRIBUTIONS SUBJECT TO VESTING UPON THE EARLIEST OF NORMAL RETIREMENT AGE, DEATH, DISABILITY OR INVOLUNTARY SEPARATION FROM SERVICE FOR A REASON OTHER THAN CAUSE, INCLUDING INVOLUNTARY SEPARATION FROM SERVICE FOR A REASON OTHER THAN CAUSE FOLLOWING A CHANGE IN CONTROL Effective January 1, 2015, SERP contributions may be made on behalf of an employee who is the President and Chief Executive Officer, the Division President, Senior Care Services, an Executive Vice President or a Senior Vice President In addition, contributions may be made on behalf of an employee who is designated as eligible for a plan year by the Board at its discretion The SERP contribution made for an employee for the 2015 plan year or a later plan year will vest 20% EACH YEAR BEGINNING IN THE YEAR OF THE CONTRIBUTION AND ENDING ON THE LAST DAY OF THE FIFTH PLAN YEAR If a participant separates from service for any reason, prior to the last day of the fifth year for which the contribution is credited, he or she will forfeit the non-vested portion of the contribution that has been credited, except that a participant automatically becomes vested upon death, disability or attainment of normal retirement age Effective January, 1 2016, an employee will not have contributions made to a Post 457(f) account if becoming first eligible for the plan in November or December of that same plan year An Employee who is eligible for a post 457(f) Account for the Plan Year in which he or she is first employed by the Health Plan and has a date of hire that is after January 31st of such Plan Year, the contribution for the Employee for such Plan Year shall be a portion of the amount that would otherwise have been contributed on his or her behalf for that Plan Year This portion shall be determined on his or her behalf for the Plan Year of his or her initial employment by a fraction with a numerator equal to the number of months in the Plan Year during which he or she is employed by the Health Plan and a denominator equal to 12 If a Participant who incurs a Separation from Service prior to Normal Retirement Age and prior to the last day of the fifth Plan Year for which his or her contribution for a Plan Year has been credited, the entire amount of the unvested contribution for such Plan Year shall be forfeited, provided that he or she shall become vested in such contribution upon the earliest of death, Disability, or involuntary Separation from Service for a reason other than Cause, including involuntary Separation from Service for a reason other than Cause following a Change in Control IN 2016, THE FOLLOWING INDIVIDUALS LISTED IN SCHEDULE J, PART II PARTICIPATED IN THE PLAN AMOUNTS VESTED AND PAID UNDER THE PLAN ARE INCLUDED IN SCHEDULE J, PART II, COLUMN (B) (III) AMOUNTS DEFERRED ARE INCLUDED IN SCHEDULE J, PART II, COLUMN (C) CONTRIBUTIONS THAT WERE PREVIOUSLY REPORTED ON A PRIOR FORM 990, AND ARE PAID OUT IN THE CURRENT YEAR ARE REPORTED IN SCHEDULE J, PART II, COLUMN (F) OFFICER AMOUNT PAID AMOUNT DEFERRED RICHARD P BURKE $31,520 $100,000 THOMAS EBERT $14,727 $39,410 DAVID PRZESIEK $8,818 $23,708 R SCOTT WALKER $16,907 $45,455 JILL LEBOW $7,109 $19,035 EMILY WEST $7,015 $18,860 CHRISTINE CASSIDY $6,775 $18,220 JAMES GENTILE $1,075 $4,300 ERIC HALL $2,460 $9,840 PART I, LINE 7 THE FCHP BOARD HAS THE AUTHORITY AND DISCRETION TO DETERMINE COMPENSATION OF THE SENIOR EXECUTIVES AND EXECUTIVE INCENTIVES THE DISCRETION IS TYPICALLY EXERCISED THROUGH THE BOARD'S EXECUTIVE EVALUATION AND COMPENSATION COMMITTEE, WHICH HAS THE AUTHORITY TO DISCHARGE THE BOARD'S RESPONSIBILITIES FOR COMPENSATION AND EXECUTIVE INCENTIVES HOWEVER, THE DISCRETIONARY COMPENSATION/INCENTIVES RECOMMENDED MUST BE WITHIN THE PARAMETERS OF THE STANDARDS THAT THE COMMITTEE HAS ESTABLISHED AND NEEDS TO BE CONSISTENT WITH THE IRS STANDARDS OF REASONABLENESS FOR SUCH INCENTIVES PROVIDED TO NONPROFIT EXECUTIVES PART I, LINE 8 FCHP ENTERED INTO EMPLOYMENT CONTRACTs WITH Eric Hall on July 11, 2016, and Jim Gentile on October 4, 2016 THE TERMS OF their CONTRACTs INCLUDE BASE SALARY, INCENTIVE PROGRAM, RESTRICTED ACTIVITIES, CONFIDENTIALITY, AND SEVERANCE PROVISION

Additional Data

Software ID:
Software Version:
EIN: 23-7442369
Name: FALLON COMMUNITY HEALTH PLAN

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation (i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation	(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
1W Patrick Hughes FORMER President & CEO	(I)	0	510,122	0	16,914	527,036	0
	(II)	0	0	0	0	0	0
1Richard P Burke PRESIDENT & CEO	(I)	470,135	33,842	179,425	25,877	709,279	6,520
	(II)	0	0	0	0	0	0
2R Scott Walker EVP, Chief Financial Officer	(I)	368,432	25,000	17,817	57,380	24,233	492,862	5,543
	(II)	0	0	0	0	0	0	0
3David Przesiek SVP, CHIEF SALES OFFICER	(I)	291,801	0	10,260	72,633	25,877	400,571	2,891
	(II)	0	0	0	0	0	0	0
4JAMES GENTILE CHIEF COMPLIANCE OFF EFF 10/16	(I)	184,127	0	2,085	23,826	9,512	219,550	0
	(II)	0	0	0	0	0	0	0
5Eric Hall VP, Network DEVELOPMENT MGMT	(I)	232,047	4,672	3,902	39,509	25,189	305,319	0
	(II)	0	0	0	0	0	0	0
6KRISTINE BOSTEK VP, SENIOR CARE SERVICES	(I)	214,066	0	5,211	10,224	25,867	255,368	0
	(II)	0	0	0	0	0	0	0
7Kevin McGovern VP, Treasurer & CAPITAL MGMT	(I)	222,957	0	6,897	41,050	19,517	290,421	0
	(II)	0	0	0	0	0	0	0
8Janis Liepins VP, PRODUCT MANAGEMENT	(I)	238,384	0	2,422	43,571	16,917	301,294	0
	(II)	0	0	0	0	0	0	0
9Glenn Randall MDPhysician	(I)	285,303	0	3,564	23,970	22,824	335,661	0
	(II)	0	0	0	0	0	0	0
10David Wilner MD VP & Medical Director	(I)	302,943	0	9,491	11,925	22,667	347,026	0
	(II)	0	0	0	0	0	0	0
11Kevin Grozio VP, Underwriting & Actuarial	(I)	270,785	0	6,069	50,035	25,877	352,766	0
	(II)	0	0	0	0	0	0	0
12CHRISTINE CASSIDY SVP, CHIEF COMM OFFICER	(I)	224,901	0	9,297	47,612	19,849	301,659	2,220
	(II)	0	0	0	0	0	0	0
13FRANK BARRESI SVP, CIO, ENDED 3/16	(I)	61,923	0	253,578	3,848	4,935	324,284	0
	(II)	0	0	0	0	0	0	0
14ELIZABETH HELENIUS VP, SALES	(I)	179,603	69,768	4,398	39,505	22,479	315,753	14,179
	(II)	0	0	0	0	0	0	0
15EMILY WEST SVP, CHIEF OPERATING OFFICER	(I)	229,437	0	10,779	49,309	18,387	307,912	2,300
	(II)	0	0	0	0	0	0	0
16JILL LEBOW SVP, CHIEF HR OFFICER	(I)	233,057	0	7,849	49,725	21,901	312,532	2,350
	(II)	0	0	0	0	0	0	0
17THOMAS EBERT EVP, CHIEF MEDICAL OFFICER	(I)	320,265	0	21,785	72,020	21,561	435,631	4,875
	(II)	0	0	0	0	0	0	0
18MICHAEL NICKEY EXEC DIRECTOR, FTC & MH	(I)	193,617	20,000	640	21,774	20,421	256,452	0
	(II)	0	0	0	0	0	0	0
19PARAM SINGH ASSOCIATE MEDICAL DIRECTOR	(I)	230,492	0	14,154	21,913	17,417	283,976	0
	(II)	0	0	0	0	0	0	0

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation (i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation	(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
21 RONALD VALLARIO PACE ASSOCIATE MEDICAL DIR	(I)	218,720	4,424	3,564	25,733	26,646	279,087	0
	(II)	0	0	0	0	0	0	0

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493318046317

Schedule L (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

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

OMB No 1545-0047

2016

Open to Public Inspection

Name of the organization
FALLON COMMUNITY HEALTH PLAN

Employer identification number
23-7442369

Part I Excess Benefit Transactions (section 501(c)(3), section 501(c)(4), and 501(c)(29) organizations only)

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

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

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

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

Part II Loans to and/or From Interested Persons.

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

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

Part III Grants or Assistance Benefiting Interested Persons.

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

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

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) ADCARE HOSPITAL	OWNERSHIP BY DIRECTOR	1,581,236	SEE PART V		No
(2) FAMILY MEMBER OF KEY EMPLOYEE	EMPLOYEE	99,636	SEE PART V		No
(3) FAMILY MEMBER OF OFFICER	EMPLOYEE	50,529	SEE PART V		No
(4) SUBSTANTIAL CONTRIBUTOR	SUBSTANTIAL CONTRIBUTOR	1,556,916	SEE PART V		No

Part V Supplemental Information

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

Return Reference	Explanation
BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS	(1) NAME ADCARE HOSPITAL RELATIONSHIP ENTITY OWNED BY FCHP DIRECTOR, DAVID W HILLIS, AND FAMILY MEMBERS MR HILLIS IS CHAIRMAN, CEO AND HOLDS MAJORITY INTEREST IN ADCARE HOSPITAL OF WORCESTER, INC , A SUBSTANCE ABUSE HOSPITAL THAT PROVIDES HEALTH CARE SERVICES TO FCHP PLAN MEMBERS MR HILLIS ALSO HAS FAMILY MEMBERS WHO HOLD OWNERSHIP IN ADCARE HOSPITAL FCHP PAID $63,163 TO ADCARE FOR SERVICES ADCARE PAID $1,518,073 TO FCHP FOR HEALTH INSURANCE PREMIUMS (2) NAME LAURIE MCGOVERN RELATIONSHIP FCHP EMPLOYEE WHO IS A FAMILY MEMBER OF AN FCHP KEY EMPLOYEE, KEVIN MCGOVERN FCHP PAID COMPENSATION TOTALING $99,636 TO THE FAMILY MEMBER IN 2016 (3) NAME JUNE COMTOIS RELATIONSHIP FCHP EMPLOYEE WHO IS A FAMILY MEMBER OF AN FCHP OFFICER, JILL LEBOW FCHP PAID COMPENSATION TOTALING $50,529 TO THE FAMILY MEMBER IN 2016 (4) RELATIONSHIP SUBSTANTIAL CONTRIBUTOR THE COMPANY PROVIDES PROFESSIONAL AND CONSULTING SERVICES TO FCHP FCHP PAID THE FIRM $1,556,916 IN 2016

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493318046317

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 990-EZ 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

2016

Open to Public Inspection

Name of the organization
FALLON COMMUNITY HEALTH PLAN

Employer identification number

23-7442369

990 Schedule O, Supplemental Information

Return Reference	Explanation
ORGANIZATION MISSION AND PROGRAM ACTIVITIES	FORM 990, PART I, LINE 1 Founded in 1977, Fallon Health is a leading health care services ORGANIZATION WITH A SIMPLE BUT POWERFUL MISSION - MAKING OUR COMMUNITIES healthy With a f ocus on improving the health and well-being of the diverse communities we serve, Fallon wo rks to deliver high-quality, affordable care Fallon is the only health care services orga nization in Massachusetts to offer a full range of commercial health insurance products, a long with most government-sponsored programs This enables us to serve members of all ages , at all income levels and with all types of health needs Activities include innovative h ealth insurance solutions, a variety of Medicaid and Medicare products, unique health care programs and services that provide coordinated, integrated care for seniors and individua ls with complex health needs, health and wellness programs/events, grants, corporate spons orships, hunger relief, in-kind donations, advocacy and volunteer hours FORM 990, PART II I, LINE 4a Commercial programs Fallon Health commercial plans are offered through employer groups and, in some cases, can be purchased directly by the consumer These plans account for 36 4% of Fallons business and covers all counties in Massachusetts with the exception of Barnstable, Duke and Nantucket Regardless of how they get their coverage, members of Fallons commercial plans have access to a variety of providers, including individual physi cians, group practices, community hospitals and large medical facilities throughout Massac husetts and southern New Hampshire To help our members manage their health care costs, Fa llon offers a unique choice of provider networks Fallon Health also offers a wide range o f care management programs for those with acute, chronic or complex health conditions The se free, voluntary programs are designed to help members improve both their health and qua lity of life Theyre available to members of all Fallon plans (with the exception of our S ummit ElderCare participants, who have separate care teams to provide similar services) F allons approach emphasizes the importance of careful coordination of resources for people with these types of conditions Our participating members have fewer and shorter hospital stays - while nationally these rates are increasing We have found that the money spent on outpatient care management programs in turn saves more money in health care expenditures Most importantly, our members quality of life improves To best support the changing need s of those we serve, Fallon continues to offer innovations to commercial members including the following - 2002 - INTRODUCED DIRECT CARE, THE FIRST LIMITED NETWORK PRODUCT IN MASS ACHUSETTS - 2004 - BEGAN REIMBURSING MEMBERS FOR FITNESS-RELATED ACTIVITY FEES THROUGH THE IT FITS! PROGRAM - THE FIRST HEALTH PLAN IN MASSACHUSETTS TO DO SO - 2005 - ELIMINATED CO PAYS FOR ADULT AND PEDIATRIC PREVENTIVE CARE, BEFORE IT BECAME REQUIRED BY THE ACA - 2005 - OFFERED THE FIRST QUALIFIED

990 Schedule O, Supplemental Information

Return Reference	Explanation
ORGANIZATION MISSION AND PROGRAM ACTIVITIES	HIGH-DEDUCTIBLE HMO PLANS IN MASSACHUSETTS - 2015 - INTRODUCED THE HEALTH HEALTH PLAN, A P ROGRAM TO HELP MEMBERS MEET HEALTH AND WELLNESS GOALS - 2016 - DEVELOPED NEW HYBRID PLANS FOR PEOPLE WITH CHRONIC CONDITIONS LIKE ASTHMA, DIABETES, AND CORONARY ARTERY DISEASE FORM 990, PART III, LINE 4b Government programs Fallon is the only organization in Massachuset ts to offer a full range of commercial health insurance products, along with most governme nt-sponsored programs These government programs, listed below, account for 32 8% of Fallo ns total membership - Medicare - Medicaid - Medicare Advantage Special Needs Plan and Sen ior Care Options program - Program of All-inclusive Care for the Elderly (PACE) - Subsidiz ed, limited-network plan in Central Mass and Metro West - Managed Long Term Care (MLTC) p lan and a Medicare Advantage Special Needs Plan (HMO SNP) in western New York These progra ms enable Fallon to serve members of all ages, at all income levels and with all types of health needs There are several notables when it comes to Fallons government programs - T he Fallon MassHealth plan is one of the highest-rated Medicaid plans in the country - Fal lon is the largest provider of PACE in New England and the fifth LARGEST IN THE COUNTRY F ALLON HAS SEVEN PACE SITES - SIX IN MASSACHUSETTS AND ONE IN WESTERN NEW YORK - With its PACE program, Fallon Health is the only health plan in Massachusetts that is also a provid er of care - Fallon Health was the first HMO in the country to receive a Medicare Advanta ge contract with the Centers for Medicare & Medicaid Services (CMS) Fallons plan, Fallon Senior Plan, has served as a national model for other health care programs for the elderly - Only plans that have received the states seal of approval can be offered through the M assachusetts Health Connector, the state-based health insurance marketplace Connector Fal lon provides options on the Connector for individuals who cant afford to buy health insura nce

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART III, LINE 4c	Community giving Fallon Health started out as a Worcester company, serving the needs of t he people in the city and the towns nearby Our success led to expansion Today we bring o ur mission of making our communities healthy to all parts of Massachusetts and western New York State We are a forward-thinking, cohesive group and work with local providers and l eaders in the communities we serve to improve residents health and well-being, regardless of whether they are Fallon members We help build healthy communities through our products and services but ALSO OUR CORPORATE DONATIONS - AND THROUGH THE TREMENDOUS SUPPORT, BOTH IN-KIND and monetary, of our employees Our community giving includes grants and sponsorsh ips as well as in-kind donations, advocacy and volunteering We are guided by funding prio rities that have been determined in collaboration with our provider partners and other com munity stakeholders Through a comprehensive community health needs assessment, the follow ing four funding priorities drove giving in 2016 - "AT-RISK"PROVEN-RISK" YOUTH - improved access to nutrition and/or physical activity - HEALTH AND SOCIAL SERVICES FOR SENIORS - I NDIVIDUALS WITH BEHAVIORAL/MENTAL HEALTH ISSUES In 2016, Fallon Health provided $1,209,490 in charitable resources throughout Massachusetts More than $751,101 of this giving was i n grants, direct expenses, leveraged expenses, staff and volunteer time We also supported other philanthropic initiatives totaling approximately $304,744 in community sponsorships We personally visited the organizations who serve our most vulnerable citizens to distri bute funds and learn more about the regions needs and how we can work together to be a con tinued resource This spirit of giving back to the community has been an important feature of Fallon Healths corporate identity for 39 years Employees throughout THE ORGANIZATION ARE ENCOURAGED TO VOLUNTEER IN THE COMMUNITY - AND ARE PROVIDED eight hours of paid work t ime to do so Employees volunteer thousands of hours for initiatives such as the United Wa y Day of Caring, hunger relief and Working for Worcester Our employees volunteered 7,337 HOURS OF THEIR TIME IN 2016 - 1,777 HOURS WERE FOR FALLON INITIATIVES Examples of giving include - IN 2016, WE PARTNERED WITH THE WORCESTER PUBLIC SCHOOLS TO SUPPORT THEIR MASSAC HUSETTS College Access Celebration day (MCAC), providing volunteers to assist high school seniors in navigating the process of applying to college - OUR EMPLOYEES SIT ON NUMEROUS BOARDS AND COMMITTEES THROUGHOUT THE STATE, including The Ascentria Care Alliance, Boys an d Girls Clubs Girls Inc , Greater Lowell Health Alliance, the Lowell Plan, the United Way of Central MA, YWCA of Central MA and the Worcester Education Development Fund - FALLON E MPLOYEES VOLUNTEER AT EVENTS THAT BRING THE COMMUNITY TOGETHER IN healthy ways including W orcesters Independence Day Celebration, WORCESTER'S ST PATRICK'S DAY PARADE AND THE CANAL DIGGERS 5K - ALL OF WHICH FAL

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART III, LINE 4c	LON SPONSORS - WE DONATE TO AND PARTICIPATE IN VARIOUS CHARITY WALKS INCLUDING THE CENTRA L MA Heart Walk, the March for Babies March of Dimes, Walk for the Homeless and Step Out Walk to Stop Diabetes In addition, Fallon made in-kind donations to extend our resources including the following * CONSULTING * EMPLOYEE DRIVES FOR BACK-TO-SCHOOL, FOOD AND CLOT HING * GENTLY-USED COMPUTERS * MEETING SPACE AT THE FALLON INFORMATION CENTER IN SHREWSBUR Y * PRESENTATIONS AND SPEAKERS ON A VARIETY OF TOPICS INCLUDING CAREER, HEALTH CARE, HEALT H AND WELLNESS, AND LEADERSHIP * TICKETS TO EVENTS AT THE DCU CENTER AND HANOVER THEATRE F allon also continued its signature health and wellness programs In 2016, we reached 7,525 people in Massachusetts Many of our programs were held at no cost at the Fallon Informat ion Center in White City Shopping Plaza in Shrewsbury which include smoking cessation and stress management Everyone in the community was welcome to attend including those who are not Fallon Health members

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, LINE 2	FAMILY OR BUSINESS RELATIONSHIP BETWEEN OFFICERS, DIRECTORS, AND KEY EMPLOYEES HOME STAFF LLC IS A JOINT VENTURE OF FCHP AND THE VNA CARE NETWORK & HOSPICE THE FOLLOWING FCHP OFF ICERS SERVED ON THE HOME STAFF BOARD OF DIRECTORS DURING 2016 DAVID PRZESIEK, AND R SCOT T WALKER FALLON HEALTH & LIFE ASSURANCE COMPANY, INC (FHLAC), IS A WHOLLY-OWNED SUBSIDIA RY OF FCHP THE FOLLOWING FCHP BOARD MEMBERS AND OFFICERS SERVED ON THE FHLAC BOARD OF DIR ECTORS IN 2016 DAVID HILLIS, LYNDA YOUNG, ANN TRIPP, FREDERICK MISILO, B JOHN DILL, AND R SCOTT WALKER ULTRABENEFITS, INC (UBI) IS A WHOLLY-OWNED SUBSIDIARY OF FHLAC THE FOLL OWING FCHP BOARD MEMBERS AND OFFICERS SERVED ON THE UBI BOARD OF DIRECTORS IN 2016 RICHAR D P BURKE, R SCOTT WALKER, AND DAVID PRZESIEK GROUP INSURANCE SERVICE CENTER, (GISC) AN D GROUP INSURANCE SERVICE CENTER AGENCY, INC , (GISC AGENCY) ARE WHOLLY OWNED SUBSIDIARIES OF UBI UBI ACQUIRED GISC AND GISC AGENCY IN September 2015 THE FOLLOWING FCHP BOARD MEM BERS AND OFFICERS SERVED ON THE BOARD THESE TWO CORPORATIONS IN 2015 RICHARD P BURKE, DA VID PRZESIEK, AND R SCOTT WALKER PART VI, LINE 4 On April 28, 2016, the FCHP Board of Di rectors unanimously voted to amend the FCHP Bylaws to include, among other things, additio nal language that would require a super majority or two-thirds vote of the Board members t o approve certain proposed consequential actions by FCHP or FCHPs affiliates Examples of such actions requiring a super majority vote include FCHPs or FCHPs affiliates sale of all or substantially all its assets, or such entitys sale of an operating division or product line, and acquisitions of or by FCHP or one of its affiliated companies Additionally, th e Board vote included approval of an expanded description in the Bylaws of the Governance and Nominating Committee responsibilities as well as the inclusion of descriptions of the Finance and Audit and Compliance committees PART VI, LINE 11B THE PROCESS USED BY MANAGEM ENT AND GOVERNING BODY TO REVIEW FORM 990 A DRAFT OF THE FORM 990 IS PREPARED BY FCHP AND REVIEWED BY ITS TAX CONSULTING FIRM THE FINAL VERSION OF THE FORM 990 IS PROVIDED TO BOAR D MEMBERS FOR REVIEW PRIOR TO FILING WITH THE IRS FORM 990, PART VI, LINE 12C THE PROCESS USED TO MONITOR CONFLICTS OF INTEREST FCHP'S BYLAWS REQUIRE ALL DIRECTORS AND OFFICERS TO DISCLOSE ANY ACTUAL OR POSSIBLE CONFLICTS OF INTEREST, AS DEFINED IN THE ORGANIZATION'S C ONFLICT OF INTEREST POLICY RELATING TO DIRECTORS, OFFICERS AND MEMBERS OF A COMMITTEE WITH BOARD-DELEGATED POWERS THIS IS ENFORCED BY THE REQUIREMENT THAT SUCH INDIVIDUALS ANNUALL Y COMPLETE A CONFLICT OF INTEREST DISCLOSURE STATEMENT EACH YEAR THE COMPLETED CONFLICT O F INTEREST DISCLOSURE STATEMENTS ARE REVIEWED BY THE AUDIT AND COMPLIANCE COMMITTEE OF THE BOARD WHICH REPORTS ANY ACTUAL OR POTENTIAL CONFLICTS TO THE FULL BOARD ANY BOARD MEMBER OR OFFICER WITH A CONFLICT OF INTEREST IS PROHIBITED FROM PARTICIPATING IN ANY DISCUSSION OF, OR VOTE ON, THE TRANSACTI

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, LINE 2	ON OR ARRANGEMENT THAT RESULTS IN THE CONFLICT OF INTEREST TWO INDEPENDENT BOARD MEMBERS ALSO CONDUCT AN ANNUAL REVIEW OF ANY BUSINESS TRANSACTIONS INVOLVING THE ORGANIZATION THAT COULD POTENTIALLY BENEFIT A BOARD MEMBER OR OFFICER, TO ENSURE THAT THE TRANSACTIONS DO N OT INVOLVE ANY UNDUE INFLUENCE, ARE AT FAIR MARKET VALUE, AND ARE IN THE ORGANIZATION'S BE ST INTEREST THE REVIEWING BOARD MEMBERS REPORT THEIR FINDINGS TO THE FULL BOARD FURTHERM ORE, AT BOARD MEETINGS, INDIVIDUAL BOARD MEMBERS ARE ASKED TO IDENTIFY, AND RECUSE THEMSEL VES FROM ANY DISCUSSION AND VOTE ON ANY MATTER BEFORE THE BOARD IN WHICH THEY MAY HAVE A C ONFLICT FCHP ALSO REQUIRES ALL DIRECTORS, OFFICERS, AND KEY EMPLOYEES TO COMPLETE A WRITTE N DISCLOSURE STATEMENT DESIGNED TO IDENTIFY POTENTIAL CONFLICTS FCHP ALSO HAS GENERAL COR PORATE-WIDE CONFLICT OF INTEREST POLICIES THAT REQUIRE REPORTING OF POTENTIAL CONFLICTS AN D MANAGEMENT APPROVAL OF CERTAIN TRANSACTIONS, AND PROHIBITS CERTAIN SPECIFIC TRANSACTIONS THESE POLICIES ARE ENFORCED BY SENIOR MANAGEMENT, INCLUDING THE CHIEF COMPLIANCE OFFICER FORM 990, PART VI, LINES 15A & 15b PROCESS OF DETERMINING COMPENSATION FOR CEO, TOP MANA GEMENT OFFICIALS, OFFICERS, AND KEY EMPLOYEES FCHP HAS ESTABLISHED AN EXECUTIVE EVALUATION AND COMPENSATION COMMITTEE (THE "COMMITTEE") OF THE BOARD OF DIRECTORS THAT ESTABLISHES P OLICIES AND THE COMPENSATION STRUCTURE OF CERTAIN FCHP EXECUTIVE OFFICERS THIS COMMITTEE IS RESPONSIBLE FOR ensuring THAT THE TOTAL COMPENSATION PROVIDED TO THESE EXECUTIVE OFFICE RS IS DETERMINED BY A FAIR AND EQUITABLE PROCESS, INFORMED BY CURRENT AND CREDIBLE MARKET PRACTICE INFORMATION, AND COMPLIANT WITH APPLICABLE LEGAL AND REGULATORY GUIDELINES IN 20 16, THE COMMITTEE CONSISTED OF FOUR MEMBERS OF FCHP'S BOARD OF DIRECTORS WHO ARE NOT EMPLO YED BY THE ORGANIZATION FCHP'S CEO SERVED AS AN EX OFFICIO MEMBER OF THE COMMITTEE WITHOU T A VOTING RIGHT THE EXECUTIVE OFFICERS OVER WHOSE COMPENSATION THE COMMITTEE IS RESPONSI BLE ARE COMPRISED OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER ("CEO"), AND THE EXECUTIVE VICE PRESIDENT, AND SENIOR VICE PRESIDENT POSITIONS THAT REPORT DIRECTLY TO THE CEO ("EXEC UTIVE GROUP") IN 2016, TO DETERMINE THE COMPENSATION STRUCTURE OF THE EXECUTIVE GROUP, TH E COMMITTEE RELIED ON A WRITTEN COMPENSATION SURVEY PRODUCED BY AN INDEPENDENT CONSULTING FIRM THAT ASSESSES EXECUTIVE COMPENSATION AND BENEFITS THE COMMITTEE MET TO REVIEW THE COM PENSATION STRUCTURE OF THE EXECUTIVE GROUP AND REVIEWED THE COMPENSATION SURVEY PREPARED B Y THE INDEPENDENT CONSULTING FIRM THE COMMITTEE THEN VOTED TO APPROVE THE COMPENSATION OF THE EXECUTIVE GROUP (OTHER THAN THE CEO) FOR THE CEO'S COMPENSATION THE COMMITTEE (MEETI NG WITHOUT THE CEO) RECOMMENDED A COMPENSATION STRUCTURE THAT WAS PRESENTED TO THE FCHP'S BOARD OF DIRECTORS THE BOARD OF DIRECTORS (WITHOUT THE CEO PRESENT), VOTED TO APPROVE THE COMMITTEE'S RECOMMENDATION ALL THESE DELIBERATIONS WERE CONTEMPORANEOUSLY DOCUMENTED IN THE MINUTES OF THE COMMITTEE A

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, LINE 2	ND BOARD OF DIRECTORS THE PROCESS WAS USED TO ESTABLISH THE COMPENSATION FOR THE EXECUTIV E GROUP IN 2016 THIS PROCESS WAS NOT USED TO ESTABLISH COMPENSATION FOR THE "KEY EMPLOYEE S" LISTED IN SCHEDULE J FORM 990, PART VI, LINES 18 AND 19 HOW DOCUMENTS ARE MADE AVAILAB LE TO PUBLIC FCHP'S FORM 990 AND ANNUAL AUDITED FINANCIAL STATEMENTS ARE AVAILABLE TO THE GENERAL PUBLIC ON THE MASSACHUSETTS ATTORNEY GENERAL'S WEBSITE FCHP'S ANNUAL REPORT IS AV AILABLE ON ITS OWN WEBSITE FCHP'S 990, FINANCIAL STATEMENTS, GOVERNING DOCUMENTS, CONFLIC T OF INTEREST POLICY, AND ANNUAL REPORT ARE ALSO PROVIDED UPON REQUEST FORM 990, PART XI, LINE 9 NONCONTROLLING INTEREST BEGINNING $(530,509) NONCONTROLLING INTEREST ENDING $(1,12 4,593) ---------- CHANGE IN NONCONTROLLING INTEREST $(1,655,102) FCHP OWNS 70% OF FH W, AND USES EQUITY METHOD OF RECORDING THE INVESTMENT 100% OF THE LOSS WAS RECORDED DURIN G THE YEAR, AND EXCLUDING THE MINORITY INTEREST WILL SHOW FCHP'S SHARE OF THE LOSS ***FAL LON HEALTH WEINBERG, INC (FHW) IS A JOINT VENTURE BETWEEN FCHP, its SUBSIDIARY, FCHP NEW YORK, LLC AND MENORAH CAMPUS, INC , ANOTHER TAX EXEMPT ORGANIZATION

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493318046317

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

OMB No 1545-0047

2016

Open to Public Inspection

Name of the organization
FALLON COMMUNITY HEALTH PLAN

Employer identification number
23-7442369

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) FCHP NEW YORK LLC 10 CHESTNUT ST WORCESTER, MA 01608 46-4193932	HEALTH CARE	NY	0	0	FCHP

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	(g) No
(1)SUMMIT LIVING INC 10 CHESTNUT STREET WORCESTER, MA 01608 26-1836279	ASST LIVING	MA	501(C)(3)	11A	fchp	Yes	
(2)FALLON TOTAL CARE INC 10 CHESTNUT STREET WORCESTER, MA 01608 45-5591420	HEALTH CARE	MA	501(C)(3)	9	FCHP	Yes	
(3)FALLON HEALTH WEINBERG INC 2700 NORTH FOREST RD GETZVILLE, NY 14068 16-1580245	HEALTH CARE	NY	501(C)(3)	9	FCHP	Yes	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) 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)FALLON HEALTH & LIFE ASSURANCE COMPANY 10 CHESTNUT STREET WORCESTER, MA 01608 04-3169246	HLTH & LIFE	MA	FCHP	C CORP	40,648,864	30,663,600	100 000 %	Yes	
(2)ULTRABENEFITS INC 29 EAST MOUNTAIN STREET WORCESTER, MA 01606 04-3525752	3RD PARTY ADM	MA	FHLAC	C CORP	4,656,678	5,586,363	100 000 %	Yes	
(3)GROUP INSURANCE SERVICE CENTER INC 20 WINTER STREET 1 PEMBROKE, MA 02359 04-3271304	3RD PARTY ADM	MA	UBI	C CORP	1,848,599	1,491,890	100 000 %	Yes	
(4)GISC INSurance AGENCY INC 20 WINTER STREET 1 PEMBROKE, MA 02359 04-3273688	INSURANCE AGEncy	MA	UBI	C CORP	2,135,363	1,417,036	100 000 %	Yes	

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

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

			Yes	No
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	Yes	
b	Gift, grant, or capital contribution to related organization(s)	1b	Yes	
c	Gift, grant, or capital contribution from related organization(s)	1c		No
d	Loans or loan guarantees to or for related organization(s)	1d	Yes	
e	Loans or loan guarantees by related organization(s)	1e		No
f	Dividends from related organization(s)	1f		No
g	Sale of assets to related organization(s)	1g	Yes	
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	Yes	
k	Lease of facilities, equipment, or other assets from related organization(s)	1k		No
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l	Yes	
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m	Yes	
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	Yes	
o	Sharing of paid employees with related organization(s)	1o	Yes	
p	Reimbursement paid to related organization(s) for expenses	1p		No
q	Reimbursement paid by related organization(s) for expenses	1q		No
r	Other transfer of cash or property to related organization(s)	1r		No
s	Other transfer of cash or property from related organization(s)	1s		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

See Additional Data Table

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

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
Schedule R, Part V	LINE 1D FALLON COMMUNITY HEALTH PLAN, INC , (FCHP) IS THE GUARANTOR OF FALLON TOTAL CARE INC , (FTC) THE AGREEMENT WAS COMPLETED IN ORDER TO MEET THE FINANCIAL SOLVENCY REQUIREMENT OF FTC, WHICH WAS REQUIRED BY THE COMMONWEALTH OF MASSACHUSETTS EXECUTIVE OFFICE OF HEALTH AND HUMAN SERVICES (EOHHS) AS PART OF THE FTC DEMONSTRATION PROGRAM APPLICATION PROCESS FCHP UNCONDITIONALLY GUARANTEES THE UNMET FINANCIAL OBLIGATIONS, AND NO DOLLAR AMOUNTS ARE SPECIFIED

Additional Data

Software ID:
Software Version:
EIN: 23-7442369
Name: FALLON COMMUNITY HEALTH PLAN

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

	(a) Name of related organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
(1)	ULTRABENEFITS INC	A,J	92,502	CASH
(1)	FALLON HEALTH & LIFE ASSURANCE CO INC	B	800,000	CASH
(2)	FALLON TOTAL CARE INC	B	2,050,000	CASH
(3)	FALLON HEALTH WEINBERG INC	B	3,626,000	CASH
(4)	ULTRABENEFITS INC	G	137,032	CASH
(5)	FALLON HEALTH WEINBERG INC	L	602,819	CASH
(6)	ULTRABENEFITS INC	L	120,000	CASH
(7)	ULTRABENEFITS INC	M	157,943	CASH
(8)	FALLON HEALTH & LIFE ASSURANCE CO INC	N	3,825,549	CASH
(9)	FALLON HEALTH & LIFE ASSURANCE CO INC	o	6,141,051	CASH