

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 black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-0047

2012

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning and ending																												
B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td colspan="2">C Name of organization HEALTHWELL FOUNDATION</td> <td rowspan="4">D Employer identification number 20-0413676</td> </tr> <tr> <td colspan="2">Doing Business As</td> </tr> <tr> <td>Number and street (or P.O. box if mail is not delivered to street address)</td> <td>Room/suite</td> </tr> <tr> <td colspan="2">9801 WASHINGTONIAN BLVD., 9TH FLOOR</td> </tr> <tr> <td colspan="2">City, town, or post office, state, and ZIP code GAITHERSBURG, MD 20878-5355</td> <td>E Telephone number 240-632-5311</td> </tr> <tr> <td colspan="2">F Name and address of principal officer: MARY P. SUNDEEN SAME AS C ABOVE</td> <td>G Gross receipts \$ 112,440,969.</td> </tr> <tr> <td colspan="2">I 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</td> <td>H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</td> </tr> <tr> <td colspan="2">J Website: WWW.HEALTHWELLFOUNDATION.ORG</td> <td>H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No</td> </tr> <tr> <td colspan="2">K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶</td> <td>H(c) Group exemption number ▶</td> </tr> <tr> <td colspan="2">L Year of formation: 2003</td> <td>M State of legal domicile: DC</td> </tr> </table>	C Name of organization HEALTHWELL FOUNDATION		D Employer identification number 20-0413676	Doing Business As		Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	9801 WASHINGTONIAN BLVD., 9TH FLOOR		City, town, or post office, state, and ZIP code GAITHERSBURG, MD 20878-5355		E Telephone number 240-632-5311	F Name and address of principal officer: MARY P. SUNDEEN SAME AS C ABOVE		G Gross receipts \$ 112,440,969.	I 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		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	J Website: WWW.HEALTHWELLFOUNDATION.ORG		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No	K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		H(c) Group exemption number ▶	L Year of formation: 2003		M State of legal domicile: DC
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Part I Summary			
Activities & Governance	1	Briefly describe the organization's mission or most significant activities: PROVIDES FINANCIAL ASSISTANCE TO INSURED INDIVIDUALS WITH HIGH OUT-OF-POCKET MEDICATION EXPENSES.	
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.	
	3	Number of voting members of the governing body (Part VI, line 1a)	3 6
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4 6
	5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5 12
	6	Total number of volunteers (estimate if necessary)	6 0
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a 0.
	7b	Net unrelated business taxable income from Form 990-T, line 34	7b 0.
Revenue	8	Contributions and grants (Part VIII, line 1h)	52,749,627. 42,379,225.
	9	Program service revenue (Part VIII, line 2g)	0. 0.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,092,568. 2,011,460.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0. 0.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	53,842,195. 44,390,685.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	49,521,777. 36,995,288.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0. 0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,200,720. 1,451,229.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	186,388. 234,258.
		b Total fundraising expenses (Part IX, column (D), line 25) ▶ 331,926.	
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	14,609,716. 9,436,289.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	65,518,601. 48,117,064.
Net Assets or Fund Balances	19	Revenue less expenses. Subtract line 18 from line 12	-11,676,406. -3,726,379.
	20	Total assets (Part X, line 16)	66,318,603. 64,012,596.
	21	Total liabilities (Part X, line 26)	4,719,259. 5,573,206.
	22	Net assets or fund balances. Subtract line 21 from line 20	61,599,344. 58,439,390.

Part II Signature Block			
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
Sign Here	 Signature of officer	Date 8/12/2013	
	STEPHEN WEINER, BOARD CHAIR Type or print name and title		
Paid Preparer Use Only	Print/Type preparer's name FRANK H. SMITH	Preparer's signature 	Date 08/13/13
	Firm's name RAFFA, P.C.	Firm's EIN 52-1511275	PTIN P00639053
	Firm's address 1899 L STREET, NW, SUITE 900 WASHINGTON, DC 20036	Phone no. 202-822-5000	
May the IRS discuss this return with the preparer shown above? (see instructions) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			

COPY

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☒ **X**

- 1** Briefly describe the organization's mission:
ASSIST INCOME ELIGIBLE INSURED INDIVIDUALS IN OBTAINING NECESSARY MEDICATIONS. THE INDIVIDUALS ASSISTED BY THE FOUNDATION ARE AWARDED GRANTS ON A NONDISCRIMINATORY, OBJECTIVE AND FIRST-COME, FIRST-SERVED BASIS. THE FOUNDATION PROVIDES ASSISTANCE TO ELIGIBLE INDIVIDUALS ONLY
- 2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No
 If "Yes," describe these new services on Schedule O.
- 3** Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No
 If "Yes," describe these changes on Schedule O.
- 4** Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.
- 4a** (Code:) (Expenses \$ 11,251,122. including grants of \$ 9,652,976.) (Revenue \$)
AUTOIMMUNE - ASSISTED 5,666 ELIGIBLE MEDICARE BENEFICIARIES WITH DEDUCTIBLE, COINSURANCE, OR COPAYMENT OUT OF POCKET EXPENSES RELATED TO THE TREATMENT OF RHEUMATOID ARTHRITIS, PSORIASIS, PSORIATIC ARTHRITIS, AND ANKYLOSING SPONDYLITIS.
- 4b** (Code:) (Expenses \$ 8,829,985. including grants of \$ 8,029,800.) (Revenue \$)
ASTHMA, MODERATE TO SEVERE - ASSISTED 6,892 ELIGIBLE PATIENTS WITH DEDUCTIBLE, COINSURANCE, AND COPAYMENT EXPENSES RELATED TO THE TREATMENT OF MODERATE TO SEVERE ASTHMA.
- 4c** (Code:) (Expenses \$ 4,079,517. including grants of \$ 3,251,463.) (Revenue \$)
IMMUNOSUPPRESSIVE THERAPY - ASSISTED 4,162 ELIGIBLE PATIENTS WITH DEDUCTIBLE, COINSURANCE, COPAYMENT, OR PREMIUM EXPENSES ALLOWING THEM TO BEGIN OR CONTINUE IMMUNOSUPPRESSIVE THERAPY TO PREVENT REJECTION OF THE TRANSPLANTED ORGAN.
- 4d** Other program services (Describe in Schedule O.)
 (Expenses \$ 22,124,550. including grants of \$ 16,061,049.) (Revenue \$)
- 4e** Total program service expenses **▶ 46,285,174.**

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	1 X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3	X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	4	X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>	5	X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	6	X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	8	X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	9	X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	10	X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	11a X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	11b	X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>	11c	X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	11d	X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	11e X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	11f X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	12a X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	12b	X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	14b	X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>	15	X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>	16	X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	17 X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	18	X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19	X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	20a	X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

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Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
25b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
28a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
35b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

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Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V ☐

		Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a 15		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b 0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 12		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	X	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a		X
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b		
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		X
b If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a		X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a		X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		X
d If "Yes," indicate the number of Forms 8282 filed during the year	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?	9a		
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b		
10 Section 501(c)(7) organizations. Enter:			
a Initiation fees and capital contributions included on Part VIII, line 12	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11 Section 501(c)(12) organizations. Enter:			
a Gross income from members or shareholders	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b		
c Enter the amount of reserves on hand	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a		X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b		

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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 to any question in this Part VI ☒**Section A. Governing Body and Management**

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

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

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

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **AL, AK, AZ, AR, CA, CT, FL, GA, HI, IL, KS, KY**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 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.
☒ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **BASKARAN VELLANDURAI - 240-632-5311**
9801 WASHINGTONIAN BLVD., 9TH FLOOR, GAITHERSBURG, MD 20878-5355

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position <small>(do not check more than one box, unless person is both an officer and a director/trustee)</small>						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
1b Sub-total								810 , 983 .	0 .	104 , 944 .
c Total from continuation sheets to Part VII, Section A								0 .	0 .	0 .
d Total (add lines 1b and 1c)								810 , 983 .	0 .	104 , 944 .

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 ►

4

		Yes	No
3	Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	X	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	X	

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
COVANCE MARKET ACCESS, 9801 WASHINGTONIAN BLVD., 9TH FL., GAITHERSBURG, MD 20878	OPERATIONS OF PATIENT SERVICES	7,847,937.
COVANCE SPECIALTY PHARMACY, 500 EAGLES LANDING WAY, LAKES LAND, FL 33810	MANAGEMENT OF PHARMACY CARDS	494,516.
A.B. DATA GROUP 600 A B DATA DRIVE, MILWAUKEE, WI 53217	PROFESSIONAL FUNDRAISING	220,053.
OBER, KALER, GRIMES & SHRIVER, 1401 H ST., NW, STE. #500, WASHINGTON, DC 20005	LEGAL SERVICES	138,685.

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	4
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4

Part VIII Statement of RevenueCheck if Schedule O contains a response to any question 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, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 42379225.				
	g Noncash contributions included in lines 1a-1f: \$					
	h Total. Add lines 1a-1f		42379225.			
Program Service Revenue	Business Code					
	2 a					
	b					
	c					
	d					
	e					
	f All other program service revenue					
g Total. Add lines 2a-2f						
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		1,617,248.			1617248.
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
		(i) Real (ii) Personal				
	6 a Gross rents					
	b Less: rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities (ii) Other				
	68444496					
	b Less: cost or other basis and sales expenses	68050284				
	c Gain or (loss)	394,212.				
	d Net gain or (loss)		394,212.		394,212.	
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a				
	b Less: direct expenses	b				
	c Net income or (loss) from fundraising events					
	9 a Gross income from gaming activities. See Part IV, line 19	a				
b Less: direct expenses	b					
c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances	a					
b Less: cost of goods sold	b					
c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code				
11 a						
b						
c						
d All other revenue						
e Total. Add lines 11a-11d						
12 Total revenue. See instructions.		44390685.	0.	0.	2011460.	

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 to any question in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	36,995,288.	36,995,288.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	915,927.	355,775.	515,025.	45,127.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	346,238.	179,335.	144,424.	22,479.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	23,643.	8,805.	13,483.	1,355.
9 Other employee benefits	97,266.	34,810.	60,339.	2,117.
10 Payroll taxes	68,155.	26,907.	38,146.	3,102.
11 Fees for services (non-employees):				
a Management	7,136,478.	7,127,613.	2,760.	6,105.
b Legal	135,913.	507.	135,406.	
c Accounting	83,685.	29,610.	54,075.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	234,258.			234,258.
f Investment management fees	181,650.		181,650.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	665,301.	577,726.	87,575.	
12 Advertising and promotion	26,919.	793.	26,126.	
13 Office expenses	811,981.	727,487.	80,742.	3,752.
14 Information technology	110,563.	85,400.	25,163.	
15 Royalties				
16 Occupancy	37,620.		37,620.	
17 Travel	36,430.	763.	35,080.	587.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	20,450.	602.	19,848.	
20 Interest	8,007.		8,007.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	143,515.	127,845.	15,670.	
23 Insurance	4,279.		4,279.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a STATE REG. FEES	13,044.			13,044.
b DONATIONS	11,950.		11,950.	
c TRAINING	5,908.	5,908.		
d MEMBERSHIP DUES/SUBS.	2,596.		2,596.	
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	48,117,064.	46,285,174.	1,499,964.	331,926.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

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

Part X Balance SheetCheck if Schedule O contains a response to any question in this Part X ☐

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	45,599.	1	737,128.
	2 Savings and temporary cash investments	17,360,043.	2	800,429.
	3 Pledges and grants receivable, net		3	13,000,000.
	4 Accounts receivable, net		4	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	27,409.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 891,609.		
	b Less: accumulated depreciation	10b 473,324.		
		468,499.	10c	418,285.
	11 Investments - publicly traded securities	48,247,233.	11	48,889,166.
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
15 Other assets. See Part IV, line 11	197,229.	15	140,179.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	66,318,603.	16	64,012,596.	
Liabilities	17 Accounts payable and accrued expenses	2,171,355.	17	1,267,492.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	3,000,000.
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	2,547,904.	25	1,305,714.
	26 Total liabilities. Add lines 17 through 25	4,719,259.	26	5,573,206.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	3,381,943.	27	4,024,576.
	28 Temporarily restricted net assets	58,217,401.	28	54,414,814.
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	61,599,344.	33	58,439,390.
34 Total liabilities and net assets/fund balances	66,318,603.	34	64,012,596.	

Form 990 (2012)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI ☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	44,390,685.
2	Total expenses (must equal Part IX, column (A), line 25)	2	48,117,064.
3	Revenue less expenses. Subtract line 2 from line 1	3	-3,726,379.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	61,599,344.
5	Net unrealized gains (losses) on investments	5	518,547.
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	47,878.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	58,439,390.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII ☐

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
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: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
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.	X	
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?		X
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		

Form 990 (2012)

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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	62065378.	67538322.	77404453.	52749627.	42379225.	302137005
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	62065378.	67538322.	77404453.	52749627.	42379225.	302137005
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						245636739
6 Public support. Subtract line 5 from line 4.						56500266.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	62065378.	67538322.	77404453.	52749627.	42379225.	302137005
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	3529018.	2102642.	1195776.	1419587.	1617248.	9864271.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)		2,373.				2,373.
11 Total support. Add lines 7 through 10						312003649
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	18.11	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	16.15	%
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization			<input checked="" type="checkbox"/>
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions			<input type="checkbox"/>

Schedule A (Form 990 or 990-EZ) 2012

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

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2012. 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 - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

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

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

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

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-THREATENING ILLNESSES SUCH AS ASTHMA, CANCER AND AUTOIMMUNE DISORDERS. THROUGH 2012, THE FOUNDATION HAS HELPED APPROXIMATELY 173,000 PATIENTS AFFORD THEIR PRESCRIPTION DRUG CO-PAYMENTS, 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 CO-PAYMENTS OR THE PREMIUMS TO OBTAIN COVERAGE FOR THEIR CONDITIONS. THE FOUNDATION MAKES ITS AWARDS BASED ON THE OBJECTIVE CONSIDERATION OF FINANCIAL AND MEDICAL CRITERIA AND THE ADEQUACY OF THE RECIPIENT'S INSURANCE COVERAGE. GRANTS ARE GIVEN TO RECIPIENTS FOR UP TO ONE YEAR AT A TIME. THE FOUNDATION DOES NOT PLACE RESTRICTIONS ON THE MEDICATIONS ITS RECIPIENTS USE. THE DECISION AS TO WHICH MEDICATIONS ARE PRESCRIBED IS A MEDICAL JUDGMENT. FURTHER, THE FOUNDATION DOES NOT LIMIT THE PROVIDERS OR PHARMACIES ITS RECIPIENTS MAY USE TO OBTAIN THEIR MEDICATIONS.

PUBLIC SUPPORT PERCENTAGE - THE FOUNDATION'S CUMULATIVE PUBLIC SUPPORT PERCENTAGE THROUGH DECEMBER 31, 2012 IS AT 18.11%, 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

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

PUBLICLY-SUPPORTED CHARITY. THE FOUNDATION'S PUBLIC SUPPORT PERCENTAGE HAS CONSISTENTLY INCREASED SINCE 2004, 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 COPE WITH MANY DIFFERENT TYPES 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 PRACTICABLE.

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

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 HAS 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 10 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 18 CORPORATE DONORS.

IN ADDITION TO THE DIRECTOR OF DEVELOPMENT, THE FOUNDATION WORKS WITH A DEVELOPMENT CONSULTING FIRM TO RESEARCH, IDENTIFY AND HELP PURSUE NEW FUNDRAISING OPPORTUNITIES.

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.

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

GIVEN THEIR DIVERSE EXPERIENCES, 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 IS 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 OF DIRECTORS. HEALTHWELL BOARD MEMBERS MAKE INDIVIDUAL CHARITABLE CONTRIBUTIONS; THERE IS NO CONFLICT WITH INDIVIDUAL TIES TO LARGE CONTRIBUTORS AS ATTESTED THROUGH ANNUAL CONFLICT OF INTEREST STATEMENTS SIGNED BY EACH BOARD MEMBER.

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, AND ADVOCATES CAN OBTAIN INFORMATION ON THE FOUNDATION'S PROGRAM, APPLY ON-LINE, AND THROUGH INTERACTIVE PORTALS, MANAGE A PATIENT'S PORTFOLIO OF GRANTS (PROVIDERS) 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,

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

INCLUDING A ROBUST SOCIAL MEDIA CAMPAIGN, TO EDUCATE THE PUBLIC, PROVIDERS, PHARMACIES AND OTHER HEALTH-RELATED ORGANIZATIONS ABOUT THIS WORK. NEWS ABOUT THE FOUNDATION'S PROGRAMS REGULARLY APPEARS IN LOCAL AND NATIONAL PUBLICATIONS, INCLUDING MEDICAL JOURNALS, NEWSPAPERS, RADIO SHOWS, MAGAZINES, BLOGS AND HEALTHCARE WEBSITES.

REPRESENTATIVES OF THE FOUNDATION REGULARLY ATTEND NATIONAL AND LOCAL CONFERENCES TO PROMOTE THE FOUNDATION'S PROGRAM, INCLUDING THOSE OF SUCH ENTITIES AS THE AMERICAN COLLEGE OF RHEUMATOLOGY, NATIONAL KIDNEY FOUNDATION, CBI PATIENT ASSISTANCE PROGRAM, AND AMERICAN SOCIETY FOR CLINICAL ONCOLOGY (ASCO).

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

IDENTIFIES KEY NATIONAL PATIENT ORGANIZATIONS AND MEDICAL SPECIALTY SOCIETIES 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 AND PHYSICIANS ABOUT THE FOUNDATION'S PROGRAMS BY POSTING A LINK TO WWW.HEALTHWELLFOUNDATION.ORG ON THEIR WEBSITES AND/OR INCLUDING INFORMATION ABOUT THE FOUNDATION'S SERVICES IN ANY OF THEIR APPROPRIATE WRITTEN MATERIALS.

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

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

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 27,000 INDIVIDUALS FOUR TIMES A YEAR, AND THROUGH SOCIAL MEDIA.

FURTHERMORE, THE FOUNDATION IS REFERENCED BY, OR IS LINKED TO, THE WEBSITES OF A NUMBER OF ORGANIZATIONS THAT DIRECT PATIENTS FOR CO-PAYMENT AND PREMIUM ASSISTANCE. SUCH ORGANIZATIONS INCLUDE CMS, CAREMARK SPECIALTY PHARMACIES, ARTHRITIS FOUNDATION, PSORIASIS FOUNDATION, LUPUS FOUNDATION OF AMERICA, CANCERCARE, MID - ATLANTIC RENAL COALITION, AND NEEDYMEDS, AMONG OTHERS.

CONCLUSION

IN SUMMARY, THE 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 THE FOUNDATION; RATHER THE FOUNDATION 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, THE FOUNDATION 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.

OMB No. 1545-0047

2012

Name of the organization

Employer identification number

HEALTHWELL FOUNDATION

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, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization	Employer identification number
HEALTHWELL FOUNDATION	20-0413676

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		\$ 13,400,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2		\$ 1,900,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3		\$ 18,150,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4		\$ 3,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5		\$ 3,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6		\$ 1,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
HEALTHWELL FOUNDATION	20-0413676

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	Employer identification number
HEALTHWELL FOUNDATION	20-0413676

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. 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 information 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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	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," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**

▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No. 1545-0047

2012

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" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <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" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> 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 8/17/06, and not on a historic structure listed in the National Register	2d

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

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

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

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

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

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

(i) Revenues included in Form 990, Part VIII, line 1 ▶ \$

(ii) Assets included in Form 990, Part X ▶ \$

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

a Revenues included in Form 990, Part VIII, line 1 ▶ \$

b Assets included in Form 990, Part X ▶ \$

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

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

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

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

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

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

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

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

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

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

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

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

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

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

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

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

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

- (i) unrelated organizations
 (ii) related organizations

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

b If "Yes" to 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. 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		57,994.	51,452.	6,542.
e Other		833,615.	421,872.	411,743.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				418,285.

Schedule D (Form 990) 2012

Part VII Investments - Other Securities. 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)		
(I)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶**Part X Other Liabilities.** See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value	
(1) Federal income taxes		
(2) CO-PAYMENTS AND PREMIUM ASSISTANCE		
(3) PAYABLE	1,305,714.	
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
(11)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	1,305,714.	

2. FIN 48 (ASC 740) Footnote. 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

1	Total revenue, gains, and other support per audited financial statements	1	44,727,582.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	518,547.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	518,547.
3	Subtract line 2e from line 1	3	44,209,035.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	181,650.
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	181,650.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	44,390,685.

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

1	Total expenses and losses per audited financial statements	1	47,887,536.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	47,887,536.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	181,650.
b	Other (Describe in Part XIII.)	4b	47,878.
c	Add lines 4a and 4b	4c	229,528.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	48,117,064.

Part XIII Supplemental Information

Complete this part to 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, 2012, 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.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

RECOVERY OF PRIOR YEAR GRANTS 47,878.

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

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

OMB No. 1545-0047

2012

Open To Public Inspection

Name of the organization

HEALTHWELL FOUNDATION

Employer identification number
20-0413676

Part I

Fundraising Activities. Complete if the organization answered "Yes" to 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 ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(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	287,769.	220,053.	67,715.
Total				287,769.	220,053.	67,715.

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

LHA Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule G (Form 990 or 990-EZ) 2012

SEE PART IV FOR CONTINUATIONS

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01-07-13

30

COPY

HEALTHW1

16210812 786783 HEALTHWELL

2012.04010 HEALTHWELL FOUNDATION

Part II Fundraising Events. Complete if the organization answered "Yes" to 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 (add col. (a) through col. (c))
		(event type)	(event type)	(total number)	
Revenue	1 Gross receipts				
	2 Less: Contributions				
	3 Gross income (line 1 minus line 2)				
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses				
	10 Direct expense summary. Add lines 4 through 9 in column (d)				()
	11 Net income summary. Combine line 3, column (d), and line 10				

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

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

9 Enter the state(s) in which the organization operates gaming activities: _____**a** Is the organization licensed to operate 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 operate 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 operated 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.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

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

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

OMB No. 1545-0047

2012

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

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

- 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 ►

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

Schedule I (Form 990) (2012)

Part III

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
AUTOIMMUNE	5666	9,652,976.	0.		
AAV-ANCA	70	85,664.	0.		
ACUTE PORPHYRIAS	9	15,445.	0.		
AGE-RELATED MACULAR DEGENERATION (AMD)	213	254,528.	0.		
ANEMIA ASSOCIATED WITH CHRONIC RENAL INSUFFICIENCY/FAILURE (CRICRF)	142	37,861.	0.		

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

SCHEDULE I, PART I, LINE 2: EACH PATIENT SEEKING ASSISTANCE IS SCREENED FOR ELIGIBILITY EITHER BY A FOUNDATION REPRESENTATIVE OR THROUGH OUR ONLINE APPLICATION TOOL. CRITERIA IS STATIC ACROSS ALL THE FOUNDATION FUNDS: THE PATIENT'S HOUSEHOLD INCOME MAY BE UP TO 500% OF THE FEDERAL POVERTY LIMIT, 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 UNDER THE HEALTHWELL FUND; THE PATIENT'S PHYSICIAN, NURSE PRACTITIONER OR PHYSICIAN'S

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
ANKYLOSING SPONDYLITIS (AS)	41.	84,958.	0.		
ASTHMA - MODERATE TO SEVERE (ASTHMA)	6,892.	8,029,800.	0.		
BONE METASTASES (BM)	384.	181,071.	0.		
CARCINOID TUMORS (CARCINOID)	538.	768,816.	0.		
CARCINIOD MA	30.	9,142.	0.		
CHEMOTHERAPY INDUCED NEUTROPENIA (CIN)	4,781.	3,519,453.	0.		
CML-MA	137.	550,697.	0.		
CHRONIC MYELOID LEUKEMIA (CML)	79.	296,193.	0.		
CROHN'S DISEASE - MEDICARE ACCESS (CD)	1,054.	1,540,776.	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
CUTANEOUS T-CELL LYMPHOMA (CTCL)	22.	38,569.	0.		
CYTOMEGALOVIRUS DISEASE (CMV)	1,016.	1,309,370.	0.		
DUPUYTREN'S DISEASE (DD)	596.	292,469.	0.		
GOUT	187.	166,176.	0.		
HEAD AND NECK CANCER (HNC)	971.	788,937.	0.		
IDIOPATHIC THROMBOCYTOPENIC PURPURA (ITP)	119.	114,046.	0.		
IMMUNOSUPPRESSIVE TREATMENT FOR SOLID ORGAN TRANSPLANT RECIPIENTS (ITSOTP)	4,162.	3,251,463.	0.		
INFLAMMATORY BOWEL DISEASE	90.	77,056.	0.		
IRON OVERLOAD AS A RESULT OF BLOOD TRANSFUSIONS (IO)	62.	191,885.	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 (SLE - LUPUS)	732.	796,610.	0.		
METASTATIC MELANOMA (METMEL)	535.	1,213,681.	0.		
NON-HODGKINS LYMPHOMA (NHL)	397.	591,299.	0.		
OSTEOPOROSIS	1,043.	190,443.	0.		
PSORIASIS	194.	384,589.	0.		
PSORIATIC ARTHRITIS (PSA)	91.	176,033.	0.		
RHEUMATOID ARTHRITIS (RA)	516.	974,372.	0.		
SECONDARY HYPERPARATHYROIDISM (SHPT)	1,637.	1,409,332.	0.		
GLIOBLASTOMA MULTIFORME/ANAPLASTIC ASTROCYTOMA (GBMAA)	1.	500.	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
WILMS' TUMOR	2.	1,078.	0.		

Part IV Supplemental Information

ASSISTANT MUST VERIFY THE PATIENT'S DIAGNOSIS AND TREATMENT VIA THE STATEMENT OF TREATMENT FORM; AND TREATMENT MUST BE DISPENSED IN THE UNITED STATES.

ONCE A PATIENT IS PRE-QUALIFIED FOR A GRANT, THEY HAVE 30 DAYS DURING WHICH TIME THEY MUST SUBMIT TO THE FOUNDATION A COMPLETED AND SIGNED STATEMENT OF TREATMENT FORM AND ANY OTHER DOCUMENTATION DEEMED NECESSARY BY THE FOUNDATION. UNTIL THE FOUNDATION RECEIVES THESE DOCUMENTS, NO PAYMENTS WILL BE CONSIDERED OR REVIEWED FOR REIMBURSEMENT.

UPON RECEIPT AND REVIEW OF THE DOCUMENTATION, IF IT IS DEEMED COMPLETE, THE PATIENT BECOMES FULLY APPROVED.

FOR SOME FUNDS, 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.

FOR OTHER FUNDS, 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 REPRESENTATIVE 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 REPRESENTATIVE PROCESSES THE PAYMENT.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

► Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

► Attach to Form 990. ► See separate instructions.

OMB No. 1545-0047

2012

Open to Public
Inspection

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 in 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 (e.g., 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 officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in 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 type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study |
| <input 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 in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

a Receive a severance payment or change-of-control payment?

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

c Participate in, or receive payment from, an equity-based compensation arrangement?

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) and 501(c)(4) organizations must complete lines 5-9.

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

a The organization?

b Any related organization?

If "Yes" to line 5a or 5b, describe in Part III.

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

a The organization?

b Any related organization?

If "Yes" to line 6a or 6b, describe in Part III.

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

8 Were any amounts reported in 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" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Yes No

1b

2

4a

4b

4c

5a

5b

6a

6b

7

8

9

X

X

X

X

X

X

X

X

X

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

Schedule J (Form 990) 2012

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) MARY P. SUNDEEN PRESIDENT	(i)	258,930.	0.	0.	15,000.	22,792.	296,722.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) KRISTA ZODET VICE PRESIDENT	(i)	183,072.	7,300.	0.	11,422.	8,775.	210,569.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) SHELA HALPER DIR. OF STRATEGIC DEV. AND MARKETING	(i)	159,307.	6,400.	5,000.	9,942.	13,403.	194,052.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) BASKARAN VELLANDURAI DIRECTOR OF FINANCE & IT	(i)	155,774.	3,200.	0.	9,526.	14,084.	182,584.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
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	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

Complete this part to 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,
2012, THE FOUNDATION PAID A TOTAL OF \$13,074 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.

OMB No. 1545-0047

2012

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:

FOR THE USE OF PRODUCTS THAT ARE APPROVED BY THE FOOD AND DRUG
ADMINISTRATION, OR - IN SOME CASES - ARE COMPENDIA-LISTED FOR A
SPECIFIC DISEASE INDICATION.

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

CHEMOTHERAPY-INDUCED NEUTROPENIA

EXPENSES \$ 3,695,324. INCLUDING GRANTS OF \$ 3,519,453. REVENUE \$ 0.

RHEUMATOID ARTHRITIS

EXPENSES \$ 2,289,546. INCLUDING GRANTS OF \$ 974,372. REVENUE \$ 0.

NON-HODGKIN'S LYMPHOMA

EXPENSES \$ 1,969,012. INCLUDING GRANTS OF \$ 591,299. REVENUE \$ 0.

SECONDARY HYPERPARATHYROIDISM

EXPENSES \$ 1,782,640. INCLUDING GRANTS OF \$ 1,409,332. REVENUE \$ 0.

CROHN'S DISEASE

EXPENSES \$ 1,611,679. INCLUDING GRANTS OF \$ 1,540,776. REVENUE \$ 0.

CYTOMEGALOVIRUS

EXPENSES \$ 1,339,926. INCLUDING GRANTS OF \$ 1,309,370. REVENUE \$ 0.

METASTATIC MELANOMA

EXPENSES \$ 1,255,133. INCLUDING GRANTS OF \$ 1,213,681. REVENUE \$ 0.

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

Schedule O (Form 990 or 990-EZ) (2012)

232211
01-04-13

Name of the organization

HEALTHWELL FOUNDATION

Employer identification number

20-0413676

CARCINOID TUMORS

EXPENSES \$ 956,611. INCLUDING GRANTS OF \$ 768,816. REVENUE \$ 0.

HEAD AND NECK CANCER

EXPENSES \$ 919,485. INCLUDING GRANTS OF \$ 788,937. REVENUE \$ 0.

LUPUS

EXPENSES \$ 852,433. INCLUDING GRANTS OF \$ 796,610. REVENUE \$ 0.

PSORIASIS

EXPENSES \$ 744,748. INCLUDING GRANTS OF \$ 384,589. REVENUE \$ 0.

BREAST CANCER

EXPENSES \$ 665,049. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

CHRONIC MYELOID LEUKEMIA - MEDICARE ACCESS

EXPENSES \$ 592,815. INCLUDING GRANTS OF \$ 550,697. REVENUE \$ 0.

CHRONIC MYELOID LEUKEMIA

EXPENSES \$ 418,372. INCLUDING GRANTS OF \$ 296,193. REVENUE \$ 0.

PSORIATIC ARTHRITIS

EXPENSES \$ 305,801. INCLUDING GRANTS OF \$ 176,033. REVENUE \$ 0.

DUPUYTREN'S DISEASE

EXPENSES \$ 283,612. INCLUDING GRANTS OF \$ 292,469. REVENUE \$ 0.

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

AGE-RELATED MACULAR DEGENERATION

EXPENSES \$ 276,160. INCLUDING GRANTS OF \$ 254,528. REVENUE \$ 0.

IRON OVERLOAD DUE TO MULTIPLE TRANSFUSIONS

EXPENSES \$ 271,098. INCLUDING GRANTS OF \$ 191,885. REVENUE \$ 0.

GOUT

EXPENSES \$ 225,356. INCLUDING GRANTS OF \$ 166,176. REVENUE \$ 0.

IDIOPATHIC THROMBOCYTOPENIC PURPURA

EXPENSES \$ 202,821. INCLUDING GRANTS OF \$ 114,046. REVENUE \$ 0.

OSTEOPOROSIS

EXPENSES \$ 196,597. INCLUDING GRANTS OF \$ 190,443. REVENUE \$ 0.

BONE METASTASES

EXPENSES \$ 189,218. INCLUDING GRANTS OF \$ 181,071. REVENUE \$ 0.

CHEMOTHERAPY-INDUCED ANEMIA/NEUTROPENIA

EXPENSES \$ 162,515. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

ANEMIA ASSOCIATED WITH CHRONIC RENAL INSUFFICIENCY/FAILURE

EXPENSES \$ 143,850. INCLUDING GRANTS OF \$ 37,861. REVENUE \$ 0.

ASSOCIATED VASCULITIS AND WEGENERS

EXPENSES \$ 127,758. INCLUDING GRANTS OF \$ 85,664. REVENUE \$ 0.

ANKYLOSING SPONDYLITIS232212
01-04-13

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

EXPENSES \$ 125,890. INCLUDING GRANTS OF \$ 84,958. REVENUE \$ 0.

COLORECTAL CARCINOMA

EXPENSES \$ 125,366. INCLUDING GRANTS OF \$ 9,142. REVENUE \$ 0.

CHEMOTHERAPY-INDUCED ANEMIA

EXPENSES \$ 118,728. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

NON-SMALL CELL LUNG CANCER

EXPENSES \$ 89,017. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

OTHER

EXPENSES \$ 108,728. INCLUDING GRANTS OF \$ 55,592. REVENUE \$ 0.

INFLAMMATORY BOWEL DISEASE

EXPENSES \$ 77,056. INCLUDING GRANTS OF \$ 77,056. REVENUE \$ 0.

HEPATITIS

EXPENSES \$ 2,206. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

FORM 990, PART VI, SECTION B, LINE 11: THE PRESIDENT, THE FOUNDATION'S DIRECTORS, AND THE ACCOUNTING MANAGER REVIEW THE FEDERAL FORM 990 AND THEN FORWARD IT TO THE TREASURER FOR REVIEW. UPON COMPLETION OF REVIEW, THE PRESIDENT AUTHORIZES THE FEDERAL FORM 990 BE E-FILED AND THEN RETURNS THE FEDERAL FORM 990 TO THE DIRECTOR OF FINANCE. REVIEW CONSISTS OF TRACING ALL FIGURES FROM AUDITED FINANCIAL STATEMENTS TO THE PREPARED FEDERAL FORM 990, AND REVIEWING ANY DISCREPANCIES WITH THE TAX PREPARERS. THE DIRECTOR OF FINANCE PROVIDES EACH BOARD MEMBER A COPY FOR REVIEW PRIOR TO FILING

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

WITH THE INTERNAL REVENUE SERVICE.

FORM 990, PART VI, SECTION B, LINE 12C: THE STAFF AND BOARD OF DIRECTORS FOLLOW A CODE OF CONDUCT. THE MEMBERS OF THE BOARD OF DIRECTORS SIGN A CONFLICT OF INTEREST DISCLOSURE ANNUALLY. MEMBERS THAT ARE DEEMED TO HAVE A CONFLICT OF INTEREST BASED ON THE ABOVE PROCESS ARE RECUSED FROM PARTICIPATING IN A VOTE WITHIN THAT AREA OF CONFLICT.

FORM 990, PART VI, SECTION B, LINE 15: GUIDESTAR NONPROFIT EXECUTIVE COMPENSATION MARKET ANALYSIS DATA WAS USED TO DETERMINE COMPENSATION FOR THE PRESIDENT AND DIRECTORS. THIS MARKET ANALYSIS WAS FURTHER REVIEWED BY KORN-FERRY.

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 AND ANNUAL REPORT ARE ALSO AVAILABLE AT WWW.HEALTHWELLFOUNDATION.ORG.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

RECOVERY OF PRIOR YEAR GRANTS 47,878.