

**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

Department of the Treasury  
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year **2008**, or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

**G** Check all that apply:  Initial return  Final return  Amended return  Address change  Name change

<b>Use the IRS label.</b>	Name of foundation <b>Blue Cross and Blue Shield of Massachusetts Foundation, Inc. for Expanding Healthcare Access</b>	<b>A Employer identification number</b> 04-3148824
<b>Otherwise, print or type. See Specific Instructions.</b>	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite <b>401 Park Drive, Landmark Center</b>	<b>B Telephone number</b> (see page 10 of the instructions) 617-246-5000
	City or town, state, and ZIP code <b>Boston MA 02215-3326</b>	<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/>
		<b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$</b> _____	<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Part I Analysis of Revenue and Expenses</b> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)</i>				
<b>Revenue</b>				
<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)	3,787,011			
<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
<b>3</b> Interest on savings and temporary cash investments	1,080	1,080		
<b>4</b> Dividends and interest from securities	2,957,489	2,957,489		
<b>5 a</b> Gross rents			0	
<b>b</b> Net rental income or (loss)	0			
<b>6 a</b> Net gain or (loss) from sale of assets not on line 10	-1,783,383			
<b>b</b> Gross sales price for all assets on line 6a	15,812,459			
<b>7</b> Capital gain net income (from Part IV, line 2)			0	
<b>8</b> Net short-term capital gain			0	
<b>9</b> Income modifications				
<b>10 a</b> Gross sales less returns and allowances	0			
<b>b</b> Less: Cost of goods sold	0			
<b>c</b> Gross profit or (loss) (attach schedule)	0			
<b>11</b> Other income (attach schedule)	-29,671,110	0	0	
<b>12 Total.</b> Add lines 1 through 11	-24,708,913	2,958,569	0	
<b>Operating and Administrative Expenses</b>				
<b>13</b> Compensation of officers, directors, trustees, etc.	0			
<b>14</b> Other employee salaries and wages				
<b>15</b> Pension plans, employee benefits				
<b>16 a</b> Legal fees (attach schedule)	0	0	0	0
<b>b</b> Accounting fees (attach schedule)	0	0	0	0
<b>c</b> Other professional fees (attach schedule)	0	0	0	0
<b>17</b> Interest				
<b>18</b> Taxes (attach schedule) (see page 14 of the instructions)	-65,404	0	0	117,285
<b>19</b> Depreciation (attach schedule) and depletion	0	0	0	
<b>20</b> Occupancy	132,462			132,462
<b>21</b> Travel, conferences, and meetings	267,436			267,436
<b>22</b> Printing and publications	54,984			54,984
<b>23</b> Other expenses (attach schedule)	3,657,794	0	0	3,657,794
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	4,047,272	0	0	4,229,961
<b>25</b> Contributions, gifts, grants paid	4,914,563			4,776,733
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	8,961,835	0	0	9,006,694
<b>27</b> Subtract line 26 from line 12:				
<b>a Excess of revenue over expenses and disbursements</b>	-33,670,748			
<b>b Net investment income</b> (if negative, enter -0-)		2,958,569		
<b>c Adjusted net income</b> (if negative, enter -0-)			0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing		1,125,856	9,051,197	
	2	Savings and temporary cash investments				
	3	Accounts receivable	0			
		Less: allowance for doubtful accounts	0	674	34,943	0
	4	Pledges receivable	0			
		Less: allowance for doubtful accounts	0	0	0	0
	5	Grants receivable		61,839	181,637	
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)		0	0	0
	7	Other notes and loans receivable (attach schedule)	0			
		Less: allowance for doubtful accounts	0	0	0	0
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments—U.S. and state government obligations (attach schedule)		0	0	0
	b	Investments—corporate stock (attach schedule)		0	0	0
	c	Investments—corporate bonds (attach schedule)		0	0	0
	11	Investments—land, buildings, and equipment: basis	0			
	Less: accumulated depreciation (attach schedule)	0	0	0	0	
12	Investments—mortgage loans					
13	Investments—other (attach schedule)		99,971,178	66,527,718	0	
14	Land, buildings, and equipment: basis	0				
	Less: accumulated depreciation (attach schedule)	0	0	0	0	
15	Other assets (describe)		10,436,285	2,092,568	0	
16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)		111,595,832	77,888,063	0	
Liabilities	17	Accounts payable and accrued expenses		369,941	570,094	
	18	Grants payable		2,528,500	2,666,330	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons		0	0	
	21	Mortgages and other notes payable (attach schedule)		0	0	
	22	Other liabilities (describe See attached statement)		720,392	345,388	
	23	<b>Total liabilities</b> (add lines 17 through 22)		3,618,833	3,581,812	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>					
	24	Unrestricted		107,976,999	74,306,251	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions)		107,976,999	74,306,251		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)		111,595,832	77,888,063		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	107,976,999
2	Enter amount from Part I, line 27a	2	-33,670,748
3	Other increases not included in line 2 (itemize)	3	0
4	Add lines 1, 2, and 3	4	74,306,251
5	Decreases not included in line 2 (itemize)	5	0
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30	6	74,306,251

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 0	0	0	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a 0	0	0	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	-1,783,383	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8		3	0	

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007			0.000000
2006			0.000000
2005			0.000000
2004			0.000000
2003			0.000000
2 Total of line 1, column (d)			2 0.000000
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.000000
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 0
5 Multiply line 4 by line 3			5 0
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 0
7 Add lines 5 and 6			7 0
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 0

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes sub-tables for credits (6a-6d) and a final summary row (11) showing 829 Refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question text, Yes, and No. Includes questions about political campaigns, expenditures, and substantial contributors.

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► <u>bcbsmafoundation.org</u>				
The books are in care of ► <u>Michael Carder</u> Telephone no. ► <u>617-246-5000</u>				
Located at ► <u>401 Park Drive Boston MA</u> ZIP+4 ► <u>02215-3326</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	<input type="checkbox"/>

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
<b>1a</b>	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
<b>c</b>	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	1c	X
<b>2</b>	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
<b>a</b>	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
<b>b</b>	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions.)	2b	
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.)	3b	N/A
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
<b>b</b>	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4b	X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If you answered "Yes" to 6b, also file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE	.00	0	0	0
	.00	0	0	0
	.00	0	0	0
	.00	0	0	0

**2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE	.00	0	0	0
	.00	0	0	0
	.00	0	0	0
	.00	0	0	0
	.00	0	0	0

Total number of other employees paid over \$50,000  Yes  No 0

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
AUS Marketing Research Systems, Inc. 5581 Route 42 Blackwood NJ 08012	Professional Consulting Services	659,888
Velir Studios, Inc. 48 Grove Street, Suite 102 Somerville MA 02144	Professional Consulting Services	141,883
Lawrence S. Tye 26 Grant Street Lexington MA 02420	Professional Consulting Services	121,706
University of Massachusetts Medical School 55 Lake Avenue North Worcester MA 01655	Professional Consulting Services	91,000
Urban Institute 2100 M Street Washington DC 20037	Professional Consulting Services	79,400
<b>Total number of others receiving over \$50,000 for professional services</b>		<b>5</b>

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 The mission (purpose) of the Blue Cross Blue Shield of Massachusetts Foundation, Inc. is to expand access to health care through grants and policy initiatives, the Foundation works with public and private organizations to broaden health coverage and reduce barriers to care. The Foundation will focus on developing solutions that benefit uninsured, vulnerable and low income individuals and families in the Commonwealth.	
2 Catalyst Fund Grants The Foundation through the Catalyst Fund is a resource for mini grants of up to \$2,500 to organizations serving the health needs of low income and uninsured residents of Massachusetts.	
3 4	

**Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1	
2	
3 All other program-related investments. See page 24 of the instructions.	
<b>Total. Add lines 1 through 3</b>	

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	83,249,448
<b>b</b>	Average of monthly cash balances	<b>1b</b>	
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	83,249,448
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	83,249,448
<b>4</b>	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	1,248,742
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	82,000,706
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	4,100,035

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	4,100,035
<b>2a</b>	Tax on investment income for 2008 from Part VI, line 5	<b>2a</b>	59,171
<b>b</b>	Income tax for 2008. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	59,171
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	4,040,864
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	4,040,864
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	4,040,864

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	9,006,694
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	9,006,694
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	9,006,694

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
<b>1</b> Distributable amount for 2008 from Part XI, line 7 . . . . .				4,040,864
<b>2</b> Undistributed income, if any, as of the end of 2007:				
<b>a</b> Enter amount for 2007 only . . . . .			0	
<b>b</b> Total for prior years: 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2008:				
<b>a</b> From 2003 . . . . .	NONE			
<b>b</b> From 2004 . . . . .	NONE			
<b>c</b> From 2005 . . . . .	NONE			
<b>d</b> From 2006 . . . . .	4,810,140			
<b>e</b> From 2007 . . . . .	3,236,374			
<b>f</b> Total of lines 3a through e . . . . .	8,046,514			
<b>4</b> Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ <u>9,006,694</u>				
<b>a</b> Applied to 2007, but not more than line 2a . . . . .			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions) . . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions) . . . . .	0			
<b>d</b> Applied to 2008 distributable amount . . . . .				4,040,864
<b>e</b> Remaining amount distributed out of corpus . . . . .	4,965,830			
<b>5</b> Excess distributions carryover applied to 2008 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	13,012,344			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions . . . . .		0		
<b>e</b> Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions . . . . .			0	
<b>f</b> Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	0			
<b>9</b> Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a . . . . .	13,012,344			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2004 . . . . .	0			
<b>b</b> Excess from 2005 . . . . .	0			
<b>c</b> Excess from 2006 . . . . .	4,810,140			
<b>d</b> Excess from 2007 . . . . .	3,236,374			
<b>e</b> Excess from 2008 . . . . .	4,965,830			

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling ▶

**b** Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year				(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0				0
<b>b</b> 85% of line 2a	0	0	0	0	0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed	0				0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)			<b>Not Applicable</b>		0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
<b>(3)</b> Largest amount of support from an exempt organization					0
<b>(4)</b> Gross investment income					0

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)  
 NONE **Not Applicable**

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.  
 NONE **Not Applicable**

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

**a** The name, address, and telephone number of the person to whom applications should be addressed:

**b** The form in which applications should be submitted and information and materials they should include:

**c** Any submission deadlines:

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:







**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, and 990-PF.

OMB No. 1545-0047

**2008**

Name of the organization  Blue Cross and Blue Shield of Massachusetts Foundation, Inc. for Expanding Healthcare Access	Employer identification number  04-3148824
--	--

**Organization type** (check one):

**Filers of:**

**Section:**

- Form 990 or 990-EZ  501(c)( ) (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization
- Form 990-PF  501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

**General Rule**

- For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) . . . . . ▶ \$ .....

**Caution.** Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).



**Line 11 (990-PF) - Other Income**

		-29,671,110	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Unrealized losses on investments	-29,671,110		
2			0	
3			0	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	

**Line 18 (990-PF) - Taxes**

		-65,404	0	0	117,285
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Regulatory expense	-124,554			
2	Tax on investment income	59,150			117,285
3					
4					
5					
6					
7					
8					
9					
10					

**Line 23 (990-PF) - Other Expenses**

3,657,794

0

0

3,657,794

	Description	Revenue and expenses per books	Net investment income	Adjusted net income	Disbursements for charitable purposes
1	Amortization. See attached statement	0	0	0	0
2	Postage and telephone	23,847			23,847
3	External professional services	2,163,983			2,163,983
4	Purchased services from Blue Cross and Blue Shield of Massachusetts, Inc.	1,423,995			1,423,995
5	Miscellaneous expenses	45,969			45,969
6					
7					
8					
9					
10					

**Part II, Line 13 (990-PF) - Investments - Other**

			99,971,178	66,527,718	0
	Item or Category	Basis of Valuation	(a) Book value beg. of year	(b) Book value end of year	(c) FMV end of year
1	Wellington CTF Value Yield Fund		25,729,206	15,436,837	
2	Western Assets Fund Core Plus Fund		16,362,058	14,797,290	
3	Morgan Stanley Inst. Fund Int'l Equity		7,870,294	5,263,453	
4	CFROI Small Cap Life Cycle Fund		10,378,596	7,089,549	
5	Credos High Yield Bond Fund		4,974,430	4,245,152	
6	Putnam Total Return		0	8,327,000	
7	Franklin Market Neutral Fund		9,424,159	0	
8	Acadian International All Cap Fund		10,965,949	5,284,062	
9	Mellon Global Alpha Fund		14,266,486	6,084,375	
10					

**Part II, Line 15 (990-PF) - Other Assets**

10,436,285

2,092,568

0

	Description	(a) Beginning balance	(b) Ending balance	(c) Fair market value
1	Due from Blue Cross and Blue Shield of Massachusetts, Inc.	10,436,285	2,092,568	
2				
3				
4				
5				
6				
7				
8				
9				
10				

**Part II, Line 22 (990-PF) - Other Liabilities**

720,392

345,388

	Description	(a) Beginning balance	(b) Ending balance
1	Due to affiliate Blue Cross and Blue Shield of Massachusetts, Inc.	603,107	286,238
2	Federal income taxes on investment income	117,285	59,150
3			
4			
5			
6			
7			
8			
9			
10			

**Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income**

	(a) Kind(s) of property sold	CUSIP #	(b) How acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or other basis plus expense of sale
1	Franklin Mkt Ntl		P		1/18/2008	2,000,000	0	2,098,640
2	Acadia Int'l Equity		P		3/3/2008	21,491	0	18,793
3	Acadia Int'l Equity		P		5/16/2008	18,354	0	14,773
4	Franklin Mkt Ntl		P		5/31/2008	7,737,252	0	7,803,187
5	Acadia Int'l Equity		P		7/28/2008	19,342	0	18,465
6	Mellon Glb Alpha		P		10/1/2008	6,000,000	0	7,615,864
7	Acadia Int'l Equity		P		10/31/2008	16,020	0	26,120
8						0	0	0
9						0	0	0
10						0	0	0

**Part IV (990-PF) - Capital Gains and Losses for**

	(a) Kind(s) of property sold	CUSIP #	(h) Gain or Loss	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (col (h) gain minus col. (k), but not less than zero) or Losses (from col. (h))
1	Franklin Mkt Ntl		-98,640			0	-98,640
2	Acadia Int'l Equity		2,698			0	2,698
3	Acadia Int'l Equity		3,581			0	3,581
4	Franklin Mkt Ntl		-65,935			0	-65,935
5	Acadia Int'l Equity		877			0	877
6	Mellon Glb Alpha		-1,615,864			0	-1,615,864
7	Acadia Int'l Equity		-10,100			0	-10,100
8			0			0	0
9			0			0	0
10			0			0	0

**Part VIII, Line 3 (990-PF) - Highest-Paid Independent Contractors for Professional Services**

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Type of Service	Compensation
1	AUS Marketing Research Systems, Inc.	X	5581 Route 42	Blackwood	NJ	08012		Professional Consulting Services	659,888
2	Velir Studios, Inc.	X	48 Grove Street, Suite 10	Somerville	MA	02144		Professional Consulting Services	141,883
3	Lawrence S. Tye	X	26 Grant Street	Lexington	MA	02420		Professional Consulting Services	121,706
4	University of Massachusetts Medical School		55 Lake Avenue North	Worcester	MA	01655		Professional Consulting Services	91,000
5	Urban Institute	X	2100 M Street	Washington	DC	20037		Professional Consulting Services	79,400
6									
7									
8									
9									
10									

1,093,877

**Part XVI-A, Lines 11a-11e (990-PF) - Other Revenue**

	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income
a	Program Service Revenue				
b	Unrealized losses on investments		14	-29,671,110	
c					
d					
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
p					
q					
r					
s					
t					
u					
v					
w					
x					
y					
z					





Grants Paid and Committed in 2008 attached.xls

Blue Cross and Blue Shield of Massachusetts Foundation, Inc. for Expanding Healthcare Access			
04-3148824			
029171			
Page 11, Part XV, 3			
<b>Recipient</b>	<b>Individual or Organization</b>	<b>Purpose of Grant or Contribution</b>	<b>Amount</b>
Community Connections, Inc.	Organization	Catalyst Fund	\$2,830.00
South Shore Mental Health	Organization	Catalyst Fund	\$3,500.00
Family Health Center of Worcester	Organization	Catalyst Fund	\$3,000.00
Friends of the Shrewsbury Senior Center	Organization	Catalyst Fund	\$2,000.00
New England Hemophilia Association	Organization	Catalyst Fund	\$3,500.00
Wachusett Regional High School	Organization	Catalyst Fund	\$2,250.00
YWCA of Southeastern Massachusetts	Organization	Catalyst Fund	\$3,425.00
Behavioral Health Network	Organization	Catalyst Fund	\$3,160.00
MetroWest Free Medical Program	Organization	Catalyst Fund	\$3,500.00
Boys & Girls Club of Taunton	Organization	Catalyst Fund	\$3,350.00
Massachusetts Senior Action Council	Organization	Catalyst Fund	\$3,500.00
Span, Inc.	Organization	Catalyst Fund	\$3,500.00
VNA of Southeastern Massachusetts	Organization	Catalyst Fund	\$3,000.00
BRIDGE, Inc.	Organization	Catalyst Fund	\$3,000.00
Concilio Hispano	Organization	Catalyst Fund	\$3,500.00
Geiger Gibson Community Health Center	Organization	Catalyst Fund	\$3,300.00
The Arc of Northern Bristol County	Organization	Catalyst Fund	\$2,250.00
Brookline Community Mental Health Center	Organization	Catalyst Fund	\$3,500.00
Hope Restored Human Services	Organization	Catalyst Fund	\$3,400.00
Partners in Health	Organization	Catalyst Fund	\$3,500.00
Massachusetts Alliance of Portuguese Speakers	Organization	Catalyst Fund	\$3,400.00
Boston Coalition for Adult Immunization	Organization	Catalyst Fund	\$3,500.00
Greater Boston Guild for the Blind	Organization	Catalyst Fund	\$3,500.00
RESPOND, Inc.	Organization	Catalyst Fund	\$3,500.00
Stavros Center for Independent Living	Organization	Catalyst Fund	\$3,500.00
Crossroads for Kids	Organization	Catalyst Fund	\$2,250.00
National Alliance on Mental Illness of Massachusetts	Organization	Catalyst Fund	\$3,500.00
Neighbor to Neighbor Massachusetts Education Fund	Organization	Catalyst Fund	\$3,500.00
Volunteers in Medicine Berkshires	Organization	Catalyst Fund	\$3,500.00
African Community Health Initiatives	Organization	Connecting Consumers with Care	\$25,000.00
Berkshire Health Systems	Organization	Connecting Consumers with Care	\$20,000.00
Boston Public Health Commission	Organization	Connecting Consumers with Care	\$25,000.00
Brockton Neighborhood Health Center	Organization	Connecting Consumers with Care	\$25,000.00
Cambodian Mutual Assistance of Greater Lowell	Organization	Connecting Consumers with Care	\$20,000.00

Grants Paid and Committed in 2008 attached.xls

<b>Recipient</b>	<b>Individual or Organization</b>	<b>Purpose of Grant or Contribution</b>	<b>Amount</b>
Child Care Resource Center	Organization	Connecting Consumers with Care	\$20,000.00
Community Action Committee of Cape Cod & Islands	Organization	Connecting Consumers with Care	\$25,000.00
Community Action of Franklin, Hampshire and North Quabbin Regions	Organization	Connecting Consumers with Care	\$20,000.00
Community Health Connections	Organization	Connecting Consumers with Care	\$20,000.00
Duffy Health Center	Organization	Connecting Consumers with Care	\$20,000.00
Dukes County/Vineyard Health Care Access Program	Organization	Connecting Consumers with Care	\$20,000.00
Ecu-Health Care, Inc.	Organization	Connecting Consumers with Care	\$25,000.00
Joint Committee for Children's Health Care in Everett	Organization	Connecting Consumers with Care	\$25,000.00
Manet Community Health Center	Organization	Connecting Consumers with Care	\$20,000.00
Massachusetts Alliance of Portuguese Speakers	Organization	Connecting Consumers with Care	\$20,000.00
Mercy Hospital	Organization	Connecting Consumers with Care	\$20,000.00
MetroWest Legal Services	Organization	Connecting Consumers with Care	\$25,000.00
Outer Cape Health Services	Organization	Connecting Consumers with Care	\$25,000.00
People Acting in Community Endeavors	Organization	Connecting Consumers with Care	\$20,000.00
Stanley Street Treatment & Resource	Organization	Connecting Consumers with Care	\$25,000.00
Steppingstone	Organization	Connecting Consumers with Care	\$20,000.00
Tapestry Health	Organization	Connecting Consumers with Care	\$20,000.00
AIDS Action Committee of Massachusetts	Organization	Health Care Disparities	\$70,000.00
Cambridge Cares About AIDS, Inc.	Organization	Health Care Disparities	\$70,000.00
Casa Latina	Organization	Health Care Disparities	\$70,000.00
Central Mass. AHEC	Organization	Health Care Disparities	\$69,956.00
Community Health Center of Cape Cod	Organization	Health Care Disparities	\$70,000.00
Lowell Community Health Center	Organization	Health Care Disparities	\$70,000.00
Mount Auburn Hospital	Organization	Health Care Disparities	\$70,000.00
Partners for a Healthier Community	Organization	Health Care Disparities	\$70,000.00
ServiceNet	Organization	Health Care Disparities	\$70,000.00
Tapestry Health	Organization	Health Care Disparities	\$68,435.00
YWCA of Central Massachusetts	Organization	Health Care Disparities	\$69,996.00
Behavioral Health Network	Organization	Innovation Fund for the Uninsured	\$75,000.00
Boston Health Care for the Homeless Program	Organization	Innovation Fund for the Uninsured	\$65,000.00
Dimock Community Health Center	Organization	Innovation Fund for the Uninsured	\$65,000.00
Family Health Center of Worcester	Organization	Innovation Fund for the Uninsured	\$75,000.00
Great Brook Valley Health Center	Organization	Innovation Fund for the Uninsured	\$72,500.00
Greater New Bedford Community Health Center	Organization	Innovation Fund for the Uninsured	\$65,000.00
HealthFirst Family Care Center	Organization	Innovation Fund for the Uninsured	\$65,000.00
Holyoke Health Center	Organization	Innovation Fund for the Uninsured	\$72,500.00
Joseph M. Smith Community Health Center	Organization	Innovation Fund for the Uninsured	\$70,000.00
Lowell Community Health Center	Organization	Innovation Fund for the Uninsured	\$75,000.00
Partners in Life	Organization	Innovation Fund for the Uninsured	\$65,000.00
South End Community Health Center	Organization	Innovation Fund for the Uninsured	\$55,000.00

Grants Paid and Committed in 2008 attached.xls

<b>Recipient</b>	<b>Individual or Organization</b>	<b>Purpose of Grant or Contribution</b>	<b>Amount</b>
Volunteers in Medicine Berkshires	Organization	Innovation Fund for the Uninsured	\$60,000.00
DotWell	Organization	Innovation Fund for the Uninsured	\$90,000.00
Hilltown Community Health Centers	Organization	Innovation Fund for the Uninsured	\$65,000.00
Justice Resource Institute	Organization	Innovation Fund for the Uninsured	\$60,000.00
Lynn Community Health Center	Organization	Innovation Fund for the Uninsured	\$95,000.00
Hallmark Health	Organization	Pathways To Culturally Competent Health Care	\$65,000.00
Children's Hospital Boston	Organization	Pathways To Culturally Competent Health Care	\$65,000.00
Great Brook Valley Health Center	Organization	Pathways To Culturally Competent Health Care	\$65,000.00
Greater Lawrence Family Health Center	Organization	Pathways To Culturally Competent Health Care	\$52,894.00
Greater New Bedford Community Health Center	Organization	Pathways To Culturally Competent Health Care	\$65,000.00
Hallmark Health	Organization	Pathways To Culturally Competent Health Care	\$20,000.00
HealthAlliance Hospital	Organization	Pathways To Culturally Competent Health Care	\$65,000.00
Joseph M. Smith Community Health Center	Organization	Pathways To Culturally Competent Health Care	\$65,000.00
Joslin Diabetes Center	Organization	Pathways To Culturally Competent Health Care	\$65,000.00
Mattapan Community Health Center	Organization	Pathways To Culturally Competent Health Care	\$65,000.00
New England Eye Institute	Organization	Pathways To Culturally Competent Health Care	\$65,000.00
Doc Wayne Athletic League Charitable Trust	Organization	Policy	\$30,000.00
Health Law Advocates	Organization	Policy	\$60,000.00
Simmons College	Organization	Policy	\$25,000.00
The Access Project	Organization	Policy	\$50,000.00
San Diego State University Research Foundation	Organization	Policy	\$64,717.00
Boston Earned Income Tax Credit (EITC) Coalition	Organization	Policy	\$20,000.00
Boston Foundation for Sight	Organization	Responsive	\$50,000.00
Generation Excel Youth Development Program	Organization	Responsive	\$50,000.00
Joint Committee for Children's Health Care in Everett	Organization	Responsive	\$40,000.00
Massachusetts Department of Public Health	Organization	Responsive	\$50,000.00
Massachusetts Nonprofit Network	Organization	Responsive	\$45,000.00
The Boston Foundation	Organization	Responsive	\$30,000.00
Massachusetts Immigrant and Refugee Advocacy Coalition	Organization	Responsive	\$15,000.00
The Access Project	Organization	Responsive	\$50,000.00
Greater Boston Legal Services	Organization	Responsive	\$20,000.00
Health Care For All	Organization	Responsive	\$50,000.00
Artists Foundation	Organization	Responsive	\$10,000.00
Boston College	Organization	Responsive	\$25,000.00
Massachusetts Association for Mental Health, Inc.	Organization	Responsive	\$15,000.00
Partners for Youth with Disabilities	Organization	Responsive	\$30,000.00
Project HEALTH	Organization	Responsive	\$50,000.00

Grants Paid and Committed in 2008 attached.xls

<b>Recipient</b>	<b>Individual or Organization</b>	<b>Purpose of Grant or Contribution</b>	<b>Amount</b>
New England Ethnic Newswire	Organization	Responsive	\$25,000.00
Community Partners	Organization	Strengthening the Voice for Access	\$50,000.00
Disability Policy Consortium	Organization	Strengthening the Voice for Access	\$30,000.00
Greater Boston Interfaith Organization	Organization	Strengthening the Voice for Access	\$50,000.00
Health Care For All	Organization	Strengthening the Voice for Access	\$50,000.00
Health Law Advocates	Organization	Strengthening the Voice for Access	\$40,000.00
Massachusetts Coalition of School-Based Health Centers	Organization	Strengthening the Voice for Access	\$30,000.00
Massachusetts Association of Community Health Workers	Organization	Strengthening the Voice for Access	\$40,000.00
Massachusetts Correctional Legal Services	Organization	Strengthening the Voice for Access	\$35,000.00
Massachusetts Housing and Shelter Alliance	Organization	Strengthening the Voice for Access	\$30,000.00
Massachusetts Immigrant and Refugee Advocacy Coalition	Organization	Strengthening the Voice for Access	\$50,000.00
Massachusetts Law Reform Institute	Organization	Strengthening the Voice for Access	\$45,000.00
Massachusetts League of Community Health Centers	Organization	Strengthening the Voice for Access	\$45,000.00
Massachusetts Senior Action Council	Organization	Strengthening the Voice for Access	\$40,000.00
Neighbor to Neighbor Massachusetts Education Fund	Organization	Strengthening the Voice for Access	\$35,000.00
Pro-Choice Massachusetts Foundation	Organization	Strengthening the Voice for Access	\$25,000.00
Voice and Future Fund	Organization	Strengthening the Voice for Access	\$40,000.00
<b>TOTAL</b>			<b>\$4,634,113.00</b>

Blue Cross and Blue Shield of Massachusetts Foundation, Inc. for Expanding  
Healthcare Access

04-3148824  
029171

Page 13, Part XVII, 1(b)(6) and (c)

The Foundation received cash and in-kind contributions in the amount of \$3,516,794 from related organizations, Blue Cross and Blue Shield of Massachusetts, Inc. and Blue Cross and Blue Shield of Massachusetts HMO Blue, Inc. The in-kind contributions represent a significant amount of the Foundation's operating costs and include salaries and benefits, facility costs and other operating expenses. Salaries and benefits are related to financial support services provided by Blue Cross and Blue Shield of Massachusetts, Inc. employees. Total operating costs charged by Blue Cross and Blue Shield of Massachusetts, Inc. to the Foundation were \$2,884,000 for the year ended December 31, 2008, and included salaries for leased employees.

Attachment Form 990-PF Part VIII (list of Officers and Directors)

Name and Address	Title and average hours per week devoted to position	Contributions to	
		Employee benefit plans & deferred compensation	Expense account and other allowances
Philip W. Johnston	Board Chairman 2 hours per week		
Robert Meenan, M.D.	Vice-Chair 2 hours per week		
Jarrett Barros	President 40-60 hours per week		
Fred Shonkoff	Clerk 2 hours per week		
Keith Renaldi	Treasurer 2 hours per week		
Jeanne Cristiano	Assistant Clerk 2 hours per week		
Cleve Killingsworth	Director 2 hours per week		
Helen Cautlon-Harris	Director 2 hours per week		
Matt Fishman	Director 2 hours per week		
Milton L. Glass	Director 2 hours per week		
James W. Hunt, Jr.	Director 2 hours per week		
Barbara Ferrer	Director 2 hours per week		
Howard Koh, M.D.	Director 2 hours per week		
Nick Littlefield	Director 2 hours per week		
Richard C. Lord	Director 2 hours per week		
John G. O'Brien	Director 2 hours per week		
Rob Restucca	Director 2 hours per week		
Regina Villa	Director 2 hours per week		
Randy Wertheimer, M.D.	Director 2 hours per week		
Charlotte S. Yeh, M.D.	Director 2 hours per week		
Rachel Kaprielian	Director 2 hours per week		

The Officers and Directors listed on this attachment are not compensated by Blue Cross and Blue Shield Foundation, Inc. Foundation for Expanding Healthcare Access

Address for all Officers and Directors:  
Blue Cross and Blue Shield of Massachusetts, Inc. Foundation for Expanding Healthcare Access  
401 Park Drive  
Boston, MA 02215-5326

**Related organization** Blue Cross and Blue Shield of Massachusetts, Inc. **EIN 04--1045815**

<u>Name and Address</u>	<u>Title and average hours per week devoted to position</u>	<u>Compensation</u>	<u>Contributions to Employee benefit plans &amp; deferred compensation (8)</u>	<u>Expense account and other allowances</u>
1 Phillip W. Johnston	Board Chairman 2 hours per week	\$59,688		
2 Jarrett Barros	President 40 to 60 hr/wk base	\$259,231	\$49,853	\$12,300
3 Keith Renaldi	Treasurer 40 to 60 hr/wk base	\$486,867	\$76,399	\$13,100
4 Fredi Shonkoff	Clerk 40 to 60 hr/wk base	\$604,605	\$106,840	\$18,800
5 Jeanne Cristiano	Assistant Clerk 40 to 60 hr/wk base	60,656	\$11,121	
6 Robert Meenan	Vice-Chair 2 hours per week	\$66,400		
7 Cleve Killingsworth	Director 40 to 60 hr/wk base	\$3,556,548	\$788,303	\$86,050

1 Phillip W. Johnston serves as Board Chairman of the corporation on an entirely volunteer basis. The amounts reported here represent directors fees earned as a member of the Board for Blue Cross and Blue Shield of Massachusetts, Inc., a related organization.

2 Mr. Barros serves as President of the Corporation on an entirely volunteer basis. The compensation reported here relates to his employment for Blue Cross and Blue Shield of Massachusetts, Inc., a related organization.

3 Mr. Renaldi serves as the Treasurer of the corporation on an entirely volunteer basis. The compensation reported here relates to his employment as Senior Vice President and Assistant Treasurer for Blue Cross and Blue Shield of Massachusetts, Inc., a related organization.

4 Ms. Shonkoff serves as the Clerk of the corporation on an entirely volunteer basis. The compensation reported here relates to her employment as Clerk and Senior Vice President, Corporate Relations for Blue Cross and Blue Shield of Massachusetts, Inc., a related organization.

5 Ms. Cristiano serves as Assistant Clerk of the Corporation on an entirely volunteer basis. The compensation reported here relates to her employment for Blue Cross and Blue Shield of Massachusetts, Inc., a related organization.

6 Robert Meenan serves as a director of the corporation on an entirely volunteer basis. The amounts reported here represent directors fees earned as a member of the Board for Blue Cross and Blue Shield of Massachusetts, Inc., a related organization.

7 Mr. Killingsworth serves as a director of the corporation on an entirely volunteer basis. The compensation reported here relates to his employment as Chairman and Chief Executive Officer for Blue Cross and Blue Shield of Massachusetts, Inc., a related organization.

For Phillip Johnston and Robert Meenan represents director fees.

## Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form). **Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

**Electronic Filing (e-file).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

<b>Type or print</b>	Name of Exempt Organization Blue Cross Blue Shield of Massachusetts Foundation, Inc. for Expanding Healthcare Access	Employer identification number <b>04 3148824</b>
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. <b>401 Park Drive, Landmark Center MS 01/07</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>Boston, MA 02215</b>	

**Check type of return to be filed** (file a separate application for each return):

- |   |   |                                    |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990               | <input type="checkbox"/> Form 990-T (corporation)                 | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL            | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ            | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A                              | <input type="checkbox"/> Form 8870 |

- The books are in the care of ▶ **Michael D. Carder**

Telephone No. ▶ ( **617** ) **246-5313** FAX No. ▶ ( **617** ) **246-7806**

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ . If this is for the whole group, check this box  . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension will cover.

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 17, 2009, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
 ▶  calendar year 2008 or  
 ▶  tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_\_.

**2** If this tax year is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$
<b>b</b> If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$
<b>c Balance Due.</b> Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$ <b>None</b>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.



Department of the Treasury  
Internal Revenue Service  
OGDEN UT 84201-0074

For assistance, call:  
1-877-829-5500

Notice Number: CP211A  
Date: June 29, 2009

Taxpayer Identification Number:  
04-3148824  
Tax Form: 990PF  
Tax Period: December 31, 2008

200880.619981.0605.014 1 SP 0.440 370

BLUE CROSS BLUE SHIELD OF MASS FD  
% JOSPEH FERMANO  
401 PARK DR LANDMARK CENTER  
BOSTON MA 02215



200880

## APPLICATION FOR EXTENSION OF TIME TO FILE AN EXEMPT ORGANIZATION RETURN - APPROVED

We have received your Form 8868, Application for Extension of Time to File an Exempt Organization Return, for the return (form) and tax period identified above.

We have approved your request and have extended the due date to file your return to August 15, 2009.

If you have any questions, please call us at the number shown above, or you may write us at the address shown at the top left of this letter.

### Reminder - You May Be Required to File Electronically

Exempt organizations may be required to file certain returns electronically. For tax years ending on or after December 31, 2006, the electronic filing requirement applies to exempt organizations with \$10 million or more in total assets if the organization files at least 250 returns in a calendar year, including income, excise, employment tax and information returns. Private foundations and charitable trusts will be required to file Forms 990-PF electronically regardless of their asset size, if they file at least 250 returns annually. For more information, go to [www.irs.gov](http://www.irs.gov). Click "Charities and Non-Profits" and look for the "e-file for Charities and Non-Profits" tab.

For tax forms, instructions and information visit [www.irs.gov](http://www.irs.gov). (Access to this site will not provide you with your specific taxpayer account information.)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box  **X**.
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

<b>Type or print</b> <small>File by the extended due date for filing the return. See instructions.</small>	Name of Exempt Organization		Employer identification number
	Blue Cross and Blue Shield of Massachusetts Foundation, Inc. for Expanding		04-3148824
	Number, street, and room or suite no. If a P.O. box, see instructions.		For IRS use only
	401 Park Drive, Landmark Center		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
	Boston MA 02215-3326		

**Check type of return to be filed (File a separate application for each return):**

<input type="checkbox"/> Form 990	<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 5227	

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of  Michael Carder 401 Park Drive Boston MA Boston MA 02215-3326  
Telephone No.  617-246-5000 FAX No.  617-246-7806
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ . If this is for the whole group, check this box  . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/16/2009

5 For calendar year 2008, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

6 If this tax year is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

7 State in detail why you need the extension Additional time is requested to acquire all information needed to complete and file an accurate return.

<b>8 a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b>	\$	59,171
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	\$	59,171
<b>c Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$	0

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Michael A. Carder Title  Treasurer Date  8/13/2009



Department of the Treasury  
Internal Revenue Service  
OGDEN UT 84201-0074

For assistance, call:  
1-877-829-5500

**Notice Number:** CP211A  
**Date:** September 21, 2009

**Taxpayer Identification Number:**  
04-3148824  
**Tax Form:** 990PF  
**Tax Period:** December 31, 2008

209841.645219.0637.014 1 SP 0.440 370



BLUE CROSS BLUE SHIELD OF MASS FD  
% JOSPEH FERMANO  
401 PARK DR LANDMARK CENTER  
BOSTON MA 02215

209841

## APPLICATION FOR EXTENSION OF TIME TO FILE AN EXEMPT ORGANIZATION RETURN - APPROVED

We have received your Form 8868, Application for Extension of Time to File an Exempt Organization Return, for the return (form) and tax period identified above.

We have approved your request and have extended the due date to file your return to November 15, 2009.

If you have any questions, please call us at the number shown above, or you may write us at the address shown at the top left of this letter.

### Reminder - You May Be Required to File Electronically

Exempt organizations may be required to file certain returns electronically. For tax years ending on or after December 31, 2006, the electronic filing requirement applies to exempt organizations with \$10 million or more in total assets if the organization files at least 250 returns in a calendar year, including income, excise, employment tax and information returns. Private foundations and charitable trusts will be required to file Forms 990-PF electronically regardless of their asset size, if they file at least 250 returns annually. For more information, go to [www.irs.gov](http://www.irs.gov). Click "Charities and Non-Profits" and look for the "e-file for Charities and Non-Profits" tab.

For tax forms, instructions and information visit [www.irs.gov](http://www.irs.gov). (Access to this site will not provide you with your specific taxpayer account information.)