

Form **990**

Department of the Treasury  
Internal Revenue Service

**Return of Organization Exempt From Income Tax**  
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter social security numbers on this form as it may be made public.  
▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

**2018**

Open to Public Inspection

**A** For the **2018** calendar year, or tax year beginning and ending

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization <b>HEALTHWELL FOUNDATION</b>		<b>D</b> Employer identification number <b>20-0413676</b>
	Doing business as		<b>E</b> Telephone number <b>(240) 632-5305</b>
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	<b>G</b> Gross receipts \$ <b>510,244,453.</b>
	<b>20440 CENTURY BOULEVARD</b>	<b>250</b>	<b>H(a)</b> Is this a group return for subordinates? ..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
City or town, state or province, country, and ZIP or foreign postal code <b>GERMANTOWN, MD 20874</b>		<b>H(c)</b> Group exemption number ▶	
<b>F</b> Name and address of principal officer: <b>KRISTA ZODET</b> <b>SAME AS C ABOVE</b>			
<b>I</b> Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
<b>J</b> Website: ▶ <b>WWW.HEALTHWELLFOUNDATION.ORG</b>			
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			<b>L</b> Year of formation: <b>2003</b>
			<b>M</b> State of legal domicile: <b>VA</b>

**Part I Summary**

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities: <b>HELP ELIGIBLE PATIENTS WITH CHRONIC OR LIFE-ALTERING DISEASES AFFORD THEIR MEDICAL TREATMENTS.</b>		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	<b>6</b>
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	<b>6</b>
	<b>5</b> Total number of individuals employed in calendar year 2018 (Part V, line 2a)	<b>5</b>	<b>18</b>
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	<b>0</b>
	<b>7 a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	<b>0.</b>
	<b>b</b> Net unrelated business taxable income from Form 990-T, line 38	<b>7b</b>	<b>0.</b>
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h)	<b>Prior Year</b>	<b>Current Year</b>
	<b>9</b> Program service revenue (Part VIII, line 2g)	<b>350,046,179.</b>	<b>427,570,435.</b>
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<b>0.</b>	<b>0.</b>
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	<b>3,870,987.</b>	<b>9,999,378.</b>
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<b>0.</b>	<b>0.</b>
<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	<b>353,917,166.</b>	<b>437,569,813.</b>
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	<b>236,290,414.</b>	<b>316,767,028.</b>
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	<b>0.</b>	<b>0.</b>
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	<b>1,937,260.</b>	<b>2,241,287.</b>
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ <b>728,096.</b>	<b>195,325.</b>	<b>254,792.</b>
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	<b>7,381,879.</b>	<b>8,560,545.</b>
	<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	<b>245,804,878.</b>	<b>327,823,652.</b>
<b>19</b> Revenue less expenses. Subtract line 18 from line 12	<b>108,112,288.</b>	<b>109,746,161.</b>	
<b>Net Assets or Fund Balances</b>	<b>20</b> Total assets (Part X, line 16)	<b>Beginning of Current Year</b>	<b>End of Year</b>
	<b>21</b> Total liabilities (Part X, line 26)	<b>245,686,236.</b>	<b>345,846,006.</b>
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20	<b>12,244,285.</b>	<b>16,748,679.</b>
		<b>233,441,951.</b>	<b>329,097,327.</b>

**Part II Signature Block**

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

<b>Sign Here</b>	<i>Stephen M. Weiner</i> Signature of officer	Jun 17, 2019 Date
	<b>STEPHEN M. WEINER, BOARD CHAIR</b> Type or print name and title	

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>FRANK H. SMITH</b>	Preparer's signature <i>Frank H. Smith</i>	Date <b>06/14/19</b>	Check if self-employed <input type="checkbox"/>	PTIN <b>P00639053</b>
	Firm's name ▶ <b>MARCUM LLP</b>	Firm's EIN ▶ <b>11-1986323</b>	Firm's address ▶ <b>1899 L STREET, NW, SUITE 850 WASHINGTON, DC 20036</b>		
					Phone no. (202) <b>227-4000</b>

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III [X]

1 Briefly describe the organization's mission: THE HEALTHWELL FOUNDATION (THE FOUNDATION) REDUCES FINANCIAL BARRIERS TO CARE FOR UNDERINSURED PATIENTS WITH CHRONIC OR LIFE-ALTERING DISEASES. HEALTHWELL'S VISION IS TO ENSURE THAT NO PATIENT - ADULT OR CHILD - GOES WITHOUT MEDICAL TREATMENTS BECAUSE THEY CANNOT AFFORD

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [ ] Yes [X] No If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [X] Yes [ ] No If "Yes," describe these changes on Schedule O.

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

4a (Code: ) (Expenses \$ 99,985,575. including grants of \$ 98,223,345. ) (Revenue \$ ) MULTIPLE MYELOMA - MEDICARE ACCESS - PROVIDED DEDUCTIBLE, COINSURANCE, COPAYMENT AND PREMIUM ASSISTANCE TO 19,529 ELIGIBLE MEDICARE PATIENTS RECEIVING TREATMENT FOR MULTIPLE MYELOMA.

4b (Code: ) (Expenses \$ 38,726,083. including grants of \$ 38,232,892. ) (Revenue \$ ) PULMONARY FIBROSIS - PROVIDED DEDUCTIBLE, COINSURANCE, COPAYMENT AND PREMIUM ASSISTANCE TO 8,886 ELIGIBLE PATIENTS BEING TREATED FOR PULMONARY FIBROSIS.

4c (Code: ) (Expenses \$ 36,419,154. including grants of \$ 36,154,031. ) (Revenue \$ ) HEPATITIS C - PROVIDED DEDUCTIBLE, COINSURANCE AND COPAYMENT ASSISTANCE TO 6,229 ELIGIBLE PATIENTS RECEIVING TREATMENT FOR HEPATITIS C.

4d Other program services (Describe in Schedule O.) (Expenses \$ 149,837,722. including grants of \$ 144,156,760. ) (Revenue \$ )

4e Total program service expenses 324,968,534.

Part IV Checklist of Required Schedules

Table with 3 columns: Question ID, Yes, No. Rows include questions 1 through 21 regarding organizational requirements and financial reporting.

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 22 through 38 regarding organizational reporting, compensation, bond issues, and transactions.

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 1a, 1b, and 1c regarding Form 1096, Forms W-2G, and backup withholding rules.

Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

Table with columns for question number, question text, and Yes/No checkboxes. Includes questions 2a through 16 regarding employee counts, tax returns, unrelated business income, foreign accounts, prohibited transactions, and charitable contributions.

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

Check if Schedule O contains a response or note to any line in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members... 1b Enter the number of voting members included... 2 Did any officer, director, trustee, or key employee have a family relationship... 3 Did the organization delegate control over management duties... 4 Did the organization make any significant changes to its governing documents... 5 Did the organization become aware during the year of a significant diversion of the organization's assets... 6 Did the organization have members or stockholders... 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body... 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body... 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? b Each committee with authority to act on behalf of the governing body? 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates? b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? b Describe in Schedule O the process, if any, used by the organization to review this Form 990. 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done 13 Did the organization have a written whistleblower policy? 14 Did the organization have a written document retention and destruction policy? 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? a The organization's CEO, Executive Director, or top management official b Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions). 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed AL, AK, AZ, AR, CA, CT, FL, GA, HI, IL, KS, KY
18 Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. [X] Own website [X] Another's website [X] Upon request [ ] Other (explain in Schedule O)
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, address, and telephone number of the person who possesses the organization's books and records KRISTA ZODET - (240)632-5305 20440 CENTURY BLVD., STE. 250, GERMANTOWN, MD 20874

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) STEPHEN M. WEINER BOARD CHAIR	2.00	X		X			0.	0.	0.	
(2) JERRI SCARZELLA, BSN VICE CHAIR & TREASURER	1.00	X		X			15,188.	0.	0.	
(3) DAVID L. KNOWLTON VICE CHAIR & SECRETARY	1.00	X		X			26,156.	0.	0.	
(4) NANCY CARTERON, MD, FACR BOARD MEMBER	1.00	X					15,000.	0.	0.	
(5) DON LISS, MD BOARD MEMBER	1.00	X					0.	0.	0.	
(6) SUZANNE M. MILLER, PHD BOARD MEMBER	1.00	X					12,563.	0.	0.	
(7) KRISTA ZODET PRESIDENT	40.00			X			309,046.	0.	26,171.	
(8) ALAN KLEIN CHIEF DEVELOPMENT OFFICER	40.00			X			284,978.	0.	27,803.	
(9) BASKARAN VELLANDURAI DIRECTOR OF FIN. & IT UNTIL 06/2018	40.00			X			85,165.	0.	13,986.	
(10) SHELA HALPER SR. DIRECTOR OF EXTERNAL RELATIONS	40.00				X		188,548.	0.	30,504.	
(11) COLLIN ALEXANDER CONTROLLER	40.00					X	118,021.	0.	37,608.	
(12) RAFAELLA RAOFI SENIOR ASSOCIATE DIRECTOR OF OPS.	40.00					X	117,022.	0.	27,842.	
(13) FRED ASIEDU LARBI SENIOR ASSOCIATE DIRECTOR OF OPS.	40.00					X	111,823.	0.	11,548.	
(14) VIRGINIA DUNN ASSOCIATE DIR. COMMS. & MARKETING	40.00					X	106,105.	0.	37,927.	
(15) SUSAN GOLDEN, ASSOCIATE DIR. ANALYTICS & PROCESS IMPROVEMENT	40.00					X	100,952.	0.	22,979.	

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

Table with 6 main columns: (A) Name and title, (B) Average hours per week, (C) Position, (D) Reportable compensation from the organization, (E) Reportable compensation from related organizations, (F) Estimated amount of other compensation. Includes sub-totals for lines 1b, 1c, and 1d.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization 8

Table with 3 columns: Question, Yes, No. Contains questions 3, 4, and 5 regarding compensation reporting.

Section B. Independent Contractors

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

Table with 3 columns: (A) Name and business address, (B) Description of services, (C) Compensation. Lists contractors like WRB COMMUNICATIONS INC., MORGAN STANLEY, A.B. DATA GROUP, BAKER DONELSON, and PCS.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization 7



**Part VIII Statement of Revenue**

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1 a</b> Federated campaigns .....	<b>1a</b>					
	<b>b</b> Membership dues .....	<b>1b</b>					
	<b>c</b> Fundraising events .....	<b>1c</b>					
	<b>d</b> Related organizations .....	<b>1d</b>					
	<b>e</b> Government grants (contributions)	<b>1e</b>					
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above .....	<b>1f</b> 427570435.					
	<b>g</b> Noncash contributions included in lines 1a-1f: \$						
	<b>h Total.</b> Add lines 1a-1f .....		427570435.				
<b>Program Service Revenue</b>	<b>2 a</b> _____	<b>Business Code</b>					
	<b>b</b> _____						
	<b>c</b> _____						
	<b>d</b> _____						
	<b>e</b> _____						
	<b>f</b> All other program service revenue .....						
	<b>g Total.</b> Add lines 2a-2f .....						
	<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts) .....		7,058,197.			7058197.
<b>4</b> Income from investment of tax-exempt bond proceeds .....							
<b>5</b> Royalties .....							
<b>6 a</b> Gross rents .....		(i) Real	(ii) Personal				
		<b>b</b> Less: rental expenses .....					
		<b>c</b> Rental income or (loss) .....					
		<b>d</b> Net rental income or (loss) .....					
<b>7 a</b> Gross amount from sales of assets other than inventory .....		(i) Securities	(ii) Other				
		75615821					
		<b>b</b> Less: cost or other basis and sales expenses .....					
		72674640					
<b>c</b> Gain or (loss) .....		2941181.					
<b>d</b> Net gain or (loss) .....				2,941,181.		2941181.	
<b>8 a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 .....		<b>a</b>					
		<b>b</b> Less: direct expenses .....	<b>b</b>				
	<b>c</b> Net income or (loss) from fundraising events .....						
<b>9 a</b> Gross income from gaming activities. See Part IV, line 19 .....	<b>a</b>						
	<b>b</b> Less: direct expenses .....	<b>b</b>					
	<b>c</b> Net income or (loss) from gaming activities .....						
<b>10 a</b> Gross sales of inventory, less returns and allowances .....	<b>a</b>						
	<b>b</b> Less: cost of goods sold .....	<b>b</b>					
	<b>c</b> Net income or (loss) from sales of inventory .....						
<b>Miscellaneous Revenue</b>		<b>Business Code</b>					
<b>11 a</b> _____							
	<b>b</b> _____						
	<b>c</b> _____						
	<b>d</b> All other revenue .....						
	<b>e Total.</b> Add lines 11a-11d .....						
<b>12 Total revenue.</b> See instructions .....			437569813.	0.	0.	9999378.	

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
<b>1</b> Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21				
<b>2</b> Grants and other assistance to domestic individuals. See Part IV, line 22	316,767,028.	316,767,028.		
<b>3</b> Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
<b>4</b> Benefits paid to or for members				
<b>5</b> Compensation of current officers, directors, trustees, and key employees	1,035,108.	160,173.	615,842.	259,093.
<b>6</b> Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
<b>7</b> Other salaries and wages	873,258.	372,353.	414,866.	86,039.
<b>8</b> Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	38,728.	19,182.	19,397.	149.
<b>9</b> Other employee benefits	157,789.	52,165.	98,662.	6,962.
<b>10</b> Payroll taxes	136,404.	38,042.	77,207.	21,155.
<b>11</b> Fees for services (non-employees):				
<b>a</b> Management	6,187,072.	6,187,072.		
<b>b</b> Legal	181,797.	17,436.	164,361.	
<b>c</b> Accounting	79,524.		79,524.	
<b>d</b> Lobbying				
<b>e</b> Professional fundraising services. See Part IV, line 17	254,792.			254,792.
<b>f</b> Investment management fees	264,072.		264,072.	
<b>g</b> Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	814,416.	651,852.	162,564.	
<b>12</b> Advertising and promotion				
<b>13</b> Office expenses	212,949.	154,675.	42,712.	15,562.
<b>14</b> Information technology	323,405.	283,212.	33,429.	6,764.
<b>15</b> Royalties				
<b>16</b> Occupancy	98,200.	42,631.	45,621.	9,948.
<b>17</b> Travel	87,964.		42,155.	45,809.
<b>18</b> Payments of travel or entertainment expenses for any federal, state, or local public officials				
<b>19</b> Conferences, conventions, and meetings	42,260.		33,510.	8,750.
<b>20</b> Interest				
<b>21</b> Payments to affiliates				
<b>22</b> Depreciation, depletion, and amortization	105,393.	82,352.	23,041.	
<b>23</b> Insurance	7,048.		7,048.	
<b>24</b> Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
<b>a MEMBERSHIPS / SUBS .</b>	156,445.	140,361.	3,011.	13,073.
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b> All other expenses				
<b>25 Total functional expenses.</b> Add lines 1 through 24e	327,823,652.	324,968,534.	2,127,022.	728,096.
<b>26 Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here  if following SOP 98-2 (ASC 958-720)

**Part X Balance Sheet**

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

		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing .....	70,927,326.	<b>1</b>	103,975,524.
	<b>2</b> Savings and temporary cash investments .....	2,476,670.	<b>2</b>	16,655,848.
	<b>3</b> Pledges and grants receivable, net .....	11,788,334.	<b>3</b>	18,042,500.
	<b>4</b> Accounts receivable, net .....		<b>4</b>	
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....		<b>5</b>	
	<b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L .....		<b>6</b>	
	<b>7</b> Notes and loans receivable, net .....		<b>7</b>	
	<b>8</b> Inventories for sale or use .....		<b>8</b>	
	<b>9</b> Prepaid expenses and deferred charges .....	53,192.	<b>9</b>	215,811.
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	<b>10a</b> 1,675,248.		
	<b>b</b> Less: accumulated depreciation .....	<b>10b</b> 1,297,806.	322,366.	<b>10c</b> 377,442.
	<b>11</b> Investments - publicly traded securities .....	159,639,247.	<b>11</b>	206,039,602.
	<b>12</b> Investments - other securities. See Part IV, line 11 .....	200,558.	<b>12</b>	197,236.
	<b>13</b> Investments - program-related. See Part IV, line 11 .....		<b>13</b>	
	<b>14</b> Intangible assets .....		<b>14</b>	
	<b>15</b> Other assets. See Part IV, line 11 .....	278,543.	<b>15</b>	342,043.
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34) .....	245,686,236.	<b>16</b>	345,846,006.	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses .....	6,438,139.	<b>17</b>	9,908,169.
	<b>18</b> Grants payable .....		<b>18</b>	
	<b>19</b> Deferred revenue .....		<b>19</b>	
	<b>20</b> Tax-exempt bond liabilities .....		<b>20</b>	
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D .....		<b>21</b>	
	<b>22</b> Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L .....		<b>22</b>	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties .....		<b>23</b>	
	<b>24</b> Unsecured notes and loans payable to unrelated third parties .....		<b>24</b>	
	<b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D .....	5,806,146.	<b>25</b>	6,840,510.
	<b>26 Total liabilities.</b> Add lines 17 through 25 .....	12,244,285.	<b>26</b>	16,748,679.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets .....	6,451,939.	<b>27</b>	-756,134.
	<b>28</b> Temporarily restricted net assets .....	226,990,012.	<b>28</b>	329,853,461.
	<b>29</b> Permanently restricted net assets .....		<b>29</b>	
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds .....		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund .....		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds .....		<b>32</b>	
<b>33</b> Total net assets or fund balances .....	233,441,951.	<b>33</b>	329,097,327.	
<b>34</b> Total liabilities and net assets/fund balances .....	245,686,236.	<b>34</b>	345,846,006.	

**Part XI Reconciliation of Net Assets**

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	437,569,813.
2	Total expenses (must equal Part IX, column (A), line 25)	2	327,823,652.
3	Revenue less expenses. Subtract line 2 from line 1	3	109,746,161.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	233,441,951.
5	Net unrealized gains (losses) on investments	5	-14,094,993.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	4,208.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	329,097,327.

**Part XII Financial Statements and Reporting**

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

- 1 Accounting method used to prepare the Form 990:  Cash  Accrual  Other \_\_\_\_\_  
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant? .....  
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:  
 Separate basis  Consolidated basis  Both consolidated and separate basis
- b Were the organization's financial statements audited by an independent accountant? .....  
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:  
 Separate basis  Consolidated basis  Both consolidated and separate basis
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? .....  
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? .....
- b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits .....

	Yes	No
1		
2a		X
2b	X	
2c	X	
3a		X
3b		

Form 990 (2018)

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

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

▶ Attach to Form 990 or Form 990-EZ.

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

**2018**

Open to Public Inspection

Name of the organization **HEALTHWELL FOUNDATION** Employer identification number **20-0413676**

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

The organization is not a private foundation because it is: (For lines 1 through 12, check only one box.)

- 1  A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2  A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E (Form 990 or 990-EZ).)
- 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8  A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9  An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: \_\_\_\_\_
- 10  An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
- 11  An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 12  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2).** See **section 509(a)(3).** Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
  - a  **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
  - b  **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
  - c  **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
  - d  **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
  - e  Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
  - f Enter the number of supported organizations .....
  - g Provide the following information about the supported organization(s).

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

**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....	87271430.	67134754.	139091107	350046179	427570435	1071113905.
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>4 Total.</b> Add lines 1 through 3 .....	87271430.	67134754.	139091107	350046179	427570435	1071113905.
<b>5</b> The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) .....						809680175
<b>6 Public support.</b> Subtract line 5 from line 4.						261433730

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
<b>7</b> Amounts from line 4 .....	87271430.	67134754.	139091107	350046179	427570435	1071113905.
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources .....	1729915.	2004638.	1866191.	3017353.	7058197.	15676294.
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on .....						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) .....						
<b>11 Total support.</b> Add lines 7 through 10						1086790199.
<b>12</b> Gross receipts from related activities, etc. (see instructions) .....					12	
<b>13 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> .....						<input type="checkbox"/>

**Section C. Computation of Public Support Percentage**

<b>14</b> Public support percentage for 2018 (line 6, column (f) divided by line 11, column (f)) .....	<b>14</b>	24.06 %
<b>15</b> Public support percentage from 2017 Schedule A, Part II, line 14 .....	<b>15</b>	26.63 %
<b>16a 33 1/3% support test - 2018.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>b 33 1/3% support test - 2017.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>17a 10% -facts-and-circumstances test - 2018.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....		<input checked="" type="checkbox"/>
<b>b 10% -facts-and-circumstances test - 2017.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions .....		<input type="checkbox"/>

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose .....						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>6 Total.</b> Add lines 1 through 5 .....						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year .....						
<b>c</b> Add lines 7a and 7b .....						
<b>8 Public support.</b> (Subtract line 7c from line 6.)						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
<b>9</b> Amounts from line 6 .....						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources .....						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) .....						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.)						

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

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2018 (line 8, column (f), divided by line 13, column (f)) .....	<b>15</b>	%
<b>16</b> Public support percentage from 2017 Schedule A, Part III, line 15 .....	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2018 (line 10c, column (f), divided by line 13, column (f)) .....	<b>17</b>	%
<b>18</b> Investment income percentage from 2017 Schedule A, Part III, line 17 .....	<b>18</b>	%

**19a 33 1/3% support tests - 2018.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

**b 33 1/3% support tests - 2017.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

**Part IV Supporting Organizations**

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

**Section A. All Supporting Organizations**

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



**Part IV Supporting Organizations** (continued)

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

**Section B. Type I Supporting Organizations**

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

**Section C. Type II Supporting Organizations**

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

**Section D. All Type III Supporting Organizations**

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

**Section E. Type III Functionally Integrated Supporting Organizations**

<b>1</b> Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).		
<b>a</b> <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
<b>b</b> <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
<b>c</b> <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
<b>2</b> Activities Test. Answer (a) and (b) below.		
<b>a</b> Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? <i>If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.</i>		
<b>b</b> Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? <i>If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.</i>		
<b>3</b> Parent of Supported Organizations. Answer (a) and (b) below.		
<b>a</b> Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? <i>Provide details in Part VI.</i>		
<b>b</b> Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>		

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

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

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

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

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	<b>Distributable Amount.</b> Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).		

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

Section D - Distributions	Current Year
<b>1</b> Amounts paid to supported organizations to accomplish exempt purposes	
<b>2</b> Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
<b>3</b> Administrative expenses paid to accomplish exempt purposes of supported organizations	
<b>4</b> Amounts paid to acquire exempt-use assets	
<b>5</b> Qualified set-aside amounts (prior IRS approval required)	
<b>6</b> Other distributions (describe in <b>Part VI</b> ). See instructions.	
<b>7 Total annual distributions.</b> Add lines 1 through 6.	
<b>8</b> Distributions to attentive supported organizations to which the organization is responsive (provide details in <b>Part VI</b> ). See instructions.	
<b>9</b> Distributable amount for 2018 from Section C, line 6	
<b>10</b> Line 8 amount divided by line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2018	(iii) Distributable Amount for 2018
<b>1</b> Distributable amount for 2018 from Section C, line 6			
<b>2</b> Underdistributions, if any, for years prior to 2018 (reasonable cause required- explain in <b>Part VI</b> ). See instructions.			
<b>3</b> Excess distributions carryover, if any, to 2018			
<b>a</b> From 2013			
<b>b</b> From 2014			
<b>c</b> From 2015			
<b>d</b> From 2016			
<b>e</b> From 2017			
<b>f Total</b> of lines 3a through e			
<b>g</b> Applied to underdistributions of prior years			
<b>h</b> Applied to 2018 distributable amount			
<b>i</b> Carryover from 2013 not applied (see instructions)			
<b>j</b> Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
<b>4</b> Distributions for 2018 from Section D, line 7: \$			
<b>a</b> Applied to underdistributions of prior years			
<b>b</b> Applied to 2018 distributable amount			
<b>c</b> Remainder. Subtract lines 4a and 4b from 4.			
<b>5</b> Remaining underdistributions for years prior to 2018, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in <b>Part VI</b> . See instructions.			
<b>6</b> Remaining underdistributions for 2018. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in <b>Part VI</b> . See instructions.			
<b>7 Excess distributions carryover to 2019.</b> Add lines 3j and 4c.			
<b>8</b> Breakdown of line 7:			
<b>a</b> Excess from 2014			
<b>b</b> Excess from 2015			
<b>c</b> Excess from 2016			
<b>d</b> Excess from 2017			
<b>e</b> Excess from 2018			

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

**PART II, SECTION C, LINE 17A, FACTS AND CIRCUMSTANCES TEST:**

**DISCUSSION OF FACTS AND CIRCUMSTANCES SUPPORTING CLASSIFICATION OF ORGANIZATION AS A PUBLICLY SUPPORTED ORGANIZATION UNDER CODE SECTIONS 509(A)(1) AND 170(B)(1)(A)(VI)**

THE HEALTHWELL FOUNDATION (THE "FOUNDATION") OFFERS THE FOLLOWING FACTS AND CIRCUMSTANCES IN SUPPORT OF ITS ONGOING CLASSIFICATION AS A PUBLIC CHARITY AND NOT A PRIVATE FOUNDATION.

GENERAL BACKGROUND - THE FOUNDATION PROVIDES NEED-BASED FINANCIAL ASSISTANCE TO UNDERINSURED INDIVIDUALS LIVING WITH CHRONIC AND/OR LIFE-ALTERING ILLNESSES SUCH AS MULTIPLE SCLEROSIS, CYSTIC FIBROSIS, MULTIPLE MYELOMA AND MANY OTHER TYPES OF CANCER. THROUGH 2018, THE FOUNDATION HAS HELPED OVER 407,192 PATIENTS AFFORD THEIR PRESCRIPTION DRUG COPAYMENTS, PREMIUMS AND OTHER OUT-OF-POCKET HEALTH CARE COSTS.

THE FOUNDATION GRANTS FUNDS TO PATIENTS WHO HAVE PRIVATE OR GOVERNMENT-SPONSORED INSURANCE BUT WHO ARE STILL UNABLE TO AFFORD THEIR INSURANCE COPAYMENTS OR PREMIUMS TO OBTAIN COVERAGE FOR THEIR CONDITIONS. THE FOUNDATION AWARDS GRANTS BASED ON THE OBJECTIVE CONSIDERATION OF FINANCIAL AND MEDICAL CRITERIA AND THE ADEQUACY OF THE RECIPIENT'S INSURANCE COVERAGE. GRANTS ARE AWARDED TO RECIPIENTS FOR A 12 MONTH CYCLE. THE FOUNDATION DOES NOT PLACE RESTRICTIONS ON THE MEDICATIONS ITS GRANT RECIPIENTS USE AS LONG AS THEIR MEDICATION IS INCLUDED ON THE FOUNDATION'S PRODUCT LIST FOR THE FUND UNDER WHICH THE PATIENT IS APPROVED. THE FOUNDATION'S PRODUCT LIST FOR EACH FUND IS BASED ON FDA LABELED INDICATIONS AND COMPENDIA COVERAGE. THE DECISION AS TO WHICH MEDICATIONS

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

ARE PRESCRIBED IS A MEDICAL JUDGMENT. FURTHER, THE FOUNDATION DOES NOT LIMIT THE PROVIDERS OR PHARMACIES ITS GRANT RECIPIENTS MAY USE TO OBTAIN THEIR MEDICATIONS.

PUBLIC SUPPORT PERCENTAGE - THE FOUNDATION'S CUMULATIVE PUBLIC SUPPORT PERCENTAGE THROUGH DECEMBER 31, 2018 IS 23.87%, WHICH IS ABOVE THE MINIMUM AMOUNT AT WHICH FACTS AND CIRCUMSTANCES WILL BE CONSIDERED BY THE SERVICE IN DETERMINING THE FOUNDATION'S ONGOING QUALIFICATION AS A PUBLICLY SUPPORTED CHARITY. THE FOUNDATION'S PUBLIC SUPPORT PERCENTAGE HAS GENERALLY MAINTAINED AN UPWARD TRAJECTORY SINCE 2004, WITH A SMALL FLUCTUATION DOWN IN 2018; THE FACTS AND CIRCUMSTANCES RELATING TO THE FOUNDATION'S STRUCTURE AND OPERATIONS PRESENT AN EXCEPTIONALLY STRONG CASE IN SUPPORT OF ITS ONGOING CLASSIFICATION AS A PUBLIC CHARITY AND NOT AS A PRIVATE FOUNDATION. THESE FACTS AND CIRCUMSTANCES, WHICH ARE DISCUSSED IN MORE DETAIL LATER, INCLUDE THE FOLLOWING:

1. THE FOUNDATION IS NOT CONTROLLED BY ITS CONTRIBUTORS AND HAS NO ENDOWMENT FUND, CHARACTERISTICS WHICH DISTINGUISH IT FROM VIRTUALLY ALL PRIVATE FOUNDATIONS.

2. THE FOUNDATION'S BOARD REPRESENTS MANY DIVERSE ASPECTS OF THE HEALTH CARE COMMUNITY, DEMONSTRATING THE FOUNDATION'S COMMITMENT TO THE BROAD PUBLIC BENEFIT AND THE FOUNDATION'S COMMITMENT TO OPERATE AN OUTSTANDING ORGANIZATION THAT WILL ATTRACT FUTURE PUBLIC SUPPORT.

3. THE FOUNDATION'S ACTIVITIES BROADLY BENEFIT THE GENERAL PUBLIC AS WELL AS OTHER CHARITABLE ORGANIZATIONS THAT ARE ATTEMPTING TO HELP PATIENTS

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

COPE WITH A VARIETY OF ILLNESSES AND CONDITIONS.

FACTS AND CIRCUMSTANCES SUPPORTING QUALIFICATION AS A PUBLICLY SUPPORTED ORGANIZATION

1. ATTRACTION OF PUBLIC SUPPORT.

THE FOUNDATION'S POLICY IS TO ACCEPT CONTRIBUTIONS FROM DONORS AND TO DISBURSE THE CONTRIBUTIONS IN THE FORM OF GRANTS AS SOON AS PRACTICAL. THE FOUNDATION DOES NOT HAVE AN ENDOWMENT FUND, AND ITS ABILITY TO FULFILL ITS FUTURE MISSION IS ENTIRELY DEPENDENT ON ITS ABILITY TO ATTRACT FUTURE SUPPORT FROM DONORS ON A CONTINUOUS BASIS. NONE OF THE FOUNDATION'S HISTORICAL SUBSTANTIAL CONTRIBUTORS HAVE PLEDGED OR OTHERWISE COMMITTED TO CONTINUE TO SUPPORT THE FOUNDATION IN FUTURE YEARS. THEREFORE, THE FOUNDATION MUST CONTINUALLY SEEK NEW DONORS TO SUSTAIN ITS FUNDS, AND IT HAS DONE SO.

SPECIFICALLY:

- THE FOUNDATION EMPLOYS 15 PERSONS WHO, IN ADDITION TO THEIR PRIMARY TASKS, MAY ALSO WORK ON FUNDRAISING PROJECTS AS NEEDED.
- THE FOUNDATION'S CORPORATE CUMULATIVE DONOR BASE HAS INCREASED EACH YEAR FROM ONE CORPORATE DONOR IN 2004 TO 43 CORPORATE DONORS.
- THE FOUNDATION'S CHIEF DEVELOPMENT OFFICER WORKS WITH THE PRESIDENT AND BOARD TO IDENTIFY AND PURSUE NEW CORPORATE FUNDRAISING OPPORTUNITIES.
- THE FOUNDATION'S SENIOR DIRECTOR OF EXTERNAL RELATIONS WORKS TO IDENTIFY AND SECURE PARTNERS AND SPONSORS FOR THE FOUNDATION'S BROAD-BASED

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

INITIATIVES, INCLUDING ITS PEDIATRIC ASSISTANCE FUND.

- THE FOUNDATION REGULARLY SOLICITS SUPPORT FROM PRIVATE INDIVIDUALS,  
WHICH HAS RESULTED IN DONATIONS FROM MORE THAN 37,500 INDIVIDUAL DONORS.

2. REPRESENTATIVE GOVERNING BODY.

THE FOUNDATION'S BOARD CONSISTS ENTIRELY OF NATIONALLY-RECOGNIZED HEALTH  
CARE EXPERTS WITH DEEP EXPERIENCE IN THE FIELDS OF HEALTH CARE  
ADMINISTRATION, CLINICAL PRACTICE AND RESEARCH, DIRECT PATIENT CARE,  
PATIENT ADVOCACY AND HEALTH LAW. THE COMPOSITION OF THE BOARD EXEMPLIFIES  
THE FOUNDATION'S COMMITMENT TO REPRESENT THE BROAD INTERESTS OF THE  
GENERAL PUBLIC AND TO OPERATE IN A MANNER THAT WILL ATTRACT ATTENTION -  
AND SUPPORT - FROM A BROAD RANGE OF POTENTIAL DONORS.

GIVEN THEIR DIVERSE EXPERTISE, THE FOUNDATION'S BOARD MEMBERS BRING  
FORWARD A VARIETY OF IMPORTANT ISSUES TO ENCOURAGE DISCUSSION ABOUT HOW  
THE FOUNDATION'S PROGRAMS AND SERVICES WILL DIRECTLY IMPACT THE GENERAL  
PUBLIC. THEIR WIDE-RANGING OPINIONS HELP TO EXPAND THE FOUNDATION'S  
VIEWPOINT AND RESULT IN AN ORGANIZATION THAT CAN RESPOND SUCCESSFULLY TO  
IMPORTANT CHANGES IN THE HEALTH CARE ENVIRONMENT.

SIGNIFICANTLY, NONE OF THE FOUNDATION'S BOARD MEMBERS ARE AFFILIATED WITH  
ANY CONTRIBUTOR TO THE FOUNDATION AND IT IS THE FOUNDATION'S STRICT POLICY  
THAT THERE NOT BE SUCH AFFILIATIONS. MOREOVER, NO CONTRIBUTOR HAS THE  
POWER TO APPOINT DIRECTORS TO THE FOUNDATION'S BOARD. IN THIS REGARD, THE  
FOUNDATION DIFFERS MARKEDLY FROM A PRIVATE FOUNDATION, WHERE THE GOVERNING  
BODY IS TYPICALLY COMPOSED OF SUBSTANTIAL CONTRIBUTORS AND/OR MEMBERS

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

**CHOSEN BY SUBSTANTIAL CONTRIBUTORS.**

**3. AVAILABILITY OF PUBLIC FACILITIES OR SERVICES; PUBLIC PARTICIPATION  
IN PROGRAMS OR POLICIES.**

THE FOUNDATION PUTS FORTH SIGNIFICANT EFFORTS TO MAKE THE AVAILABILITY OF ITS PROGRAMS AND SERVICES KNOWN TO THE GENERAL PUBLIC THROUGH AVENUES SUCH AS ITS WEBSITE (WWW.HEALTHWELLFOUNDATION.ORG), WHERE PATIENTS, PROVIDERS, PHARMACIES AND ADVOCATES CAN OBTAIN INFORMATION ON THE FOUNDATION'S PROGRAM, APPLY ONLINE AND, THROUGH INTERACTIVE PORTALS, MANAGE THEIR PATIENTS' GRANTS (PROVIDERS AND PHARMACIES) OR MONITOR THEIR OWN GRANT (PATIENTS). THESE AVENUES ARE UPDATED CONTINUOUSLY AND MONITORED CLOSELY THROUGHOUT THE YEAR. THE FOUNDATION ENGAGES IN A WIDE RANGE OF PROMOTIONAL OUTREACH ACTIVITIES, INCLUDING MEDIA RELATIONS AND BLOG ACTIVITIES (WWW.REALWORLDHEALTHCARE.ORG) IN ADDITION TO TARGETED SOCIAL MEDIA CAMPAIGNS TO EDUCATE THE PUBLIC, PROVIDERS, PHARMACIES AND OTHER HEALTH-RELATED ORGANIZATIONS ABOUT ITS WORK. NEWS ABOUT THE FOUNDATION'S PROGRAMS REGULARLY APPEARS IN LOCAL AND NATIONAL PUBLICATIONS, INCLUDING MEDICAL JOURNALS, NEWSPAPERS, MAGAZINES, BLOGS AND HEALTH CARE WEBSITES.

REPRESENTATIVES OF THE FOUNDATION REGULARLY ATTEND NATIONAL AND LOCAL CONFERENCES TO PROMOTE THE FOUNDATION'S PROGRAMS, INCLUDING THOSE OF SUCH ENTITIES AS CBI PATIENT ASSISTANCE PROGRAM, THE LIVER MEETING, AMERICAN SOCIETY OF CLINICAL ONCOLOGY, NORTH AMERICAN CYSTIC FIBROSIS CONFERENCE, ASEMBIA SPECIALTY PHARMACY SUMMIT, CBI PATIENT ADHERENCE & SUPPORT, AMERICAN SOCIETY OF HEMATOLOGY, AND CBI PAP LEGAL UPDATE.



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

ADDITIONALLY, WHEN THE FOUNDATION ESTABLISHES A NEW FUND WITH RESPECT TO A PARTICULAR DISEASE OR CONDITION, THE FOUNDATION:

- IDENTIFIES KEY NATIONAL PATIENT ADVOCACY GROUPS AND HEALTH CARE ORGANIZATIONS THAT ARE ABLE TO REACH OUT TO PATIENTS IN THE NEW FUND AREA.

- IDENTIFIES APPROPRIATE CONTACTS IN EACH ORGANIZATION THAT FOCUS ON PATIENT ADVOCACY AND/OR REIMBURSEMENT ISSUES.

- INVITES THESE ORGANIZATIONS TO EDUCATE PATIENTS, PROVIDERS, ADVOCATES AND THEIR BROADER NETWORKS ABOUT THE FOUNDATION'S PROGRAMS BY POSTING A LINK TO WWW.HEALTHWELLFOUNDATION.ORG ON THEIR WEBSITES, PROMOTING VIA SOCIAL MEDIA AND/OR INCLUDING INFORMATION ABOUT THE FOUNDATION'S SERVICES IN THEIR MARKETING AND EDUCATIONAL MATERIALS.

- ISSUES A PRESS RELEASE TO ANNOUNCE A NEW FUND TO THE MEDIA, PATIENT ADVOCACY GROUPS AND THE BROADER HEALTH CARE COMMUNITY.

- REACHES OUT TO PROSPECTIVE DONORS TO SOLICIT ADDITIONAL SUPPORT FOR THE DISEASE AREA.

- PROMOTES THE NEW FUND IN ITS NEWSLETTER, "THE PULSE," WHICH REACHES OVER 42,000 INDIVIDUALS FOUR TIMES A YEAR, AND THROUGH SOCIAL MEDIA.

PART II, SECTION C, LINE 17A, FACTS AND CIRCUMSTANCES TEST:

FURTHERMORE, THE FOUNDATION IS REFERENCED BY, OR IS LINKED TO, THE WEBSITES OF A NUMBER OF ORGANIZATIONS THAT DIRECT PATIENTS FOR

COPAYMENT AND PREMIUM ASSISTANCE. SUCH ORGANIZATIONS INCLUDE

PARTNERSHIP FOR PRESCRIPTION ASSISTANCE, AMERICAN CANCER SOCIETY, CMS,

AMERICAN LIVER FOUNDATION, ALS FOUNDATION, NATIONAL MS SOCIETY,

PSORIASIS FOUNDATION, LUPUS FOUNDATION OF AMERICA, CANCERCARE,

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

PORPHYRIA FOUNDATION AND NEEDYMEDS, AMONG OTHERS.

CONCLUSION

IN SUMMARY, THE HEALTHWELL FOUNDATION HAS THE CHARACTERISTICS OF A "PUBLICLY SUPPORTED" ORGANIZATION, BASED ON THE FACTS AND CIRCUMSTANCES TEST DESCRIBED IN SECTION 1.170A-9(E)(3) OF THE TREASURY REGULATIONS. SPECIFICALLY, A SMALL NUMBER OF DONORS DO NOT CONTROL HEALTHWELL; RATHER HEALTHWELL IS A GROWING INSTITUTION THAT BEARS MANY OF THE INDICIA OF A "PUBLICLY SUPPORTED" ORGANIZATION, INCLUDING PUBLIC SUPPORT FROM A WIDE CROSS-SECTION OF DONORS WITH A REPRESENTATIVE GOVERNING BODY. MOREOVER, HEALTHWELL IS CONTINUING TO SEEK NEW SOURCES OF SUPPORT FROM THE GENERAL PUBLIC AS WELL AS OTHER ORGANIZATIONS. ACCORDINGLY, THE FOUNDATION QUALIFIES AS A "PUBLICLY SUPPORTED" ORGANIZATION DESCRIBED IN SECTION 170(B)(1)(A)(VI).

**Schedule B**

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

**2018**

Name of the organization

**HEALTHWELL FOUNDATION**

Employer identification number

**20-0413676**

Organization type (check one):

**Filers of:**

**Section:**

Form 990 or 990-EZ

501(c)( 3 ) (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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ..... ▶ \$ \_\_\_\_\_

**Caution:** An organization that isn't covered by the General Rule and/or the Special Rules doesn't 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 its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization  <b>HEALTHWELL FOUNDATION</b>	Employer identification number  <b>20-0413676</b>
--	---

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	 <hr/> <hr/> <hr/>	\$ <u>127,000,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	 <hr/> <hr/> <hr/>	\$ <u>94,600,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	 <hr/> <hr/> <hr/>	\$ <u>66,600,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	 <hr/> <hr/> <hr/>	\$ <u>66,000,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	 <hr/> <hr/> <hr/>	\$ <u>23,333,333.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6	 <hr/> <hr/> <hr/>	\$ <u>18,500,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization  <b>HEALTHWELL FOUNDATION</b>	Employer identification number  <b>20-0413676</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	 <hr/> <hr/> <hr/>	\$ <u>7,200,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
8	 <hr/> <hr/> <hr/>	\$ <u>4,400,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
9	 <hr/> <hr/> <hr/>	\$ <u>4,000,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
10	 <hr/> <hr/> <hr/>	\$ <u>4,000,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
11	 <hr/> <hr/> <hr/>	\$ <u>2,750,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
12	 <hr/> <hr/> <hr/>	\$ <u>2,205,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization  <b>HEALTHWELL FOUNDATION</b>	Employer identification number  <b>20-0413676</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	<hr/> <hr/> <hr/>	\$ <u>1,450,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
14	<hr/> <hr/> <hr/>	\$ <u>1,000,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
15	<hr/> <hr/> <hr/>	\$ <u>800,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
16	<hr/> <hr/> <hr/>	\$ <u>300,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
17	<hr/> <hr/> <hr/>	\$ <u>238,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
18	<hr/> <hr/> <hr/>	\$ <u>220,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization  <b>HEALTHWELL FOUNDATION</b>	Employer identification number  <b>20-0413676</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	<hr/> <hr/> <hr/>	\$ <u>150,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<hr/>	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<hr/>	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<hr/>	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<hr/>	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<hr/>	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<hr/>	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization  <b>HEALTHWELL FOUNDATION</b>	Employer identification number  <b>20-0413676</b>
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**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____



Name of organization  <b>HEALTHWELL FOUNDATION</b>	Employer identification number  <b>20-0413676</b>
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**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this info. once.) ▶ \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

**SCHEDULE D**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**  
▶ **Attach to Form 990.**

▶ **Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.**

OMB No. 1545-0047

**2018**  
**Open to Public Inspection**

Name of the organization **HEALTHWELL FOUNDATION** Employer identification number **20-0413676**

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year .....		
2 Aggregate value of contributions to (during year) .....		
3 Aggregate value of grants from (during year) .....		
4 Aggregate value at end of year .....		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? .....	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? .....	<input type="checkbox"/> Yes <input type="checkbox"/> No	

**Part II Conservation Easements.** Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).  
 Preservation of land for public use (e.g., recreation or education)       Preservation of a historically important land area  
 Protection of natural habitat       Preservation of a certified historic structure  
 Preservation of open space

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

	Held at the End of the Tax Year
a Total number of conservation easements .....	2a
b Total acreage restricted by conservation easements .....	2b
c Number of conservation easements on a certified historic structure included in (a) .....	2c
d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register .....	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ \_\_\_\_\_

4 Number of states where property subject to conservation easement is located ▶ \_\_\_\_\_

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? .....

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \_\_\_\_\_

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \$ \_\_\_\_\_

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? .....

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenue included on Form 990, Part VIII, line 1 .....

(ii) Assets included in Form 990, Part X .....

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenue included on Form 990, Part VIII, line 1 .....

b Assets included in Form 990, Part X .....

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule D (Form 990) 2018

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items

(check all that apply):

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

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

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

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

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

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

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

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?  Yes  No

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

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

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

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

- a Board designated or quasi-endowment  \_\_\_\_\_ %
- b Permanent endowment  \_\_\_\_\_ %
- c Temporarily restricted endowment  \_\_\_\_\_ %

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

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

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?

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

**Part VI Land, Buildings, and Equipment.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		258,157.	127,200.	130,957.
e Other		1,417,091.	1,170,606.	246,485.
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				377,442.

**Part VII Investments - Other Securities.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives .....		
(2) Closely-held equity interests .....		
(3) Other .....		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

**Part VIII Investments - Program Related.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

**Part IX Other Assets.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

**Part X Other Liabilities.**

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) <b>COPAYMENTS AND PREMIUM ASSISTANCE</b>	
(3) <b>PAYABLE</b>	6,805,835.
(4) <b>DEFERRED RENT</b>	34,675.
(5)	
(6)	
(7)	
(8)	
(9)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	6,840,510.

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

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

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

Table with 5 main rows and sub-rows (a-e) for adjustments. Columns include descriptions, sub-row labels (2a-2d, 4a-4b), and total line numbers (1, 2e, 3, 4c, 5).

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

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

Table with 5 main rows and sub-rows (a-e) for adjustments. Columns include descriptions, sub-row labels (2a-2d, 4a-4b), and total line numbers (1, 2e, 3, 4c, 5).

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2:

THE FOUNDATION PERFORMED AN EVALUATION OF UNCERTAIN TAX POSITIONS FOR THE YEAR ENDED DECEMBER 31, 2018, AND DETERMINED THAT THERE WERE NO MATTERS THAT WOULD REQUIRE RECOGNITION IN THE FINANCIAL STATEMENTS OR THAT MAY HAVE ANY EFFECT ON ITS TAX-EXEMPT STATUS.

**SCHEDULE G**  
**(Form 990 or 990-EZ)**

**Supplemental Information Regarding Fundraising or Gaming Activities**

OMB No. 1545-0047

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

**2018**

Department of the Treasury  
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ.

**Open to Public Inspection**

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

Name of the organization **HEALTHWELL FOUNDATION** Employer identification number **20-0413676**

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

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

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

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

b If "Yes," list the 10 highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
A.B. DATA GROUP - 600 A B DATA DRIVE, MILWAUKEE, WI	DIRECT MAIL CAMPAIGN		X	615,856.	180,266.	435,590.
<b>Total</b>				615,856.	180,266.	435,590.

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

AL, AK, AZ, AR, CA, CO, CT, DE, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI, WY, DC

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		(event type)	(event type)	(total number)	(add col. (a) through col. (c))
Revenue	<b>1</b> Gross receipts .....				
	<b>2</b> Less: Contributions .....				
	<b>3</b> Gross income (line 1 minus line 2) .....				
Direct Expenses	<b>4</b> Cash prizes .....				
	<b>5</b> Noncash prizes .....				
	<b>6</b> Rent/facility costs .....				
	<b>7</b> Food and beverages .....				
	<b>8</b> Entertainment .....				
	<b>9</b> Other direct expenses .....				
	<b>10</b> Direct expense summary. Add lines 4 through 9 in column (d) .....				
<b>11</b> Net income summary. Subtract line 10 from line 3, column (d) .....					

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
		<b>1</b> Gross revenue .....			
Direct Expenses	<b>2</b> Cash prizes .....				
	<b>3</b> Noncash prizes .....				
	<b>4</b> Rent/facility costs .....				
	<b>5</b> Other direct expenses .....				
<b>6</b> Volunteer labor .....	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No		
<b>7</b> Direct expense summary. Add lines 2 through 5 in column (d) .....					
<b>8</b> Net gaming income summary. Subtract line 7 from line 1, column (d) .....					

**9** Enter the state(s) in which the organization conducts gaming activities: \_\_\_\_\_

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

**b** If "No," explain: \_\_\_\_\_

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

**b** If "Yes," explain: \_\_\_\_\_

- 11 Does the organization conduct gaming activities with nonmembers?  Yes  No
- 12 Is the organization a grantor, beneficiary or trustee of a trust, or a member of a partnership or other entity formed to administer charitable gaming?  Yes  No
- 13 Indicate the percentage of gaming activity conducted in:
 

a The organization's facility	13a	%
b An outside facility	13b	%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ \_\_\_\_\_

Address ▶ \_\_\_\_\_

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

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

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

Name ▶ \_\_\_\_\_

Address ▶ \_\_\_\_\_

- 16 Gaming manager information:

Name ▶ \_\_\_\_\_

Gaming manager compensation ▶ \$ \_\_\_\_\_

Description of services provided ▶ \_\_\_\_\_

Director/officer       Employee       Independent contractor

- 17 Mandatory distributions:

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

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

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

**SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:**

(I) NAME OF FUNDRAISER: A.B. DATA GROUP

(I) ADDRESS OF FUNDRAISER: 600 A B DATA DRIVE, MILWAUKEE, WI 53217

**PART I, LINE 2B, COLUMN (V):**

THE FOUNDATION PAID IN TOTAL \$180,266 TO A.B. DATA GROUP OF WHICH, \$14,392 WAS FOR EXPENSE REIMBURSEMENTS.



**Part IV** Supplemental Information *(continued)*

Multiple horizontal lines for supplemental information.

**SCHEDULE I  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Grants and Other Assistance to Organizations,  
Governments, and Individuals in the United States**  
Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.

▶ **Attach to Form 990.**

▶ **Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.**

OMB No. 1545-0047

**2018**

**Open to Public  
Inspection**

Name of the organization **HEALTHWELL FOUNDATION** Employer identification number **20-0413676**

**Part I General Information on Grants and Assistance**

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? .....  **Yes**  **No**
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

**Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments.** Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

<b>1 (a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC section (if applicable)	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of noncash assistance	<b>(h)</b> Purpose of grant or assistance

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

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

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
MULTIPLE MYELOMA	19529	98,223,345.	0.		
PULMONARY FIBROSIS	8886	38,232,892.	0.		
HEPATITIS C	6229	36,154,031.	0.		
MULTIPLE SCLEROSIS	9252	34,916,679.	0.		
RENAL CELL CARCINOMA	2482	10,863,964.	0.		

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

**PART I, LINE 2:**

EACH PATIENT SEEKING ASSISTANCE IS SCREENED FOR ELIGIBILITY EITHER BY A  
SPECIALIST THROUGH THE FOUNDATION HOTLINE OR THROUGH THE FOUNDATION'S  
ONLINE APPLICATION TOOL. CRITERIA ARE STATIC ACROSS ALL THE FOUNDATION  
FUNDS: THE PATIENT'S HOUSEHOLD INCOME MAY BE UP TO 500% OF THE FEDERAL  
POVERTY LEVEL, ADJUSTED FOR HOUSEHOLD SIZE AND HIGH COST OF LIVING AREAS;  
THE PATIENT MUST HAVE A DIAGNOSIS THAT THE FOUNDATION CURRENTLY SUPPORTS;  
THE PATIENT MUST HAVE INSURANCE COVERAGE FOR THE TREATMENT FOR WHICH THEY  
ARE SEEKING ASSISTANCE AND THAT TREATMENT MUST BE AN ELIGIBLE TREATMENT

**Part III** Continuation of Grants and Other Assistance to Individuals in the United States (Schedule I (Form 990), Part III.)

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
CYSTIC FIBROSIS TREATMENTS	5,891.	9,354,230.	0.		
POST MENOPAUSAL OSTEOPOROSIS - MEDICARE ACCESS	22,083.	8,925,200.	0.		
CHEMOTHERAPY INDUCED NEUTROPENIA - MEDICARE ACCESS	4,517.	8,181,420.	0.		
BONE METASTISES	5,577.	7,720,188.	0.		
NON-SMALL CELL LUNG CANCER - MEDICARE ACCESS	1,916.	6,625,217.	0.		
BREAST CANCER	1,698.	6,175,208.	0.		
SECONDARY HYPERPARATHYROIDISM	4,031.	4,964,547.	0.		
MELANOMA - MEDICARE ACCESS	976.	4,884,841.	0.		
ACUTE MYELOID LEUKEMIA - MEDICARE ACCESS	1,469.	4,625,511.	0.		

Schedule I (Form 990)

**Part III** Continuation of Grants and Other Assistance to Individuals in the United States (Schedule I (Form 990), Part III.)

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
SYSTEMIC LUPUS ERYTHEMATOSUS	1,519.	4,277,781.	0.		
MACULAR DEGENERATION	1,946.	3,039,914.	0.		
TARDIVE DYSKINESIA - MEDICARE ACCESS	1,097.	2,838,110.	0.		
URTICARIA	1,158.	2,443,121.	0.		
AMYOTROPHIC LATERAL SCLEROSIS - MEDICARE ACCESS	542.	2,441,032.	0.		
CYSTIC FIBROSIS VITAMINS AND SUPPLEMENTS	5,175.	2,200,602.	0.		
GOUT	811.	1,847,873.	0.		
PEYRONIE'S	674.	1,770,248.	0.		
DUPUYTREN'S DISEASE	1,207.	1,663,911.	0.		

Schedule I (Form 990)

**Part III** Continuation of Grants and Other Assistance to Individuals in the United States (Schedule I (Form 990), Part III.)

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
IDIOPATHIC THROMBOCYTOPENIC PURPURA	871.	1,559,413.	0.		
OVARIAN CANCER - MEDICARE ACCESS	606.	1,439,624.	0.		
COLORECTAL CARCINOMA	635.	1,399,047.	0.		
HUNTINGTON'S DISEASE - MEDICARE ACCESS	430.	1,393,867.	0.		
CARCINOID TUMORS AND ASSOCIATED SYMPTOMS - MEDICARE ACCESS	613.	1,274,544.	0.		
MOVEMENT DISORDERS - MEDICARE ACCESS	272.	1,086,301.	0.		
BLADDER AND UROTHELIAL CANCER - MEDICARE ACCESS	556.	959,687.	0.		
GIANT CELL ARTERITIS OR TEMPORAL ARTERITIS - MEDICARE ACCESS	298.	863,527.	0.		
CHRONIC MYELOID LEUKEMIA - MEDICARE ACCESS	166.	806,296.	0.		

Schedule I (Form 990)

**Part III** Continuation of Grants and Other Assistance to Individuals in the United States (Schedule I (Form 990), Part III.)

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
PEDIATRIC FUND	440.	665,002.	0.		
ANCA-ASSOCIATED VASCULITIS, WEGENERS AND GRANULOMATOSIS WITH POLYANGIITIS	213.	566,740.	0.		
HEAD AND NECK CANCER	153.	347,072.	0.		
DIABETIC FOOT ULCERS	602.	325,557.	0.		
CYSTIC FIBROSIS	775.	312,864.	0.		
CYTOMEGALOVIRUS	179.	185,240.	0.		
ACROMEGALY - MEDICARE ACCESS	57.	172,589.	0.		
FUNGAL INFECTIONS-ASPERGILLOSIS AND CANDIDIASIS	134.	162,704.	0.		
BREAKTHROUGH CANCER PAIN - MEDICARE ACCESS	60.	156,137.	0.		

**Part III** Continuation of Grants and Other Assistance to Individuals in the United States (Schedule I (Form 990), Part III.)

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
IMMUNOSUPPRESSIVE TREATMENT FOR TRANSPLANT	487.	133,613.	0.		
ASTHMA, MODERATE TO SEVERE	186.	123,715.	0.		
AUTOIMMUNE	54.	109,102.	0.		
INFLAMMATORY BOWEL DISEASE	106.	90,637.	0.		
CONGENITAL SUCRASE-ISOMALTASE DEFICIENCY	34.	71,542.	0.		
HIV AND AIDS WASTING SYNDROME AND ANOREXIA DUE TO HIV OR AIDS - MEDICARE ACCESS	11.	40,592.	0.		
HOMOCYSTEINURIA	15.	29,963.	0.		
GASTRIC CANCER - MEDICARE ACCESS	52.	29,379.	0.		
CHEMOTHERAPY INDUCED NAUSEA OR VOMITING - MEDICARE ACCESS	110.	27,823.	0.		

Schedule I (Form 990)



**Part III** Continuation of Grants and Other Assistance to Individuals in the United States (Schedule I (Form 990), Part III.)

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
PORPHYRIAS	9.	20,491.	0.		
NON-HODGKINS LYMPHOMA	16.	14,610.	0.		
HAF	6.	6,300.	0.		
CANCER RELATED BEHAVIORAL HEALTH	17.	5,118.	0.		
GOUT TRAVEL	7.	4,251.	0.		
UREA CYCLES DISORDER	2.	3,385.	0.		
GROWTH HORMONE	5.	2,402.	0.		
HODGKINS DISEASE	1.	2,294.	0.		
GLIOBLASTOMA MULTIFORME AND ANAPLASTIC	2.	2,229.	0.		

Schedule I (Form 990)

**Part III** Continuation of Grants and Other Assistance to Individuals in the United States (Schedule I (Form 990), Part III.)

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
CHRONIC LYMPHOCYTIC LEUKEMIA - MEDICARE ACCESS	1.	1,257.	0.		
WILM'S TUMOR	1.	1,008.	0.		
HEPATOCELLULAR CARCINOMA - MEDICARE ACCESS	1.	771.	0.		
MIGRAINE	2.	470.	0.		

**Part IV** Supplemental Information

UNDER THE HEALTHWELL FUND AND TREATMENT MUST BE DISPENSED IN THE UNITED STATES. IN ADDITION, DURING THE APPROVAL PROCESS, A SOFT CREDIT CHECK IS RUN ON THE APPLICANT TO DETERMINE THAT THEY MEET THE INCOME REQUIREMENTS FOR THE PROGRAM. IF THE SOFT CREDIT CHECK DOES NOT RETURN A SATISFACTORY RESULT, THE PATIENT IS REQUIRED TO SUBMIT A FULL INCOME DOCUMENT REVIEW IN ORDER TO RECEIVE ASSISTANCE FROM THE PROGRAM. OTHERWISE, PATIENTS ARE APPROVED IF ALL CRITERIA ARE MET DURING SCREENING.

PATIENTS RECEIVE A PHARMACY CARD TO USE AT THE LOCAL RETAIL PHARMACY, THROUGH MAIL ORDER PHARMACY, OR THROUGH SPECIALTY PHARMACY. THE PHARMACY CARD CANNOT BE USED FOR PRIMARY PAYMENT AND PROVIDES ELECTRONIC POINT OF SALE REIMBURSEMENT FOR THE PHARMACY.

IN CASES WHERE THE PHARMACY CARD CANNOT BE USED, THE FOUNDATION REQUIRES THE SUBMISSION OF A COMPLETED REIMBURSEMENT REQUEST FORM ALONG WITH ADDITIONAL INFORMATION AS OUTLINED ON THE FORM. UPON RECEIPT, THE REQUEST IS REVIEWED: A FOUNDATION PAYMENT SPECIALIST ENTERS THE RECEIVED INFORMATION INTO THE SYSTEM AND THE SYSTEM VALIDATES THE DATE OF SERVICE, AN INSURER PAID FIRST, THE PRODUCT IS AN ELIGIBLE TREATMENT UNDER THE HEALTHWELL FUND, AND THE PATIENT HAS AN ACTIVE, FULLY APPROVED GRANT. ONLY IF ALL SYSTEMATIC CHECKS PASS, THE PAYMENT SPECIALIST PROCESSES THE PAYMENT.

**SCHEDULE J  
(Form 990)**

**Compensation Information**

OMB No. 1545-0047

**2018**

Open to Public Inspection

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees  
 ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.  
 ▶ Attach to Form 990.  
 ▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

Department of the Treasury  
Internal Revenue Service

Name of the organization: **HEALTHWELL FOUNDATION**  
 Employer identification number: **20-0413676**

**Part I Questions Regarding Compensation**

**1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- |  |  |
|--|--|
| <input type="checkbox"/> First-class or charter travel             | <input type="checkbox"/> Housing allowance or residence for personal use   |
| <input type="checkbox"/> Travel for companions                     | <input type="checkbox"/> Payments for business use of personal residence   |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees     |
| <input type="checkbox"/> Discretionary spending account            | <input type="checkbox"/> Personal services (such as maid, chauffeur, chef) |

**b** If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain .....

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a? .....

**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- |   |   |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee              | <input type="checkbox"/> Written employment contract                                |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study                    |
| <input checked="" type="checkbox"/> Form 990 of other organizations     | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

**4** During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment? ..... **4a**
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? ..... **4b**
- c** Participate in, or receive payment from, an equity-based compensation arrangement? ..... **4c**
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

**Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.**

**5** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization? ..... **5a**
- b** Any related organization? ..... **5b**
- If "Yes" on line 5a or 5b, describe in Part III.

**6** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization? ..... **6a**
- b** Any related organization? ..... **6b**
- If "Yes" on line 6a or 6b, describe in Part III.

**7** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III .....

**8** Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III .....

**9** If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? .....

	Yes	No
<b>1b</b>		
<b>2</b>		
<b>4a</b>		<b>X</b>
<b>4b</b>		<b>X</b>
<b>4c</b>		<b>X</b>
<b>5a</b>		<b>X</b>
<b>5b</b>		<b>X</b>
<b>6a</b>		<b>X</b>
<b>6b</b>		<b>X</b>
<b>7</b>	<b>X</b>	
<b>8</b>		<b>X</b>
<b>9</b>		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2018

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) KRISTA ZODET PRESIDENT	(i)	246,811.	62,235.	0.	13,287.	12,884.	335,217.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) ALAN KLEIN CHIEF DEVELOPMENT OFFICER	(i)	220,078.	64,900.	0.	17,099.	10,704.	312,781.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) SHELA HALPER SR. DIRECTOR OF EXTERNAL RELATIONS	(i)	168,748.	19,800.	0.	11,734.	18,770.	219,052.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) COLLIN ALEXANDER CONTROLLER	(i)	101,326.	16,695.	0.	7,217.	30,391.	155,629.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

**Part III Supplemental Information**

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

**PART I, LINE 7:**

ALL BONUS PAYMENTS RECEIVED BY OFFICERS, KEY EMPLOYEES AND HIGHEST COMPENSATED EMPLOYEES LISTED IN FORM 990, PART VII ARE BASED ON AN APPRAISAL OF HIS/HER PERFORMANCE.

**FORM 990, PART VII, LINE 5:**

THE BOARD CHAIR OF THE FOUNDATION, STEPHEN WEINER, IS ALSO A PARTNER AT MINTZ, LEVIN, COHN, FERRIS, GLOVSKY, AND POPEO, PC, AN UNRELATED ORGANIZATION. FOR THE YEAR ENDED DECEMBER 31, 2018, THE FOUNDATION PAID A TOTAL OF \$30,975 TO THE UNRELATED ORGANIZATION FOR THE TIME INCURRED BY MR. WEINER.

**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

**2018**

Open to Public  
Inspection

Name of the organization

HEALTHWELL FOUNDATION

Employer identification number

20-0413676

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

THEM.

FORM 990, PART III, LINE 3, CHANGES IN PROGRAM SERVICES:

HWF DIRECT, LLC, (HWF) AN AFFILIATE OF HEALTHWELL, WAS ORGANIZED ON  
OCTOBER 10, 2018, AS A SINGLE-MEMBER LIMITED LIABILITY CORPORATION  
(LLC) TO ADMINISTER THE FOUNDATION'S CALL-CENTER FUNCTIONS. HEALTHWELL  
IS THE SOLE MEMBER OF HWF AND FUNDS ITS OPERATIONS THROUGH INTERCOMPANY  
SERVICE CHARGES.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

MULTIPLE SCLEROSIS - MEDICARE ACCESS

EXPENSES \$ 35,216,090. INCLUDING GRANTS OF \$ 34,916,679. REVENUE \$ 0.

RENAL CELL CARCINOMA - MEDICARE ACCESS

EXPENSES \$ 10,988,544. INCLUDING GRANTS OF \$ 10,863,964. REVENUE \$ 0.

CYSTIC FIBROSIS TREATMENTS

EXPENSES \$ 9,890,238. INCLUDING GRANTS OF \$ 9,354,230. REVENUE \$ 0.

POST MENOPAUSAL OSTEOPOROSIS - MEDICARE ACCESS

EXPENSES \$ 9,568,634. INCLUDING GRANTS OF \$ 8,925,200. REVENUE \$ 0.

CHEMOTHERAPY INDUCED NEUTROPENIA - MEDICARE ACCESS

EXPENSES \$ 8,648,356. INCLUDING GRANTS OF \$ 8,181,420. REVENUE \$ 0.

Name of the organization <b>HEALTHWELL FOUNDATION</b>	Employer identification number <b>20-0413676</b>
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**BONE METASTASES - MEDICARE ACCESS**

**EXPENSES \$ 8,362,443. INCLUDING GRANTS OF \$ 7,720,188. REVENUE \$ 0.**

**NON-SMALL CELL LUNG CANCER - MEDICARE ACCESS**

**EXPENSES \$ 6,851,219. INCLUDING GRANTS OF \$ 6,625,217. REVENUE \$ 0.**

**BREAST CANCER - MEDICARE ACCESS**

**EXPENSES \$ 6,306,528. INCLUDING GRANTS OF \$ 6,175,208. REVENUE \$ 0.**

**SECONDARY HYPERPARATHYROIDISM**

**EXPENSES \$ 5,181,704. INCLUDING GRANTS OF \$ 4,964,547. REVENUE \$ 0.**

**ACUTE MYELOID LEUKEMIA - MEDICARE ACCESS**

**EXPENSES \$ 4,787,697. INCLUDING GRANTS OF \$ 4,625,511. REVENUE \$ 0.**

**MELANOMA - MEDICARE ACCESS**

**EXPENSES \$ 4,974,893. INCLUDING GRANTS OF \$ 4,884,841. REVENUE \$ 0.**

**SYSTEMIC LUPUS ERYTHEMATOSUS**

**EXPENSES \$ 4,512,496. INCLUDING GRANTS OF \$ 4,277,781. REVENUE \$ 0.**

**MACULAR DEGENERATION**

**EXPENSES \$ 3,296,495. INCLUDING GRANTS OF \$ 3,039,914. REVENUE \$ 0.**

**TARDIVE DYSKINESIA - MEDICARE ACCESS**

**EXPENSES \$ 2,890,065. INCLUDING GRANTS OF \$ 2,838,110. REVENUE \$ 0.**

**CYSTIC FIBROSIS VITAMINS AND SUPPLEMENTS**



Name of the organization HEALTHWELL FOUNDATION	Employer identification number 20-0413676
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EXPENSES \$ 2,671,064. INCLUDING GRANTS OF \$ 2,200,602. REVENUE \$ 0.

URTICARIA

EXPENSES \$ 2,595,441. INCLUDING GRANTS OF \$ 2,443,121. REVENUE \$ 0.

AMYOTROPHIC LATERAL SCLEROSIS - MEDICARE ACCESS

EXPENSES \$ 2,518,793. INCLUDING GRANTS OF \$ 2,441,032. REVENUE \$ 0.

GOUT - MEDICARE ACCESS

EXPENSES \$ 1,921,226. INCLUDING GRANTS OF \$ 1,847,873. REVENUE \$ 0.

PEYRONIE'S DISEASE

EXPENSES \$ 1,811,314. INCLUDING GRANTS OF \$ 1,770,248. REVENUE \$ 0.

DUPUYTREN'S DISEASE

EXPENSES \$ 1,708,504. INCLUDING GRANTS OF \$ 1,663,911. REVENUE \$ 0.

IDIOPATHIC THROMBOCYTOPENIC PURPURA

EXPENSES \$ 1,608,007. INCLUDING GRANTS OF \$ 1,559,413. REVENUE \$ 0.

COLORECTAL CARCINOMA - MEDICARE ACCESS

EXPENSES \$ 1,534,126. INCLUDING GRANTS OF \$ 1,399,047. REVENUE \$ 0.

OVARIAN CANCER - MEDICARE ACCESS

EXPENSES \$ 1,490,195. INCLUDING GRANTS OF \$ 1,439,624. REVENUE \$ 0.

HUNTINGTON'S DISEASE - MEDICARE ACCESS

EXPENSES \$ 1,419,080. INCLUDING GRANTS OF \$ 1,393,867. REVENUE \$ 0.

Name of the organization

HEALTHWELL FOUNDATION

Employer identification number

20-0413676

## CARCINOID TUMORS AND ASSOCIATED SYMPTOMS - MEDICARE ACCESS

EXPENSES \$ 1,337,859. INCLUDING GRANTS OF \$ 1,274,544. REVENUE \$ 0.

## MOVEMENT DISORDERS - MEDICARE ACCESS

EXPENSES \$ 1,094,617. INCLUDING GRANTS OF \$ 1,086,301. REVENUE \$ 0.

## BLADDER AND UROTHELIAL CANCER - MEDICARE ACCESS

EXPENSES \$ 1,022,955. INCLUDING GRANTS OF \$ 959,687. REVENUE \$ 0.

## GIANT CELL ARTERITIS OR TEMPORAL ARTERITIS - MEDICARE ACCESS

EXPENSES \$ 877,595. INCLUDING GRANTS OF \$ 863,527. REVENUE \$ 0.

## CHRONIC MYELOID LEUKEMIA - MEDICARE ACCESS

EXPENSES \$ 814,861. INCLUDING GRANTS OF \$ 806,296. REVENUE \$ 0.

## PEDIATRIC ASSISTANCE

EXPENSES \$ 766,211. INCLUDING GRANTS OF \$ 665,002. REVENUE \$ 0.

ANCA-ASSOCIATED VASCULITIS, WEGENERS AND GRANULOMATOSIS WITH  
POLYANGIITIS

EXPENSES \$ 590,991. INCLUDING GRANTS OF \$ 566,740. REVENUE \$ 0.

## HEAD AND NECK CANCER - MEDICARE ACCESS

EXPENSES \$ 383,402. INCLUDING GRANTS OF \$ 347,072. REVENUE \$ 0.

## CYSTIC FIBROSIS

EXPENSES \$ 359,785. INCLUDING GRANTS OF \$ 312,864. REVENUE \$ 0.

Name of the organization

HEALTHWELL FOUNDATION

Employer identification number

20-0413676

## DIABETIC FOOT ULCERS

EXPENSES \$ 340,587. INCLUDING GRANTS OF \$ 325,557. REVENUE \$ 0.

## CYTOMEGALOVIRUS DISEASE - PREVENTION AND TREATMENT

EXPENSES \$ 190,950. INCLUDING GRANTS OF \$ 185,240. REVENUE \$ 0.

## ACROMEGALY - MEDICARE ACCESS

EXPENSES \$ 175,659. INCLUDING GRANTS OF \$ 172,589. REVENUE \$ 0.

## FUNGAL INFECTIONS-ASPERGILLOSIS AND CANDIDIASIS

EXPENSES \$ 166,969. INCLUDING GRANTS OF \$ 162,704. REVENUE \$ 0.

## IMMUNOSUPPRESSIVE TREATMENT FOR SOLID ORGAN TRANSPLANT RECIPIENTS

## MEDICARE ACCESS

EXPENSES \$ 159,638. INCLUDING GRANTS OF \$ 133,613. REVENUE \$ 0.

## BREAKTHROUGH CANCER PAIN MEDICARE ACCESS

EXPENSES \$ 158,005. INCLUDING GRANTS OF \$ 156,137. REVENUE \$ 0.

## ASTHMA

EXPENSES \$ 136,673. INCLUDING GRANTS OF \$ 123,715. REVENUE \$ 0.

## AUTOIMMUNE - MEDICARE ACCESS

EXPENSES \$ 111,944. INCLUDING GRANTS OF \$ 109,102. REVENUE \$ 0.

## INFLAMMATORY BOWEL DISEASE - MEDICARE ACCESS

EXPENSES \$ 93,822. INCLUDING GRANTS OF \$ 90,637. REVENUE \$ 0.

Name of the organization

HEALTHWELL FOUNDATION

Employer identification number

20-0413676

## CONGENITAL SUCRASE-ISOMALTASE DEFICIENCY

EXPENSES \$ 72,748. INCLUDING GRANTS OF \$ 71,542. REVENUE \$ 0.

## OTHER

EXPENSES \$ 73,200. INCLUDING GRANTS OF \$ 64,586. REVENUE \$ 0.

## CHEMOTHERAPY INDUCED NAUSEA OR VOMITING MEDICARE ACCESS

EXPENSES \$ 45,456. INCLUDING GRANTS OF \$ 27,823. REVENUE \$ 0.

## HIV AND AIDS WASTING SYNDROME AND ANOREXIA DUE TO HIV OR AIDS MEDICARE ACCESS

EXPENSES \$ 41,022. INCLUDING GRANTS OF \$ 40,592. REVENUE \$ 0.

## GASTRIC CANCER - MEDICARE ACCESS

EXPENSES \$ 38,789. INCLUDING GRANTS OF \$ 29,379. REVENUE \$ 0.

## HOMOCYSTINURIA

EXPENSES \$ 30,832. INCLUDING GRANTS OF \$ 29,963. REVENUE \$ 0.

## FORM 990, PART VI, SECTION B, LINE 11B:

THE PRESIDENT, THE FOUNDATION'S DIRECTORS, AND THE CONTROLLER REVIEWS THE FEDERAL FORM 990 AND THEN FORWARD IT TO THE TREASURER FOR REVIEW. REVIEW CONSISTS OF TRACKING ALL FIGURES FROM AUDITED FINANCIAL STATEMENTS TO THE PREPARED FEDERAL FORM 990, AND REVIEWING ANY DISCREPANCIES WITH THE TAX PREPARERS. UPON COMPLETION OF THE INTERNAL REVIEWS, THE FOUNDATION'S FINANCE DEPARTMENT PROVIDES EACH BOARD MEMBER A COPY FOR REVIEW PRIOR TO FILING WITH THE INTERNAL REVENUE SERVICE. ONCE THE BOARD HAS REVIEWED AND

Name of the organization HEALTHWELL FOUNDATION	Employer identification number 20-0413676
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APPROVED THE FILING, THE BOARD CHAIR AUTHORIZES THE FEDERAL FORM 990 BE E-FILED AND THEN RETURNS THE FEDERAL FORM 990 TO THE PRESIDENT AND THE CONTROLLER.

FORM 990, PART VI, SECTION B, LINE 12C:

THE FOUNDATION'S PRESIDENT AND THE BOARD COMPLIANCE OFFICER WORK TOGETHER TO ENSURE ADHERENCE TO THE FOUNDATION'S COMPLIANCE PROGRAM. INCLUDED IN THIS COMPLIANCE PROGRAM ARE: STAFF AND BOARD OF DIRECTORS FOLLOW A CODE OF CONDUCT; STAFF MUST SIGN A CONFIDENTIALITY AND CONFLICT OF INTEREST AGREEMENT UPON HIRE; MEMBERS OF THE BOARD OF DIRECTORS AND SENIOR STAFF MUST SIGN A CONFLICT OF INTEREST DISCLOSURE ANNUALLY (MEMBERS THAT ARE DEEMED TO HAVE A CONFLICT OF INTEREST BASED ON THIS DISCLOSURE ARE RECUSED FROM PARTICIPATING IN A VOTE WITHIN THAT AREA OF CONFLICT); AND SENIOR STAFF AND BOARD ALSO ATTEST TO UNDERSTANDING AND ADHERING TO THE POLICY AND PRACTICE OF THE HEALTHWELL FOUNDATION. THE SENIOR STAFF AND BOARD CANNOT REFER PATIENTS TO, OR RECOMMEND A PARTICULAR PROVIDER, SUPPLIER, OR PRODUCT NOR THE IDENTITY ANY PROGRAM DONOR.

FORM 990, PART VI, SECTION B, LINE 15:

HEALTHWELL CONDUCTED A COMPENSATION REVIEW IN 2018, WHILE THE LAST REVIEW TOOK PLACE IN 2016. HEALTHWELL ENGAGED AN INDEPENDENT CONSULTANT, MARCUM LLP, TO CONDUCT A COMPENSATION ANALYSIS FOR ALL POSITIONS AT HEALTHWELL BASED ON UPDATED JOB DESCRIPTIONS. THE BOARD CHAIR, TREASURER, A BOARD DIRECTOR AND THE PRESIDENT REVIEWED AND APPROVED ALL COMPENSATION FOR THE FOUNDATION STAFF OTHER THAN THE PRESIDENT. INDEPENDENTLY THE BOARD CHAIR, TREASURER AND A BOARD DIRECTOR REVIEWED/APPROVED THE PRESIDENT'S JOB DESCRIPTION AND COMPENSATION.

Name of the organization <b>HEALTHWELL FOUNDATION</b>	Employer identification number <b>20-0413676</b>
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FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:  
 AL, AK, AZ, AR, CA, CT, FL, GA, HI, IL, KS, KY, LA, ME, MD, MA, MI, MN, MS, NH, NJ, NM, NY, NC, ND  
 OH, OK, OR, PA, RI, SC, TN, UT, VT, VA, WA, WV, WI

FORM 990, PART VI, SECTION C, LINE 19:  
 THE FOUNDATION'S GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY,  
 FINANCIAL STATEMENTS AND THE FEDERAL FORM 990 ARE AVAILABLE TO THE PUBLIC  
 UPON REQUEST. THE FEDERAL FORM 990, THE FOUNDATION'S FINANCIALS, AND ANNUAL  
 REPORT ARE ALSO AVAILABLE AT [WWW.HEALTHWELLFOUNDATION.ORG](http://WWW.HEALTHWELLFOUNDATION.ORG).

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:  
 RETURNED GRANTS 4,208.

**SCHEDULE R  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Related Organizations and Unrelated Partnerships**

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.  
▶ Attach to Form 990.

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

**2018**

Open to Public Inspection

Name of the organization **HEALTHWELL FOUNDATION** Employer identification number **20-0413676**

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
HWF DIRECT, LLC - 83-2192839 5280 CORPORATE DRIVE, SUITE 210B FREDERICK, MD 21073	CONTACT CENTER	VIRGINIA	437,888.	663,621.	HEALTHWELL FOUNDATION

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2018

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No



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

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

**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of **(i)** interest, **(ii)** annuities, **(iii)** royalties, or **(iv)** rent from a controlled entity .....
- b** Gift, grant, or capital contribution to related organization(s) .....
- c** Gift, grant, or capital contribution from related organization(s) .....
- d** Loans or loan guarantees to or for related organization(s) .....
- e** Loans or loan guarantees by related organization(s) .....
- f** Dividends from related organization(s) .....
- g** Sale of assets to related organization(s) .....
- h** Purchase of assets from related organization(s) .....
- i** Exchange of assets with related organization(s) .....
- j** Lease of facilities, equipment, or other assets to related organization(s) .....
- k** Lease of facilities, equipment, or other assets from related organization(s) .....
- l** Performance of services or membership or fundraising solicitations for related organization(s) .....
- m** Performance of services or membership or fundraising solicitations by related organization(s) .....
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) .....
- o** Sharing of paid employees with related organization(s) .....
- p** Reimbursement paid to related organization(s) for expenses .....
- q** Reimbursement paid by related organization(s) for expenses .....
- r** Other transfer of cash or property to related organization(s) .....
- s** Other transfer of cash or property from related organization(s) .....

	Yes	No
<b>1a</b>		X
<b>1b</b>		X
<b>1c</b>	X	
<b>1d</b>		X
<b>1e</b>	X	
<b>1f</b>		X
<b>1g</b>		X
<b>1h</b>		X
<b>1i</b>		X
<b>1j</b>		X
<b>1k</b>		X
<b>1l</b>	X	
<b>1m</b>		X
<b>1n</b>		X
<b>1o</b>		X
<b>1p</b>	X	
<b>1q</b>		X
<b>1r</b>		X
<b>1s</b>		X

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
<b>(1) HEALTHWELL FOUNDATION</b>	<b>E</b>	500,000.	
<b>(2) HEALTHWELL FOUNDATION</b>	<b>L</b>	437,874.	
<b>(3) HEALTHWELL FOUNDATION</b>	<b>P</b>	448,687.	
<b>(4)</b>			
<b>(5)</b>			
<b>(6)</b>			



