

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

2009

Department of the Treasury
Internal Revenue Service (77)

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

For calendar year 2009, or tax year beginning _____ **, and ending** _____

G Check all that apply: Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation Blue Cross and Blue Shield of Massachusetts Foundation for Expanding Healthcare Access		A Employer identification number 04-3148824
	Number and street (or P.O. box number if mail is not delivered to street address) 401 Park Drive, Landmark Center	Room/suite	B Telephone number (see page 10 of the instructions) 617-246-5000
	City or town, state, and ZIP code Boston MA 02215-3326		C If exemption application is pending, check here <input type="checkbox"/>
H 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			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 86,882,205		J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(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).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	1,710,958			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	19	19		
	4 Dividends and interest from securities	2,332,182	2,332,182		
	5 a Gross rents			0	
	b Net rental income or (loss)	0			
	6 a Net gain or (loss) from sale of assets not on line 10	-70,537			
	b Gross sales price for all assets on line 6a	2,539,711			
	7 Capital gain net income (from Part IV, line 2)			0	
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances	0			
b Less: Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	16,324,905		0	0	
12 Total. Add lines 1 through 11	20,297,527	2,332,201	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	0	0	0	0
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	46,665		0	0
	19 Depreciation (attach schedule) and depletion	0		0	
	20 Occupancy	126,017			126,017
	21 Travel, conferences, and meetings	212,909			212,909
	22 Printing and publications	76,641			76,641
	23 Other expenses (attach schedule)	3,839,742		0	3,839,742
	24 Total operating and administrative expenses. Add lines 13 through 23	4,301,974		0	4,255,309
	25 Contributions, gifts, grants paid	4,063,655			4,095,585
26 Total expenses and disbursements. Add lines 24 and 25	8,365,629		0	8,350,894	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	11,931,898				
b Net investment income (if negative, enter -0-)		2,332,201			
c Adjusted net income (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	9,051,197	813,962	813,962
	2 Savings and temporary cash investments			
	3 Accounts receivable	30,198		
	Less: allowance for doubtful accounts	0	34,943	30,198
	4 Pledges receivable	0		
	Less: allowance for doubtful accounts	0	0	0
	5 Grants receivable	181,637	68,437	68,437
	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
	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	
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	66,527,718	85,969,608	85,969,608	
14 Land, buildings, and equipment: basis	0			
Less: accumulated depreciation (attach schedule)	0	0	0	
15 Other assets (describe Due from Blue Cross and Blue Shield of Massachusetts, Inc.)	2,092,568	0	0	
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	77,888,063	86,882,205	86,882,205	
Liabilities	17 Accounts payable and accrued expenses	570,094	299,973	
	18 Grants payable	2,666,330	44,140	
	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)	345,388	299,943	
	23 Total liabilities (add lines 17 through 22)	3,581,812	644,056	
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	74,306,251	86,238,149	
	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 Total net assets or fund balances (see page 17 of the instructions)	74,306,251	86,238,149		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	77,888,063	86,882,205		

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	74,306,251
2 Enter amount from Part I, line 27a	2	11,931,898
3 Other increases not included in line 2 (itemize)	3	0
4 Add lines 1, 2, and 3	4	86,238,149
5 Decreases not included in line 2 (itemize)	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	86,238,149

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 Acadia International Equity	P	Various	2/13/2009
b Acadia International Equity	P	Various	5/20/2009
c Acadia International Equity	P	Various	8/31/2009
d Acadia International Equity	P	Various	11/30/2009
e Mellon Global Alpha	P	Various	12/24/2009

(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 9,851	0	17,757	-7,906
b 8,795	0	14,125	-5,330
c 9,771	0	13,966	-4,195
d 11,294	0	14,805	-3,511
e 2,500,000	0	2,549,595	-49,595

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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 -0-) or Losses (from col. (h))
a 0	0	0	-7,906
b 0	0	0	-5,330
c 0	0	0	-4,195
d 0	0	0	-3,511
e 0	0	0	-49,595

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	-70,537
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))
2008	9,006,694	82,000,706	0.109837
2007			0.000000
2006			0.000000
2005			0.000000
2004			0.000000

2 Total of line 1, column (d)	2	0.109837
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	0.109837
4 Enter the net value of noncharitable-use assets for 2009 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)

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	46,644
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	46,644
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	46,644
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	38,829
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	30,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	68,829
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	698
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	21,487
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax 21,487 Refunded	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
b		X
c		X
d		
e		
2		X
3		X
4 a		X
4 b	N/A	
5		X
6	X	
7	X	
8 a		
8 b	X	
9		X
10		X

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 bcbsmafoundation.org				
The books are in care of Michael Carder Telephone no. 617-246-5000				
Located at 401 Park Drive Boston MA ZIP+4 02215-3326				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			

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
1a	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	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
c	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 2009?	1c	X
2	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)):		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," list the years 20 , 20 , 20 , 20		
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	
c	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		
3a	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	If "Yes," did it have excess business holdings in 2009 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 2009.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
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 2009?	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)? **5b** N/A

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 "Yes" to 6b, file Form 8870. **6b**

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 **7b**

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
		.00	0	0
		.00	0	0
		.00	0	0
		.00	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				

Total number of other employees paid over \$50,000

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	456,814
Lewin Group, Inc. 3130 Fairview Park Drive Suite 800, Falls Church, VA 22042	Professional Consulting Services	175,210
Lawrence S. Tye 26 Grant Street, Lexington, MA 02420	Professional Consulting Services	108,006
University of Massachusetts Medical School 55 Lake Avenue North, Worcester, MA 01655	Professional Consulting Services	68,683
Jean Rose Weinberg 124 Stanford Street, Auburndale, MA 02466	Professional Consulting Services	63,000
Total number of others receiving over \$50,000 for professional services		2

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
<p>1 The mission (purpose) of the Blue Cross and 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.</p>	
<p>2 Catalyst Fund Grants The Foundation through the Catalyst Fund is a resource for mini grants of up to \$3,500 to organizations serving the health needs of low income and uninsured residents of Massachusetts.</p>	
<p>3</p>	
<p>4</p>	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount	
<p>1</p>		
<p>2</p>		
<p>All other program-related investments. See page 24 of the instructions.</p> <p>3</p>		
Total. Add lines 1 through 3		0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	76,248,663
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	76,248,663
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	76,248,663
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	1,143,730
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	75,104,933
6	Minimum investment return. Enter 5% of line 5	6	3,755,247

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.)

1	Minimum investment return from Part X, line 6		1	3,755,247
2a	Tax on investment income for 2009 from Part VI, line 5	2a	46,644	
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b	2c	46,644	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,708,603	
4	Recoveries of amounts treated as qualifying distributions	4		
5	Add lines 3 and 4	5	3,708,603	
6	Deduction from distributable amount (see page 25 of the instructions)	6		
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,708,603	

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	8,350,894
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	8,350,894
5	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)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,350,894

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				3,708,603
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				0
b From 2005				0
c From 2006				4,810,140
d From 2007				3,236,374
e From 2008				4,965,830
f Total of lines 3a through e	13,012,344			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ <u>8,350,894</u>				
a Applied to 2008, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2009 distributable amount				3,708,603
e Remaining amount distributed out of corpus	4,642,291			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	17,654,635			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c 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				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0
7 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)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	17,654,635			
10 Analysis of line 9:				
a Excess from 2005				0
b Excess from 2006				4,810,140
c Excess from 2007				3,236,374
d Excess from 2008				4,965,830
e Excess from 2009				4,642,291

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

N/A

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 2009, 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
	0	0			0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0	0			0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				Not Applicable	0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0	0			0
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) 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 28 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).)

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.

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:
 Anya Rader Wallack 401 Park Drive Boston MA Massachusetts 02215 617-246-5000

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

2 Page Letter of Inquiry

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Total			▶ 3a	0
b <i>Approved for future payment</i>				
Total			▶ 3b	0

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, or 990-PF.

OMB No. 1545-0047

2009

Name of the organization

Employer identification number

Blue Cross and Blue Shield of Massachusetts Foundation for Expanding Healthcare Access

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 an organization 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 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 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 (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions 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 990-EZ that received from any one contributor, during the year, 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. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization Blue Cross and Blue Shield of Massachusetts Foundation for Expanding Healthcare Access	Employer identification number 04-3148824
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Blue Cross and Blue Shield of Massachusetts, Inc. 401 Park Drive Boston MA 02215 Foreign State or Province: Foreign Country:	\$ 2,092,568	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	Robert Wood Johnson Foundation Route 1& College Road East Princeton NJ 08543-2316 Foreign State or Province: Foreign Country:	\$ 293,750	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	Employees of Blue Cross and Blue Shield Of Massac 401 Park Drive Boston MA 02215 Foreign State or Province: Foreign Country:	\$ 99,713	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	W. K. Kellogg Foundation One Michigan Avenue East Battle Creek MI 49017 Foreign State or Province: Foreign Country:	\$ 40,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	Northwest Health Foundation 221 Northwest 2nd Avenue Ste 300 Portland OR 97209 Foreign State or Province: Foreign Country:	\$ 15,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	 Foreign State or Province: Foreign Country:	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization Blue Cross and Blue Shield of Massachusetts Foundation for Expanding Healthcare Access	Employer identification number 04-3148824
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	Maine Health Access Foundation , Inc. 150 Capitol Street Augusta ME 04330 Foreign State or Province: _____ Foreign Country: _____	\$ 9,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	Tufts Medical Center 750 Washington Street Boston MA 02111 Foreign State or Province: _____ Foreign Country: _____	\$ 6,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	_____ _____ _____ Foreign State or Province: _____ Foreign Country: _____	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	_____ _____ _____ Foreign State or Province: _____ Foreign Country: _____	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
11	_____ _____ _____ Foreign State or Province: _____ Foreign Country: _____	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
12	_____ _____ _____ Foreign State or Province: _____ Foreign Country: _____	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Net Gain or Loss
1	X	Acadia International Equity		Acadia	X	Various	P	2/13/2009	9,851	17,757			
2	X	Acadia International Equity		Acadia	X	Various	P	5/20/2009	8,795	14,125			
3	X	Acadia International Equity		Acadia	X	Various	P	8/31/2009	9,771	13,966			
4	X	Acadia International Equity		Acadia	X	Various	P	11/30/2009	11,294	14,805			
5	X	Mellon Global Alpha		Mellon	X	Various	P	12/24/2009	2,500,000	2,549,595			
6													
7													
8													
9													
10													
Totals:													
Securities													
Other sales													
									2,539,711	0	2,610,248	0	-70,537

Line 11 (990-PF) - Other Income

		16,324,905	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Unrealized gains on investments	16,324,905	0	
2			0	
3			0	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Tax on investment income	46,665	0	0	0
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

	Description	3,839,742	0	0	3,839,742
		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	16,941			16,941
3	External professional services	2,265,839			2,265,839
4	Purchased services from Blue Cross and Blue Shield of Massachusetts, Inc.	1,644,984			1,644,984
5	Miscellaneous expenses	-88,022			-88,022
6					
7					
8					
9					
10					

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

		66,527,718	85,969,608	85,969,608
		Book Value	Book Value	FMV
		Beg. of Year	End of Year	End of Year
	Basis of Valuation			
1	Wellington CTF Value Yield Fund	15,436,837	20,187,074	20,187,074
2	Western Assets Fund Core Plus Fund	14,797,290	16,129,670	16,129,670
3	Morgan Stanley Inst. Fund Int'l Equity	5,263,453	6,398,491	6,398,491
4	CFROI Small Cap Life Cycle Fund	7,089,549	8,752,246	8,752,246
5	Credos High Yield Bond Fund	4,245,152	5,672,202	5,672,202
6	Putnam Total Return	8,327,000	10,967,000	10,967,000
7	Pimco All Asset fund	0	4,334,866	4,334,866
8	Acadian International All Cap Fund	5,284,062	6,488,850	6,488,850
9	Mellon Global Alpha Fund	6,084,375	7,039,209	7,039,209
10				

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

		2,092,568	0	0
	Description	Beginning Balance	Ending Balance	Fair Market Value
1	Due from Blue Cross and Blue Shield of Massachusetts, Inc.	2,092,568		
2				
3				
4				
5				
6				
7				
8				
9				
10				

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

		345,388	299,943
		Beginning Balance	Ending Balance
1	Due to affiliate Blue Cross and Blue Shield of Massachusetts, Inc.	286,238	292,128
2	Federal income taxes on investment income	59,150	7,815
3			
4			
5			
6			
7			
8			
9			
10			

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

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F.M.V. as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
1	Acadia International Equity		P	Various	2/13/2009	9,851	0	17,757	-7,906			0	-7,906
2	Acadia International Equity		P	Various	5/20/2009	8,795	0	14,125	-5,330			0	-5,330
3	Acadia International Equity		P	Various	8/31/2009	9,771	0	13,966	-4,195			0	-4,195
4	Acadia International Equity		P	Various	11/30/2009	11,294	0	14,805	-3,511			0	-3,511
5	Mellon Global Alpha		P	Various	12/24/2009	2,500,000	0	2,549,595	-49,595			0	-49,595
6						0	0	0	0			0	0
7						0	0	0	0			0	0
8						0	0	0	0			0	0
9						0	0	0	0			0	0
10						0	0	0	0			0	0

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

		Unrelated Business Income		Excluded by Section 512, 513, or 514		
Program Service Revenue		Business Code	Amount	Exclusion Code	Amount	Related or Exempt Function Income
1	Unrealized gains on investments			14	16,324,905	
2						
3						
4						
5						
6						
7						
8						
9						
10						
11						
12						
13						
14						
15						
16						
17						
18						
19						
20						

Recipient	Individual or Organization	Program Area	Amount
Beaverbrook STEP	Organization	Catalyst Fund	\$3,500
Birth to Three Family Center	Organization	Catalyst Fund	\$3,500
Boston Health Care for the Homeless Program	Organization	Catalyst Fund	\$3,000
Boys & Girls Club of Marshfield	Organization	Catalyst Fund	\$2,250
Brookline Community Mental Health Center	Organization	Catalyst Fund	\$3,200
Community Care Services, Inc.	Organization	Catalyst Fund	\$3,500
Community Connections, Inc.	Organization	Catalyst Fund	\$2,830
Comprehensive School-Age Parenting Program, Inc.	Organization	Catalyst Fund	\$3,500
Cooperative for Human Services	Organization	Catalyst Fund	\$3,500
Eastern Massachusetts Abortion Fund	Organization	Catalyst Fund	\$3,500
Father Bill's & MainSpring	Organization	Catalyst Fund	\$3,500
Food for the World	Organization	Catalyst Fund	\$3,500
Gavin Foundation	Organization	Catalyst Fund	\$3,500
Gay Men's Domestic Violence Project	Organization	Catalyst Fund	\$2,500
Geiger Gibson Community Health Center	Organization	Catalyst Fund	\$1,700
HealthFirst Family Care Center	Organization	Catalyst Fund	\$2,890
Hearth	Organization	Catalyst Fund	\$2,740
Helping Communities in Crisis	Organization	Catalyst Fund	\$3,500
Inflammatory Breast Cancer New England Region	Organization	Catalyst Fund	\$3,500
Interfaith Social Services, Inc.	Organization	Catalyst Fund	\$2,250
Joint Committee for Children's Health Care in Everett	Organization	Catalyst Fund	\$3,500
Jordan Boys & Girls Club	Organization	Catalyst Fund	\$2,250
Manet Community Health Center	Organization	Catalyst Fund	\$3,500
Massachusetts Association for Mental Health, Inc.	Organization	Catalyst Fund	\$1,500
Massachusetts Immigrant and Refugee Advocacy Coalition	Organization	Catalyst Fund	\$3,500
Open Door Free Medical Program	Organization	Catalyst Fund	\$3,500
People Acting in Community Endeavors	Organization	Catalyst Fund	\$2,620
RESPOND	Organization	Catalyst Fund	\$3,500
Samaritans	Organization	Catalyst Fund	\$3,500
South Shore Mental Health	Organization	Catalyst Fund	\$3,500
Spina Bifida Association of Massachusetts	Organization	Catalyst Fund	\$1,750
Steppingstone	Organization	Catalyst Fund	\$3,500
The Arc of Northern Bristol County	Organization	Catalyst Fund	\$3,500
Urban Medical Group	Organization	Catalyst Fund	\$3,330
VNA Care Network & Hospice	Organization	Catalyst Fund	\$2,275
Volunteers in Medicine Berkshires	Organization	Catalyst Fund	\$3,500
WEATOC	Organization	Catalyst Fund	\$3,500
Youth and Family Enrichment Services	Organization	Catalyst Fund	\$3,500
African Community Health Initiatives	Organization	Connecting Consumers with Care	\$25,000
Berkshire Health Systems	Organization	Connecting Consumers with Care	\$20,000
Boston Public Health Commission	Organization	Connecting Consumers with Care	\$25,000
Brockton Neighborhood Health Center	Organization	Connecting Consumers with Care	\$25,000
Child Care Resource Center	Organization	Connecting Consumers with Care	\$20,000
Community Action Committee of Cape Cod & Islands	Organization	Connecting Consumers with Care	\$25,000
Community Action of Franklin, Hampshire and North Quabbin Regions	Organization	Connecting Consumers with Care	\$20,000
Community Health Center of Franklin County	Organization	Connecting Consumers with Care	\$20,000
Community Health Programs	Organization	Connecting Consumers with Care	\$20,000
Cooley Dickinson Hospital	Organization	Connecting Consumers with Care	\$20,000
County of Dukes County	Organization	Connecting Consumers with Care	\$20,000
Ecu-Health Care	Organization	Connecting Consumers with Care	\$25,000
Joint Committee for Children's Health Care in Everett	Organization	Connecting Consumers with Care	\$25,000
Latin American Health Institute	Organization	Connecting Consumers with Care	\$20,000
Manet Community Health Center	Organization	Connecting Consumers with Care	\$20,000
Massachusetts Alliance of Portuguese Speakers	Organization	Connecting Consumers with Care	\$20,000
Mercy Hospital	Organization	Connecting Consumers with Care	\$20,000
MetroWest Legal Services	Organization	Connecting Consumers with Care	\$25,000
Outer Cape Health Services	Organization	Connecting Consumers with Care	\$20,000
People Acting in Community Endeavors	Organization	Connecting Consumers with Care	\$20,000
Roxbury Comprehensive Community Health Center	Organization	Connecting Consumers with Care	\$20,000
Stanley Street Treatment & Resource	Organization	Connecting Consumers with Care	\$25,000
Tapestry Health	Organization	Connecting Consumers with Care	\$20,000

AIDS Action Committee of Massachusetts	Organization	Health Care Disparities	\$113,636
Cambridge Cares About AIDS	Organization	Health Care Disparities	\$113,636
Casa Latina	Organization	Health Care Disparities	\$113,636
Central Massachusetts AHEC	Organization	Health Care Disparities	\$113,636
Community Health Center of Cape Cod	Organization	Health Care Disparities	\$113,636
Lowell Community Health Center	Organization	Health Care Disparities	\$113,636
Mount Auburn Hospital	Organization	Health Care Disparities	\$113,636
Partners for a Healthier Community	Organization	Health Care Disparities	\$113,636
ServiceNet	Organization	Health Care Disparities	\$113,640
Tapestry Health	Organization	Health Care Disparities	\$113,636
YWCA of Central Massachusetts	Organization	Health Care Disparities	\$113,636
Behavioral Health Network	Organization	Innovation Fund for the Uninsured	\$75,000
Boston Health Care for the Homeless Program	Organization	Innovation Fund for the Uninsured	\$65,000
Brookline Community Mental Health Center	Organization	Innovation Fund for the Uninsured	\$70,000
Dimock Community Health Center	Organization	Innovation Fund for the Uninsured	\$65,000
Family Health Center of Worcester	Organization	Innovation Fund for the Uninsured	\$75,000
Great Brook Valley Health Center	Organization	Innovation Fund for the Uninsured	\$72,500
Greater New Bedford Community Health Center	Organization	Innovation Fund for the Uninsured	\$65,000
HealthFirst Family Care Center	Organization	Innovation Fund for the Uninsured	\$65,000
Hilltown Community Health Centers	Organization	Innovation Fund for the Uninsured	\$65,000
Holyoke Health Center	Organization	Innovation Fund for the Uninsured	\$72,500
Joseph M. Smith Community Health Center	Organization	Innovation Fund for the Uninsured	\$70,000
Justice Resource Institute	Organization	Innovation Fund for the Uninsured	\$60,000
Lowell Community Health Center	Organization	Innovation Fund for the Uninsured	\$75,000
Shattuck Partners	Organization	Innovation Fund for the Uninsured	\$65,000
South End Community Health Center	Organization	Innovation Fund for the Uninsured	\$55,000
Volunteers in Medicine Berkshires	Organization	Innovation Fund for the Uninsured	\$60,000
Women of Means	Organization	Innovation Fund for the Uninsured	\$50,000
Children's Hospital Boston	Organization	Policy	\$75,000
Greater Boston Legal Services	Organization	Policy	\$18,000
Massachusetts Department of Public Health	Organization	Policy	\$50,000
Massachusetts Law Reform Institute	Organization	Policy	\$50,000
Boston Foundation for Sight	Organization	Responsive	\$25,000
Center for Community Health Education Research & Service	Organization	Responsive	\$10,000
Health Care For All	Organization	Responsive	\$25,000
Massachusetts Advocates for Children	Organization	Responsive	\$30,000
Massachusetts Breast Cancer Coalition	Organization	Responsive	\$25,000
Massachusetts Department of Public Health	Organization	Responsive	\$25,000
Massachusetts Immigrant and Refugee Advocacy Coalition	Organization	Responsive	\$25,000
Massachusetts League of Community Health Centers	Organization	Responsive	\$25,000
Massachusetts Office of Dispute Resolution	Organization	Responsive	\$25,000
Massachusetts Public Health Association	Organization	Responsive	\$25,000
Mount Auburn Hospital	Organization	Responsive	\$20,000
National Alliance on Mental Illness of Berkshire County	Organization	Responsive	\$25,000
The Boston Foundation	Organization	Responsive	\$25,000
Disability Policy Consortium	Organization	Strengthening the Voice for Access	\$30,000
Greater Boston Interfaith Organization	Organization	Strengthening the Voice for Access	\$50,000
Health Care For All	Organization	Strengthening the Voice for Access	\$50,000
Health Law Advocates	Organization	Strengthening the Voice for Access	\$40,000
Massachusetts Association of Community Health Workers	Organization	Strengthening the Voice for Access	\$40,000
Massachusetts Budget and Policy Center	Organization	Strengthening the Voice for Access	\$25,000
Massachusetts Coalition of School-Based Health Centers	Organization	Strengthening the Voice for Access	\$25,000
Massachusetts Correctional Legal Services	Organization	Strengthening the Voice for Access	\$35,000
Massachusetts Housing and Shelter Alliance	Organization	Strengthening the Voice for Access	\$30,000
Massachusetts Immigrant and Refugee Advocacy Coalition	Organization	Strengthening the Voice for Access	\$50,000
Massachusetts Law Reform Institute	Organization	Strengthening the Voice for Access	\$45,000
Massachusetts League of Community Health Centers	Organization	Strengthening the Voice for Access	\$45,000
Massachusetts Senior Action Council	Organization	Strengthening the Voice for Access	\$40,000
Neighbor to Neighbor Massachusetts Education Fund	Organization	Strengthening the Voice for Access	\$35,000
Pro-Choice Massachusetts Foundation	Organization	Strengthening the Voice for Access	\$25,000
Voice and Future Fund	Organization	Strengthening the Voice for Access	\$35,000

TOTAL

\$4,095,585

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

04-3148824

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

The Foundation received in-kind contributions in the amount of \$1,399,000 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. The total operating costs charged by Blue Cross and Blue Shield of Massachusetts, Inc. to the Foundation were \$3,317,000 for the year ended December 31, 2009, and included salaries and leased employees.

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

Names, titles and addresses of officers and directors.

Name	Title	Address & telephone
Philip W. Johnston	Board Chairman	Address & telephone
Robert Meenan, M. D.	Vice-Chair	For all Officers and Directors
Anya Rader Wallack	President - Interim	401 Park Drive Boston, MA 02215-3326 617 246-5000
Keith Renaldi	Treasurer	
Fred Shonkoff	Clerk	The Officers and Directors listed on this attachment are not compensated by Blue Cross and Blue Shield Foundation, Inc. for Expanding Healthcare Access
Angela Shennette	Assistant Clerk	
Cleve Killingsworth	Director	
Helen Caulton-Harris	Director	
Matt Fishman	Director	
Milton L. Glass	Director	
James W. Hunt, Jr.	Director	
Barbara Ferrer	Director	
Nick Littlefield	Director	
Richard C. Lord	Director	
John G. O'Brien	Director	
Rob Restuccia	Director	
Regina Villa	Director	
Randy Wertheimer, M. D.	Director	
Charlotte S. Yeh, M.D.	Director	
Rachel Kaprielian	Director	

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 and click on *e-file for Charities & Nonprofits*.

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

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 16, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ calendar year 2009 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

3a 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.	3a	\$	
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.	3b	\$	
c Balance Due. 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.	3c	\$	None

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.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box **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).

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization Blue Cross and Blue Shield of Massachusetts Foundation for Expan	Employer identification number 04 3148824
	Number, street, and room or suite no. If a P.O. box, see instructions. 401 Park Drive, Landmark Center	For IRS use only
	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.

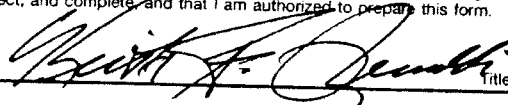
- The books are in the care of **Michael Carder, 401 Park Drive, Boston, MA 02215-3326**
Telephone No. **(617) 246-5000** FAX No. **(617) 246-7806**
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's 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.

- I request an additional 3-month extension of time until **November 15**, 20**10**.
- For calendar year **2009**, or other tax year beginning _____, 20____, and ending _____, 20_____.
- If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period
- State in detail why you need the extension **Additional time is requested to acquire all of the information needed to complete and file an accurate return.**

8a 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.	8a	\$	68,000
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.	8b	\$	38,000
c Balance Due. 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.	8c	\$	30,000

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  Title **Treasurer** Date **8/11/2010**