

Massachusetts Chief Executive Officer Compensation Review



APPENDICES

DECEMBER 2013

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HEALTH PLANS

BLUE CROSS AND BLUE SHIELD OF MA

FALLON COMMUNITY HEALTH PLAN

HARVARD PILGRIM HEALTH CARE

TUFTS ASSOCIATED HMO

The following information has been reproduced as it was submitted.

APPENDIX C: BLUE CROSS AND BLUE SHIELD OF MASSACHUSETTS

Form PC, Schedule EC (CEO)

- 1. For three relevant calendar years, please provide compensation information on the attached Schedule EC-1.**

See attached, completed Schedules EC-1.¹

- 2. For each calendar year, please describe the nature of each compensation component and provide an explanation with regard to how and when any forms of contingent compensation (e.g., deferred compensation, incentive compensation, and retirement) accrue, vest and are (or will be) paid; please make reference to the relevant row and column of Schedule EC-1. If any contingent compensation amount is reported in more than one year, please indicate (i.e., identify double-reported amounts) and describe the reason for doing so.**

See attached Schedule EC Component Descriptions.

- 3. For each calendar year, please list any loans or loan guarantees initiated or existing between your organization (or a Related Organization) and your chief executive officer.**

There were no loans or loan guarantees initiated or existing between Blue Cross and Blue Shield of Massachusetts, Inc. ("BCBSMA") (or a Related Organization) and BCBSMA's chief executive officer during the specified time period.

- 4. To the extent that your organization used an independent compensation consultant in establishing the compensation of your chief executive officer, please identify the compensation consultant by name, and the name of the company or firm for which the compensation consultant works.**

In establishing its chief executive officer's compensation, the BCBSMA Board of Directors worked with the following compensation consultants during the specified period:

January 2009 - July 2009: Heidi Toppel, Watson Wyatt & Company
August 2009 - December 2011: Jeffrey Bacher, Hay Group, Inc

- 5. How often is your chief executive officer's compensation reviewed for reasonableness?**

BCBSMA reviews its executive compensation program at least annually.

¹ For the period of March 16, 2010 through September 6, 2010, BCBSMA's former chief executive officer, William C. Van Faasen (9/92 - 12/05), agreed to serve as BCBSMA's interim chief executive officer without compensation for his services in that capacity. Therefore, a Schedule EC-1 was not completed for Mr. Van Faasen.

- 6. Does your organization’s policy, procedure, and approach to setting compensation for other members of your senior management team differ substantially from its policy, procedure, and approach to setting the compensation of your chief executive officer? If so, please provide a brief explanation of any differences.**

BCBSMA’s policy, procedure and approach to setting compensation for other members of its senior management team do not differ substantially from the policy, procedure, and approach to setting compensation for the chief executive officer.

**2009 Form PC, Schedule EC-1, Description of Components
Cleve Killingsworth**

I. Base Compensation

Component A

This item is the regular pay component of base compensation.

Component B

This item is the personal time component of base compensation.

Component C

This item is the sick pay component of base compensation.

Component D

This item is the vacation pay component of base compensation.

II. Bonus and Incentive Compensation

Component A

This item is the payment under the company's Leadership Performance Plan for the successful achievement of performance goals approved by the Board of Directors.

III. Other Reportable Compensation

Component A

This item is for benefit dollars, provided to all employees, providing medical and dental benefits.

Component B

This item is the taxable portion of the cost of parking provided to the employee.

Component C

This item is the taxable portion of the automobile allowance provided to the employee.

Component D

This item is the taxable cost of the financial planning benefit provided to the employee.

Component E

This item is the taxable portion of the cost of a driver.

IV. Retirement and Other Reportable Compensation

Component A

This item is the employer contribution to the employee's tax deferred IRC §401(k) retirement account.

Component B

This item is the amount accrued for financial accounting purposes for benefits under employee retirement plans to be paid in future years.

Component C

This item is an amount accrued for financial accounting purposes for deferred compensation under an incentive compensation plan to be paid in future years.

Component D

This item is the amount of an accrual for financial accounting purposes for deferred compensation under an incentive compensation plan reportable in the prior year that was reversed during the current year.

V. Nontaxable Benefits

Component A

This item is for the employer's cost of an insurance benefit.

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

		Name of Organization		CEO Name			
		Blue Cross and Blue Shield of Massachusetts, Inc.		Cleve Killingsworth			
Calendar Year 2009		Component A	Component B	Component C	Component D	Component E	Total, All Components
I. Base Compensation	i.	956,000	8,000	12,000	64,000		1,040,000
	ii.						-
II. Bonus and Incentive Compensation	i.	849,680					849,680
	ii.						-
III. Other Reportable Compensation	i.	17,066	425	24,000	15,000	16,374	72,865
	ii.						-
IV. Retirement and Other Reportable Compensation	i.	9,555	868,328	922,480	(1,218,949)		581,414
	ii.						-
V. Nontaxable Benefits	i.	7,394	576	461			8,431
	ii.						-
Total							2,552,390

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II comprise component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

**2010 Form PC, Schedule EC-1, Description of Components
Cleve Killingsworth**

I. Base Compensation

Component A

This item is the regular pay component of base compensation.

Component B

This item is the personal time component of base compensation.

Component C

None.

Component D

This item is the vacation pay component of base compensation.

Component E

This item is the severance payment component of base compensation.

II. Bonus and Incentive Compensation

Component A

This item is the payment under the company's Leadership Performance Plan for the successful achievement of performance goals approved by the Board of Directors.

III. Other Reportable Compensation

Component A

This item is for benefit dollars, provided to all employees, providing medical and dental benefits.

Component B

This item is the taxable portion of the cost of parking provided to the employee.

Component C

This item is the taxable portion of the automobile allowance provided to the employee.

Component D

This item is the taxable cost of the financial planning benefit provided to the employee.

Component E-1

This item is the taxable portion of the cost of a driver.

Component E-2

This item is the payment to the employee under the employee pension plan.

Component E-3

This item is the payment to the employee under the senior level employee's retirement plan.

IV. Retirement and Other Reportable Compensation

Component A

This item is the employer contribution to the employee's tax deferred IRC §401(k) retirement account.

Component B

None.

Component C

None.

Component D

This item is the tax deferred rollover from the employee's retirement account.

V. Nontaxable Benefits

Component A

This item is for the employer's cost of an insurance benefit.

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Blue Cross and Blue Shield of Massachusetts, Inc.	Cleve Killingsworth

Calendar Year 2010	Component A	Component B	Component C	Component D	Component E	Total, All Components
I. Base Compensation						
	i. 192,000	8,000		73,040	1,383,104	1,656,144
	ii.					-
II. Bonus and Incentive Compensation						
	i. 922,480					922,480
	ii.					-
III. Other Reportable Compensation						
	i. 3,960	188	24,000	15,000	5,968,131	6,011,279
	ii.					-
IV. Retirement and Other Reportable Compensation						
	i. 9,555			226,804		236,359
	ii.					-
V. Nontaxable Benefits						
	i. 1,232					1,232
	ii.					-
Total						8,827,494

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II comprise component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

Form PC, Schedule EC-1, Supplemental Spreadsheet

This Supplemental Spreadsheet provides information for the component parts of Component E of Form PC, Schedule EC-1.

Calendar Year 2010		Component E-1	Component E-2	Component E-3	Component E-4	Total, All Components
I. Base Compensation	i.					-
	ii.					-
II. Bonus and Incentive Compensation	i.					-
	ii.					-
III. Other Reportable Compensation	i.	4,340	1,538,224	4,425,567		5,968,131
	ii.					-
IV. Retirement and Other Reportable Compensation	i.					-
	ii.					-
V. Nontaxable Benefits	i.					-
	ii.					-

**2010 Form PC, Schedule EC-1, Description of Components
Andrew Dreyfus**

I. Base Compensation

Component A

This item is the regular pay component of base compensation.

Component B

This item is the personal time component of base compensation.

Component C

This item is the sick pay component of base compensation.

Component D

This item is the vacation pay component of base compensation.

Component E

This item is the retro pay component of base compensation.

II. Bonus and Incentive Compensation

Component A

This item is the payment under the company's Leadership Performance Plan for the successful achievement of performance goals approved by the Board of Directors.

III. Other Reportable Compensation

Component A

This item is for benefit dollars, provided to all employees, providing medical and dental benefits.

Component B

This item is the taxable portion of the cost of parking provided to the employee.

Component C

This item is the taxable portion of the automobile allowance provided to the employee.

Component D

This item is the taxable cost of the financial planning benefit provided to the employee.

Component E

This item is the taxable portion of employee wellness benefits available to all employees.

IV. Retirement and Other Reportable Compensation

Component A

This item is the employer contribution to the employee's tax deferred IRC §401(k) retirement account.

Component B

This item is the amount accrued for financial accounting purposes for benefits under employee retirement plans to be paid in future years.

V. Nontaxable Benefits

Component A

This item is for the employer's cost of an insurance benefit.

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Blue Cross and Blue Shield of Massachusetts, Inc.	Andrew Dreyfus

Calendar Year 2010	Component A	Component B	Component C	Component D	Component E	Total, All Components
I. Base Compensation						
	i. 492,999	3,615	9,769	39,769	24,115	570,267
	ii.					-
II. Bonus and Incentive Compensation						
	i. 187,600					187,600
	ii.					-
III. Other Reportable Compensation						
	i. 17,160	300	12,912	5,456	300	36,128
	ii.					-
IV. Retirement and Other Reportable Compensation						
	i. 9,555	279,100				288,655
	ii.					-
V. Nontaxable Benefits						
	i. 5,931					5,931
	ii.					-
Total						1,088,581

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II comprise component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

2011 Form PC, Schedule EC-1, Description of Components

I. Base Compensation

Component A

This item is the regular pay component of base compensation.

Component B

This item is the personal time component of base compensation.

Component C

None.

Component D

This item is the vacation pay component of base compensation.

II. Bonus and Incentive Compensation

None.

III. Other Reportable Compensation

Component A

This item is for benefit dollars, provided to all employees, providing medical and dental benefits.

Component B

This item is the taxable portion of the cost of parking provided to the employee.

Component C

This item is the taxable portion of the automobile allowance provided to the employee.

Component D

This item is the taxable cost of the financial planning benefit provided to the employee.

Component E

This item is the taxable portion of employer paid insurance cost.

IV. Retirement and Other Reportable Compensation

Component A

This item is the employer contribution to the employee's tax deferred IRC §401(k) retirement account.

Component B

This item is the amount accrued for financial accounting purposes for benefits under employee retirement plans to be paid in future years.

Component C

This item is an amount accrued for financial accounting purposes for deferred compensation under an incentive compensation plan to be paid in future years (LPP).

Component D

This item is an amount accrued for financial accounting purposes for deferred compensation under an incentive compensation plan to be paid in future years (LTI).

V. Nontaxable Benefits

Component A

This item is for the employer's cost of an insurance benefit.

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Blue Cross and Blue Shield of Massachusetts, Inc.	Andrew Dreyfus

Calendar Year 2011	Component A	Component B	Component C	Component D	Component E	Total, All Components
I. Base Compensation	i. 720,000	6,154		73,846		800,000
	ii.					-
II. Bonus and Incentive Compensation	i.					-
	ii.					-
III. Other Reportable Compensation	i. 18,343	300	15,000	3,500	24,745	61,888
	ii.					-
IV. Retirement and Other Reportable Compensation	i. 9,800	227,538	300,000	413,333		950,671
	ii.					-
V. Nontaxable Benefits	i. 11,849					11,849
	ii.					-
Total						1,824,408

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II comprise component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

APPENDIX D: FALLON COMMUNITY HEALTH PLAN

Fallon Community Health Plan, Inc.

January 31, 2013

Response to Request for Documents dated December 17, 2012

Form PC, Schedule EC (CEO)

All questions are with regard to your organization's chief executive officer, and are made for the period beginning January 1, 2009 and ending December 31, 2011. Please refer to the Form PC instructions for definitions of terms (including "Related Organization", "Related Party", and "Termination of Employment or Change of Control Compensatory Arrangement").

1. For the three relevant calendar years, please provide compensation information on the attached Schedule EC-1.

See Aattached

2. For each calendar year, please describe the nature of each compensation component and provide an explanation with regard to how and when any forms of contingent compensation (e.g., deferred compensation, incentive compensation, and retirement) accrue, vest, and are (or will be) paid; please make reference to the relevant row and column of Schedule EC-1. If any contingent compensation amount is reported in more than one year, please indicate (i.e., identify double-reported amounts) and describe the reasons for doing so.

A. NATURE OF COMPENSATION COMPONENTS

2009 Eric H. Schultz

Row II (Bonus and Incentive Compensation) Component A - \$200,040: This amount represents incentive compensation earned in 2008 and paid in 2009.

Row III (Other Reportable Compensation) Component A - \$1,338: This amount represents the value (imputed income) of employer provided group term taxable life insurance coverage over \$50,000.

Row IV (Retirement and Other Reportable Compensation) Component A— \$19,600: This amount represents employer contributions to the CEO's 401(k) during the plan year.

Row IV (Retirement and Other Reportable Compensation) Component B - \$1,450: This amount represents the actuarial increase to the value of the CEO's defined benefit pension plan. The defined benefit pension plan was frozen on 12/31/06.

Row IV (Retirement and Other Reportable Compensation) Component C - \$50,750: This amount represents the amount of deferred contributions to the CEO's Supplemental Executive Retirement Plan.

Fallon Community Health Plan, Inc.
Response to Request for Documents dated December 17, 2012

January 31, 2013

2010 Eric H. Schultz

Row III (Other Reportable Compensation) Component A - \$206: This amount represents the value (imputed income) of employer provided group term taxable life insurance coverage over \$50,000.

Row III (Other Reportable Compensation) Component B - \$76,232: This amount represents a final payout of unused earned time (vacation) upon the CEO's departure.

Row IV (Retirement and Other Reportable Compensation) Component A - \$7,187: This amount represents employer contributions to the CEO's 401(k) during the plan year.

Row IV (Retirement and Other Reportable Compensation) Component B - \$33,674: This amount represents the actuarial increase to the value of the CEO's defined benefit pension plan. The defined benefit pension plan was frozen on 12/31/06.

2010 W. Patrick Hughes

Row III (Other Reportable Compensation) Component A - \$3,762: This amount represents the value (imputed income) of employer provided group term taxable life insurance coverage over \$50,000.

Row III (Other Reportable Compensation) Component B - \$3,156: This amount represents a payment of unused earned time (vacation).

Row III (Other Reportable Compensation) Component C - \$60,250: This amount represents the distribution paid to the CEO from his Supplemental Executive Retirement Plan.

Row IV (Retirement and Other Reportable Compensation) Component A - \$10,329: This amount represents employer contributions to the CEO's 401(k) during the plan year.

*Row IV (Retirement and Other Reportable Compensation) Component B - \$66,800: This amount represents incentive compensation earned in 2010 and paid in 2011. **(This is a double-reported amount - see reference to 2011 W. Patrick Hughes, Row II Component A).***

Row IV (Retirement and Other Reportable Compensation) Component C - \$60,250: This amount represents a deferred contribution into the CEO's Supplemental Executive Retirement Plan.

2011 W. Patrick Hughes

*Row II (Bonus and Incentive Compensation) Component A - \$66,800: This amount represents incentive compensation earned in 2010 and paid in 2011. **(This is a double-reported amount - See reference to 2010 W. Patrick Hughes, Row IV Component B).***

Fallon Community Health Plan, Inc.
Response to Request for Documents dated December 17, 2012

January 31, 2013

Row III (Other Reportable Compensation) Component A - \$3,762: This amount represents the value (imputed income) of employer provided group term taxable life insurance coverage over \$50,000.

Row III (Other Reportable Compensation) Component B - \$88,200: This amount represents the distribution paid to the CEO from his Supplemental Executive Retirement Plan.

Row IV (Retirement and Other Reportable Compensation) Component A - \$12,250: This amount represents employer contributions to the 401(k) during the plan year.

Row IV (Retirement and Other Reportable Compensation) Component B - \$216,460: This amount represents incentive compensation earned in 2011 and paid in 2012.

Row IV (Retirement and Other Reportable Compensation) Component B - \$88,200: This amount represents a deferred contribution into the CEO's Supplemental Executive Retirement Plan.

B. EXPLANATION OF CONTINGENT COMPENSATION

Incentive Compensation: All employees in certain job grades, including the CEO, are eligible for a corporate incentive plan. The CEO's incentive plan payment is determined by the independent members of the organization's Board of Directors, and is based on whether certain corporate and individual targets are met. Using the Board-approved metrics, the Board annually evaluates the CEO's and organization's prior year performance and determines whether an incentive compensation payment will be made, and if so, the amount of the payment.

401(k) Contributions: The organization has a corporate-wide policy that applies to all eligible employees, including the CEO, where the organization will match the employee's own contributions to the organization's 401(k) plan up to five (5) percent, subject to IRS caps on contributions.

Supplemental Executive Retirement Plan (SERP): The organization maintains a 457(f) SERP for certain executives, including the CEO, as approved by the Board of Directors. The CEO is provided with a defined annual contribution that targets a percentage of final average pay. The target is offset by all other employer-provided benefits and 100% of Primary Social Security. The organization's Board of Directors has the authority and discretion under the SERP whether to fund the SERP. Each year, at the end of the year, the Board of Directors determines whether it will fund the CEO's SERP contribution for that year, and at what amount. Fifty (50) percent of each contribution is vested after three (3) years of participation in the plan. The remaining deferred contributions are vested on the earliest of 65 years of age, death, disability, or involuntary separation from service (for a reason other than cause), at which time distributions of deferred amounts are made to the participant.

Fallon Community Health Plan, Inc.
Response to Request for Documents dated December 17, 2012

January 31, 2013

3. For each calendar year, please list any loans or loan guarantees initiated or existing between your organization (or a Related Organization) and your chief executive officer.

None

4. To the extent that your organization used an independent compensation consultant in establishing the compensation of your chief executive officer, please identify the compensation consultant by name, and the name of the company or firm for which the compensation consultant works.

*Michael J. Lagory
Principal
Sullivan, Cotter and Associates, Inc.
4000 Town Center, Suite 1750
Southfield, MI 48075-1411*

5. How often is your chief executive officer's compensation reviewed for reasonableness?

Annually

6. Does your organization's policy, procedure, and approach to setting compensation for other members of your senior management team differ substantially from its policy, procedure, and approach to setting the compensation of your chief executive officer? If so, please provide a brief explanation of any differences.

The policy, procedure, and approach to setting the compensation of the CEO and other members of the senior management team are substantially similar. One difference is that while the Executive Evaluation and Compensation Committee (the "Committee") of the FCHP Board of Directors establishes the compensation of certain of FCHP's senior management team, the compensation of the CEO is established each year by the full Board of Directors, taking into consideration the recommendations of the Committee. Only independent members of both the Committee and the full Board of Directors, as defined under applicable Internal Revenue Service regulations and guidelines, participate in establishing the compensation of the CEO and other members of the senior management team.

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Fallon Community Health Plan, Inc.	Eric H. Schultz

Calendar Year 2009		Component A	Component B	Component C	Component D	Component E	Total, All Components
I. Base Compensation	i.	495,085					495,085
	ii.						
II. Bonus and Incentive Compensation	i.	200,040					200,040
	ii.						
III. Other Reportable Compensation	i.	1,338					1,338
	ii.						
IV. Retirement and Other Reportable Compensation	i.	19,600	1,450	50,750			71,800
	ii.						
V. Nontaxable Benefits	i.	21,574					21,574
	ii.						
Total							798,837

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Fallon Community Health Plan, Inc.	Eric H. Schultz (1/1/10 - 2/12/10)

Calendar Year 2010	Component A	Component B	Component C	Component D	Component E	Total, All Components
I. Base Compensation	i. 66,622					66,622
	ii.					
II. Bonus and Incentive Compensation	i. 0					0
	ii.					
III. Other Reportable Compensation	i. 206	76,232				76,438
	ii.					
IV. Retirement and Other Reportable Compensation	i. 7,187	33,674				40,861
	ii.					
V. Nontaxable Benefits	i. 3,107					3,107
	ii.					
Total						187,028

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Fallon Community Health Plan, Inc.	W. Patrick Hughes (4/11/10 – 12/31/10)

Calendar Year 2010	Component A	Component B	Component C	Component D	Component E	Total, All Components
I. Base Compensation	i. 494,125					494,125
	ii.					
II. Bonus and Incentive Compensation	i. 0					0
	ii.					
III. Other Reportable Compensation	i. 3,762	3,156	60,250			67,168
	ii.					
IV. Retirement and Other Reportable Compensation	i. 10,329	66,800	60,250			137,379
	ii.					
V. Nontaxable Benefits	i. 21,471					21,471
	ii.					
Total						720,143

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Fallon Community Health Plan, Inc.	W. Patrick Hughes

Calendar Year 2011	Component A	Component B	Component C	Component D	Component E	Total, All Components
I. Base Compensation	i. 531,465					531,465
	ii.					
II. Bonus and Incentive Compensation	i. 66,800					66,800
	ii.					
III. Other Reportable Compensation	i. 3,762	88,200				91,962
	ii.					
IV. Retirement and Other Reportable Compensation	i. 12,250	216,460	88,200			316,910
	ii.					
V. Nontaxable Benefits	i. 22,090					22,090
	ii.					
Total						1,029,227

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

APPENDIX E: HARVARD PILGRIM HEALTH CARE

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Harvard Pilgrim Health Care	Charles Baker

Calendar Year 2009	Component A	Component B	Component C	Component D	Component E	Total, All Components
I. Base Compensation	i.	463,845(1)	128,602(2)	3,369(3)	3,500(4)	600,472
	ii.					
II. Bonus and Incentive Compensation	i.	608,486(6)	83,585(7)			692,071
	ii.					
III. Other Reportable Compensation	i.	1,529(8)				1,529
	ii.					
IV. Retirement and Other Reportable Compensation	i.	19,600(9)				19,600
	ii.					
V. Nontaxable Benefits	i.	2,375(10)	11,997(11)			14,372
	ii.					
Total						1,328,044

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

2009 Harvard Pilgrim Health Care CEO Compensation-Charles Baker

Description of Components:

1) The total compensation reported as component A(i) consists of the pro-rated base salary per contract, less the employee portion of nontaxable benefits reported in line V(i), the travel allowance (4), and the amount for tax consulting services (5).

2) Vacation Payout

3) Float Cash Out.

6) Harvard Pilgrim has an executive incentive plan that ties a significant portion of an executive's total compensation to the performance of the Company. On an annual basis, subject to organization and individual performance, the Company pays eligible participants their incentive compensation for the prior year, part of which (up to 50% of the goal) is contingent on operating earnings of HPHC, Inc. and its affiliates (on a combined statutory basis).

7) Harvard Pilgrim adopted a plan to provide additional discretionary retirement benefits to those executives who may lose benefits due to the IRS limitations on compensation in the 401(k) Retirement Plan for the period between January 1 and December 31, 2009. Eligible participants receive a discretionary contribution to the 457(b) Plan from the Company to make up for the shortfall they experience in the Company contribution to the 401(k) Retirement Plan because they have earnings in excess of the annual IRS limit for covered compensation. In the case of executive officers, including the CEO, the Company makes a cash payment in lieu of the employer contribution to the 457(b) Plan. The employer payment amount for 2009 plan year is based on 10% of the executive's 2008 eligible earnings in excess of \$245,000.

8) Represents imputed income for the Company paid premium for group term life insurance.

9) Harvard Pilgrim has a 401(k) Retirement Plan that provides for a Company match of up to 4% of eligible compensation and an additional 4% of eligible compensation contribution to the participant's retirement account.

10) Represents the employee paid portion of non taxable benefits (i.e., medical, dental, flexible spending etc.).

11) Represents the employer paid portion of non taxable benefits (i.e., medical, dental, HSA etc.).

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	Interim CEO Name
Harvard Pilgrim Health Care	Bruce Bullen

Calendar Year 2009	Component A	Component B	Component C	Component D	Component E	Total, All Components
I. Base Compensation	i. 459,714(1)					459,714
	ii.					
II. Bonus and Incentive Compensation	i. 275,575(2)	39,810(3)	50,000(4)	2,586(5)		367,971
	ii.					
III. Other Reportable Compensation	i. 16,500(6)	7,524(7)				24,024
	ii.					
IV. Retirement and Other Reportable Compensation	i. 19,600(8)					19,600
	ii.					
V. Nontaxable Benefits	i. 630(9)	4,230(10)				4,860
	ii.					
Total						876,169

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

2009 Harvard Pilgrim Health Care Interim CEO Compensation-Bruce Bullen

Description of Components:

- 1) The total compensation reported as component A(i) consists of the pro-rated base salary, less the 457(b) deferral reported in line III(i) and the employee portion of nontaxable benefits reported in line V(i).
- 2) Harvard Pilgrim has an executive incentive plan that ties a significant portion of an executive's total compensation to the performance of the Company. On an annual basis, subject to organization and individual performance, the Company pays eligible participants their incentive compensation for the prior year, part of which (up to 50% of the goal) is contingent on operating earnings of HPHC, Inc. and its affiliates (on a combined statutory basis).
- 3) Harvard Pilgrim adopted a plan to provide additional discretionary retirement benefits to those executives who may lose benefits due to the IRS limitations on compensation in the 401(k) Retirement Plan for the period between January 1 and December 31, 2009. Eligible participants receive a discretionary contribution to the 457(b) Plan from the Company to make up for the shortfall they experience in the Company contribution to the 401(k) Retirement Plan because they have earnings in excess of the annual IRS limit for covered compensation. In the case of executive officers, including the CEO, the Company makes a cash payment in lieu of the employer contribution to the 457(b) Plan. The employer payment amount for 2009 plan year is based on 10% of the executive's 2008 eligible earnings in excess of \$245,000.
- 4) Represents a retention bonus payment.
- 5) Represents reimbursement for supplemental Long Term disability premiums.
- 6) Represents employee contributions to the 457(b) plan discussed above in item #3.
- 7) Represents imputed income for Company paid premium for group term life insurance.
- 8) Harvard Pilgrim has a 401(k) Retirement Plan that provides for a Company match of up to 4% of eligible compensation and an additional 4% of eligible compensation contribution to the participant's retirement account.
- 9) Represents the employee paid portion of non taxable benefits (i.e., medical, dental, flexible spending etc.).
- 10) Represents the employer paid portion of non taxable benefits (i.e., medical, dental, HSA etc.).

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	Interim CEO Name
Harvard Pilgrim Health Care	Bruce Bullen

Calendar Year 2010	Component A	Component B	Component C	Component D	Component E	Total, All Components
I. Base Compensation	i. 154,870(1)					154,870
	ii.					
II. Bonus and Incentive Compensation	i. 102,600(2)	48,099(3)	150,000(4)			300,699
	ii.					
III. Other Reportable Compensation	i. 320,000(5)	68,001(6)	4500(7)	2,508(8)		395,009
	ii.					
IV. Retirement and Other Reportable Compensation	i. 19,600(9)					19,600
	ii.					
V. Nontaxable Benefits	i. 630(10)	2,052(11)	30,000(12)			32,682
	ii.					
Total						902,860

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

2010 Harvard Pilgrim Health Care Interim CEO Compensation –Bruce Bullen

Description of Components:

- 1) The total compensation reported as component A(i) consists of the pro-rated base salary, less the 457(b) deferral reported in line III(i) and the employee portion of nontaxable benefits reported in line V(i).
- 2) Harvard Pilgrim has an executive incentive plan that ties a significant portion of an executive's total compensation to the performance of the Company. On an annual basis, subject to organization and individual performance, the Company pays eligible participants their incentive compensation for the prior year, part of which (up to 50% of the goal) is contingent on operating earnings of HPHC, Inc. and its affiliates (on a combined statutory basis).
- 3) Harvard Pilgrim adopted a plan to provide additional discretionary retirement benefits to those executives who may lose benefits due to the IRS limitations on compensation in the 401(k) Retirement Plan for the period between January 1 and December 31, 2010. Eligible participants will receive a discretionary contribution to the 457(b) Plan from the Company to make up for the shortfall they experience in the Company's contribution to the 401(k) Retirement Plan because they have earnings in excess of the annual IRS limit for covered compensation. In the case of executive officers, including the CEO, the Company makes a cash payment in lieu of the employer contribution to the 457(b) Plan. The employer payment amount for 2010 plan year is based on 10% of the executive's 2009 eligible earnings in excess of \$245,000.
- 4) Represents a retention bonus payment.
- 5) Represents salary continuation amounts paid per Mr. Bullen's chief operating officer contract with Harvard Pilgrim.
- 6) Represents vacation payout.
- 7) Represents employee contributions to the 457(b) plan discussed above in item #3.
- 8) Represents imputed income for Company paid premium for group term life insurance.
- 9) Harvard Pilgrim has a 401(k) Retirement Plan that provides for a Company match of up to 4% of eligible compensation and an additional 4% of eligible compensation contribution to the participant's retirement account.
- 10) Represents the employee paid portion of non taxable benefits (i.e., medical, dental, flexible spending etc.).
- 11) Represents the employer paid portion of non taxable benefits (i.e., medical, dental, HSA etc.).
- 12) Represents the cost of outplacement services.

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Harvard Pilgrim Health Care	Eric Schultz

Calendar Year 2010	Component A	Component B	Component C	Component D	Component E	Total, All Components
I. Base Compensation	i. 604,232(1)					604,232
	ii.					
II. Bonus and Incentive Compensation	i. 150,000(2)	1,247(3)				151,247
	ii.					
III. Other Reportable Compensation	i. 16,500(4)	1,529(5)				18,029
	ii.					
IV. Retirement and Other Reportable Compensation	i. 187,500(6)					187,500
	ii.					
V. Nontaxable Benefits	i. 4,268(7)	17,240(8)				21,508
	ii.					
Total						982,516

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

2010 Harvard Pilgrim Health Care CEO Compensation-Eric Schultz

Description of Components:

- 1) The total compensation reported as component A(i) consists of the base salary per contract, less the 457(b) deferral reported in line III(i) and the employee portion of nontaxable benefits reported in line V(i).
- 2) Represents a sign on bonus per employment contract.
- 3) Represents reimbursement for supplemental Long Term Disability premiums.
- 4) Harvard Pilgrim adopted a plan to provide additional discretionary retirement benefits to those executives who may lose benefits due to the IRS limitations on compensation in the 401(k) Retirement Plan for the period between January 1 and December 31, 2010. Represents employee contributions to the 457(b) plan.
- 5) Represents imputed income for Company paid premium for group term life insurance.
- 6) Harvard Pilgrim adopted a long-term incentive plan for its Chief Executive Officer and other senior executives for 2010-2012. The Plan is based on a variety of performance measures and is earned over a three year period. Some or all of the deferred compensation amounts reported herein for the potential earnings under this Plan may or may not be paid to the executives based on the actual results of the performance measures as determined at the end of the three year period.
- 7) Represents the employee paid portion of non taxable benefits (i.e., medical, dental, flexible spending etc.).
- 8) Represents the employer paid portion of non taxable benefits (i.e., medical, dental, HSA etc.).

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Harvard Pilgrim Health Care	Eric Schultz

Calendar Year 2011	Component A	Component B	Component C	Component D	Component E	Total, All Components
I. Base Compensation	i. 753,372(1)					753,372
	ii.					
II. Bonus and Incentive Compensation	i. 370,313(2)	38,000(3)	2,137(4)			410,450
	ii.					
III. Other Reportable Compensation	i. 16,500(5)	2,622(6)				19,122
	ii.					
IV. Retirement and Other Reportable Compensation	i. 232,500(7)	19,600(8)				252,100
	ii.					
V. Nontaxable Benefits	i. 5,128(9)	20,810(10)				25,938
	ii.					
Total						1,460,982

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

2011 Harvard Pilgrim Health Care CEO Compensation-Eric Schultz

Description of Components:

- 1) The total compensation reported as component A(i) consists of the base salary per contract less the 457(b) deferral reported in line III(i) and the employee portion of nontaxable benefits reported in line V(i).
- 2) Harvard Pilgrim has an executive incentive plan that ties a significant portion of an executive's total compensation to the performance of the Company. On an annual basis, subject to organization and individual performance, the Company pays eligible participants their incentive compensation for the prior year, part of which (up to 50% of the goal) is contingent on operating earnings of HPHC, Inc. and its affiliates (on a combined statutory basis).
- 3) Harvard Pilgrim adopted a plan to provide additional discretionary retirement benefits to those executives who may lose benefits due to the IRS limitations on compensation in the 401(k) Retirement Plan for the period between January 1 and December 31, 2011. Eligible participants will receive a discretionary contribution to the 457(b) Plan from the Company to make up for the shortfall they experience in the Company's contribution to the 401(k) Retirement Plan because they have earnings in excess of the annual IRS limit for covered compensation. In the case of executive officers, including the CEO, the Company makes a cash payment in lieu of the employer contribution to the 457(b) Plan. The employer payment amount for 2011 plan year is based on 10% of the executive's 2010 eligible earnings in excess of \$245,000.
- 4) Represents reimbursement for supplemental long term disability premiums.
- 5) Represents employee contributions to the 457(b) plan discussed above in item #3.
- 6) Represents imputed income for Company paid premium for group term life insurance.
- 7) Harvard Pilgrim adopted a long-term incentive plan for its Chief Executive Officer and other senior executives for 2010-2012. The Plan is based on a variety of performance measures and is earned over a three year period. Some or all of the deferred compensation amounts reported herein for the potential earnings under this Plan may or may not be paid to the executives based on the actual results of the performance measures as determined at the end of the three year period.
- 8) Harvard Pilgrim has a 401(k) Retirement Plan that provides for a Company match of up to 4% of eligible compensation and an additional 4% of eligible compensation contribution to the participant's retirement account.
- 9) Represents the employee paid portion of non taxable benefits (i.e., medical, dental, flexible spending etc.).
- 10) Represents the employer paid portion of non taxable benefits (i.e., medical, dental, HSA etc.).

Harvard Pilgrim Health Care, Inc.
January 31, 2013

Form PC, Schedule EC (CEO)

All questions are with regard to your organization's chief executive officer, and are made for the period beginning January 1, 2009 and ending December 31, 2011. Please refer to the Form PC instructions for definitions of terms (including "Related Organization", "Related Party", and "Termination of Employment or Change of Control Compensatory Arrangement").

1. For the three relevant calendar years, please provide compensation information on the attached Schedule EC-1.

Compensation information has been provided for each chief executive officer of Harvard Pilgrim from January 1, 2009 through December 31, 2011. There are a total of five (5) Form PC, Schedule EC-1's attached representing the following chief executive officers and interim chief executive officer:

2009:	Charles Baker, Bruce Bullen (interim CEO)
2010:	Bruce Bullen (interim CEO), Eric Schultz
2011:	Eric Schultz

2. For each calendar year, please describe the nature of each compensation component and provide an explanation with regard to how and when any forms of contingent compensation (e.g., deferred compensation, incentive compensation, and retirement) accrue, vest, and are (or will be) paid; please make reference to the relevant row and column of Schedule EC-1. If any contingent compensation amount is reported in more than one year, please indicate (i.e., identify double-reported amounts) and describe the reasons for doing so.

Each Form PC, Schedule EC-1 attached is followed by a document describing the nature of each compensation component.

3. For each calendar year, please list any loans or loan guarantees initiated or existing between your organization (or a Related Organization) and your chief executive officer.

There were no loans or loan guarantees between Harvard Pilgrim and any of its chief executive officers from January 1, 2009 through December 31, 2011.

4. To the extent that your organization used an independent compensation consultant in establishing the compensation of your chief executive officer, please identify the compensation consultant by name, and the name of the company or firm for which the compensation consultant works.

John Adams of Towers Watson is engaged as an independent compensation consultant for the Harvard Pilgrim Board of Directors, and his services include those related to compensation of Harvard Pilgrim's chief executive officer.

5. How often is your chief executive officer's compensation reviewed for reasonableness?

The chief executive officer's compensation is reviewed annually for reasonableness.

6. Does your organization's policy, procedure, and approach to setting compensation for other members of your senior management team differ substantially from its policy, procedure, and approach to setting the compensation of your chief executive officer? If so, please provide a brief explanation of any differences.

No, Harvard Pilgrim's approach to setting compensation for members of its senior management does not differ substantially from its approach to setting the compensation of its chief executive officer.

APPENDIX F: TUFTS ASSOCIATED HMO

Form PC, Schedule EC (CEO)

All questions are with regard to your organization's chief executive officer, and are made for the period beginning January 1, 2009 and ending December 31, 2011. Please refer to the Form PC instructions for definitions of terms (including "Related Organization", "Related Party", and "Termination of Employment or Change of Control Compensatory Arrangement").

1. For the three relevant calendar years, please provide compensation information on the attached Schedule EC-1.

Please see attached Form PC, Schedule EC-1 for calendar years 2009, 2010 and 2011.

2. For each calendar year, please describe the nature of each compensation component and provide an explanation with regard to how and when any forms of contingent compensation (e.g., deferred compensation, incentive compensation, and retirement) accrue, vest, and are (or will be) paid; please make reference to the relevant row and column of Schedule EC-1. If any contingent compensation amount is reported in more than one year, please indicate (i.e.; identify double-reported amounts) and describe the reasons for doing so.

I. Base Compensation	Base salary paid by Company on a bi-weekly basis for the tax year and in the tax year.
II. Bonus/Incentive Comp	Incentive compensation paid by Company in the tax year for CEO's performance in the prior year. CEO performance is assessed by metrics measuring corporate performance. The metrics for annual incentive compensation plan are defined by the Company's Compensation Committee.
III. Other Reportable Compensation	
A. Group life insurance	CEO's life insurance is above the IRC threshold and therefore has associated imputed income based on age and value of the life insurance above the threshold. Imputed income is associated with group life insurance at 1x annual salary and is not a contribution by the Company, nor was it actual compensation received by Mr. Roosevelt.
B. Executive long-term disability	Represents CEO contributions for long-term disability coverage.
C. Contributions to Executive Savings Plan	<p>The Executive Savings Plan is a non-qualified deferred compensation plan. It is an unfunded and unsecured plan.</p> <p>Item C represents Company contributions that were contributed and/or vested during the year. The Company contributes matching contributions which vest, based on an employee's tenure, equally over a 3 year period. The Company also contributes an annual supplemental company contribution which vests after 5 years of service. Company contributions to the Executive Savings Plan are made in the first quarter of the tax year. Contributions for the current CEO have fully vested based on his length of service.</p> <p>This income is earned but will not be paid until withdrawal from the Plan resulting from separation from service, including termination of employment or retirement.</p>
D. Health Savings Account	Represents CEO's pre-tax contributions to healthcare savings account.
E. Medical	Represents CEO's pre-tax contributions to medical insurance.
F. Dental	Represents CEO's pre-tax contributions to dental insurance.
G. Flexible Spending Account	Represents CEO's pre-tax contributions to a flexible spending account.
H. T-Pass	Represents pre-tax employee contributions based on election to purchase an MBTA commuter pass through Tufts Health Plan.

IV. Retirement and Other Reportable Compensation	
A. Executive Savings Plan	CEO elected to defer a portion of his incentive compensation into the Executive Savings Plan which is reflected on the attached schedules. This income is earned but will not be paid until withdrawal from the Plan resulting from separation from service, including termination of employment or retirement. Please note – This amount is also reported in item II above and therefore double-reports and overstates the total of all components on schedule EC-1.
B. Retirement Contribution	Represents discretionary annual Company contribution made to the 401(k) plan which is paid in the tax year based on the Company's prior year performance.
C. 401K Match	Represents annual matching contribution to the 401(k) plan. Contributions vest equally over a 3 year period. The current CEO's contributions have fully vested based on his length of service.
V. Non-taxable benefits	
A. Med & Dental Company contributions	Represents Company contribution paid for CEO's medical & dental insurance.
B. Life & Disability – Non-Taxable and WC	Represents Company contribution paid for life and disability insurance plus workmen's compensation.

3. For each calendar year, please list any loans or loan guarantees initiated or existing between your organization (or a Related Organization) and your chief executive officer.

No loans or loan guarantees were initiated or existed.

4. To the extent that your organization used an independent compensation consultant in establishing the compensation of your chief executive officer, please identify the compensation consultant by name, and the name of the company or firm for which the compensation consultant works.

Warren Kerper, SullivanCotter and Associates.

5. How often is your chief executive officer's compensation reviewed for reasonableness?

Annually.

6. Does your organization's policy, procedure, and approach to setting compensation for other members of your senior management team differ substantially from its policy, procedure, and approach to setting the compensation of your chief executive officer? If so, please provide a brief explanation of any differences.

Mr. Roosevelt is the only executive who serves pursuant to an Employment Agreement which defines certain contractual obligations with respect to Mr. Roosevelt's compensation.

2009	
Name of Organization	CEO Name
Tufts Associated Health Maintenance Organization, Inc.	James R. Roosevelt

Calendar Year 2009	Component A	Component B	Component C	Component D	Component E	Component F	Component G	Component H	Total, All Components
I. Base Compensation	i. \$ 735,834								\$ 735,834
	ii.								
II. Bonus and Incentive Compensation	i. \$ 870,846								\$ 870,846
	ii.								
III. Other Reportable Compensation	i. \$ 3,564	\$ 1,480	\$ 117,030		\$ (7,800)	\$ (693)	\$ (4,000)	\$ (708)	\$ 108,973
	ii.								
IV. Retirement and Other Reportable Compensation	i. \$174,169*	\$ 7,350	\$ 9,800						\$191,319*
	ii.								
V. Nontaxable Benefits.	i. \$ 14,763	\$ 2,747							\$ 17,510
	ii.								
TOTAL									\$1,924,482*
								Less double reported compensation	\$174,169*
								Revised Total	\$1,750,313*

* Compensation is overstated by \$174,169. Compensation reported in Component A of Item IV represents a deferral of incentive compensation reported in Component A of Item II

2010

Name of Organization	CEO Name
Tufts Associated Health Maintenance Organization, Inc.	James R. Roosevelt

Calendar Year 2010	Component A	Component B	Component C	Component D	Component E	Component F	Component G	Component H	Total, All Components
I. Base Compensation	i. \$ 708,581								\$ 708,581
	ii.								
II. Bonus and Incentive Compensation	i. \$ 462,703								\$ 462,703
	ii.								
III. Other Reportable Compensation	i. \$ 6,767	\$ 1,480	\$ 124,485	\$ (5,150)	\$ (3,120)	\$ (443)	\$ (1,500)	\$ (708)	\$ 121,811
	ii.								
IV. Retirement and Other Reportable Compensation	i. \$115,676*	\$ 17,150	\$ 9,800						\$142,626*
	ii.								
V. Nontaxable Benefits.	i. \$ 13,061	\$ 1,773							\$ 14,834
	ii.								
TOTAL									\$1,450,555*
								Less double reported compensation	\$115,676*
								Revised Total	\$1,334,879*

* Compensation is overstated by \$115,676. Compensation reported in Component A of Item IV represents a deferral of incentive compensation reported in Component A of Item II

2011	
Name of Organization	CEO Name
Tufts Associated Health Maintenance Organization, Inc.	James R. Roosevelt

Calendar Year 2011	Component A	Component B	Component C	Component D	Component E	Component F	Component G	Component H	Total, All Components
I. Base Compensation	i. \$ 779,439								\$ 779,439
	ii.								
II. Bonus and Incentive Compensation	i. \$ 992,722								\$ 992,722
	ii.								
III. Other Reportable Compensation	i. \$ 6,858	\$ 1,480	\$ 107,909	\$ (5,150)	\$ (2,548)	\$ (380)	\$ (1,000)	\$ (708)	\$ 106,461
	ii.								
IV. Retirement and Other Reportable Compensation	i. \$198,544*	\$ 17,150	\$ 9,800						\$225,494*
	ii.								
V. Nontaxable Benefits.	i. \$ 10,596	\$ 1,971							\$ 12,567
	ii.								
TOTAL									\$2,116,683*
								Less double reported compensation	\$198,544*
								Revised Total	\$1,918,139*

* Compensation is overstated by \$198,544. Compensation reported in Component A of Item IV represents a deferral of incentive compensation reported in Component A of Item II

HOSPITALS AND PROVIDER SYSTEMS

BAYSTATE HEALTH

BETH ISRAEL DEACONESS MEDICAL CENTER

BOSTON MEDICAL CENTER

BRIGHAM AND WOMEN'S / FAULKNER HOSPITAL

CHILDREN'S HOSPITAL

DANA-FARBER CANCER INSTITUTE

LAHEY HEALTH

LAWRENCE GENERAL HOSPITAL

MASSACHUSETTS GENERAL HOSPITAL

PARTNERS HEALTHCARE SYSTEM

STURDY MEMORIAL HOSPITAL

UMASS MEMORIAL HEALTH CARE

The following information has been reproduced as it was submitted.

APPENDIX G: BAYSTATE HEALTH

Form PC, Schedule EC (CEO)

All questions are with regard to your organization's chief executive officer, and are made for the period beginning January 1, 2009 and ending December 31, 2011. Please refer to the Form PC instructions for definitions of terms (including "Related Organization", "Related Party", and "Termination of Employment or Change of Control Compensatory Arrangement").

1. For the three relevant calendar years, please provide compensation information on the attached Schedule EC-1.

EC-1 forms for 2009, 2010 and 2011 attached.

2. For each calendar year, please describe the nature of each compensation component and provide an explanation with regard to how and when any forms of contingent compensation (e.g., deferred compensation, incentive compensation, and retirement) accrue, vest, and are (or will be) paid; please make reference to the relevant row and column of Schedule EC-1. If any contingent compensation amount is reported in more than one year, please indicate (i.e., identify double-reported amounts) and describe the reasons for doing so.

Please see information attached hereto.

3. For each calendar year, please list any loans or loan guarantees initiated or existing between your organization (or a Related Organization) and your chief executive officer.

None.

4. To the extent that your organization used an independent compensation consultant in establishing the compensation of your chief executive officer, please identify the compensation consultant by name, and the name of the company or firm for which the compensation consultant works.

Towers Watson, including John Adams and John Nevers.

5. How often is your chief executive officer's compensation reviewed for reasonableness?

The compensation of the President and Chief Executive Officer ("CEO") of Baystate Health ("BH") is reviewed for reasonableness annually.

6. Does your organization's policy, procedure, and approach to setting compensation for other members of your senior management team differ substantially from its policy, procedure, and approach to setting the compensation of your chief executive officer? If so, please provide a brief explanation of any differences.

No significant differences, although the CEO provides input for setting the compensation for other members of the senior management team.

1447097

BAYSTATE HEALTH
2009 – 2011 Components of Compensation
Description of Amounts Listed on Form PC, Schedule EC-1

	Component A	Component B	Component C	Component D	Component E	Component F	Component G	Component H	Component I
I. Base Compensation	Base Salary	(Pretax Deductions) Health & dental premiums + FSA deductions							
II. Bonus & Incentive Compensation	Incentive Payout								
III Other Reportable Comp	Supplemental Exec Retirement Program (SERP) *	Pension Restoration *	Mutual Fund Options (payments from prior year's SERP contributions) *	Accrued Compensation-grandfathered supplemental retirement payments *	Group Term Life	Auto Allowance	Financial, Tax & Estate Planning Reimbursement	Spousal Travel	Flex Credit
IV Retirement & Other Reportable Comp	Qualified Pension Plan contribution *								
V. Nontaxable benefits	Health insurance subsidy	Life insurance subsidy	Long Term Disability subsidy	Employee pre-tax benefits – health, dental & FSA					

* These five components are parts of a non-cumulative supplemental executive retirement plan, which targets 50% of total compensation based on a minimum 20 year service requirement.

CEO Name
Mark R. Tolosky

Name of Organization
Baystate Health

Calendar Year 2009	Component A	Component B	Component C	Component D	Component E	Component F	Component G	Component H	Component I	Total All Components
I. Base Compensation	i. \$679,067 ii.	(\$10,949)								\$668,117
II. Bonus and Incentive Compensation	i. \$446,775 ii.									\$446,775
III. Other Reportable Compensation	i. \$295,320 ii.	\$252,551*	\$85,283	\$27,163	\$5,418	\$9,490	\$12,478	\$1,032	\$199	\$688,934
IV. Retirement and Other Reportable Compensation	i. \$67,614 ii.									\$67,614
V. Nontaxable Benefits	i. \$10,276 ii.	\$1,623	\$14,056	\$10,949						\$36,904
Total										\$1,908,344

*Includes 2 pension restoration payments (payment earned in 2008 and paid 4/09 and payment earned 2009, paid 12/09). This change was made to avoid double counting in the future. Without the double counting of the 2008 payment, the total would have been \$1,781,019.

CEO Name
Mark R. Tolosky

Name of Organization
Baystate Health

Calendar Year 2010	Component A	Component B	Component C	Component D	Component E	Component F	Component G	Component H	Component I	Total All Components
I. Base Compensation	i. \$690,000 ii.	(\$9,386)								\$680,614
II. Bonus and Incentive Compensation	i. \$380,604 ii.									\$380,604
III. Other Reportable Compensation	i. \$279,450 ii.	\$139,264	\$102,413	\$27,600	\$5,418	\$9,598	\$12,478	\$962		\$577,184
IV. Retirement and Other Reportable Compensation	i. \$73,034 ii.									\$73,034
V. Nontaxable Benefits	i. \$12,250 ii.	\$1,623	\$15,915	\$9,386						\$39,174
Total										\$1,750,610

Calendar Year 2011	Name of Organization					CEO Name					Total All Components	
	Component A	Component B	Component C	Component D	Component E	Component F	Component G	Component H	Component I			
			Baystate Health									
I. Base Compensation	i. \$707,250	(\$10,697)										\$696,553
	ii. \$315,856											\$315,856
II. Bonus and Incentive Compensation	i. \$215,711	\$116,343	\$130,991	\$28,290	\$10,811	\$12,478	\$1,209					\$524,231
	ii. \$58,633											\$58,633
IV. Retirement and Other Reportable Compensation	i. \$13,141	\$1,663	\$15,230	\$10,697								\$40,731
	ii. Total											\$1,636,004

APPENDIX H: BETH ISRAEL DEACONESS MEDICAL CENTER

Name: Beth Israel Deaconess Medical Center

EIN: 04-2103881

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation.

Executive: Paul Levy

Calendar Year 2009	Component A	Component B	Component C	Component D	Total, All Components	Compensation Reported on Prior Year Form 990
I. Base Compensation	i.	700,911	-	-	700,911	-
	ii.	-	-	-	-	-
II. Bonus and Incentive Compensation	i.	120,000	-	-	120,000	120,000
	ii.	-	-	-	-	-
III. Other Reportable Compensation	i.	20,696	16,500	45,338	86,086	-
	ii.	-	-	-	-	-
IV. Retirement and Other Reportable Compensation	i.	10,000	-	-	10,000	-
	ii.	-	-	-	-	-
V. Nontaxable Benefits	i.	25,249	-	-	25,249	-
	ii.	-	-	-	-	-
Total					942,246	120,000

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that each of the figures in those columns on Schedule J, Part II comprise component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for four components, though you may have more or fewer components. If you have more than four components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

Form PC, Schedule EC-1 – Component Description Attachment

Calendar Year: 2009 – Paul F. Levy

Entity Name: Beth Israel Deaconess Medical Center

EIN: 04-2103881

Compensation Component description

- I. Base Compensation**
 - Component A: Base Compensation

- II. Bonus & Incentive Compensation**
 - Component A: Incentive compensation based on a combination of meeting or exceeding BIDMC's budgeted consolidated operating margin and meeting individual goals and objectives for the fiscal year ended September 30, 2008 but not paid until after December 31, 2008.

- III. Other Reportable Compensation**
 - Component A: The employee's own contributions to 403b Plan
 - Component B: The employee's own deferrals under a nonqualified 457(b) plan
 - Component C: Combined amount received and deferred by employer under a nonqualified retirement plan
 - Component D: Taxable Life

- IV. Retirement and Other Reportable Compensation**
 - Component A: Employer Contributions to 403b Retirement Plan

- V. Nontaxable Benefits**
 - Component A: Employee and employer contributions to health insurance, Group term life insurance & Group Disability insurance, and other Health & Welfare Plan benefits

Name: Beth Israel Deaconess Medical Center

EIN: 04-2103881

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation.

Executive: Paul Levy

Calendar Year 2010	Component A	Component B	Component C	Component D	Total, All Components	Compensation Reported on Prior Year Form 990
I. Base Compensation	i.	714,217	13,532	-	727,749	-
	ii.	-	-	-	-	-
II. Bonus and Incentive Compensation	i.	-	-	-	-	-
	ii.	-	-	-	-	-
III. Other Reportable Compensation	i.	45,926	5,438	21,578	72,942	-
	ii.	-	-	-	-	-
IV. Retirement and Other Reportable Compensation	i.	12,250	-	-	12,250	-
	ii.	-	-	-	-	-
V. Nontaxable Benefits	i.	32,139	-	-	32,139	-
	ii.	-	-	-	-	-
Total					845,080	

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that each of the figures in those columns on Schedule J, Part II comprise component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for four components, though you may have more or fewer components. If you have more than four components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

Form PC, Schedule EC-1 – Component Description Attachment

Calendar Year: 2010 – Paul F. Levy

Entity Name: Beth Israel Deaconess Medical Center

EIN: 04-2103881

Compensation Component description

- I. Base Compensation**
 - Component A: Base Compensation
 - Component B: The employee's own contributions to a 403b Plan
(*Please note:* this amount was reported as Base Compensation beginning with the Form 990 filed for the fiscal year ended September 30, 2011 in accordance with a change to the Form 990 instructions)

- II. Bonus & Incentive Compensation**
 - None

- III. Other Reportable Compensation**
 - Component A: Combined amount received and deferred by employer under a nonqualified retirement plan
 - Component B: Taxable Life
 - Component C: Other taxable income (*Please note:* A portion of the amount included here as Other taxable income was originally reported as part of Retirement and other Deferred Compensation in the Form 990 as filed)

- IV. Retirement and Other Reportable Compensation**
 - Component A: Employer Contributions to 403b Retirement Plan

- V. Nontaxable Benefits**
 - Component A: Employee and employer contributions to health insurance, Group term life insurance & Group Disability insurance, and other Health & Welfare Plan benefits

Name: Beth Israel Deaconess Medical Center

EIN: 04-2103881

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation.

Executive:

Paul Levy (resigned effective Feb 2, 2011 and received severance payments through Dec 31, 2011)

Calendar Year 2011 -- Part I		Component A	Component B	Component C	Component D	Total, All Components	Compensation Reported on Prior Year Form 990
I. Base Compensation	i.	76,923				76,923	-
	ii.					-	-
II. Bonus and Incentive Compensation	i.					-	-
	ii.					-	-
III. Other Reportable Compensation	i.	685	11,658	702,544		714,887	-
	ii.					-	-
IV. Retirement and Other Reportable Compensation	i.	6,667				6,667	-
	ii.					-	-
V. Nontaxable Benefits	i.	18,058				18,058	-
	ii.					-	-
Total						816,535	-

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that each of the figures in those columns on Schedule J, Part II comprise component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for four components, though you may have more or fewer components. If you have more than four components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

Form PC, Schedule EC-1 – Component Description Attachment

Calendar Year: 2011 – Paul F. Levy

Entity Name: Beth Israel Deaconess Medical Center

EIN: 04-2103881

Please Note: Mr. Levy resigned from the position of President and CEO of Beth Israel Deaconess Medical Center effective February 2, 2011

Compensation Component description

- I. Base Compensation**
 - Component A: Base Compensation includes payments to Mr. Levy through February 2011.

- II. Bonus & Incentive Compensation**
 - None

- III. Other Reportable Compensation**
 - Component A: Taxable Life
 - Component B: Combined amount received and deferred by employer under a nonqualified retirement plan.
 - Component C: Compensation paid under a Salary Continuation Agreement

- IV. Retirement and Other Reportable Compensation**
 - Component A: Employer Contributions to 403b Retirement Plan

- V. Nontaxable Benefits**
 - Component A: Employee and employer contributions to health insurance, Group term life insurance & Group Disability insurance, and other Health & Welfare Plan benefits

Name: Beth Israel Deaconess Medical Center

EIN: 04-2103881

Form PC, Schedule EC-1

Executive: Kevin Tabb, M.D. (became the CEO effective Oct 17, 2011)

Please provide the following information with regard to your chief executive officer's compensation.

Calendar Year 2011 -- Part 2		Component A	Component B	Component C	Component D	Total, All Components	Compensation Reported on Prior Year Form 990
I. Base Compensation	i.	160,389	3,167			163,556	-
	ii.						
II. Bonus and Incentive Compensation	i.	31,250	100,000			131,250	-
	ii.						
III. Other Reportable Compensation	i.	224	45,393			45,617	-
	ii.						
IV. Retirement and Other Reportable Compensation	i.	-	-			-	-
	ii.						
V. Nontaxable Benefits	i.	4,307	16,147			20,454	-
	ii.						
Total						360,877	-

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that each of the figures in those columns on Schedule J, Part II comprise component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for four components, though you may have more or fewer components. If you have more than four components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

Form PC, Schedule EC-1 – Component Description Attachment

Calendar Year: 2011 – Kevin Tabb, M.D.

Entity Name: Beth Israel Deaconess Medical Center

EIN: 04-2103881

Please Note: Dr. Tabb commenced his role as President and Chief Executive Officer of Beth Israel Deaconess Medical Center effective October 17, 2011.

Compensation Component description

- I. Base Compensation**
 - Component A: Base Compensation
 - Component B: The employee's own contributions to a 403b Plan

- II. Bonus & Incentive Compensation**
 - Component A: Incentive compensation based on meeting individual goals and objectives
 - Component B: A one-time transition payment made pursuant to the initial contract exception described in Treasury Regulations Section 53.4958-4(a)(3). BIDMC followed the rebuttable presumption procedures described in Regulations Section 53.4958-6(c) in setting Dr. Tabb's compensation.

- III. Other Reportable Compensation**
 - Component A: Taxable Life
 - Component B: Temporary Housing (*Please Note:* Dr. Tabb resided in California prior to his employment at BIDMC. As part of Dr. Tabb's transitional relocation, BIDMC provided temporary housing to Dr. Tabb during the 2011 calendar year.)

- IV. Retirement and Other Reportable Compensation**
 - None

- V. Nontaxable Benefits**
 - Component A: Employee and employer contributions to health insurance, Group term life insurance & Group Disability insurance, and other Health & Welfare benefits
 - Component B: Non-taxable reimbursement of relocation expenses (*Please note:* As noted above, prior to his employment with BIDMC, Dr. Tabb resided in California. In accordance with common practice, BIDMC provided certain relocation cost reimbursements to Dr. Tabb to help defray the cost of his employment related move. All relocation expense reimbursements were reviewed to ensure proper taxable or non-taxable reporting. This amount relates to non-taxable reimbursement of qualified relocation expenses.)

APPENDIX I: BOSTON MEDICAL CENTER

Response of Boston Medical Center
January 31, 2013
Page 1 of 2

Form PC, Schedule EC (CEO)

All questions are with regard to your organization's chief executive officer, and are made for the period beginning January 1, 2009 and ending December 31, 2011. Please refer to the Form PC instructions for definitions of terms (including "Related Organization", "Related Party", and "Termination of Employment or Change of Control Compensatory Arrangement").

1. For the three relevant calendar years, please provide compensation information on the attached Schedule EC-1.

See attached.

2. For each calendar year, please describe the nature of each compensation component and provide an explanation with regard to how and when any forms of contingent compensation (e.g., deferred compensation, incentive compensation, and retirement) accrue, vest, and are (or will be) paid; please make reference to the relevant row and column of Schedule EC-1. If any contingent compensation amount is reported in more than one year, please indicate (i.e., identify double-reported amounts) and describe the reasons for doing so.

KATHLEEN WALSH: (3/1/2010 - PRESENT)

2010

Row II, Column A: The amount is Ms. Walsh's signing bonus for fiscal year ending September 30, 2010, under the terms of her employment agreement. See Tab 3 of Supporting Documents Binder ("Binder"). This bonus was contingent upon her continued employment through September 30, 2010.

Row IV, Column A: The amount includes a special one-time contribution and an annual contribution to Ms. Walsh's SERP account according to the terms of supplemental executive compensation agreement. For accrual, vesting, and contribution details, see Tab 4, Binder.

2011

Row III, Column A: This is the payout of Ms. Walsh's 2010 special one-time SERP contribution (included in the above 2010 Row IV, Column A). See Tab 4, Binder, for detailed vesting information.

Row IV, Column A: Annual contribution credited to CEO's account. This amount is subject to forfeiture and payment will be made only if certain conditions are met, as outlined in the supplemental executive compensation agreement. See Tab 4, Binder.

ELAINE ULLIAN: (UNTIL 1/31/2010)

2009

Row II, Column A: fiscal year 2009 performance bonus payout based on pre-established performance goals and approved by the Compensation Committee. See Tab 11, Binder, for copy of compensation committee minutes.

2009 & 2010

Response of Boston Medical Center

January 31, 2013

Page 2 of 2

Row III, Column A: Ms. Ullian participated in a supplemental executive retirement plan (see Tab 2, Binder) that provided for the actuarial equivalent of a pension life annuity. The benefit vested upon her reaching age 60. Additional benefits vested at age 61 and 62, provided that she remained employed by Boston Medical Center. These benefits forfeit, however, if she accepted comparable employment in the health care industry within 24 months of the separation from service within Boston Medical Center.

Ms. Ullian turned age 61 in 2009. The 2009 and 2010 filings represent the disbursements of vested retirement benefits at age 61 & 62. Because Ms. Ullian did not accept comparable employment, the benefits did not forfeit.

2009 & 2010

Row III, Column B and Row IV, Column B: Boston Medical Center maintains an executive benefit plan, capital accumulation accounts (see Tab 10, Binder), which offers participating executives the option of annually allocating benefit dollars to a supplemental retirement/pre-tax savings account. Amounts vest on specified dates based on continued employment, but no later than the executive's 68th birthday. The annual allocation from 2000, 2004, 2005, 2007, and 2008 became vested and paid in 2010 (Row III, Column B). The amount shown in Row IV, Column B is the benefit dollars allocated to this account in 2009 and 2010.

3. For each calendar year, please list any loans or loan guarantees initiated or existing between your organization (or a Related Organization) and your chief executive officer.

None

4. To the extent that your organization used an independent compensation consultant in establishing the compensation of your chief executive officer, please identify the compensation consultant by name, and the name of the company or firm for which the compensation consultant works.

Mr. Warren Kerper
Managing Principal
Sullivan, Cotter and Associates, Inc.

5. How often is your chief executive officer's compensation reviewed for reasonableness?

Every two to three years.

6. Does your organization's policy, procedure, and approach to setting compensation for other members of your senior management team differ substantially from its policy, procedure, and approach to setting the compensation of your chief executive officer? If so, please provide a brief explanation of any differences.

Boston Medical Center's policy, procedure, and approach to setting compensation for other members of its senior management team do not differ substantially from its policy, procedure, and approach to setting the compensation of its chief executive officer.

Form PC, Schedule EC -1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Boston Medical Center	Elaine Ullian

Calendar Year 2009	Components							Total, All Components	
	A	B	C	D	E	F	G		
I. Base Compensation	i	907,742						907,742	
	ii								
II. Bonus and Incentive Compensation	i	333,878						333,878	
	ii								
III. Other Reportable Compensation	i	SERP 292,279	Flex Credit 1,080	Excess Life 15,840	Auto 5,000	\$457(b) Plan 16,500		330,699	
	ii								
IV. Retirement and Other Reportable Compensation	i	BMC Pension Match 17,500	CAA Deferred 168,799					186,299	
	ii								
V. Nontaxable Benefits	i	Health 15,041	Dental 1,110	Flex Credit 1,080	Life 78	Disability 19,746	Term Life 5,645	Spouse Survivor 904	43,604
	ii								
Total								1,802,222	

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Boston Medical Center	Elaine Ullian (until 1/31/10)

Calendar Year 2010	Components							Total, All Components
	A	B	C	D	E	F	G	
I. Base Compensation	i	76,405						76,405
	ii							
II. Bonus and Incentive Compensation	i							
	ii							
III. Other Reportable Compensation	i	SERP 1,086,123	CAA 845,131	Flex Credit 90	Excess Life 1,929	\$457(b) Plan 1,375		1,934,648
	ii							
IV. Retirement and Other Reportable Compensation	i	BMC Pension Match 1,429	CAA Deferred 168,004					169,433
	ii							
V. Nontaxable Benefits	i	Health 11,521	Dental 142	Flex Credit 90	Life 78	Disability 7,759	Term Life 4,234	Spouse Survivor 678
	ii							
Total								2,204,988

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

Form PC, Schedule EC -1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Boston Medical Center	Kathleen Walsh (as of 3/1/10)

Calendar Year 2010		Components					Total, All Components
		A	B	C	D	E	
I. Base Compensation	i	730,163					730,163
	ii						
II. Bonus and Incentive Compensation	i	150,000					150,000
	ii						
III. Other Reportable Compensation	i	Flex Credit 900	Excess Life 11,769	\$457(b) Plan 16,500			29,169
	ii						
IV. Retirement and Other Reportable Compensation	i	SERP 414,958					414,958
	ii						
V. Nontaxable Benefits	i	Flex Credit 900	Dental 1,171	Spouse Survivor 479	Vision 101	Disability 14,383	17,034
	ii						
Total							1,341,324

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Boston Medical Center	Kathleen Walsh

Calendar Year 2011	Components						Total, All Components
	A	B	C	D	E	F	
I. Base Compensation	i	877,688					878,240
	ii						
II. Bonus and Incentive Compensation	i						
	ii						
III. Other Reportable Compensation	i	SERP 364,126	Flex Credit 1,080	Financial Planning 5,000	Excess Life 23,772	§457 Plan 12,375	406,353
	ii						
IV. Retirement and Other Reportable Compensation	i	SERP 81,750					81,750
	ii						
V. Nontaxable Benefits	i	Dental 1,725	Disability 10,025	Life 65	Vision 134		11,949
	ii						
Total							1,378,292

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

APPENDIX J: BRIGHAM AND WOMEN'S/FAULKNER HOSPITALS

Form PC, Schedule EC (Brigham and Women's/Faulkner Hospitals [BWF] President)

All questions are with regard to your organization's chief executive officer, and are made for the period beginning January 1, 2009 and ending December 31, 2011. Please refer to the Form PC instructions for definitions of terms (including "Related Organization", "Related Party", and "Termination of Employment or Change of Control Compensatory Arrangement").

1. For the three relevant calendar years, please provide compensation information on the attached Schedule EC-1.

See attached BWF EC-1 Schedules for CY2009, CY2010, and CY2011.

2. For each calendar year, please describe the nature of each compensation component and provide an explanation with regard to how and when any forms of contingent compensation (e.g., deferred compensation, incentive compensation, and retirement) accrue, vest, and are (or will be) paid; please make reference to the relevant row and column of Schedule EC-1. If any contingent compensation amount is reported in more than one year, please indicate (i.e., identify double-reported amounts) and describe the reasons for doing so.

See attached BWF Compensation Component Description and Explanations for CY2009, CY2010, and CY2011 EC-1 Schedules.

Row IV, Column A - CY2009 contingent compensation for Dr. Gottlieb was provided via an actuarial determined amount for the unvested Partners Supplemental Executive Retirement/Retention Plan (SERP), a non-qualified retirement plan. As an unvested employee plan participant named in June 2005, Dr. Gottlieb is ineligible to receive any benefits from the SERP if terminated before vesting. Dr. Gottlieb's July 19, 2010 vesting date was determined by a one-time election made on July 19, 2005. Dr. Gottlieb will be taxed on the SERP when vested as he is then entitled to receive the portion of the benefit accrued through the date of termination paid via the form of distribution selected at the time he became a participant.

Row IV, Column A - CY2010 contingent compensation for Dr. Nabel was provided via an actuarial determined amount for the unvested Partners Supplemental Executive Retirement/Retention Plan (SERP), a non-qualified retirement plan. As an unvested employee plan participant named effective January 2010, Dr. Nabel is ineligible to receive any benefits from the SERP if terminated before vesting. Dr. Nabel's December 31, 2014 vesting date was determined by plan design. Dr. Nabel will be taxed on the SERP when vested as she is then entitled to receive the portion of the benefit accrued through the date of termination paid via the form of distribution selected at the time she became a participant.

Row IV, Column A - CY2011 contingent compensation for Dr. Nabel was provided via an actuarial determined amount for the unvested Partners Supplemental Executive Retirement/Retention Plan (SERP), a non-qualified retirement plan. As an unvested employee plan participant named effective January 2010, Dr. Nabel is ineligible to receive any benefits from the SERP if terminated before vesting. Dr. Nabel's December 31, 2014 vesting date was determined by plan design. Dr. Nabel will be taxed on the SERP when vested as she is then entitled to receive the portion of the benefit accrued through the date of termination paid via the form of distribution selected at the time she became a participant.

January 31, 2013

Row IV, Column B – in CY2011, a five year retention arrangement for Dr. Nabel was implemented effective October 1, 2011 by the Partners Compensation Committee. One twelfth of twenty percent of Dr. Nabel's annual base salary will be kept in a book-keeping account plus accrual of a nominal interest rate with payment to be made of the accumulated principal and interest in the month after five years of her continued service as BWF President (in October 2016). The value of the first year of the arrangement is provided.

3. For each calendar year, please list any loans or loan guarantees initiated or existing between your organization (or a Related Organization) and your chief executive officer.

None.

4. To the extent that your organization used an independent compensation consultant in establishing the compensation of your chief executive officer, please identify the compensation consultant by name, and the name of the company or firm for which the compensation consultant works.

Timothy J. Cotter, Managing Director
Sullivan, Cotter and Associates, Inc.

5. How often is your chief executive officer's compensation reviewed for reasonableness?

Annually.

6. Does your organization's policy, procedure, and approach to setting compensation for other members of your senior management team differ substantially from its policy, procedure, and approach to setting the compensation of your chief executive officer? If so, please provide a brief explanation of any differences.

No, the major difference between setting compensation for the BWF President and her direct reports is that the Partners President and CEO reviews the BWF President's overall performance, in conjunction with the BWF Board, and recommends compensation for her to the Partners Compensation Committee. The BWF President and BWF Chief Operating Officer review the overall performance of their direct reports and recommend compensation for them to the BWF Compensation Committee.

January 31, 2013

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Brigham and Women's/Faulkner Hospitals	Gary L. Gottlieb, MD, MBA

Calendar Year 2009	Component A	Component B	Component C	Component D	Component E	Component F	Total, All Components
I. Base Compensation	i. \$1,023,754	(\$37,139)					\$986,615
	ii.						
II. Bonus and Incentive Compensation	i. \$76,782	\$102,375					\$179,157
	ii.						
III. Other Reportable Compensation	i. \$35,029	\$37,139	\$15,139	\$1,242	\$141	(\$23,718)	\$64,972
	ii.						
IV. Retirement and Other Reportable Compensation	i. \$344,333	\$33,861					\$378,194
	ii.						
V. Nontaxable Benefits	i. \$19,827	\$1,800	\$6,826	\$1,536	\$2,356		\$32,345
	ii.						
Total							\$1,641,283

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

Partners HealthCare System
Form PC, Schedule EC (CEO) CY2009

Gary L . Gottlieb, MD, MBA - BWF CEO

Compensation Component Descriptions and Explanations (*Contingent forms are italicized*)

I. Base Compensation

	<u>Component Title</u>	<u>Component Description</u>
Component A	Base Salary	Annual amount paid to CEO in calendar year
<u>Component</u> B	403b/457b Deferrals	<u>Employee personal elections for retirement savings - offset to III.B.</u>
Total Base Compensation		Sum of A-B

II. Bonus and Incentive Compensation

	<u>Component Title</u>	<u>Component Description</u>
Component A	Annual Bonus	Annual bonus paid to CEO in FY10 for FY09 accomplishments
<u>Component</u> B	Annual Bonus - Prior Year	<u>Annual bonus paid to CEO in CY10 for FY08 accomplishments</u>
Total Bonus and Incentive Compensation		Sum of A-B

III. Other Reportable Compensation

	<u>Component Title</u>	<u>Component Description</u>
Component A	Choice Payments/Part Credits	Employer provided credits for cafeteria-style benefit plan offerings
Component B	403b/457b Deferrals	Employee personal elections for retirement savings
Component C	Future Income Plan	Employer provided retirement cash contribution on earnings >\$245K
Component D	Group Term Life Ins >\$50K	Employer provided life insurance which exceeds \$50K
Component E	Other Benefits	Harvard Club Dues - taxable amount
<u>Component</u> F	Non-Tax Benefit Deductions	<u>Employee medical/dental/other insurance elections - offset</u>
Total Other Reportable Compensation		Sum of A-F

IV. Retirement and Other Reportable Compensation

	<u>Component Title</u>	<u>Component Description</u>
<i>Component A</i>	<i>Unvested SERP</i>	<i>Annual accrual per actuarial determination of unvested Supplemental Executive Retirement/Retention Plan</i>
<u>Component</u> B	Pension Contribution	<u>Employer provided retirement benefit via a defined contribution plan</u>
Total Retirement and Other Reportable Comp		Sum of A-B

V. Non-Taxable Benefits

	<u>Component Title</u>	<u>Component Description</u>
Component A	Medical/Dental Insurance	Employee contribution for CEO annual medical/dental/other insurance elections
Component B	Basic Life Insurance	Employer provided basic life insurance up to \$50K
Component C	AD&D Insurance - Employer	Employer provided accidental death and dismemberment insurance
Component D	AD&D/LTD Ins - Employee	Employee contribution for AD&D/LTD insurance
<u>Component</u> E	Other Pre-Tax Deductions	<u>Pretax portion of allowable IRS employer subsidy for parking</u>
Total Non-Taxable Benefits		Sum of A-E

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Brigham and Women's/Faulkner Hospitals	Elizabeth G. Nabel, MD

Calendar Year 2010	Component A	Component B	Component C	Component D	Component E	Component F	Total, All Components
I. Base Compensation	i. \$1,003,333	\$1,699	(\$38,500)				\$966,532
	ii.						
II. Bonus and Incentive Compensation	i. \$100,000						\$100,000
	ii.						
III. Other Reportable Compensation	i. \$35,863	\$38,500	\$2,322	\$60,822	\$17,263	(\$25,380)	\$129,390
	ii.						
IV. Retirement and Other Reportable Compensation	i. \$324,525						\$324,525
	ii.						
V. Nontaxable Benefits	i. \$20,477	\$1,800	\$8,157	\$500	\$4,903		\$35,837
	ii.						
Total							\$1,556,284

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

Partners HealthCare System
Form PC, Schedule EC (CEO) CY2010

Elizabeth G. Nabel, MD - BWF CEO

Compensation Component Descriptions and Explanations (*Contingent forms are italicized*)

I. Base Compensation

		<u>Component Title</u>	<u>Component Description</u>
Component	A	Base Salary	Annual amount paid to CEO in calendar year
Component	B	Retro Comp	Adjustment to base due to fiscal year (October 1) increase approved in December of calendar year
<u>Component</u>	C	403b/457b Deferrals	<u>Employee personal elections for retirement savings - offset to III.B.</u>
Total Base Compensation			Sum of A-C

II. Bonus and Incentive Compensation

		<u>Component Title</u>	<u>Component Description</u>
<u>Component</u>	A	Annual Bonus	<u>Annual bonus paid to CEO in FY11 for CY10 accomplishments</u>
Total Bonus and Incentive Compensation			Sum of A

III. Other Reportable Compensation

		<u>Component Title</u>	<u>Component Description</u>
Component	A	Choice Payments/Part Credits	Employer provided credits for cafeteria-style benefit plan offerings
Component	B	403b/457b Deferrals	Employee personal elections for retirement savings
Component	C	Group Term Life Ins >\$50K	Employer provided life insurance which exceeds \$50K
Component	D	Relocation - Taxable	Temporary housing for 9 months plus closing costs for new home
Component	E	Other Benefits	Non-business related travel to/from Washington DC
<u>Component</u>	F	Non-Tax Benefit Deductions	<u>Employee medical/dental/other insurance elections - offset</u>
Total Other Reportable Compensation			Sum of A-F

IV. Retirement and Other Reportable Compensation

		<u>Component Title</u>	<u>Component Description</u>
<u>Component</u>	A	<i>Unvested SERP</i>	<i>Annual accrual per actuarial determination of unvested Supplemental Executive Retirement/Retention Plan</i>
Total Retirement and Other Reportable Comp			Sum of A

V. Non-Taxable Benefits

		<u>Component Title</u>	<u>Component Description</u>
Component	A	Medical/Dental Insurance	Employee contribution for annual medical/dental/other insurance elections
Component	B	Basic Life Insurance	Employer provided basic life insurance up to \$50K
Component	C	AD&D Insurance - Employer	Employer provided accidental death and dismemberment insurance
Component	D	RMSA Contribution	Employer match of up to \$500 for Retiree Medical Savings Account
<u>Component</u>	E	Other Pre-Tax Deductions	<u>Employee contribution to flexible health savings account and pretax portion of allowable IRS employer subsidy for parking</u>
Total Non-Taxable Benefits			Sum of A-E

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Brigham and Women's/Faulkner Hospitals	Elizabeth G. Nabel, MD

Calendar Year 2011	Component A	Component B	Component C	Component D	Component E	Total, All Components
I. Base Compensation	i. \$1,035,000	\$30,000	(\$37,140)			\$1,027,860
	ii.					
II. Bonus and Incentive Compensation	i. \$102,000					\$102,000
	ii.					
III. Other Reportable Compensation	i. \$31,689	\$37,140	\$39,466	\$4,902	(\$32,785)	\$80,412
	ii.					
IV. Retirement and Other Reportable Compensation	i. \$412,986	\$240,000	\$33,860			\$686,846
	ii.					
V. Nontaxable Benefits	i. \$27,298	\$744	\$8,332	\$500	\$5,486	\$42,361
	ii.					
Total						\$1,939,479

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

Partners HealthCare System
Form PC, Schedule EC (CEO) CY2011

Elizabeth G. Nabel, MD - BWF CEO

Compensation Component Descriptions and Explanations (*Contingent forms are italicized*)

I. Base Compensation

		<u>Component Title</u>	<u>Component Description</u>
Component	A	Base Salary	Annual amount paid to CEO in calendar year
Component	B	Retro Comp	Adjustment to base due to fiscal year (October 1) increase approved in December of calendar year
<u>Component</u>	C	403b/457b Deferrals	<u>Employee personal elections for retirement savings - offset to III.B.</u>
Total Base Compensation			Sum of A-C

II. Bonus and Incentive Compensation

		<u>Component Title</u>	<u>Component Description</u>
<u>Component</u>	A	Annual Bonus	<u>Annual bonus paid to CEO in FY12 for FY11 accomplishments</u>
Total Bonus and Incentive Compensation			Sum of A

III. Other Reportable Compensation

		<u>Component Title</u>	<u>Component Description</u>
Component	A	Choice Payments/Part Credits	Employer provided credits for cafeteria-style benefit plan offerings
Component	B	403b/457b Deferrals	Employee personal elections for retirement savings
Component	C	Future Income Plan	Employer provided retirement cash contribution on earnings >\$245K (2010 and 2011)
Component	D	Group Term Life Ins >\$50K	Employer provided life insurance which exceeds \$50K
<u>Component</u>	E	Non-Tax Benefit Deductions	<u>Employee medical/dental/other insurance elections - offset</u>
Total Other Reportable Compensation			Sum of A-E

IV. Retirement and Other Reportable Compensation

		<u>Component Title</u>	<u>Component Description</u>
<i>Component</i>	<i>A</i>	<i>Unvested SERP</i>	<i>Annual accrual per actuarial determination of unvested Supplemental Executive Retirement/Retention Plan</i>
<i>Component</i>	<i>B</i>	<i>Deferred Comp Award</i>	<i>First year of a five year deferred comp award arrangement to retain CEO</i>
<u>Component</u>	C	Pension Contribution	<u>Employer provided retirement benefit via a defined contribution plan</u>
Total Retirement and Other Reportable Comp			Sum of A-C

V. Non-Taxable Benefits

		<u>Component Title</u>	<u>Component Description</u>
Component	A	Medical/Dental Insurance	Employee contribution for annual medical/dental/other insurance elections
Component	B	Basic Life Insurance	Employer provided basic life insurance up to \$50K
Component	C	AD&D Insurance - Employer	Employer provided accidental death and dismemberment insurance
Component	D	RMSA Contribution	Employer match of up to \$500 for Retiree Medical Savings Account
<u>Component</u>	E	Other Pre-Tax Deductions	<u>Employee contribution to flexible health savings account and pretax portion of allowable IRS employer subsidy for parking</u>
Total Non-Taxable Benefits			Sum of A-E

APPENDIX K: CHILDREN'S HOSPITAL

Form PC, Schedule EC (CEO)

All questions are with regard to your organization's chief executive officer, and are made for the period beginning January 1, 2009 and ending December 31, 2011. Please refer to the Form PC instructions for definitions of terms (including "Related Organization", "Related Party", and "Termination of Employment or Change of Control Compensatory Arrangement").

1. For the three relevant calendar years, please provide compensation information on the attached Schedule EC-1.

Response: See attached

2. For each calendar year, please describe the nature of each compensation component and provide an explanation with regard to how and when any forms of contingent compensation (e.g., deferred compensation, incentive compensation, and retirement) accrue, vest, and are (or will be) paid; please make reference to the relevant row and column of Schedule EC-1. If any contingent compensation amount is reported in more than one year, please indicate (i.e., identify double-reported amounts) and describe the reasons for doing so.

Response: See attached

3. For each calendar year, please list any loans or loan guarantees initiated or existing between your organization (or a Related Organization) and your chief executive officer.

Response: None

4. To the extent that your organization used an independent compensation consultant in establishing the compensation of your chief executive officer, please identify the compensation consultant by name, and the name of the company or firm for which the compensation consultant works.

Response: Tim Cotter and Tom Pavlik, Sullivan Cotter and Associates

5. How often is your chief executive officer's compensation reviewed for reasonableness?

Response: Annually

6. Does your organization's policy, procedure, and approach to setting compensation for other members of your senior management team differ substantially from its policy, procedure, and approach to setting the compensation of your chief executive officer? If so, please provide a brief explanation of any differences.

Response: No

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Children's Hospital Corporation	James Mandell, MD

Calendar Year 2009	Component A	Component B	Component C	Component D	Component E	Total, All Components
I. Base Compensation						
i.	737,334	(8,209)				729,125
ii.						
II. Bonus and Incentive Compensation						
i.	354,500					354,500
ii.						
III. Other Reportable Compensation						
i.	381,520	3,000	16,645	19,345	3,655	424,165
ii.						
IV. Retirement and Other Reportable Compensation						
i.	306,250	26,950				333,200
ii.						
V. Nontaxable Benefits						
i.	10,494	601	25,711			36,806
ii.						
Total						1,877,796

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

Children's Hospital Corporation
James Mandell, MD CY2009 Compensation Detail

Row	Component	Amount	Description
Base Compensation			
I	A	737,334	Base Compensation
I	B	(8,209)	Employee Contributions to Cafeteria Plans
Bonus and Incentive Compensation			
II	A	354,500	Incentive Compensation - This amount represents incentive compensation for FY2008 (10/1/2007-9/30/2008). The amount was paid in January of 2009.
Other Reportable Compensation			
III	A	381,520	Employer Contributions to Nonqualified Retirement Plans
III	B	3,000	Uncovered Medical Expenses & Fitness Reimbursed
III	C	16,645	Legal and Financial Assistance Reimbursements/Payments
III	D	19,345	Annual Vehicle Value
III	E	3,655	Life Insurance Value
Retirement and Other Reportable Compensation			
IV	A	306,250	Incentive Compensation earned in Calendar Year but not yet distributed. The amount represents a pro rata share of FY2009 (10/1/2008-9/30/2009) earned during the calendar but not paid until January 2010.
IV	B	26,950	Employer contribution to Cash Balance Pension Plan.
Nontaxable Benefits			
V	A	10,494	Employer cost of health benefit plan premiums
V	B	601	Employer cost of dental benefit plan premiums
V	C	25,711	Employer cost of long term disability insurance

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Children's Hospital Corporation	James Mandell, MD

Calendar Year 2010	Component A	Component B	Component C	Component D	Component E	Total, All Components
I. Base Compensation						746,747
	757,146	(10,399)				
ii.						
II. Bonus and Incentive Compensation						725,000
i.	725,000					
ii.						
III. Other Reportable Compensation						389,937
i.	372,714	13,250	3,973			
ii.						
IV. Retirement and Other Reportable Compensation						96,650
i.	67,250	29,400				
ii.						
V. Nontaxable Benefits						33,118
i.	10,468	330	22,320			
ii.						
Total						1,991,452

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

Children's Hospital Corporation
James Mandell, MD CY2010 Compensation Detail

Row	Component	Amount	Description
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Base Compensation

I	A	757,146	Base Compensation
I	B	(10,399)	Employee Contributions to Cafeteria Plans

Bonus and Incentive Compensation*

II	A	725,000	For many years it was common practice for Children's to pay the incentive awards earned during the fiscal year in January of the following year. In December 2010, Children's made the decision to pay incentive awards in the same calendar year that they are awarded. The bonus and incentive compensation reported in Part II of this schedule includes incentive awards for fiscal year 2009 and fiscal year 2010 paid in the reporting calendar year 2010.
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Other Reportable Compensation

III	A	372,714	Employer Contributions to Nonqualified Retirement Plans
III	B	13,250	Annual Vehicle Value
III	C	3,973	Life Insurance Value

Retirement and Other Reportable Compensation

IV	A	67,250	Incentive Compensation earned in Calendar Year but not yet distributed. The amount represents a pro rata share of FY2011 (10/1/2009-9/30/2011) earned during the calendar but not paid until December 2011.
IV	B	29,400	Employer contribution to Cash Balance Pension Plan.

Nontaxable Benefits

V	A	10,468	Employer cost of health benefit plan premiums
V	B	330	Employer cost of dental benefit plan premiums
V	C	22,320	Employer cost of long term disability insurance

* Bonus and incentive compensation includes \$306,250 reported as Retirement and Other Reportable Compensation for Calendar Year 2009 compensation.

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation: there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Children's Hospital Corporation	James Mandell, MD

Calendar Year 2011	Component A	Component B	Component C	Component D	Component E	Total, All Components
I. Base Compensation						757,427
	768,447	(11,020)				
II. Bonus and Incentive Compensation						269,000
	269,000					
III. Other Reportable Compensation						417,072
	399,714	13,250	4,108			
IV. Retirement and Other Reportable Compensation						26,950
	26,950					
V. Nontaxable Benefits						33,436
	11,400	330	21,706			
Total						1,503,885

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

Children's Hospital Corporation
James Mandell, MD CY2011 Compensation Detail

Row	Component	Amount	Description
Base Compensation			
I	A	768,447	Base Compensation
I	B	(11,020)	Employee Contributions to Cafeteria Plans
Bonus and Incentive Compensation*			
II	A	269,000	Incentive Compensation - This amount represents incentive compensation for FY2011 (10/1/20010-9/30/2011). The amount was paid in December of 2011.
Other Reportable Compensation			
III	A	399,714	Employer Contributions to Nonqualified Retirement Plans
III	B	13,250	Annual Vehicle Value
III	C	4,108	Life Insurance Value
Retirement and Other Reportable Compensation			
IV	A	26,950	Employer contribution to Cash Balance Pension Plan.
Nontaxable Benefits			
V	A	11,400	Employer cost of health benefit plan premiums
V	B	330	Employer cost of dental benefit plan premiums
V	C	21,706	Employer cost of long term disability insurance

* Bonus and incentive compensation includes \$67,250 reported as Retirement and Other Reportable Compensation for Calendar Year 2010 compensation.

APPENDIX L: DANA-FARBER CANCER INSTITUTE

Dana-Farber Cancer Institute

Form PC, Schedule EC (CEO)

All questions are with regard to your organization's chief executive officer, and are made for the period beginning January 1, 2009 and ending December 31, 2011. Please refer to the Form PC instructions for definitions of terms (including "Related Organization", "Related Party", and "Termination of Employment or Change of Control Compensatory Arrangement").

1. For the three relevant calendar years, please provide compensation information on the attached Schedule EC-1.

See Attached Schedules.

2. For each calendar year, please describe the nature of each compensation component and provide an explanation with regard to how and when any forms of contingent compensation (e.g., deferred compensation, incentive compensation, and retirement) accrue, vest, and are (or will be) paid; please make reference to the relevant row and column of Schedule EC-1. If any contingent compensation amount is reported in more than one year, please indicate (i.e.; identify double-reported amounts) and describe the reasons for doing so.

Base Compensation

Component A

- i. Dana-Farber Cancer Institute
- ii. Dana-Farber sets Dr. Benz's total compensation. A portion of his compensation is allocated to Dana-Farber/Partners Cancer Care. Dr. Benz serves as President and CEO of Dana-Farber/Partners Cancer Care, a related organization that oversees a joint program in adult oncology.

Bonus & Incentive Compensation

Component A - Dr. Benz participates in the Dana-Farber Executive Incentive Compensation Program. This Program is described more fully in the response to the Information Requests.

Other Reportable Compensation

Component A - Basic Life Insurance (taxable portion) – DFCI pays the total premium for basic life insurance for all employees. The benefit is equal to 1½ times the employee's annual salary up to a maximum of \$1,000,000. The premium for the first \$50,000 of coverage is not taxable. This component is the taxable portion of the life insurance premium.

Component B - Dental Insurance – Employee portion of the premium for dental insurance (Pre-Tax Deduction)

Component C - Health Insurance – Employee portion of the premium for health insurance (Pre-Tax Deduction)

Component D - Vision Insurance – Employee portion of the premium for vision insurance (Pre-Tax Deduction)

Component E - Imputed Mortgage Interest – Dr. Benz received a relocation housing loan, secured by a mortgage, as part of his recruitment package in 2000. In 2009, when he moved his residence, the loan was no longer considered a relocation loan and was therefore subject to imputed interest, which is reported here.

Component F - Pre-Tax Parking – Employee portion of parking costs (Pre-Tax Deduction)

Component G - Pension Cap Payments- Through 2009, employees who earned over the \$245,000 limit imposed by Internal Revenue Code section 401(a)(17) received payments in the amount of 12.5% (pension rate percentage) of their pensionable earnings above the \$245,000 limit. In 2009, Dana-Farber halted the practice of making payments to employees whose salary exceeded the pension cap. As a result, this amount appears only in the 2009 schedule. These payments were replaced by the 457(f) contributions described in Component J.

Component H - Cell phone subsidy – During the applicable period, DFCI reimbursed the CEO (and other employees) for cell phone expenses. DFCI treated these reimbursements as taxable income. The reimbursement was eliminated in 2011.

Component I - Retroactive Salary – This component represents retroactive payments for salary or bonus that were due in the previous pay period but were not paid until the following paycheck due to timing of processing payroll.

Component J - 457(f) Contributions – This plan became effective as of January 1, 2010 as a replacement for the pension cap payments described in Component G. This is a deferred compensation plan under Code sections 457(f) and 409A and is 100% funded by DFCI. The purpose of this plan is to provide supplemental benefits to a select group of employees whose annual allocations under the DFCI 401(a) plan are affected by limitations in Code section 401(a)(17) on earnings that may be taken into account for purposes of calculating contributions to the DFCI 401(a) plan or on annual additions to a participant's account under the plan. Dr. Benz was 100% vested in this plan upon origination of the plan on January 1, 2010.

Retirement and Other Reportable Compensation

Component A - Deferred Compensation – This amount is the annual amount accrued under Dr. Benz's deferred compensation agreement. That agreement is described more fully in the response to the Information Requests.

Nontaxable Benefits

Component A - Basic Life Insurance – DFCI pays the premium for this benefit. The benefit is equal to 1½ times the employee's annual salary up to a maximum benefit of \$1 million. This component represents the premium for the first \$50,000 of coverage, which is not taxable.

Component B - Dental Insurance – DFCI's portion of the premium for dental insurance

Component C - Health Insurance – DFCI's portion of the premium for health insurance

Component D - Long Term Disability - DFCI pays the premium for LTD coverage.

Component E - Retiree Medical Savings Acct – DFCI offers a savings plan to employees over the age of 50 for medical expenses incurred following retirement. DFCI matches 50% of the first \$1,500 contributed to the plan by the participant. This component represents DFCI's matching contribution.

Component F – This component represents payments made by Dr. Benz on his housing loan. These payments are **not** considered compensation. The amounts were listed in error on the Institute's 2010 (2009 compensation) Form 990. The amount is listed here only in order to conform to Form 990 Schedule J, Part II per Schedule EC-1 instructions. Payments were appropriately not included in the 2010 and 2011 Form 990 Schedule J, Part II.

Component G - 401(a) Contributions – DFCI's 401(a) plan is 100% funded by DFCI. Employees are eligible following a three-year vesting requirement. For 2009, DFCI contributed 7.5% of Dr. Benz's salary up to the Social Security Wage Base and 12.5% of his salary over the Wage Base up to the Statutory Pay Limit set annually by the IRS. Following a redesign of the 401(a) plan, in 2010 and 2011, DFCI contributed 11.5% of Dr. Benz's salary up to the Social Security Wage Base and 16.5% of his salary over the Wage Base up to the Statutory Pay Limit.

3. For each calendar year, please list any loans or loan guarantees initiated or existing between your organization (or a Related Organization) and your chief executive officer.

As described above in response to question two, Dana-Farber has made a housing loan to Dr. Benz which is secured by a mortgage. See attached home mortgage loan balance schedule.

4. To the extent that your organization used an independent compensation consultant in establishing the compensation of your chief executive officer, please identify the compensation consultant by name, and the name of the company or firm for which the compensation consultant works.

SullivanCotter and Associates, Inc.

Consultants' Names: Warren Kerper and Tim Cotter

5. How often is your chief executive officer's compensation reviewed for reasonableness?

Every two years, the Compensation Committee commissions an independent review of the reasonableness of the CEO's compensation by a compensation consultant.

6. Does your organization's policy, procedure, and approach to setting compensation for other members of your senior management team differ substantially from its policy, procedure, and approach to setting the compensation of your chief executive officer? If so, please provide a brief explanation of any differences.

DFCI's policy and approach to establishing compensation for senior management differs as follows:

Annually, the DFCI President reviews the performance of members of the senior management team and makes a recommendation as to their compensation to the Compensation Committee of the Board of Trustees. The Compensation Committee establishes compensation for those individuals based on that recommendation. The decision of the Compensation Committee is reported to the Executive Committee of the Board of Trustees. Every two years, the Compensation Committee commissions an independent market analysis of executive compensation (including the CEO) by a compensation consultant. For the CEO, the Compensation Committee makes a recommendation to the Executive Committee, which approves the CEO's compensation. That recommendation is reported to the full Board.

Dana-Farber Cancer Institute, Inc.
 Compensation Information
 Form PC - Schedule EC-1 Summary

Question 3: Mortgage Loan Schedule

	<u>Amount</u>
Original Loan Amounts (8/11/2000)	<u>600,000.00</u>
Total	600,000.00
01/01/2009 Balance	436,666.34
2009 Sal Deduction	<u>(20,000.04)</u>
12/31/2009 Balance	416,666.30
2010 Sal Deduction	<u>(20,000.04)</u>
12/31/2010 Balance	396,666.26
2011 Sal Deduction	<u>(20,000.04)</u>
12/31/2011 Balance	<u><u>376,666.22</u></u>

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Dana-Farber Cancer Institute, Inc.	Edward J. Benz, Jr., MD

Calendar Year 2009	Component A	Component B	Component C	Component D	Component E	Component F	Component G	Component H	Component I	Component J	Total, All Components
I. Base Compensation	i. 612,764										612,764
	ii. 113,236										113,236
II. Bonus and Incentive Compensation	i. 255,552										255,552
	ii. -										-
III. Other Reportable Compensation	i. 7,524	(533)	(5,520)	(205)	14,947	(1,150)	60,129	350	-	-	75,542
	ii. -										-
IV. Retirement and Other Reportable Compensation	i. 145,200										145,200
	ii. -										-
V. Nontaxable Benefits	i. 1,044	736	8,525	738	750	13,333	25,285	-	-	-	50,411
	ii. -										-
Total											1,252,705

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Dana-Farber Cancer Institute, Inc.	Edward J. Benz, Jr., MD

Calendar Year 2010	Component A	Component B	Component C	Component D	Component E	Component F	Component G	Component H	Component I	Component J	Total, All Components
I. Base Compensation	i. 645,758 ii. 126,492										645,758 126,492
II. Bonus and Incentive Compensation	i. 121,387 ii. -										121,387 -
III. Other Reportable Compensation	i. 7,524 ii. -	(509)	(5,863)	(205)	14,245	-	-	600	9,250	112,831	137,873 -
IV. Retirement and Other Reportable Compensation	i. 167,400 ii. -										167,400 -
V. Nontaxable Benefits	i. 756 ii. -	736	9,054	498	750	-	35,085	-	-	-	46,880 -
Total											1,245,790

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Dana-Farber Cancer Institute, Inc.	Edward J. Benz, Jr., MD

Calendar Year 2011	Component A	Component B	Component C	Component D	Component E	Component F	Component G	Component H	Component I	Component J	Total, All Components
I. Base Compensation	i. 718,946										718,946
	ii. 130,609										130,609
II. Bonus and Incentive Compensation	i. 188,492										188,492
	ii. -										-
III. Other Reportable Compensation	i. 14,478	(529)	(6,283)	(205)	13,543	-	-	450	-	127,144	148,598
	ii. -										-
IV. Retirement and Other Reportable Compensation	i. 172,422										172,422
	ii. -										-
V. Nontaxable Benefits	i. 756	740	9,609	426	750	-	35,085	-	-	-	47,365
	ii. -										-
Total											1,406,432

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

APPENDIX M: LAHEY HEALTH SYSTEM

Form PC, Schedule EC (CEO) Response of Lahey Clinic Foundation, Inc. ("Lahey")

Please note that Lahey had a transition in its CEO during the requested period. Specifically, David M. Barrett, M.D. served as Lahey's CEO from the beginning of the requested period through December 31, 2010. Effective January 1, 2011 through the present date, Howard R. Grant, J.D., M.D. serves as Lahey's CEO. Dr. Grant began working at Lahey as of November 15, 2010 to effectuate the leadership transition.

1. *For the three relevant calendar years, please provide compensation information on the attached Schedule EC-1.*

Please see the attached Schedules.

2. *For each calendar year, please describe the nature of each compensation component and provide an explanation with regard to how and when any forms of contingent compensation (e.g., deferred compensation, incentive compensation, and retirement) accrue, vest, and are (or will be) paid; please make reference to the relevant row and column of Schedule EC-1. If any contingent compensation amount is reported in more than one year, please indicate (i.e., identify double-reported amounts) and describe the reasons for doing so.*

Please see the attached Schedules.

For an explanation of contingent compensation arrangements, please refer to the information and documents being submitted with the responses to the Executive Compensation Information Requests, which will be made available through the Massachusetts Hospital Association.

3. *For each calendar year, please list any loans or loan guarantees initiated or existing between your organization (or a Related Organization) and your chief executive officer.*

No loans or loan guarantees were initiated or existed between Lahey or a Related Organization and Lahey's CEO during the requested period.

4. *To the extent that your organization used an independent compensation consultant in establishing the compensation of your chief executive officer, please identify the compensation consultant by name, and the name of the company or firm for which the compensation consultant works.*

Dan Schleeter
Senior Vice President and Consultant
Integrated Healthcare Strategies
Minneapolis, Minnesota

5. *How often is your chief executive officer's compensation reviewed for reasonableness?*

Lahey typically has its CEO's compensation reviewed for reasonableness approximately every two years. In addition, at the time of transition (as happened during the requested period), Lahey has its CEO's compensation reviewed more frequently.

For further information, please refer to the information and documents being submitted with the responses to the Executive Compensation Information Requests, which will be made available through the Massachusetts Hospital Association.

6. *Does your organization's policy, procedure, and approach to setting compensation for other members of your senior management team differ substantially from its policy, procedure, and approach to setting the compensation of your chief executive officer? If so, please provide a brief explanation of any differences.*

No.

Form PC, Schedule EC-1
CALENDAR YEAR 2009

Name of Organization	CEO Name
Lahey Clinic Foundation, Inc.	David M. Barrett, M.D.

Calendar Year 2009	Component A	Component B	Component C	Component D	Component E	Total, All Components
I. Base Compensation	i. 815,256 ¹					815,256
	ii.					
II. Bonus and Incentive Compensation	i. 230,000 ²					230,000
	ii.					
III. Other Reportable Compensation	i. 22,000 ³	16,500 ⁴	16,970 ⁵			55,470
	ii.					
IV. Retirement and Other Reportable Compensation	i. 200,000 ⁶	12,250 ⁷				212,250
	ii.					
V. Nontaxable Benefits	i. 1,095 ⁸	377 ⁹				1,472
	ii.					
Total						1,314,448

¹ Base salary (W2 wages) for duties performed as CEO and physician.

² Performance bonus for work performed in 2008.

³ Employee contributions to 403(b) Qualified Retirement Plan.

⁴ Employee contributions to 457(b) Qualified Retirement Plan.

⁵ Life insurance premiums (taxable for regular and supplemental life insurance policies) and economic value of Split Dollar Life Insurance policy.

⁶ Deferred compensation under Split Dollar Life Insurance policy.

⁷ Employer defined benefit accrual under Lahey Clinic Foundation, Inc. Pension Plan.

⁸ Health and dental plan premiums (non-taxable).

⁹ Life insurance premiums (non-taxable).

Form PC, Schedule EC-1
CALENDAR YEAR 2010 – Page 1 of 2

Name of Organization	CEO Name
Lahey Clinic Foundation, Inc.	David M. Barrett, M.D.

Calendar Year 2010	Component A	Component B	Component C	Component D	Component E	Total, All Components
I. Base Compensation	i.	841,224 ¹⁰				841,224
	ii.					
II. Bonus and Incentive Compensation	i.	460,000 ¹¹				460,000
	ii.					
III. Other Reportable Compensation	i.	22,000 ¹²	16,500 ¹³	49,193 ¹⁴		87,693
	ii.					
IV. Retirement and Other Reportable Compensation	i.	200,000 ¹⁵	14,700 ¹⁶			214,700
	ii.					
V. Nontaxable Benefits	i.	1,113 ¹⁷	677 ¹⁸			1,790
	ii.					
Total						1,605,407

¹⁰ Base salary (W2 wages) for duties performed as CEO and physician.

¹¹ Performance bonuses for work performed in 2009 and 2010.

¹² Employee contributions to 403(b) Qualified Retirement Plan.

¹³ Employee contributions to 457(b) Qualified Retirement Plan.

¹⁴ Life insurance premiums (taxable for regular and supplemental life insurance policies) and economic value of Split Dollar Life Insurance policy.

¹⁵ Deferred compensation under a Split Dollar Life insurance policy.

¹⁶ Employer defined benefit accrual under Lahey Clinic Foundation, Inc. Pension Plan.

¹⁷ Health and dental plan premiums (non-taxable).

¹⁸ Life insurance premiums (non-taxable).

CORRECTED COPY

Form PC, Schedule EC-1
CALENDAR YEAR 2010 – Page 2 of 2

Name of Organization	CEO Name
Lahey Clinic Foundation, Inc.	Howard R. Grant, J.D., M.D.

Calendar Year 2010	Component A	Component B	Component C	Component D	Component E	Total, All Components
I. Base Compensation	i. 123,431 ¹⁹	393,000 ²⁰				516,431
	ii.					
II. Bonus and Incentive Compensation	i.					
	ii.					
III. Other Reportable Compensation	i. 91,767 ²¹	15,000 ²²	43 ²³	117,640 ²⁴		224,450
	ii.					
IV. Retirement and Other Reportable Compensation	i. 21,987 ²⁵					21,987
	ii.					
V. Nontaxable Benefits	i. 5,114 ²⁶	26 ²⁷	500 ²⁸			5,640
	ii.					
Total						768,508

¹⁹ Base salary (W2 wages) for duties performed as CEO.

²⁰ Additional compensation paid to make up for compensation foregone at previous employment.

²¹ Gross-up paid on moving expenses and house sale (taxable).

²² Housing provided for transition from previous position (taxable).

²³ Life insurance premiums (taxable).

²⁴ Moving expenses for transition from previous position (taxable).

²⁵ Employer contributions to 403(b) Qualified Retirement plan.

²⁶ Health and dental plan premiums (non-taxable).

²⁷ Life insurance premiums (non-taxable).

²⁸ Medical reimbursement and flexible spending programs.

Form PC, Schedule EC-1
CALENDAR YEAR 2011 – Page 1 of 2

Name of Organization	CEO Name
Lahey Clinic Foundation, Inc.	David M. Barrett, M.D.

Calendar Year 2011	Component A	Component B	Component C	Component D	Component E	Total, All Components
I. Base Compensation	i.					
	ii.					
II. Bonus and Incentive Compensation	i.					
	ii.					
III. Other Reportable Compensation	i.	989,983 ²⁹	346,154 ³⁰	52,525 ³¹		1,388,662
	ii.					
IV. Retirement and Other Reportable Compensation	i.	200,000 ³²				200,000
	ii.					
V. Nontaxable Benefits	i.					
	ii.					
Total						1,588,662

²⁹ Severance payment, comprised of numerous components detailed in Separation Agreement.

³⁰ Payout of unused but accrued vacation time.

³¹ Life insurance premiums (for regular and supplemental life insurance policies; taxable) and economic value of Split Dollar Life Insurance policy.

³² Deferred compensation under Split Dollar Life Insurance policy.

CORRECTED COPY

Form PC, Schedule EC-1
CALENDAR YEAR 2011 – Page 2 of 2

Name of Organization	CEO Name
Lahey Clinic Foundation, Inc.	Howard R. Grant, J.D., M.D.

Calendar Year 2011	Component A	Component B	Component C	Component D	Component E	Total, All Components
I. Base Compensation	i.	936,208 ³³				936,208
	ii.					
II. Bonus and Incentive Compensation	i.					
	ii.					
III. Other Reportable Compensation	i.	475 ³⁴	1,993 ³⁵	258 ³⁶	22,000 ³⁷	24,726
	ii.					
IV. Retirement and Other Reportable Compensation	i.	26,887 ³⁸				26,887
	ii.					
V. Nontaxable Benefits	i.	31,549 ³⁹	158 ⁴⁰	2,000 ⁴¹	23,950 ⁴²	57,658
	ii.					
Total						1,045,479

³³ Base salary (W2 wages) for duties performed as CEO.
³⁴ Gross-up paid on moving expenses and house sale (taxable).
³⁵ Moving expenses provided for transition from previous position (taxable).
³⁶ Life insurance premiums (taxable).
³⁷ Employee contributions to 403(b) qualified retirement plan.
³⁸ Employer contributions to 403(b) qualified retirement plan.
³⁹ Health and dental plan premiums (non-taxable).
⁴⁰ Life insurance premiums (non-taxable).
⁴¹ Medical reimbursement and flexible spending programs.
⁴² Qualified reimbursement of moving expenses.

APPENDIX N: LAWRENCE GENERAL HOSPITAL



Form PC, Schedule EC (CEO)

All questions are with regard to your organization's chief executive officer, and are made for the period beginning January 1, 2009 and ending December 31, 2011. Please refer to the Form PC instructions for definitions of terms (including "Related Organization", "Related Party", and "Termination of Employment or Change of Control Compensatory Arrangement").

1. For the three relevant calendar years, please provide compensation information on the attached Schedule EC-1.
2. For each calendar year, please describe the nature of each compensation component and provide an explanation with regard to how and when any forms of contingent compensation (e.g., deferred compensation, incentive compensation, and retirement) accrue, vest, and are (or will be) paid; please make reference to the relevant row and column of Schedule EC-1. If any contingent compensation amount is reported in more than one year, please indicate (i.e., identify double-reported amounts) and describe the reasons for doing so.
 - Calendar Year 2009 – Joseph McManus
 - III. Other Reportable Compensation, Component A
 - 457(f) Plan Distribution
 1. Vesting date of September 30, 2009
 2. Funds paid on October 9, 2009
 - Calendar Year 2010 – Dianne Anderson
 - V. Nontaxable Benefits, Component C
 1. Annual payment to Split Dollar Retirement Plan
 2. Vests ratably over a five-year period
 3. Paid at the death of the participant or upon mutual agreement per vesting requirements and Hospital recovery of premiums
 - Calendar Year 2011 – Dianne Anderson
 - II. Bonus and Incentive Compensation, Component A
 1. Based on pre-determined Hospital and individual achievement goals with formal approval through the Executive Compensation Committee
 - IV. Retirement and Other Reportable Compensation, Component A
 1. Annual Hospital matching funds to 403(b) Retirement plan
 2. Immediate vesting
 3. Paid at normal retirement age, separation from employment, death, disability/hardship subject to Internal Revenue Code requirements
 - IV. Retirement and Other Reportable Compensation, Component B
 1. SERP – 457(b) Plan
 2. Immediate vesting
 3. Paid at normal retirement age, separation from employment, death

- IV. Retirement and Other Reportable Compensation, Component C
 1. SERP – 457(f) Plan
 2. Five-year class vesting
 3. 2011 contributions paid on or around January 1, 2016
 4. Non-vested contributions are forfeited if separated from service
- V. Nontaxable Benefits, Component C
 1. Annual payment to Split Dollar Retirement Plan
 2. Vests ratably over a five-year period
 3. Paid at the death of the participant or upon mutual agreement per vesting requirements and Hospital recovery of premiums

3. For each calendar year, please list any loans or loan guarantees initiated or existing between your organization (or a Related Organization) and your chief executive officer.
 - N/A
4. To the extent that your organization used an independent compensation consultant in establishing the compensation of your chief executive officer, please identify the compensation consultant by name, and the name of the company or firm for which the compensation consultant works.
 - Warren Kerper, Mercer Consulting
 - Warren Kerper, SullivanCotter and Associates, Inc.
5. How often is your chief executive officer's compensation reviewed for reasonableness?
 - Annually
6. Does your organization's policy, procedure, and approach to setting compensation for other members of your senior management team differ substantially from its policy, procedure, and approach to setting the compensation of your chief executive officer? If so, please provide a brief explanation of any differences.
 - No, the process is similar

Form PC, Schedule EC-1 (2009)

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Lawrence General Hospital	Joseph McManus

Calendar Year 2009	Component A	Component B	Component C	Component D	Component E	Component F	Component G	Column H	Total-All Components
I. Base Compensation	410,038	1,424	133,436	37,501	5,000	1,000	1,350	-	589,949
II. Bonus and Incentive Compensation	-	-	-	-	-	-	-	-	-
III. Other Reportable Compensation	2,359,140	-	-	-	-	-	-	-	2,359,140
IV. Retirement and Other Reportable Compensation	3,000	-	-	-	-	-	-	-	3,000
V. Nontaxable Benefits	10,111	408	-	-	11,395	-	-	-	21,914
Total	-	-	-	-	-	-	-	-	2,974,003

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

- I. Base Compensation, Component A = "Base Salary"
- I. Base Compensation, Component B = "Personal Use of Automobile"
- I. Base Compensation, Component C = "Earned Time Payout"
- I. Base Compensation, Component D = "Life Insurance Imputed Income Tax Liability"
- I. Base Compensation, Component E = "Retirement Gift"
- I. Base Compensation, Component F = "Financial Planning"
- I. Base Compensation, Component G = "Medical Expenses"
- I. Base Compensation, Component H = "Imputed Income on LTD & Disability Insurance"

- ii. Bonus & Incentive Compensation, Component A = "Performance Bonus"

- III. Other Reportable Compensation, Component A = "457F Plan Distributions"
- III. Other Reportable Compensation, Component B = "Consulting Fees"

- IV. Retirement & Other Reportable Compensation, Component A = "403B Employer Match Contributions"
- IV. Retirement & Other Reportable Compensation, Component B = "457B Employer Contributions"
- IV. Retirement & Other Reportable Compensation, Component C = "457F Employer Contributions"

- V. Nontaxable Benefits, Component A = "Employer Cost of Health Insurance"
- V. Nontaxable Benefits, Component B = "Employer Cost of Dental Insurance"
- V. Nontaxable Benefits, Component C = "Split-Dollar Life Insurance Plan Premiums"
- V. Nontaxable Benefits, Component D = "Group Term Life Insurance"
- V. Nontaxable Benefits, Component E = "AD&D & LTD Disability Insurances"

Form PC, Schedule EC-1 (2009)

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization Lawrence General Hospital	CEO Name Dianne Anderson
---------------------------------------------------	-----------------------------

Calendar Year 2009	Component A	Component B	Component C	Component D	Component E	Component F	Component G	Component H	Total, All Components
I. Base Compensation	i. 144,567	733	-	-	-	2,000	-	-	147,300
	ii. -	-	-	-	-	-	-	-	-
II. Bonus and Incentive Compensation	i. -	-	-	-	-	-	-	-	-
	ii. -	-	-	-	-	-	-	-	-
III. Other Reportable Compensation	i. -	-	-	-	-	-	-	-	-
	ii. -	-	-	-	-	-	-	-	-
IV. Retirement and Other Reportable Compensation	i. -	-	-	-	-	-	-	-	-
	ii. -	-	-	-	-	-	-	-	-
V. Nontaxable Benefits	i. 4,684	-	-	-	-	-	-	-	4,684
	ii. -	-	-	-	-	-	-	-	-
Total									151,984

Instructions: The categories of compensation in rows I, through V, above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

- I. Base Compensation, Component A = "Base Salary"
- I. Base Compensation, Component B = "Personal Use of Automobile"
- I. Base Compensation, Component C = "Earned Time Payout"
- I. Base Compensation, Component D = "Life Insurance Imputed Income Tax Liability"
- I. Base Compensation, Component E = "Retirement Gift"
- I. Base Compensation, Component F = "Financial Planning"
- I. Base Compensation, Component G = "Medical Expenses"
- I. Base Compensation, Component H = "Imputed Income on LTD & Disability Insurance"
- II. Bonus & Incentive Compensation, Component A = "Performance Bonus"
- III. Other Reportable Compensation, Component A = "457F Plan Distributions"
- III. Other Reportable Compensation, Component B = "Consulting Fees"
- IV. Retirement & Other Reportable Compensation, Component A = "403B Employer Match Contributions"
- IV. Retirement & Other Reportable Compensation, Component B = "457B Employer Contributions"
- IV. Retirement & Other Reportable Compensation, Component C = "457F Employer Contributions"
- V. Nontaxable Benefits, Component A = "Employer Cost of Health Insurance"
- V. Nontaxable Benefits, Component B = "Employer Cost of Dental Insurance"
- V. Nontaxable Benefits, Component C = "Split-Dollar Life Insurance Plan Premiums"
- V. Nontaxable Benefits, Component D = "Group Term Life Insurance"
- V. Nontaxable Benefits, Component E = "AD&D & LTD Disability Insurances"

Form PC, Schedule EC-1 (2010)

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Lawrence General Hospital	Joseph McManus

Calendar Year 2010	Component A	Component B	Component C	Component D	Component E	Component F	Component G	Column H	Total, All Components
I. Base Compensation	-	-	-	-	-	-	-	-	-
II. Bonus and Incentive Compensation	-	-	-	-	-	-	-	-	-
III. Other Reportable Compensation	-	144,556	-	-	-	-	-	-	144,556
IV. Retirement and Other Reportable Compensation	-	-	-	-	-	-	-	-	-
V. Nontaxable Benefits	-	-	-	-	-	-	-	-	-
Total									144,556

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(1) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

- I. Base Compensation, Component A = "Base Salary"
- I. Base Compensation, Component B = "Personal Use of Automobile"
- I. Base Compensation, Component C = "Earned Time Payout"
- I. Base Compensation, Component D = "Life Insurance Imputed Income Tax Liability"
- I. Base Compensation, Component E = "Retirement Gift"
- I. Base Compensation, Component F = "Financial Planning"
- I. Base Compensation, Component G = "Medical Expenses"
- I. Base Compensation, Component H = "Imputed Income on LTD & Disability Insurance"
- II. Bonus & Incentive Compensation, Component A = "Performance Bonus"
- III. Other Reportable Compensation, Component A = "457F Plan Distributions"
- III. Other Reportable Compensation, Component B = "Consulting Fees"
- IV. Retirement & Other Reportable Compensation, Component A = "403B Employer Match Contributions"
- IV. Retirement & Other Reportable Compensation, Component B = "457B Employer Contributions"
- IV. Retirement & Other Reportable Compensation, Component C = "457F Employer Contributions"
- V. Nontaxable Benefits, Component A = "Employer Cost of Health Insurance"
- V. Nontaxable Benefits, Component B = "Employer Cost of Dental Insurance"
- V. Nontaxable Benefits, Component C = "Split-Dollar Life Insurance Plan Premiums"
- V. Nontaxable Benefits, Component D = "Group Term Life Insurance"
- V. Nontaxable Benefits, Component E = "AD&D & LTD Disability Insurances"

Form PC, Schedule EC-1 (2010)

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Lawrence General Hospital	Dianne Anderson

Calendar Year 2010	Component A	Component B	Component C	Component D	Component E	Component F	Component G	Column H	Total, All Components
I. Base Compensation	i. 422,290	3,398	-	251	-	-	-	-	425,939
	ii. -	-	-	-	-	-	-	-	-
II. Bonus and Incentive Compensation	i. -	-	-	-	-	-	-	-	-
	ii. -	-	-	-	-	-	-	-	-
III. Other Reportable Compensation	i. -	-	-	-	-	-	-	-	-
	ii. -	-	-	-	-	-	-	-	-
IV. Retirement and Other Reportable Compensation	i. -	-	-	-	-	-	-	-	-
	ii. -	-	-	-	-	-	-	-	-
V. Nontaxable Benefits	i. 13,963	-	42,500	1,050	3,945	-	-	-	61,458
	ii. -	-	-	-	-	-	-	-	-
Total									487,397

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

- I. Base Compensation, Component A = "Base Salary"
- I. Base Compensation, Component B = "Personal Use of Automobile"
- I. Base Compensation, Component C = "Earned Time Payout"
- I. Base Compensation, Component D = "Life Insurance Imputed Income Tax Liability"
- I. Base Compensation, Component E = "Retirement Gift"
- I. Base Compensation, Component F = "Financial Planning"
- I. Base Compensation, Component G = "Medical Expenses"
- I. Base Compensation, Component H = "Imputed Income on LTD & Disability Insurance"
- II. Bonus & Incentive Compensation, Component A = "Performance Bonus"
- III. Other Reportable Compensation, Component A = "457F Plan Distributions"
- III. Other Reportable Compensation, Component B = "Consulting Fees"
- IV. Retirement & Other Reportable Compensation, Component A = "403B Employer Match Contributions"
- IV. Retirement & Other Reportable Compensation, Component B = "457B Employer Contributions"
- IV. Retirement & Other Reportable Compensation, Component C = "457F Employer Contributions"
- V. Nontaxable Benefits, Component A = "Employer Cost of Health Insurance"
- V. Nontaxable Benefits, Component B = "Employer Cost of Dental Insurance"
- V. Nontaxable Benefits, Component C = "Split-Dollar Life Insurance Plan Premiums"
- V. Nontaxable Benefits, Component D = "Group Term Life Insurance"
- V. Nontaxable Benefits, Component E = "AD&D & LTD Disability Insurances"

Form PC, Schedule EC-1 (2011)

Please provide the following information with regard to your chief executive officer's compensation, there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Lawrence General Hospital	Joseph McManus

Calendar Year 2011	Component A	Component B	Component C	Component D	Component E	Component F	Component G	Component H	Total, All Components
I. Base Compensation	i.								-
	ii.								-
II. Bonus and Incentive Compensation	i.								-
	ii.								-
III. Other Reportable Compensation	i.		144,556						144,556
	ii.								-
IV. Retirement and Other Reportable Compensation	i.								-
	ii.								-
V. Nontaxable Benefits	i.								-
	ii.								-
Total									144,556

Instructions: The categories of compensation in rows I through V, above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

- I. Base Compensation, Component A = "Base Salary"
- I. Base Compensation, Component B = "Personal Use of Automobile"
- I. Base Compensation, Component C = "Earned Time Payout"
- I. Base Compensation, Component D = "Life Insurance Imputed Income Tax Liability"
- I. Base Compensation, Component E = "Retirement Gift"
- I. Base Compensation, Component F = "Financial Planning"
- I. Base Compensation, Component G = "Medical Expenses"
- I. Base Compensation, Component H = "Imputed Income on LTD & Disability Insurance"
- II. Bonus & Incentive Compensation, Component A = "Performance Bonus"
- III. Other Reportable Compensation, Component A = "457F Plan Distributions"
- III. Other Reportable Compensation, Component B = "Consulting Fees"
- IV. Retirement & Other Reportable Compensation, Component A = "403B Employer Match Contributions"
- IV. Retirement & Other Reportable Compensation, Component B = "457B Employer Contributions"
- IV. Retirement & Other Reportable Compensation, Component C = "457F Employer Contributions"
- V. Nontaxable Benefits, Component A = "Employer Cost of Health Insurance"
- V. Nontaxable Benefits, Component B = "Employer Cost of Dental Insurance"
- V. Nontaxable Benefits, Component C = "Split-Dollar Life Insurance Plan Premiums"
- V. Nontaxable Benefits, Component D = "Group Term Life Insurance"
- V. Nontaxable Benefits, Component E = "AD&D & LTD Disability Insurances"

Form PC, Schedule EC-1 (2011)

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization:	CEO Name
Lawrence General Hospital	Dianne Anderson

Calendar Year 2011	Component A	Component B	Component C	Component D	Component E	Component F	Component G	Column H	Total All Components
I. Base Compensation	i. 468,854	2,909	-	357	-	-	-	5,293	477,414
	ii. -	-	-	-	-	-	-	-	-
II. Bonus and Incentive Compensation	i. 76,500	-	-	-	-	-	-	-	76,500
	ii. -	-	-	-	-	-	-	-	-
III. Other Reportable Compensation	i. -	-	-	-	-	-	-	-	-
	ii. -	-	-	-	-	-	-	-	-
IV. Retirement and Other Reportable Compensation	i. 385	16,500	33,389	-	-	-	-	-	50,274
	ii. -	-	-	-	-	-	-	-	-
V. Nontaxable Benefits	i. 14,140	-	51,600	150	3,964	-	-	-	69,854
	ii. -	-	-	-	-	-	-	-	-
Total									674,042

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

- I. Base Compensation, Component A = "Base Salary"
- I. Base Compensation, Component B = "Personal Use of Automobile"
- I. Base Compensation, Component C = "Earned Time Payout"
- I. Base Compensation, Component D = "Life Insurance Imputed Income Tax Liability"
- I. Base Compensation, Component E = "Retirement Gift"
- I. Base Compensation, Component F = "Financial Planning"
- I. Base Compensation, Component G = "Medical Expenses"
- I. Base Compensation, Component H = "Imputed Income on LTD & Disability Insurance"
- II. Bonus & Incentive Compensation, Component A = "Performance Bonus"
- III. Other Reportable Compensation, Component A = "457F Plan Distributions"
- III. Other Reportable Compensation, Component B = "Consulting Fees"
- IV. Retirement & Other Reportable Compensation, Component A = "403B Employer Match Contributions"
- IV. Retirement & Other Reportable Compensation, Component B = "457B Employer Contributions"
- IV. Retirement & Other Reportable Compensation, Component C = "457F Employer Contributions"
- V. Nontaxable Benefits, Component A = "Employer Cost of Health Insurance"
- V. Nontaxable Benefits, Component B = "Employer Cost of Dental Insurance"
- V. Nontaxable Benefits, Component C = "Split-Dollar Life Insurance Plan Premiums"
- V. Nontaxable Benefits, Component D = "Group Term Life Insurance"
- V. Nontaxable Benefits, Component E = "AD&D & LTD Disability Insurances"

APPENDIX O: MASSACHUSETTS GENERAL HOSPITAL

Form PC, Schedule EC (Massachusetts General Hospital [MGH] President)

All questions are with regard to your organization's chief executive officer, and are made for the period beginning January 1, 2009 and ending December 31, 2011. Please refer to the Form PC instructions for definitions of terms (including "Related Organization", "Related Party", and "Termination of Employment or Change of Control Compensatory Arrangement").

1. For the three relevant calendar years, please provide compensation information on the attached Schedule EC-1.

See attached MGH EC-1 Schedules for CY2009, CY2010, and CY2011.

2. For each calendar year, please describe the nature of each compensation component and provide an explanation with regard to how and when any forms of contingent compensation (e.g., deferred compensation, incentive compensation, and retirement) accrue, vest, and are (or will be) paid; please make reference to the relevant row and column of Schedule EC-1. If any contingent compensation amount is reported in more than one year, please indicate (i.e., identify double-reported amounts) and describe the reasons for doing so.

See attached MGH Compensation Component Description and Explanations for CY2009, CY2010, and CY2011 EC-1 Schedules.

Row IV, Column A - CY2009 contingent compensation for Dr. Slavin was provided via an actuarial determined amount for the unvested Partners Supplemental Executive Retirement/Retention Plan (SERP), a non-qualified retirement plan. As an unvested employee plan participant named in June 2005, Dr. Slavin is ineligible to receive any benefits from the SERP if terminated before vesting. Dr. Slavin's July 7, 2010 vesting date was determined by a one-time election made in July, 2005. Dr. Slavin will be taxed on the SERP when vested as he is then entitled to receive the portion of the benefit accrued through the date of termination paid via the form of distribution selected at the time he became a participant.

Dr. Slavin's contingent compensation is reported in Row III, Column C – in CY2010. Following Dr. Slavin's July 7, 2010 SERP vesting date, he became eligible to receive the SERP benefit accrued through the date of his vesting. With vesting, the benefit is no longer contingent compensation and he is entitled to receive the portion of the benefit accrued through the date of his termination. Benefits are actuarially calculated at vesting and in each subsequent year. Dr. Slavin paid taxes on the SERP in the year when vested on the accrued value of the benefit through vesting (and will do so on each subsequent year's accrual through to the year of his termination). The benefit will be paid at termination via the form of distribution selected at the time he became a participant.

Row IV, Column A – in CY2011, a five year retention arrangement for Dr. Slavin was implemented effective October 1, 2011 by the Partners Compensation Committee. One twelfth of twenty percent of Dr. Slavin's annual base salary will be kept in a book-keeping account plus accrual of a nominal interest rate with payment to be made of the accumulated principal and interest in the month after five years of his continued service as MGH President (in October 2016). The value of the first year of the arrangement is provided.

January 31, 2013

3. For each calendar year, please list any loans or loan guarantees initiated or existing between your organization (or a Related Organization) and your chief executive officer.

None.

4. To the extent that your organization used an independent compensation consultant in establishing the compensation of your chief executive officer, please identify the compensation consultant by name, and the name of the company or firm for which the compensation consultant works.

Timothy J. Cotter, Managing Director
Sullivan, Cotter and Associates, Inc.

5. How often is your chief executive officer's compensation reviewed for reasonableness?

Annually.

6. Does your organization's policy, procedure, and approach to setting compensation for other members of your senior management team differ substantially from its policy, procedure, and approach to setting the compensation of your chief executive officer? If so, please provide a brief explanation of any differences.

No, the major difference between setting compensation for the MGH President and his direct reports is that the Partners President and CEO reviews the MGH President's overall performance, in conjunction with the MGH Board, and recommends compensation for him to the Partners Compensation Committee. The MGH President reviews the overall performance of his direct reports and recommends compensation for them to the MGH Compensation Committee.

January 31, 2013

1/31/2013

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization		CEO Name
Massachusetts General Hospital		Peter Slaviv, MD

Calendar Year 2009	Component A	Component B	Component C	Component D	Component E	Component F	Total, All Components
I. Base Compensation	i. \$1,023,754	\$239	(\$37,139)				\$986,854
	ii.						
II. Bonus and Incentive Compensation	i. \$102,375						\$102,375
	ii.						
III. Other Reportable Compensation	i. \$34,790	\$37,139	\$15,139	\$1,242	\$300	(\$20,073)	\$68,537
	ii.						
IV. Retirement and Other Reportable Compensation	i. \$258,274	\$33,861					\$292,135
	ii.						
V. Nontaxable Benefits	i. \$19,593	\$1,800	\$7,982	\$480			\$29,855
	ii.						
Total							\$1,479,756

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

Partners HealthCare System
Form PC, Schedule EC (CEO) CY2009

Peter Slavin, MD - MGH CEO

Compensation Component Descriptions and Explanations (*Contingent forms are italicized*)

I. Base Compensation

		<u>Component Title</u>	<u>Component Description</u>
Component	A	Base Salary	Annual amount paid to CEO in calendar year
Component	B	Retro Comp	Adjustment to base due to fiscal year (October 1) increase approved in December of calendar year
<u>Component</u>	C	403b/457b Deferrals	<u>Employee personal elections for retirement savings - offset to III.B.</u>
Total Base Compensation			Sum of A-C

II. Bonus and Incentive Compensation

		<u>Component Title</u>	<u>Component Description</u>
<u>Component</u>	A	Annual Bonus	<u>Annual bonus paid to CEO in FY10 for FY09 accomplishments</u>
Total Bonus and Incentive Compensation			Sum of A

III. Other Reportable Compensation

		<u>Component Title</u>	<u>Component Description</u>
Component	A	Choice Payments/Part Credits	Employer provided credits for cafeteria-style benefit plan offerings
Component	B	403b/457b Deferrals	Employee personal elections for retirement savings
Component	C	Future Income Plan	Employer provided retirement cash contribution on earnings >\$245K
Component	D	Group Term Life Ins >\$50K	Employer provided life insurance which exceeds \$50K
Component	E	Other Benefits	Honoraria
<u>Component</u>	F	Non-Tax Benefit Deductions	<u>Employee annual medical/dental/other insurance elections - offset</u>
Total Other Reportable Compensation			Sum of A-F

IV. Retirement and Other Reportable Compensation

		<u>Component Title</u>	<u>Component Description</u>
<i>Component</i>	<i>A</i>	<i>Unvested SERP</i>	<i>Annual accrual per actuarial determination of unvested Supplemental Executive Retirement/Retention Plan</i>
<u>Component</u>	B	Pension Contribution	<u>Employer provided retirement benefit via a defined contribution plan</u>
Total Retirement and Other Reportable Comp			Sum of A-B

V. Non-Taxable Benefits

		<u>Component Title</u>	<u>Component Description</u>
Component	A	Medical/Dental Insurance	Employee contribution for annual medical/dental/other insurance elections
Component	B	Basic Life Insurance	Employer provided basic life insurance up to \$50K
Component	C	AD&D Insurance - Employer	Employer provided accidental death and dismemberment insurance
<u>Component</u>	D	Other Pre-Tax Deductions	<u>Pretax portion of allowable IRS employer subsidy for parking</u>
Total Non-Taxable Benefits			Sum of A-D

1/31/2013

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Massachusetts General Hospital	Peter Slavin, MD

Calendar Year 2010	Component A	Component B	Component C	Component D	Component E	Component F	Total, All Components
I. Base Compensation	i.	\$1,027,295	\$1,805	(\$37,139)			\$991,961
	ii.						
II. Bonus and Incentive Compensation	i.	\$123,000					\$123,000
	ii.						
III. Other Reportable Compensation	i.	\$36,324	\$37,139	\$1,302,334	\$15,139	\$1,242	\$1,370,786
	ii.						
IV. Retirement and Other Reportable Compensation	i.	\$33,861					\$33,861
	ii.						
V. Nontaxable Benefits	i.	\$21,092	\$1,800	\$8,157	\$300		\$31,349
	ii.						
Total							\$2,550,956

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

Partners HealthCare System
Form PC, Schedule EC (CEO) CY2010

Peter Slavin, MD - MGH CEO

Compensation Component Descriptions and Explanations (*Contingent forms are italicized*)

I. Base Compensation

		<u>Component Title</u>	<u>Component Description</u>
Component	A	Base Salary	Annual amount paid to CEO in calendar year
Component	B	Retro Comp	Adjustment to base due to fiscal year (October 1) increase approved in December of calendar year
<u>Component</u>	C	403b/457b Deferrals	<u>Employee personal elections for retirement savings - offset to III.B.</u>
Total Base Compensation			Sum of A-C

II. Bonus and Incentive Compensation

		<u>Component Title</u>	<u>Component Description</u>
<u>Component</u>	A	Annual Bonus	<u>Annual bonus paid to CEO in FY11 for FY10 accomplishments</u>
Total Bonus and Incentive Compensation			Sum of A

III. Other Reportable Compensation

		<u>Component Title</u>	<u>Component Description</u>
Component	A	Choice Payments/Part Credits	Employer provided credits for cafeteria-style benefit plan offerings
Component	B	403b/457b Deferrals	Employee personal elections for retirement savings
<i>Component</i>	<i>C</i>	<i>Vested SERP/Deferred Comp</i>	<i>Vesting in Supplemental Executive Retirement/Retention Plan with 26 service years - sum of accrued benefit to vesting date</i>
Component	D	Future Income Plan	Employer provided retirement cash contribution on earnings >\$245K
Component	E	Group Term Life Ins >\$50K	Employer provided life insurance which exceeds \$50K
<u>Component</u>	F	Non-Tax Benefit Deductions	<u>Employee annual medical/dental/other insurance elections - offset</u>
Total Other Reportable Compensation			Sum of A-F

IV. Retirement and Other Reportable Compensation

		<u>Component Title</u>	<u>Component Description</u>
<u>Component</u>	A	Pension Contribution	<u>Employer provided retirement benefit via a defined contribution plan</u>
Total Retirement and Other Reportable Comp			Sum of A

V. Non-Taxable Benefits

		<u>Component Title</u>	<u>Component Description</u>
Component	A	Medical/Dental Insurance	Employee contribution for annual medical/dental/other insurance elections
Component	B	Basic Life Insurance	Employer provided basic life insurance up to \$50K
Component	C	AD&D Insurance - Employer	Employer provided accidental death and dismemberment insurance
<u>Component</u>	D	Other Pre-Tax Deductions	<u>Pretax portion of allowable IRS employer subsidy for parking</u>
Total Non-Taxable Benefits			Sum of A-D

1/31/2013

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization		CEO Name
Massachusetts General Hospital		Peter Slaviv, MD

Calendar Year 2011	Component A	Component B	Component C	Component D	Component E	Component F	Total, All Components
I. Base Compensation	i. \$1,070,417	\$50,833	(\$37,138)				\$1,084,112
	ii.						
II. Bonus and Incentive Compensation	i. \$210,000						\$210,000
	ii.						
III. Other Reportable Compensation	i. \$38,397	\$37,138	\$58,346	\$15,138	\$2,622	(\$22,772)	\$128,869
	ii.						
IV. Retirement and Other Reportable Compensation	i. \$270,000	\$33,862					\$303,862
	ii.						
V. Nontaxable Benefits	i. \$22,652	\$744	\$8,332	\$120			\$31,848
	ii.						
Total							\$1,758,691

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

Partners HealthCare System
Form PC, Schedule EC (CEO) CY2011

Peter Slavin, MD - MGH CEO

Compensation Component Descriptions and Explanations (*Contingent forms are italicized*)

I. Base Compensation

		<u>Component Title</u>	<u>Component Description</u>
Component	A	Base Salary	Annual amount paid to CEO in calendar year
Component	B	Retro Comp	Adjustment to base due to fiscal year (October 1) increase approved in December of calendar year
<u>Component</u>	C	403b/457b Deferrals	<u>Employee personal elections for retirement savings - offset to III.B.</u>
Total Base Compensation			Sum of A-C

II. Bonus and Incentive Compensation

		<u>Component Title</u>	<u>Component Description</u>
<u>Component</u>	A	Annual Bonus	<u>Annual bonus paid to CEO in FY12 for FY11 accomplishments</u>
Total Bonus and Incentive Compensation			Sum of A

III. Other Reportable Compensation

		<u>Component Title</u>	<u>Component Description</u>
Component	A	Choice Payments/Part Credits	Employer provided credits for cafeteria-style benefit plan offerings
Component	B	403b/457b Deferrals	Employee personal elections for retirement savings
Component	C	Vested SERP/Deferred Comp	Annual accrual per actuarial determination of vested Supplemental Executive Retirement/Retention Plan
Component	D	Future Income Plan	Employer provided retirement cash contribution on earnings >\$245K
Component	E	Group Term Life Ins >\$50K	Employer provided life insurance which exceeds \$50K
<u>Component</u>	F	Non-Tax Benefit Deductions	<u>Employee annual medical/dental/other insurance elections - offset</u>
Total Other Reportable Compensation			Sum of A-F

IV. Retirement and Other Reportable Compensation

		<u>Component Title</u>	<u>Component Description</u>
<i>Component</i>	<i>A</i>	<i>Deferred Comp Award</i>	<i>First year of a five year deferred comp award arrangement to retain CEO</i>
<u>Component</u>	B	Pension Contribution	<u>Employer provided retirement benefit via a defined contribution plan</u>
Total Retirement and Other Reportable Comp			Sum of A-B

V. Non-Taxable Benefits

		<u>Component Title</u>	<u>Component Description</u>
Component	A	Medical/Dental Insurance	Employee contribution for annual medical/dental/other insurance elections
Component	B	Basic Life Insurance	Employer provided basic life insurance up to \$50K
Component	C	AD&D Insurance - Employer	Employer provided accidental death and dismemberment insurance
<u>Component</u>	D	Other Pre-Tax Deductions	<u>Pretax portion of allowable IRS employer subsidy for parking</u>
Total Non-Taxable Benefits			Sum of A-D

1/31/2013

APPENDIX P: PARTNERS HEALTHCARE SYSTEM

Form PC, Schedule EC (Partners President and CEO)

All questions are with regard to your organization's chief executive officer, and are made for the period beginning January 1, 2009 and ending December 31, 2011. Please refer to the Form PC instructions for definitions of terms (including "Related Organization", "Related Party", and "Termination of Employment or Change of Control Compensatory Arrangement").

1. For the three relevant calendar years, please provide compensation information on the attached Schedule EC-1.

See attached EC-1 Schedules for CY2009, CY2010, and CY2011.

2. For each calendar year, please describe the nature of each compensation component and provide an explanation with regard to how and when any forms of contingent compensation (e.g., deferred compensation, incentive compensation, and retirement) accrue, vest, and are (or will be) paid; please make reference to the relevant row and column of Schedule EC-1. If any contingent compensation amount is reported in more than one year, please indicate (i.e., identify double-reported amounts) and describe the reasons for doing so.

See attached Compensation Component Description and Explanations for CY2009, CY2010, and CY2011 EC-1 Schedules.

CY2009 contingent compensation for Dr. Mongan was provided via three components consistent with the terms of the extension agreement to serve as Partners President and CEO through December 31, 2009, a date beyond his desired retirement date. The extension agreement was implemented to ensure adequate time to conduct a thorough and orderly search for the next Partners President and CEO with a January 1, 2010 start date in the role.

The three contingent components for Dr. Mongan were:

1. Row II, Column B - A performance/retention bonus of \$200,000 paid in November 2009 if employed through November 1, 2009.
2. Row II, Column C - An executive restricted bonus of \$350,000 paid in January 2009 if employed through December 31, 2009 (subject to repayment if employment condition not met)
3. Row IV, Column A - A deferred compensation award of \$150,000 paid in January 2010, following completion of the December 31, 2009 employment term.

Dr. Gottlieb's contingent compensation as Partners President and CEO is reported in Row III, Column C – in CY2010. Following Dr. Gottlieb's July 19, 2010 Supplemental Executive Retirement/Retention Plan (SERP) vesting date, he became eligible to receive the SERP benefit accrued through the date of his vesting. With vesting, the benefit is no longer contingent compensation and he is entitled to receive the portion of the benefit accrued through the date of his termination. Benefits are actuarially calculated at vesting and in each subsequent year. Dr. Gottlieb paid taxes on the SERP in 2010 (vesting year) on the accrued value of the benefit through vesting (and will do so on each subsequent year's accrual through to the year of his termination). The benefit will be paid at termination via the form of distribution selected at the time he became a participant.

January 31, 2013

3. For each calendar year, please list any loans or loan guarantees initiated or existing between your organization (or a Related Organization) and your chief executive officer.

None.

4. To the extent that your organization used an independent compensation consultant in establishing the compensation of your chief executive officer, please identify the compensation consultant by name, and the name of the company or firm for which the compensation consultant works.

Timothy J. Cotter, Managing Director
Sullivan, Cotter and Associates, Inc.

5. How often is your chief executive officer's compensation reviewed for reasonableness?

Annually.

6. Does your organization's policy, procedure, and approach to setting compensation for other members of your senior management team differ substantially from its policy, procedure, and approach to setting the compensation of your chief executive officer? If so, please provide a brief explanation of any differences.

No, the major difference between setting compensation for the Partners President and CEO and his direct reports is that the Partners HealthCare System Board of Directors reviews the Partners President and CEO's overall performance with compensation for the Partners President and CEO determined by the Partners Compensation Committee. The Partners President and CEO reviews the overall performance of his direct reports and recommends compensation for them to the Partners Compensation Committee. Where the Partners President and CEO's direct report is also accountable to a local board, the performance review and compensation recommendation is developed by the Partners President and CEO in consultation with the local board.

January 31, 2013

1/31/2013

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Partners HealthCare System, Inc.	James J. Mongan, MD

Calendar Year 2009	Component A	Component B	Component C	Component D	Component E	Component F	Component G	Component H	Component I	Total, All Components
I. Base Compensation	i. \$1,028,853	(\$37,139)								\$991,714
	ii.									
II. Bonus and Incentive Compensation	i. \$102,885	\$200,000	\$350,000							\$652,885
	ii.									
III. Other Reportable Compensation	i. \$30,180	\$37,139	\$157,952	\$15,139	\$7,401	\$6,858	\$901	\$58,276	(\$12,616)	\$301,230
	ii.									
IV. Retirement and Other Reportable Compensation	i. \$150,000	\$33,861								\$183,861
	ii.									
V. Nontaxable Benefits	i. \$12,616	\$1,800	\$7,982	\$500						\$22,898
	ii.									
Total										\$2,152,588

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

Partners HealthCare System
Form PC, Schedule EC (CEO) CY2009

James J. Mongan, MD - Partners CEO

Compensation Component Descriptions and Explanations (*Contingent forms are italicized*)

I. Base Compensation

	<u>Component Title</u>	<u>Component Description</u>
Component A	Base Salary	Annual amount paid to CEO in calendar year
<u>Component B</u>	403b/457b Deferrals	<u>Employee personal elections for retirement savings - offset to III.B.</u>
Total Base Compensation		Sum of A-B

II. Bonus and Incentive Compensation

	<u>Component Title</u>	<u>Component Description</u>
Component A	Annual Bonus	Annual bonus paid to CEO in FY10 for FY09 accomplishments
<i>Component B</i>	<i>Performance/Retention Bonus</i>	<i>Performance bonus paid to retain CEO per final year of extension agreement - at risk of forfeiture if CEO not employed through 12/31/09</i>
<u>Component C</u>	<u>Executive Restricted Bonus</u>	<u>Bonus paid to retain CEO per final year of extension agreement - at risk of forfeiture if CEO not employed through 12/31/09</u>
Total Bonus and Incentive Compensation		Sum of A-C

III. Other Reportable Compensation

	<u>Component Title</u>	<u>Component Description</u>
Component A	Choice Payments/Part Credits	Employer provided credits for cafeteria-style benefit plan offerings
Component B	403b/457b Deferrals	Employee personal elections for retirement savings
Component C	Vested SERP/Deferred Comp	Annual accrual per actuarial determination of vested Supplemental Executive Retirement/Retention Plan
Component D	Future Income Plan	Employer provided retirement cash contribution on earnings >\$245K
Component E	Premium Life Insurance	Employer provided special life insurance per extension agreement to retain CEO, and economic value of split dollar life insurance policy
Component F	Group Term Life Ins >\$50K	Employer provided life insurance which exceeds \$50K
Component G	Imputed Parking	Employer provided parking subsidy which exceeds IRS annual limit
Component H	Other Benefits	Employer provided financial and tax preparation services for CEO
<u>Component I</u>	<u>Non-Tax Benefit Deductions</u>	<u>Employee annual medical/dental/other insurance elections - offset</u>
Total Other Reportable Compensation		Sum of A-I

IV. Retirement and Other Reportable Compensation

	<u>Component Title</u>	<u>Component Description</u>
<i>Component A</i>	<i>Deferred Comp Award</i>	<i>Last annual award per final year of extension agreement to retain CEO</i>
<u>Component B</u>	<u>Pension Contribution</u>	<u>Employer provided retirement benefit via a defined contribution plan</u>
Total Retirement and Other Reportable Comp		Sum of A-B

V. Non-Taxable Benefits

	<u>Component Title</u>	<u>Component Description</u>
Component A	Medical/Dental Insurance	Employee contribution for annual medical/dental/other insurance elections
Component B	Basic Life Insurance	Employer provided basic life insurance up to \$50K
Component C	AD&D Insurance - Employer	Employer provided accidental death and dismemberment insurance
<u>Component D</u>	<u>RMSA Contribution</u>	<u>Employer match of up to \$500 for Retiree Medical Savings Account</u>
Total Non-Taxable Benefits		Sum of A-D

1/31/2013

1/31/2013

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Partners HealthCare System, Inc.	Gary L. Gottlieb, MD, MBA

Calendar Year 2010	Component A	Component B	Component C	Component D	Component E	Component F	Component G	Component H	Total, All Components
I. Base Compensation	i. \$1,375,833	\$2,463	(\$37,139)						\$1,341,157
	ii.								
II. Bonus and Incentive Compensation	i. \$138,000								\$138,000
	ii.								
III. Other Reportable Compensation	i. \$43,026	\$37,139	\$1,506,480	\$15,140	\$2,322	\$901	\$1,728	(\$23,389)	\$1,583,347
	ii.								
IV. Retirement and Other Reportable Compensation	i. \$33,860								\$33,860
	ii.								
V. Nontaxable Benefits	i. \$21,325	\$1,800	\$8,157	\$2,064					\$33,346
	ii.								
Total									\$3,129,711

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

Partners HealthCare System
Form PC, Schedule EC (CEO) CY2010

Gary L . Gottlieb, MD, MBA - Partners CEO

Compensation Component Descriptions and Explanations (*Contingent forms are italicized*)

I. Base Compensation

		<u>Component Title</u>	<u>Component Description</u>
Component	A	Base Salary	Annual amount paid to CEO in calendar year
Component	B	Retro Comp	Adjustment to base due to fiscal year (October 1) increase approved in December of calendar year
<u>Component</u>	C	403b/457b Deferrals	<u>Employee personal elections for retirement savings - offset to III.B.</u>
Total Base Compensation			Sum of A-C

II. Bonus and Incentive Compensation

		<u>Component Title</u>	<u>Component Description</u>
<u>Component</u>	A	Annual Bonus	<u>Annual bonus paid to CEO in FY11 for CY10 accomplishments</u>
Total Bonus and Incentive Compensation			Sum of A

III. Other Reportable Compensation

		<u>Component Title</u>	<u>Component Description</u>
Component	A	Choice Payments/Part Credits	Employer provided credits for cafeteria-style benefit plan offerings
Component	B	403b/457b Deferrals	Employee personal elections for retirement savings
<i>Component</i>	<i>C</i>	<i>Vested SERP/Deferred Comp</i>	<i>Vesting in Supplemental Executive Retirement/Retention Plan with 12 service years - sum of accrued benefit to vesting date</i>
Component	D	Future Income Plan	Employer provided retirement cash contribution on earnings >\$245K
Component	E	Group Term Life Ins >\$50K	Employer provided life insurance which exceeds \$50K
Component	F	Imputed parking	Employer provided parking subsidy which exceeds IRS annual limit
Component	G	Other Benefits	Harvard Club Dues - taxable amount
<u>Component</u>	H	Non-Tax Benefit Deductions	<u>Employee medical/dental/other insurance elections - offset</u>
Total Other Reportable Compensation			Sum of A-H

IV. Retirement and Other Reportable Compensation

		<u>Component Title</u>	<u>Component Description</u>
<u>Component</u>	A	Pension Contribution	<u>Employer provided retirement benefit via a defined contribution plan</u>
Total Retirement and Other Reportable Comp			Sum of A

V. Non-Taxable Benefits

		<u>Component Title</u>	<u>Component Description</u>
Component	A	Medical/Dental Insurance	Employee contribution for annual medical /dental/other insurance elections
Component	B	Basic Life Insurance	Employer provided basic life insurance up to \$50K
Component	C	AD&D Insurance - Employer	Employer provided accidental death and dismemberment insurance
<u>Component</u>	D	STD Ins - Employee	<u>Employee contribution for short term disability insurance</u>
Total Non-Taxable Benefits			Sum of A-D

1/31/2013

1/31/2013

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Partners HealthCare System, Inc.	Gary L. Gottlieb, MD, MBA

Calendar Year 2011	Component A	Component B	Component C	Component D	Component E	Component F	Component G	Component H	Total, All Components
I. Base Compensation	i. \$1,400,000	(\$37,139)							\$1,362,861
	ii.								
II. Bonus and Incentive Compensation	i. \$140,000								\$140,000
	ii.								
III. Other Reportable Compensation	i. \$44,735	\$37,139	\$512,726	\$15,139	\$4,902	\$901	\$1,860	(\$24,981)	\$592,420
	ii.								
IV. Retirement and Other Reportable Compensation	i. \$33,861								\$33,861
	ii.								
V. Nontaxable Benefits	i. \$22,881	\$744	\$8,332	\$2,100					\$34,057
	ii.								
Total									\$2,163,200

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

Partners HealthCare System
Form PC, Schedule EC (CEO) CY2011

Gary L. Gottlieb, MD, MBA - Partners CEO

Compensation Component Descriptions and Explanations (*Contingent forms are italicized*)

I. Base Compensation

		<u>Component Title</u>	<u>Component Description</u>
Component	A	Base Salary	Annual amount paid to CEO in calendar year
<u>Component</u>	B	403b/457b Deferrals	<u>Employee personal elections for retirement savings - offset to III.B.</u>
Total Base Compensation			Sum of A-B

II. Bonus and Incentive Compensation

		<u>Component Title</u>	<u>Component Description</u>
<u>Component</u>	A	Annual Bonus	<u>Annual bonus paid to CEO in FY12 for FY11 accomplishments</u>
Total Bonus and Incentive Compensation			Sum of A

III. Other Reportable Compensation

		<u>Component Title</u>	<u>Component Description</u>
Component	A	Choice Payments/Part Credits	Employer provided credits for cafeteria-style benefit plan offerings
Component	B	403b/457b Deferrals	Employee personal elections for retirement savings
Component	C	Vested SERP/Deferred Comp	Annual accrual per actuarial determination of vested Supplemental Executive Retirement/Retention Plan
Component	D	Future Income Plan	Employer provided retirement cash contribution on earnings >\$245K
Component	E	Group Term Life Ins >\$50K	Employer provided life insurance which exceeds \$50K
Component	F	Imputed parking	Employer provided parking subsidy which exceeds IRS annual limit
Component	G	Other Benefits	Harvard Club Dues - taxable amount
<u>Component</u>	H	Non-Tax Benefit Deductions	<u>Employee annual medical/dental/other insurance elections - offset</u>
Total Other Reportable Compensation			Sum of A-H

IV. Retirement and Other Reportable Compensation

		<u>Component Title</u>	<u>Component Description</u>
<u>Component</u>	A	Pension Contribution	<u>Employer provided retirement benefit via a defined contribution plan</u>
Total Retirement and Other Reportable Comp			Sum of A

V. Non-Taxable Benefits

		<u>Component Title</u>	<u>Component Description</u>
Component	A	Medical/Dental Insurance	Employee contribution for annual medical/dental/other insurance elections
Component	B	Basic Life Insurance	Employer provided basic life insurance up to \$50K
Component	C	AD&D Insurance - Employer	Employer provided accidental death and dismemberment insurance
<u>Component</u>	D	STD Ins - Employee	<u>Employee contribution for short term disability insurance</u>
Total Non-Taxable Benefits			Sum of A-D

1/31/2013

APPENDIX Q: STURDY MEMORIAL HOSPITAL

Sturdy Memorial Hospital

Form PC, Schedule EC (CEO)

All questions are with regard to your organization's chief executive officer, and are made for the period beginning January 1, 2009 and ending December 31, 2011. Please refer to the Form PC instructions for definitions of terms (including "Related Organization", "Related Party", and "Termination of Employment or Change of Control Compensatory Arrangement").

1. For the three relevant calendar years, please provide compensation information on the attached Schedule EC-1.

See Attached Grid.

2. For each calendar year, please describe the nature of each compensation component and provide an explanation with regard to how and when any forms of contingent compensation (e.g., deferred compensation, incentive compensation, and retirement) accrue, vest, and are (or will be) paid; please make reference to the relevant row and column of Schedule EC-1. If any contingent compensation amount is reported in more than one year, please indicate (i.e., identify double-reported amounts) and describe the reasons for doing so.

See Attached Grid.

3. For each calendar year, please list any loans or loan guarantees initiated or existing between your organization (or a Related Organization) and your chief executive officer.

There were no loans or loan guarantees in 2009, 2010, and 2011, new or existing, between the organization or related organizations and the CEO.

4. To the extent that your organization used an independent compensation consultant in establishing the compensation of your chief executive officer, please identify the compensation consultant by name, and the name of the company or firm for which the compensation consultant works.

The hospital uses the Executive Compensation Report produced by Lawrence Associates and the Executive Compensation Survey which is compiled and produced for MHA by Olney Associates/HRadvantage.

5. How often is your chief executive officer's compensation reviewed for reasonableness?

Annually as part of the performance review process.

Form PC, Schedule EC (CEO) page 2 of 2

- 6. Does your organization's policy, procedure, and approach to setting compensation for other members of your senior management team differ substantially from its policy, procedure, and approach to setting the compensation of your chief executive officer? If so, please provide a brief explanation of any differences.**

The overall approach and procedures to setting compensation for senior managers is not substantially different, however, the CEO, Vice President and Medical Director, and the Chief of Ambulatory Care/Emergency Medicine, are the only three senior managers who have written employment agreements.

Sturdy Memorial Hospital

The following is the brief description of compensation components and applies to the years 2009, 2010, and 2011.

Ref	EC-1 Component	Compensation Description
I.A	Base Compensation	Annual base compensation.
II.A	Bonus and Incentive Comp	The CEO receives a bonus based on performance against a set of previously established annual goals approved by the Board of Managers.
II.B	Bonus and Incentive Comp	Across the board (equal amount) bonus paid to all hospital employees.
II.C	Bonus and Incentive Comp	Value of \$100 gift certificate.
III.A	Other Reportable Comp	<p>Supplemental retirement payments to fund the CEO's retirement income at target level. Due to IRS limits and other factors, the Hospital's combined pension plans and Social Security provide a lower income replacement percentage for more highly compensated employees. This pension shortfall is addressed through a supplemental retirement plan.</p> <p>Over time, various strategies have been used to fund the shortfall amount. These include split-dollar life insurance, a 457(b) deferred compensation plan, a 457(f) supplemental executive retirement plan, and a 403(c) annuity purchase plan.</p> <p>The retirement goal, assuming 25 or more years of service prior to age 65, is a lifetime annual retirement income equal to 60% of the CEO's final 5-year average earnings (base pay and bonus).</p> <p>The CEO is 100% vested in the supplemental retirement plans, is over age 65, and will be able to take distributions after separation of service. However, the assets in the following Plans remain subject to the general creditors of the Hospital: 457(b), 457(f), and the split dollar policy.</p> <p>The retirement plan has been disproportionately funded in the later years of the CEO's career. The last year the CEO was eligible to receive retirement contributions was calendar year 2011 (she received no retirement contributions in 2012 since she was past the age of 65). Calendar years 2009, 2010, and 2011 required larger retirement contributions than any other year</p>

		during her employment. One reason for this is that the CEO's retirement goal was underfunded in the early years of her career because her future salary projections were understated. This resulted in a large retirement contribution (see EC-1, Row, III.A) in 2009 as well as an increase to the 2010 and 2011 retirement contributions (see EC-1, Row, III.A).
III.B	Other Reportable Comp	CEO's salary deferral to the 403(b) Plan
III.C	Other Reportable Comp	Employer provided life insurance.
III.D	Other Reportable Comp	Employer provided automobile and related fuel and maintenance costs.
III.E	Other Reportable Comp	Compensation for long term disability insurance premiums.
IV.A	Retirement and Other	Defined benefit pension – estimated amount earned towards the CEO's defined benefit retirement annuity. All employees who are over the age of 21 and work at least 1,000 hours in one year participate in this plan. Employees vest in 100% of their benefit after completing 5 years of eligible service.
IV.B	Retirement and Other	Employer 403(b) defined contribution payment. All employees at the Hospital who are over the age of 21 and have worked at least 1,000 hours in one year are eligible to receive a 50% matching contribution from the hospital, up to 1% of compensation, subject to IRS limitations. Employees vest immediately.

Sturdy Memorial Hospital

V.A	Nontaxable Benefits	Health insurance paid by the hospital.
V.B.	Nontaxable Benefits	Employee payments to a medical expense reimbursement account.
V.C	Nontaxable Benefits	Dental insurance paid by the hospital.

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Sturdy Memorial Hospital	Linda Shyavitz

Calendar Year 2009	Component A	Component B	Component C	Component D	Component E	Total, All Components
I. Base Compensation	i. 445,226					445,226
	ii.					0
II. Bonus and Incentive Compensation	i. 270,000	3,223	147			273,370
	ii.					0
III. Other Reportable Compensation	i. 1,074,910	22,000	11,967	15,144	10,435	1,134,456
	ii.					0
IV. Retirement and Other Reportable Compensation	i. 45,380	2,450				47,830
	ii.					0
V. Nontaxable Benefits	i. 19,067	1,040	910			21,017
	ii.					0
Total						1,921,899

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Sturdy Memorial Hospital	Linda Shyavitz

Calendar Year 2010	Component A	Component B	Component C	Component D	Component E	Total, All Components
I. Base Compensation	i.	453,058				453,058
	ii.					0
II. Bonus and Incentive Compensation	i.	296,000	2,564	147		298,711
	ii.					0
III. Other Reportable Compensation	i.	592,542	22,000	12,156	18,647	655,780
	ii.				10,435	0
IV. Retirement and Other Reportable Compensation	i.	56,725	2,450			59,175
	ii.					0
V. Nontaxable Benefits	i.	19,833	936	910		21,679
	ii.					0
Total						1,488,403

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

		Name of Organization		CEO Name			
		Sturdy Memorial Hospital		Linda Shyavitz			
The following numbers are from the anticipated 2011 990 filing.							
Calendar Year 2011		Component A	Component B	Component C	Component D	Component E	Total, All Components
I. Base Compensation	i.	455,200					455,200
	ii.						0
II. Bonus and Incentive Compensation	i.	309,000	2,637	147			311,784
	ii.						0
III. Other Reportable Compensation	i.	596,002	22,000	13,054	19,416	10,435	660,907
	ii.						0
IV. Retirement and Other Reportable Compensation	i.	56,725	2,450				59,175
	ii.						0
V. Nontaxable Benefits	i.	8,217	910	339			9,466
	ii.						0
Total							1,496,532

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

APPENDIX R: UMASS MEMORIAL HEALTH CARE

UMass Memorial Health Care, Inc.

The Commonwealth of Massachusetts Office of the Attorney General

Chief Executive Officer Compensation Survey

January 2013

Overview

UMass Memorial's executive compensation program is governed by a compensation philosophy which is adopted by the full board. It establishes the objectives of the program, outlines the components of executive compensation, defines the market being considered, and the positioning being targeted within that market, prescribes the factors to be considered in setting executive compensation, and underscores the importance of performance in establishing executive compensation. The Board has also adopted a compensation policy that establishes the specific *process* that will be followed in setting compensation for executives. Under that process, the Board, pursuant to its bylaws, delegates to the Compensation Committee the authority to establish compensation of the CEO and all executives, but the committee is required to fully disclosure to the Board all of its decisions at the next Board meeting. Additionally, the General Counsel annually provides a detailed review of all components of the CEO's compensation to the full Board of Trustee in executive session. Taken together, the compensation philosophy and policy provide structure, process, oversight and guidance to ensure compliance with IRS reasonableness standards, alignment with UMass Memorial objectives, organizational values and individual performance, and appropriate oversight by the Board of Trustees.

The Compensation Committee is appointed by the full Board, and is comprised of independent trustees, including the Chair of the Board of Trustees. No member of the Compensation Committee, who is related to or subject to the control of any individual whose compensation is determined or reviewed by the Committee, or who otherwise has any conflict of interest with respect to a particular transaction, may participate in the review of that individual's compensation.

In addition to overseeing the structure of the executive compensation program, the Compensation Committee also annually approves both the System goals and the CEO's Personal goals, on which the annual incentive program is based. Moreover, each year the Committee reviews and approves the compensation for the CEO and all executives in the program. As part of its work, the Committee has engaged an outside compensation consultant (which reports directly to the Committee, not Management), to assist the Committee in the review and approval process. The Committee receives a report (included in: Process Used in Setting Executive Compensation) from the independent consultant, comparing the CEO's (and all other executives') compensation to the market defined in the philosophy (Leading academic medical centers and not-for-profit integrated health systems of comparable size and complexity, including both national and New England markets). Every two years, data is collected from surveys containing the above data for the CEO position and for other senior management positions. In the alternate years an "update factor" is applied to the survey data of the prior year, and the resulting compensation amounts are considered representative of market compensation data. The Committee reviews the compensation for all senior executives annually utilizing similar surveys. The CEO's compensation is also reviewed annually with the full board of trustees.

UMass Memorial Health Care, Inc.

Of particular note during this period was a significant change to the CEO's benefit package to remedy some problems that existed in the original structure. Specifically, in January of 2010, after a year-long process, the Compensation Committee made substantial changes to the CEO's compensation package in order to eliminate three Split Dollar policies, which were deemed to be underperforming their initial purpose and no longer served the interest of the organization or the CEO. The committee replaced these policies with a new life insurance policy and a new employer-sponsored non-qualified deferred compensation plan (Supplemental Executive Retirement Plan (SERP)). The effort was designed to reduce risks to both the organization and the CEO and to propose a retirement vehicle with similar benefits and approximately the same cost as the existing benefits package. Given the complexities of this change, the Compensation Committee worked on the transition over 8 months and 6 meetings, employing outside benefits and legal experts. The proposal was also reviewed with the full Board of Trustees over three meetings in executive session. (See in particular Executive Session minutes of February 24, 2010 for a detailed description). The CEO's basic benefits, other health and welfare benefits, 401k retirement contributions, existing SERP and pension plan participation, were not changed.

UMass Memorial Health Care, Inc.

Form PC, Schedule EC (CEO)

All questions are with regard to your organization's chief executive officer, and are made for the period beginning January 1, 2009 and ending December 31, 2011. Please refer to the Form PC instructions for definitions of terms (including "Related Organization", "Related Party", and "Termination of Employment or Change of Control Compensatory Arrangement").

1. For the three relevant calendar years, please provide compensation information on the attached Schedule EC-1.

Response: Schedule EC for 2009 – 2011 enclosed

2. For each calendar year, please describe the nature of each compensation component and provide an explanation with regard to how and when any forms of contingent compensation (e.g., deferred compensation, incentive compensation, and retirement) accrue, vest, and are (or will be) paid; please make reference to the relevant row and column of Schedule EC-1. If any contingent compensation amount is reported in more than one year, please indicate (i.e., identify double-reported amounts) and describe the reasons for doing so.

Response:

Calendar year 2009:

- Base salary – this is the CEO's base salary as reviewed and approved by the Compensation Committee;
- Bonus – this is the incentive compensation received by the CEO related to his: a) performance against personal goals, and b) performance of the System against the System goals. Both the goals and the performance against these goals (both Personal and System) are approved by the Compensation Committee;
- Economic benefit – income earned on Split Dollar Policy; therefore appears in 2009 – 2010; but, because the CEO's Split Dollar Policies were terminated in 2010, is n/a in 2011;
- Tax Gross-up – this is the amount paid to the CEO to realize the Economic Benefit reported in Schedule J of the year prior related to the above Split Dollar Policies. This ended in 2010;
- Deferred Compensation SERP funding – this represents UMass Memorial funding of the Supplemental Executive Retirement Policy provided to the CEO as part of his compensation package, which the CEO will receive upon fulfillment of the terms of his employment contract. The CEO has two SERP plans. The first was due to be paid out in April 2012; the second in January 2013. These dates represent "vesting dates" as per the contract. If the CEO leaves the organization before these dates, no benefits would be paid;

UMass Memorial Health Care, Inc.

- Retirement – 401K contributions: this represents matching funds provided by UMass Memorial to the CEO’s 401K plan;
- Actuarial increase in post-retirement benefits – this represents the increase (actuarially determined) in the value of the post-retirement benefits included in the CEO’s compensation package;
- Non-taxable benefits – Disability: this represents the cost of disability benefits (two policies) provided as part of the CEO’s compensation package;
- Non-taxable benefits – EE Dental Insurance withholding: this represents amounts withheld from employee/CEO paycheck for Dental Insurance;
- Non-taxable benefits – ER Dental Insurance: this represents employer contributions to the CEO’s Dental Insurance premiums.
- Non-taxable benefits – ER LTD & Life Premium – premium amounts paid by UMass Memorial for the CEO Long Term Disability and Life Policies (standard employee policies)

Calendar Year 2010: Similar to 2009, with exceptions listed below:

- Economic Benefit – reduced compensation for Economic Benefit due to termination of Split Dollar Policies during 2010;
- Tax Gross-up – reduction in Tax Gross-up due to termination of Split Dollar Policies during 2010;
- Term Policy – amount represents the premium related to a new Term Life Policy for the CEO (part of the transaction involving the termination of the three Split Dollar Policies, increase in the SERP and the above Term Life Policy);
- Legal Services – amount authorized by the Compensation Committee to offset legal costs incurred by the CEO related to cancellation of the Split Dollar Policies and transition to new retirement vehicles;
- Deferred Compensation SERP Funding – increase represents the establishment of a second (new) SERP deferred compensation plan with an annual contribution of \$627,000 over the next four years, replacing the three terminated split dollar life policies.

Calendar Year 2011: Similar to 2009/2010 with exceptions listed below:

- Economic Benefit – eliminated due to cancellation of Split Dollar Policies;
- Tax Gross-up – reduced (effectively eliminated) due to cancellation of Split Dollar Policies. Amount represents timing of policy cancellation;
- Forgiveness of Debt – represents the losses (premiums paid > cash surrender value) on two Split Dollar Policies incurred by UMass Memorial and included in the CEO compensation;
- Deferred Compensation – SERP funding – see discussion in calendar 2010.

As indicated above, the CEO has two Supplemental Executive Retirement Plans (SERP) (column H). The CEO vests in these plans in April 2012 and January 2013 respectively. The payout associated with these plans is contingent upon the CEO remaining with/fulfilling obligations under his contract. If the CEO leaves the organization before these dates the benefits would not

UMass Memorial Health Care, Inc.

be paid out. Additionally, the CEO's contract provides for twenty-four months of severance in the event of the CEO's termination without cause.

3. For each calendar year, please list any loans or loan guarantees initiated or existing between your organization (or a Related Organization) and your chief executive officer.

Response: Amounts listed below relate to split dollar life insurance policies for the CEO. Policy premiums were funded by UMass Memorial which receives collateral assignment; upon death or termination of the policies, premiums are returned to UMass Memorial. Loan balances reflect the lower of the discounted cash surrender value or discounted cumulative premiums paid.

- FY2009: \$701,647
- FY2010: \$932,797
- FY2011: n/a; split dollar policies replaced with term life policy and new Supplemental Executive Retirement Policy (SERP).

4. To the extent that your organization used an independent compensation consultant in establishing the compensation of your chief executive officer, please identify the compensation consultant by name, and the name of the company or firm for which the compensation consultant works.

Response: The organization does utilize the services of an outside compensation consultant, Buck Consultants (who reports to the Board), for purposes of compiling market compensation data for use in assessing CEO and Senior Management compensation. The consultant also attends the organization's Compensation Committee of the Board to provide guidance on above matters. The consultant is not engaged by the organization for any other matters than those listed above. Further information and copies of the consultant's reports are included in section C. 4.

5. How often is your chief executive officer's compensation reviewed for reasonableness?

Response: The CEO's compensation is reviewed for reasonableness annually and, at any point where proposed changes to the CEO's compensation are under consideration.

6. Does your organization's policy, procedure, and approach to setting compensation for other members of your senior management team differ substantially from its policy, procedure, and approach to setting the compensation of your chief executive officer? If so, please provide a brief explanation of any differences.

Response: No

John G. O'Brien, President & CEO
Form PC, Schedule EC-1

Sch J Part II ref.		Calendar Year 2009											Total, All Components	Compensation Reported on Prior Year Form 990 (2008)			
Component	Component description	A W2 box 5 - Base Salary	B W2 box 5 - Bonus	C W2 box 5 - Economic Benefit	D W2 box 5 - Tax Gross-up	E W2 box 5 - Term Policy	F W2 box 5 - Legal Services	G W2 box 5 - Forgiveness of debt	H Deferred Comp- SERP Funding	I Retirement - Employer 401K Contributions	J Actuarial increase in post- retirement benefits	K Nontaxable benefits - Disability			L Nontaxable benefits - EE Dental Insurance withholding	M Nontaxable benefits - ER Dental Insurance	N Nontaxable benefits - Life LTD & Life Premium
Bi	I. Base Compensation	i. 887,954														887,954	
		ii.															
Bii	II. Bonus and Incentive Compensation		296,660													296,660	
		i.															
		ii.															
Biii	III. Other Reportable Compensation			16,094	31,266												47,360
		i.															
		ii.															
C	IV. Retirement and Other Reportable Compensation							302,000		2,450	51,291					355,741	
		i.															
		ii.															
D	V. Nontaxable Benefits											16,657	935	900	264	18,756	
		i.															
		ii.															
	Total															1,586,471	-

John G. O'Brien, President & CEO
Form PC, Schedule EC-1

Sch J Part II ref.	Calendar Year 2010													Total, All Components	Compensation Reported on Prior Year Form 990 (2009)		
	Component	A W2 box 5 - Base Salary	B W2 box 5 - Bonus	C W2 box 5 - Economic Benefit	D W2 box 5 - Tax Gross-up	E W2 box 5 - Term Policy	F W2 box 5 - Legal Services	G W2 box 5 - Forgiveness of debt	H Deferred Comp- SERP Funding	I Retirement - Employer 401K Contributions	J Actuarial increase in post- retirement benefits	K Nontaxable benefits - Disability	L Nontaxable benefits - EE Dental Insurance withholding			M Nontaxable benefits - ER Dental Insurance	N Nontaxable benefits - ER LTD & Life Premium
Bi	I. Base Compensation	i. 922,008														922,008	
		ii.															
Bii	II. Bonus and Incentive Compensation		253,219													253,219	
		i.															
		ii.															
Biii	III. Other Reportable Compensation			12,144	10,729	112,305	30,000									165,178	
		i.															
		ii.															
C	IV. Retirement and Other Reportable Compensation							928,633	2,450	47,389						978,472	
		i.															
		ii.															
D	V. Nontaxable Benefits										16,927	937	918	264		19,046	
		i.															
		ii.															
	Total															2,337,923	

John G. O'Brien, President & CEO
Form PC, Schedule EC-1

Sch. J Part II ref.	Calendar Year 2011														Total, All Components	Compensation Reported on Prior Year Form 990 (2010)	
	Component	A W2 box 5 - Base Salary	B W2 box 5 - Bonus	C W2 box 5 - Economic Benefit	D W2 box 5 - Tax Gross-up	E W2 box 5 - Term Policy	F W2 box 5 - Legal Services	G W2 box 5 - Forgiveness of debt	H Deferred Comp - SERP Funding	I Retirement - Employer 401K Contributions	J Actuarial increase in post- retirement benefits	K Nontaxable benefits - Disability	L Nontaxable benefits - EE Dental Insurance withholding	M Nontaxable benefits - ER Dental Insurance			N Nontaxable benefits - ER LTD & Life Premium
BI	I. Base Compensation	i. 924,603														924,603	
BII	II. Bonus and Incentive Compensation		249,750													249,750	
BIII	III. Other Reportable Compensation				8,096	145,014		16,519								170,629	
C	IV. Retirement and Other Reportable Compensation							928,633	2,450	55,863						986,946	
D	V. Nontaxable Benefits										16,927	955	918	264		19,064	
	Total															2,350,992	

* John O'Brien did not receive any payments from the Capital Accum Account in CY09 - CY11, so this column is not applicable.

HIGHER EDUCATION INSTITUTIONS

BOSTON UNIVERSITY

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NORTHEASTERN UNIVERSITY

SUFFOLK UNIVERSITY

TUFTS UNIVERSITY

The following information has been reproduced as it was submitted.

APPENDIX S: BOSTON UNIVERSITY

Trustees of Boston University

04-2103547

Massachusetts Form PC, Schedule EC (CEO)

CEO Name: President Robert A. Brown

Question 1

See attached Schedules EC-1 for calendar years 2009 through 2011.

Question 2

Descriptions of the nature of each compensation component are set forth on the attached addenda to Schedules EC-1.

Question 3

For calendar years 2009 through 2011, there were no loans or loan guarantees between Boston University and President Brown.

Question 4

Boston University is one of 32 universities that participate in the annual Towers Watson "Total Executive Compensation Among Select Universities Confidential Survey." As such, the University consults from time to time with representatives of Towers Watson regarding the President's compensation and other compensation matters.

Question 5

President Brown's compensation is reviewed for reasonableness on an annual basis.

Question 6

The University's policy, procedure, and approach to setting compensation for other members of the University's senior management team do not differ substantially from the policy, procedure, and approach to setting President Brown's compensation.

Trustees of Boston University

04-2103547

Massachusetts Form PC, Schedule EC-1

CEO Name: President Robert A. Brown

Question 2 Addendum, Calendar Year 2009

Row I: Base Compensation

Component A: As determined by the Board of Trustees in accordance with established policy and procedures.

Row II: Bonus and Incentive Compensation

Component A: Not applicable.

Row III: Other Reportable Compensation

Component A: Cellular Telephone Service (\$7,296). In accordance with IRS guidelines and University policy in effect at the time, certain University employees were reimbursed for the cost of their cellular telephone service for business purposes; this reimbursement (which included taxes) was treated as taxable income to the employee. Consistent with changes in IRS guidelines and University policy, this practice was discontinued after calendar year 2010.

Component B: Deferred Compensation (IRC 457(b)) (\$16,500). This is a long-term savings plan established to provide certain key employees with retirement benefits in addition to those provided under the University's basic retirement plans.

Component C: Basic Employer Retirement Contribution - Taxable Portion (\$9,157). This amount represents the taxable portion of the University's contribution to an employee's retirement. (See Row IV, Component A below for more detail.)

Component D: Retirement Restoration (\$77,583). If an employee's annual compensation is greater than the limit for calculating retirement benefits (\$245,000 for 2009), the University calculates the amount that would have been contributed by the University had there been no limitation and distributes this amount as directed by the employee.

Component E: Personal Umbrella Liability Insurance (\$2,625). The University provides personal property and liability insurance coverage for employees who are required to live in University housing.

Component F: Supplemental Life Insurance (\$3,201). The University maintained a supplemental life insurance plan for certain key employees. This plan was discontinued during calendar year 2010.

Row IV: Retirement and Other Reportable Compensation

Component A: Basic Employer Contribution to 403(b) Retirement Plan (\$23,349). Under the University's 403(b) retirement plan, the employee contributes 3% of base salary and the University contributes an amount equal to a percentage of the employee's base salary based on the employee's age and salary. For employees who are 50 years of age and above, the University contributes 9% of base salary up to an "integration level" (\$35,900 in 2009) plus 14% of the amount of base salary above the integration level. Should the calculated amount of the University's contribution exceed the amount allowed to be contributed tax-free under IRS regulations, the excess amount is paid to the employee as taxable income. (See Row III, Component C above.) All non-student employees working at least 50% of a full-time schedule and with an appointment of at least nine months are eligible to participate in this plan after completing two years of service.

Row V: Nontaxable Benefits

Component A: University-Provided Housing (\$257,447). The reported value represents the estimated fair market rental value of the residence provided to President Brown, based on an independent opinion of value and without any allocation or reduction for University use of the premises.

Component B: Medical and Dental Insurance (\$15,138). All regular employees who work 75% time or more and have an appointment of at least nine months are eligible for medical and dental insurance coverage. A variety of plan options are offered by the University to cover employees and their families.

Component C: Travel Accident Insurance (\$2) provides protection in the event of injury or death while traveling on authorized University business. All regular employees working full-time with appointments of at least nine months are enrolled in this plan on the first day of employment.

Component D: Long-Term Disability Insurance (\$157) is designed to provide a continuing income to employees and their families if an employee is unable to work for longer than six months because of a total or partial disability. Regular employees working full-time with appointments of at least nine months are eligible to participate in this plan after completing three years of continuous full-time service.

Trustees of Boston University
 04-2103547
 Massachusetts Form PC, Schedule EC-1
 CEO Name: President Robert A. Brown
 Question 2 Addendum, Calendar Year 2009

	A	B	C	D	E	F	G
Legend for Row III:	Cellular Telephone Service	Deferred Compensation (IRC 457(b))	Basic Employer Retirement Contribution - Taxable Portion	Retirement Restoration	Personal Umbrella Liability Insurance	Supplemental Life Insurance	Group Life Insurance - Taxable Portion
Legend for Row IV:	Basic Employer Contribution to 403(b) Retirement Plan	Supplemental Retirement Plan					
Legend for Row V:	University-Provided Housing	Medical and Dental Insurance	Travel Accident Insurance	Long-Term Disability Insurance	Group Life Insurance		

	Component A	Component B	Component C	Component D	Component E	Component F	Component G	Total, All Components
Calendar Year 2009								
I. Base Compensation	i. 729,853							729,853
	ii.							
II. Bonus and Incentive Compensation	i. N/A							
	ii.							
III. Other Reportable Compensation	i. 7,295	16,500	9,157	77,583	2,625	3,201		116,361
	ii.							
IV. Retirement and Other Reportable Compensation	i. 23,349							23,349
	ii.							
V. Nontaxable Benefits	i. 257,447	15,138	2	157				272,744
	ii.							
Total								1,142,307

Trustees of Boston University

04-2103547

Massachusetts Form PC, Schedule EC-1

CEO Name: President Robert A. Brown

Question 2 Addendum, Calendar Year 2010

Row I: Base Compensation

Component A: As determined by the Board of Trustees in accordance with established policy and procedures.

Row II: Bonus and Incentive Compensation

Component A: Not applicable.

Row III: Other Reportable Compensation

Component A: Cellular Telephone Service (\$4,830). In accordance with IRS guidelines and University policy in effect at the time, certain University employees were reimbursed for the cost of their cellular telephone service for business purposes; this reimbursement (which included taxes) was treated as taxable income to the employee. Consistent with changes in IRS guidelines and University policy, this practice was discontinued after calendar year 2010.

Component B: Deferred Compensation (IRC 457(b)) (\$16,500). This is a long-term savings plan established to provide certain key employees with retirement benefits in addition to those provided under the University's basic retirement plan.

Component C: Basic Employer Retirement Contribution - Taxable Portion. Not applicable.

Component D: Retirement Restoration (\$68,600). If an employee's annual compensation is greater than the limit for calculating retirement benefits (\$245,000 for 2010), the University calculates the amount that would have been contributed by the University had there been no limitation and distributes this amount as directed by the employee.

Component E: Personal Umbrella Liability Insurance (\$2,250). The University provides personal property and liability insurance coverage for employees who are required to live in University housing.

Component F: Supplemental Life Insurance (\$1,134). The University maintained a supplemental life insurance plan for certain key employees. This plan was discontinued during calendar year 2010.

Component G: Group Life Insurance - Taxable Portion (\$2,384). All regular employees who work full-time and have an appointment of at least nine months are eligible for group life insurance coverage equal to one times annual salary, and they may enroll in additional coverage up to five times annual salary at their own cost. Under IRS regulations, the value of employer-provided coverage greater than \$50,000 is taxable to the employee.

Row IV: Retirement and Other Reportable Compensation

Component A: Basic Employer Contribution to 403(b) Retirement Plan (\$32,540). Under the University's 403(b) retirement plan, the employee contributes 3% of base salary and the University contributes an amount equal to a percentage of the employee's base salary based on the employee's age and salary. For employees who are 50 years of age and above, the University contributes 9% of base salary up to an "integration level" (\$35,200 in 2010) plus 14% of the amount of base salary above the integration level. All non-student employees working at least 50% of a full-time schedule and with an appointment of at least nine months are eligible to participate in this plan after completing two years of service.

Row V: Nontaxable Benefits

Component A: University-Provided Housing (\$261,419). The reported value represents the estimated fair market rental value of the residence provided to President Brown, based on an independent opinion of value and without any allocation or reduction for University use of the premises.

Component B: Medical and Dental Insurance (\$16,245). All regular employees who work 75% time or more and have an appointment of at least nine months are eligible for medical and dental insurance coverage. A variety of plan options are offered by the University to cover employees and their families.

Component C: Travel Accident Insurance (\$2) provides protection in the event of injury or death while traveling on authorized University business. All regular employees working full-time with appointments of at least nine months are enrolled in this plan on the first day of employment.

Trustees of Boston University

04-2103547

Massachusetts Form PC, Schedule EC-1

CEO Name: President Robert A. Brown

Question 2 Addendum, Calendar Year 2010 (continued)

Component D: Long-Term Disability Insurance (\$157) is designed to provide a continuing income to employees and their families if an employee is unable to work for longer than six months because of a total or partial disability. Regular employees working full-time with appointments of at least nine months are eligible to participate in this plan after completing three years of continuous full-time service.

Component E: Group Life Insurance (\$921). All regular employees who work full-time and have an appointment of at least nine months are eligible for group life insurance coverage equal to one times annual salary. The first \$50,000 of this coverage is non-taxable.

Trustees of Boston University
 04-2103547
 Massachusetts Form PC, Schedule EC-1
 CEO Name: President Robert A. Brown
Question 2. Addendum, Calendar Year 2010

	A	B	C	D	E	F	G
<i>Legend for Row III:</i>	Cellular Telephone Service	Deferred Compensation (IRC 457(b))	Basic Employer Retirement Contribution - Taxable Portion	Retirement Restoration	Personal Umbrella Liability Insurance	Supplemental Life Insurance	Group Life Insurance - Taxable Portion
<i>Legend for Row IV:</i>	Basic Employer Contribution to 403(b) Retirement Plan	Supplemental Retirement Plan					
<i>Legend for Row V:</i>	University-Provided Housing	Medical and Dental Insurance	Travel Accident Insurance	Long-Term Disability Insurance	Group Life Insurance		

	Component A	Component B	Component C	Component D	Component E	Component F	Component G	Total, All Components
Calendar Year 2010								
I. Base Compensation	i. 734,349							734,349
	ii.							
II. Bonus and Incentive Compensation	i. N/A							
	ii.							
III. Other Reportable Compensation	i. 4,829	16,500	N/A	68,600	2,250	1,134	2,384	95,697
	ii.							
IV. Retirement and Other Reportable Compensation	i. 32,540							32,540
	ii.							
V. Nontaxable Benefits	i. 261,419	16,245	2	157	921			278,744
	ii.							
Total								1,141,330

Trustees of Boston University

04-2103547

Massachusetts Form PC, Schedule EC-1

CEO Name: President Robert A. Brown

Question 2 Addendum, Calendar Year 2011

Row I: Base Compensation

Component A: As determined by the Board of Trustees in accordance with established policy and procedures.

Row II: Bonus and Incentive Compensation

Component A: Not applicable.

Row III: Other Reportable Compensation

Component A: Cellular Telephone Service. Not applicable.

Component B: Deferred Compensation (IRC 457(b)) (\$16,500). This is a long-term savings plan established to provide certain key employees with retirement benefits in addition to those provided under the University's basic retirement plan.

Component C: Basic Employer Contribution to Retirement Plan - Taxable Portion. Not applicable.

Component D: Retirement Restoration (\$69,286). If an employee's annual compensation is greater than the limit for calculating retirement benefits (\$245,000 for 2011), the University calculates the amount that would have been contributed by the University had there been no limitation and distributes this amount as directed by the employee.

Component E: Personal Umbrella Liability Insurance (\$2,473). The University provides personal property and liability insurance coverage for employees who are required to live in University housing.

Component F: Supplemental Life Insurance. Not applicable.

Component G: Group Life Insurance - Taxable Portion (\$5,318). All regular employees who work full-time and have an appointment of at least nine months are eligible for group life insurance coverage equal to one times annual salary, and they may enroll in additional coverage up to five times annual salary at their own cost. Under IRS regulations, the value of employer-provided coverage greater than \$50,000 is taxable to the employee.

Row IV: Retirement and Other Reportable Compensation

Component A: Basic Employer Contribution to 403(b) Retirement Plan (\$32,540). Under the University's 403(b) retirement plan, the employee contributes 3% of base salary and the University contributes an amount equal to a percentage of the employee's base salary based on the employee's age and salary. For employees who are 50 years of age and above, the University contributes 9% of base salary up to an "integration level" (\$35,200 in 2011) plus 14% of the amount of base salary above the integration level. All non-student employees working at least 50% of a full-time schedule and with an appointment of at least nine months are eligible to participate in this plan after completing two years of service.

Component B: Supplemental Retirement Plan (\$223,524). Under a supplemental retirement plan, on August 1, 2011, President Brown received a credit equal to 30% of his base salary for the preceding 12-month period. Subject to certain conditions, President Brown's rights in the plan will become vested on August 1, 2015.

Row V: Nontaxable Benefits

Component A: University-Provided Housing (\$261,419). The reported value represents the estimated fair market rental value of the residence provided to President Brown, based on an independent opinion of value and without any allocation or reduction for University use of the premises.

Component B: Medical and Dental Insurance (\$17,314). All regular employees who work 75% time or more and have an appointment of at least nine months are eligible for medical and dental insurance coverage. A variety of plan options are offered by the University to cover employees and their families.

Component C: Travel Accident Insurance (\$2) provides protection in the event of injury or death while traveling on authorized University business. All regular employees working full-time with appointments of at least nine months are enrolled in this plan on the first day of employment.

Component D: Long-Term Disability Insurance (\$116) is designed to provide a continuing income to employees and their families if an employee is unable to work for longer than six months because of a total or partial disability. Regular employees working full-time with appointments of at least nine months are eligible to participate in this plan after completing three years of continuous full-time service.

Trustees of Boston University

04-2103547

Massachusetts Form PC, Schedule EC-1

CEO Name: President Robert A. Brown

Question 2 Addendum, Calendar Year 2011 (continued)

Component E: Group Life Insurance (\$1,136). All regular employees who work full-time and have an appointment of at least nine months are eligible for group life insurance coverage equal to one times annual salary. The first \$50,000 of this coverage is non-taxable.

Trustees of Boston University
 04-2103547
 Massachusetts Form PC, Schedule EC-1
 CEO Name: President Robert A. Brown
Question 2 Addendum, Calendar Year 2011

	A	B	C	D	E	F	G
<i>Legend for Row III:</i>	Cellular Telephone Service	Deferred Compensation (IRC 457(b))	Basic Employer Retirement Contribution - Taxable Portion	Retirement Restoration	Personal Umbrella Liability Insurance	Supplemental Life Insurance	Group Life Insurance - Taxable Portion
<i>Legend for Row IV:</i>	Basic Employer Contribution to 403(b) Retirement Plan	Supplemental Retirement Plan					
<i>Legend for Row V:</i>	University-Provided Housing	Medical and Dental Insurance	Travel Accident Insurance	Long-Term Disability Insurance	Group Life Insurance		

	Component A	Component B	Component C	Component D	Component E	Component F	Component G	Total, All Components
Calendar Year 2011								
I. Base Compensation	i. 752,732							752,732
	ii.							
II. Bonus and Incentive Compensation	i. N/A							
	ii.							
III. Other Reportable Compensation	i. N/A	16,500	N/A	69,286	2,473	N/A	5,318	93,577
	ii.							
IV. Retirement and Other Reportable Compensation	i. 32,540	223,524						256,064
	ii.							
V. Nontaxable Benefits	i. 261,419	17,314	2	116	1,136			279,987
	ii.							
Total								1,382,360

APPENDIX T: BRANDEIS UNIVERSITY

BRANDEIS UNIVERSITY

JANUARY 31, 2013 SUBMISSION TO THE
NON-PROFIT ORGANIZATIONS/PUBLIC CHARITIES DIVISION
MASSACHUSETTS OFFICE OF THE ATTORNEY GENERAL

Form PC, Schedule EC (CEO)

All questions are with regard to your organization's chief executive officer, and are made for the period beginning January 1, 2009 and ending December 31, 2011. Please refer to the Form PC instructions for definitions of terms (including "Related Organization", "Related Party", and "Termination of Employment or Change of Control Compensatory Arrangement").

1. *For the three relevant calendar years, please provide compensation information on the attached Schedule EC-1.*

Please see attached.

2. *For each calendar year, please describe the nature of each compensation component and provide an explanation with regard to how and when any forms of contingent compensation (e.g., deferred compensation, incentive compensation, and retirement) accrue, vest, and are (or will be) paid; please make reference to the relevant row and column of Schedule EC-1. If any contingent compensation amount is reported in more than one year, please indicate (i.e., identify double-reported amounts) and describe the reasons for doing so.*

Please see attached.

3. *For each calendar year, please list any loans or loan guarantees initiated or existing between your organization (or a Related Organization) and your chief executive officer.*

None.

4. *To the extent that your organization used an independent compensation consultant in establishing the compensation of your chief executive officer, please identify the compensation consultant by name, and the name of the company or firm for which the compensation consultant works.*

Ray Cotton, ML Strategies
Martin L. Katz, Frederic W. Cook & Co., Inc.

5. *How often is your chief executive officer's compensation reviewed for reasonableness?*

The President's compensation is generally reviewed for reasonableness at the time of an initial contract and at contract renewal or amendment.

6. *Does your organization's policy, procedure, and approach to setting compensation for other members of your senior management team differ substantially from its policy, procedure, and approach to setting the compensation of your chief executive officer? If so, please provide a brief explanation of any differences.*

The University's procedure in setting compensation for several of the other most senior officers is substantially similar to the process used for setting compensation for the President, which includes preparation of a compensation review by an independent consultant and trustee review and approval. The President is responsible for approving compensation for the remaining senior officers.

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Brandeis University	Jehuda Reinharz

Calendar Year 2009	Component A	Component B	Component C	Component D	Component E	Component F	Component G	Component H	Total, All Components
I. Base Compensation	i. 487,352	-	-	-	-	-	-	-	487,352
	ii. -	-	-	-	-	-	-	-	-
II. Bonus and Incentive Compensation	i. -	-	-	-	-	-	-	-	-
	ii. -	-	-	-	-	-	-	-	-
III. Other Reportable Compensation	i. 16,110	15,240	4,085	15,034	2,000	1,225	26,139	21,624	101,457
	ii. -	-	-	-	-	-	-	-	-
IV. Retirement and Other Reportable Compensation	i. 24,500	801,290	-	-	-	-	-	-	825,790
	ii. -	-	-	-	-	-	-	-	-
V. Nontaxable Benefits	i. 10,730	825	1,440	750	28,478	68,000	11,579	-	121,802
	ii. -	-	-	-	-	-	-	-	-
Total									1,536,401

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

Form PC, Schedule EC-2

Name of Organization: Brandeis University

For each calendar year, please describe the nature of each compensation component and provide an explanation with regard to how and when any forms of contingent compensation (e.g. deferred compensation, incentive compensation, and retirement) accrue, vest, and are (or will be) paid; please make reference to the relevant row and column of Schedule EC-1. If any contingent compensation amount is reported in more than one year, please indicate (i.e. identify double-reported amounts) and describe the reasons for doing so.

Calendar Year 2009

CEO Name: Jehuda Reinharz

- I. Base Compensation
 - Component A: Base salary paid

- II. Bonus and Incentive Compensation
 - None

- III. Other Reportable Compensation
 - Component A: Health insurance benefit (taxable)
 - Component B: Life insurance benefit (taxable)
 - Component C: Additional life insurance benefit (taxable)
 - Component D: Personal value of housekeeping services
 - Component E: Health club
 - Component F: Personal value of automobile benefit
 - Component G: Financial advisors and legal services fee
 - Component H: Tax gross-up on additional life insurance benefit, personal value of housekeeping services, automobile benefit, and financial advisors and legal services fee

- IV. Retirement and Other Reportable Compensation
 - Component A: Employer contribution to 403(b) plan
 - Component B: Deferred compensation retirement arrangement designed to provide a pension benefit upon termination of service. The increase in the actuarial value of the retirement arrangement is accrued and reported annually on the Form 990. No amounts were vested or paid during calendar year 2009. The arrangement vests on January 1, 2014.

- V. Nontaxable Benefits
 - Component A: Health insurance benefit
 - Component B: Dental insurance benefit
 - Component C: Life insurance benefit
 - Component D: Disability insurance
 - Component E: Long term care
 - Component F: Rental value of president's house
 - Component G: Employee contribution to health insurance/dental insurance/supplemental life insurance/FSA benefit

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Brandeis University	Jehuda Reinharz (President until December 31, 2010)

Calendar Year 2010	Component A	Component B	Component C	Component D	Component E	Component F	Component G	Component H	Component I	Component J	Component K	Total, All Components
I. Base Compensation	i. 486,442	-	-	-	-	-	-	-	-	-	-	486,442
	ii. -	-	-	-	-	-	-	-	-	-	-	-
II. Bonus and Incentive Compensation	i. -	-	-	-	-	-	-	-	-	-	-	-
	ii. -	-	-	-	-	-	-	-	-	-	-	-
III. Other Reportable Compensation	i. 17,182	15,240	5,365	5,893	15,300	932	3,675	115,138	46,429	28,772	32,921	286,847
	ii. -	-	-	-	-	-	-	-	-	-	-	-
IV. Retirement and Other Reportable Compensation	i. 19,053	-	-	-	-	-	-	-	-	-	-	19,053
	ii. -	-	-	-	-	-	-	-	-	-	-	-
V. Nontaxable Benefits	i. 11,481	825	1,440	750	28,746	68,000	12,489	-	-	-	-	123,731
	ii. -	-	-	-	-	-	-	-	-	-	-	-
Total												916,073

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

Form PC, Schedule EC-2
Name of Organization: Brandeis University

For each calendar year, please describe the nature of each compensation component and provide an explanation with regard to how and when any forms of contingent compensation (e.g. deferred compensation, incentive compensation, and retirement) accrue, vest, and are (or will be) paid; please make reference to the relevant row and column of Schedule EC-1. If any contingent compensation amount is reported in more than one year, please indicate (i.e. identify double-reported amounts) and describe the reasons for doing so.

Calendar Year 2010

CEO Name: Jehuda Reinharz (President until December 31, 2010)

- I. Base Compensation
 - Component A: Base salary paid

- II. Bonus and Incentive Compensation
 - None

- III. Other Reportable Compensation
 - Component A: Health insurance benefit (taxable)
 - Component B: Life insurance benefit (taxable)
 - Component C: Additional life insurance benefit (taxable)
 - Component D: Additional retirement benefit (taxable)
 - Component E: Personal value of housekeeping services
 - Component F: Health club
 - Component G: Personal value of automobile benefit
 - Component H: Accrued vacation
 - Component I: Financial advisors and legal services fee
 - Component J: Automobile lease buyout/purchase
 - Component K: Tax gross-up on additional life insurance benefit, personal value of housekeeping services, personal value of automobile benefit, and financial advisors and legal services fee

- IV. Retirement and Other Reportable Compensation
 - Component A: Employer contribution to 403(b) plan

- V. Nontaxable Benefits
 - Component A: Health insurance benefit
 - Component B: Dental insurance benefit
 - Component C: Life insurance benefit
 - Component D: Disability insurance
 - Component E: Long term care
 - Component F: Rental value of president's house
 - Component G: Employee contribution to health insurance/dental insurance/supplemental life insurance/FSA benefit

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization		CEO Name
Brandeis University		Frederick Lawrence (President as of January 1, 2011)

Calendar Year 2011	Component A	Component B	Component C	Component D	Component E	Component F	Component G	Component H	Total, All Components
i. Base Compensation	539,446	-	-	-	-	-	-	-	539,446
ii.	-	-	-	-	-	-	-	-	-
III. Bonus and Incentive Compensation	-	-	-	-	-	-	-	-	-
ii.	-	-	-	-	-	-	-	-	-
i. Other Reportable Compensation	29,417	60,000	11,369	10,000	3,525	5,250	41,935	4,902	166,397
ii.	-	-	-	-	-	-	-	-	-
IV. Retirement and Other Reportable Compensation	24,500	-	-	-	-	-	-	-	24,500
ii.	-	-	-	-	-	-	-	-	-
V. Nontaxable Benefits	12,388	867	1,432	714	15,137	-	-	-	30,538
ii.	-	-	-	-	-	-	-	-	-
Total									760,881

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

Form PC, Schedule EC-2
Name of Organization: Brandeis University

For each calendar year, please describe the nature of each compensation component and provide an explanation with regard to how and when any forms of contingent compensation (e.g. deferred compensation, incentive compensation, and retirement) accrue, vest, and are (or will be) paid; please make reference to the relevant row and column of Schedule EC-1. If any contingent compensation amount is reported in more than one year, please indicate (i.e. identify double-reported amounts) and describe the reasons for doing so.

Calendar Year 2011

CEO Name: Frederick Lawrence (President as of January 1, 2011)

- I. Base Compensation
 - Component A: Base salary paid

- II. Bonus and Incentive Compensation
 - None

- III. Other Reportable Compensation
 - Component A: Additional retirement benefit (taxable)
 - Component B: Housing
 - Component C: Housekeeping services
 - Component D: Furniture rental
 - Component E: Personal value of automobile benefit
 - Component F: Parking expenses
 - Component G: Tax gross-up on housing, housekeeping services, furniture rental, personal value of automobile benefit, and parking expenses
 - Component H: Life insurance benefit (taxable)

- IV. Retirement and Other Reportable Compensation
 - Component A: Employer contribution to 403(b) plan

- V. Nontaxable Benefits
 - Component A: Health insurance benefit
 - Component B: Dental insurance benefit
 - Component C: Life insurance benefit
 - Component D: Disability insurance
 - Component E: Employee contribution to health insurance/dental insurance/supplemental life insurance/FSA benefit

APPENDIX U: HARVARD UNIVERSITY

HARVARD UNIVERSITY FORM PC, SCHEDULE EC (CEO) RESPONSE TO QUESTIONS

ITEM 1:

Attached is a Form PC, Schedule EC-1 with respect to the compensation of Harvard's President, Drew Gilpin Faust, for each of calendar years 2009, 2010 and 2011.

ITEM 2:

The entire compensation for each calendar year is from Harvard University, so that the Schedules EC-1 do not contain entries in subrows for each row.

Row I, Base Compensation, Component A, is the base salary of Drew Faust for the calendar year. Components B, C and D represent the pre-tax deductions taken by the President for medical coverage, dental coverage and qualified parking.

Row II, Bonus and Incentive Compensation. No such amounts were paid during the years at issue.

Row III, Other Reportable Compensation, consists of imputed income on contributions by Harvard with respect to the President related to Basic Life Insurance (Component A) and additional Contributory Life Insurance (Component B).

Row IV, Retirement and Other Reportable Compensation, consists of the amounts contributed for each calendar year by Harvard University on behalf of the President under The 1973 Retirement Income Plan for Teaching Faculty (the "1973 Plan"). The 1973 Plan is a qualified retirement plan requiring monthly contributions on behalf of the President equal to 10% of the President's salary up to the Social Security wage base (\$106,800 for the years at issue) and 15% of her salary over the wage base (to the annual compensation limit of \$245,000 for each of 2009, 2010 and 2011). The President is fully vested in the contributed amounts, which are paid upon retirement, death, total disability or severance from employment.

Row V, Nontaxable Benefits, consists of the University's contributions on behalf of the President to Harvard's Health Plan (Component A), Dental Plan (Component B), and Basic Life Insurance (Component C), the President's total pre-tax deductions as noted above in Components B, C and D of Row 1 (Component D) and the value of housing provided to the President as a condition of her employment (Component E).

ITEM 3:

An education loan of \$61,000 under Harvard's Mortgage and Educational Loan Program was extended by the University to the President's spouse in January 2003 for the education of

their dependents, of which the following amounts remained outstanding at June 30 of each calendar year:

2009 - \$14,000
2010 - \$8,000
2011 - \$0

ITEM 4:

Harvard University did not utilize an independent compensation consultant in establishing the compensation of the President for 2009, 2010, or 2011, although it did utilize surveys provided by management consultants.

ITEM 5:

The compensation of the President is reviewed annually for reasonableness.

ITEM 6:

Harvard University's policy, procedure, and approach in setting the compensation for other members of the senior management team does not differ substantially from its policy, procedure and approach in setting the compensation of the President, with the exception that the President does not participate in the setting of her own compensation, as she does in setting the compensation of others

President and Fellows of Harvard College
 Massachusetts Office of the Attorney General
 Executive Compensation Oversight Project

Form PC, Schedule EC-1
 CEO NAME: Drew Gilpin Faust

Calendar Year 2009	Component A	Component B	Component C	Component D	Component E	Total, All Components
I. Base Compensation	710,000	(1,752)	(192)	(2,065)	-	705,991
II. Bonus and Incentive Compensation	-	-	-	-	-	-
III. Other Reportable Compensation	2,416	5,790	-	-	-	8,206
IV. Retirement and Other Reportable Compensation	31,410	-	-	-	-	31,410
V. Nontaxable Benefits	3,776	355	141	4,009	120,671	128,952
Total						874,559

Legend		
I. Base Compensation (i)(A)	Regular Salary	710,000
I. Base Compensation (i)(B)	Employee Pre-Tax Medical Deductions	(1,752)
I. Base Compensation (i)(C)	Employee Pre-Tax Dental Deductions	(192)
I. Base Compensation (i)(D)	Employee Pre-Tax Parking Deductions	(2,065)
III. Other Reportable Compensation (i)(A)	Imputed Income on Basic Life Insurance	2,416
III. Other Reportable Compensation (i)(B)	Imputed Income on Contributory Life Insurance	5,790
IV. Retirement (i)(A)	Employer 401(a) Contribution	31,410
V. Nontaxable Benefits (i)(A)	Employer Medical Plan Contribution	3,777
V. Nontaxable Benefits (i)(B)	Employer Dental Plan Contribution	355
V. Nontaxable Benefits (i)(C)	Employer Basic Life Contribution	141
V. Nontaxable Benefits (i)(D)	Employee pre-tax deductions	4,009
V. Nontaxable Benefits (i)(E)	Personal Value of Housing	120,671
Total		874,559

President and Fellows of Harvard College
 Massachusetts Office of the Attorney General
 Executive Compensation Oversight Project

Form PC, Schedule EC-1
 CEO NAME: Drew Gilpin Faust

Calendar Year 2010	Component A	Component B	Component C	Component D	Component E	Total, All Components
I. Base Compensation	i. 710,000	(1,824)	(192)	(2,270)	-	705,714
	ii. -	-	-	-	-	-
II. Bonus and Incentive Compensation	i. -	-	-	-	-	-
	ii. -	-	-	-	-	-
III. Other Reportable Compensation	i. 2,415	5,865	-	-	-	8,280
	ii. -	-	-	-	-	-
IV. Retirement and Other Reportable Compensation	i. 31,410	-	-	-	-	31,410
	ii. -	-	-	-	-	-
V. Nontaxable Benefits	i. 4,237	362	141	4,286	120,901	129,927
	ii. -	-	-	-	-	-
Total						875,331

Legend		
I. Base Compensation (i)(A)	Regular Salary	710,000
I. Base Compensation (i)(B)	Employee Pre-Tax Medical Deductions	(1,824)
I. Base Compensation (i)(C)	Employee Pre-Tax Dental Deductions	(192)
I. Base Compensation (i)(D)	Employee Pre-Tax Parking Deductions	(2,270)
III. Other Reportable Compensation (i)(A)	Imputed Income on Basic Life Insurance	2,416
III. Other Reportable Compensation (i)(B)	Imputed Income on Contributory Life Insurance	5,865
IV. Retirement (i)(A)	Employer 401(a) Contribution	31,410
V. Nontaxable Benefits (i)(A)	Employer Medical Plan Contribution	4,236
V. Nontaxable Benefits (i)(B)	Employer Dental Plan Contribution	362
V. Nontaxable Benefits (i)(C)	Employer Basic Life Contribution	141
V. Nontaxable Benefits (i)(D)	Employee pre-tax deductions	4,286
V. Nontaxable Benefits (i)(E)	Personal Value of Housing	120,901
Total		875,331

President and Fellows of Harvard College
 Massachusetts Office of the Attorney General
 Executive Compensation Oversight Project

Form PC, Schedule EC-1
 CEO NAME: Drew Gilpin Faust

Calendar Year 2011	Component A	Component B	Component C	Component D	Component E	Total, All Components
i. Base Compensation	725,000	(1,920)	(204)	(2,435)	-	720,441
ii.	-	-	-	-	-	-
II. Bonus and Incentive Compensation	-	-	-	-	-	-
ii.	-	-	-	-	-	-
III. Other Reportable Compensation	2,475	5,865	325	-	-	8,665
ii.	-	-	-	-	-	-
IV. Retirement and Other Reportable Compensation	31,410	-	-	-	-	31,410
ii.	-	-	-	-	-	-
V. Nontaxable Benefits	4,440	363	141	4,559	129,715	139,218
ii.	-	-	-	-	-	-
Total						899,734

Legend		
i. Base Compensation (i)(A)	Regular Salary	725,000
i. Base Compensation (i)(B)	Employee Pre-Tax Medical Deductions	(1,920)
i. Base Compensation (i)(C)	Employee Pre-Tax Dental Deductions	(204)
i. Base Compensation (i)(D)	Employee Pre-Tax Parking Deductions	(2,435)
III. Other Reportable Compensation (i)(A)	Imputed Income on Basic Life Insurance	2,475
III. Other Reportable Compensation (i)(B)	Imputed Income on Contributory Life Insurance	5,865
III. Other Reportable Compensation (i)(C)	Special Agreement - US Air Lounge Membership	325
IV. Retirement (i)(A)	Employer 401(a) Contribution	31,410
V. Nontaxable Benefits (i)(A)	Employer Medical Plan Contribution	4,440.00
V. Nontaxable Benefits (i)(B)	Employer Dental Plan Contribution	363.12
V. Nontaxable Benefits (i)(C)	Employer Basic Life Contribution	141.00
V. Nontaxable Benefits (i)(D)	Employee pre-tax deductions	4,559.45
V. Nontaxable Benefits (i)(E)	Personal Value of Housing	129,714.76
Total		899,734

APPENDIX V: MASSACHUSETTS INSTITUTE OF TECHNOLOGY

Form PC, Schedule EC (CEO)

Question 1

For the three relevant calendar years, please provide compensation information on the attached Schedule EC-1.

Response

See Tab 1

Question 2

For each calendar year, please describe the nature of each component and provide an explanation with regard to how and when any forms of contingent compensation (e.g., deferred compensation, incentive compensation, and retirement) accrue, vest, and are (or will be) paid; please make reference to the relevant row and column of Schedule EC-1. If any contingent compensation amount is reported in more than one year, please indicate (i.e., identify double-reported amounts) and describe the reasons for doing so.

Response

Description of Components

I. Base Compensation

Component A: Gross Annual Salary

II. Bonus and Incentive Compensation

None.

III. Other Reportable Compensation

Component A: Deferred Compensation Account. The President has a fully vested nonforfeitable interest in a deferred compensation account, including any investment earnings or losses thereon. The figure set forth was a contribution by MIT into that account.

Component B: Pension Match Supplement. The Pension Match Supplement is a non-pensionable supplement amount equal to 10% of the excess of salary over the compensation limit set by the Internal Revenue Code for calculating retirement benefits provided annually to benefits eligible employees, including the President, who earn

pensionable compensation in excess of the current year's annual compensation limit as determined by the IRS.

Component C: MIT includes in the President's taxable income an amount for expenses related to housekeeping services for that portion of the MIT owned residence occupied by the President's family as a condition of her employment.

Component D: Supplemental Retirement Annuity. MIT provided the President with an annual retirement benefit. The President did not receive any payment from this retirement benefit in 2011. Payment of the benefit commences July 1, 2016. The figure set forth, \$170,637, reflects the vested percentage of the present value of the benefit payment stream over the President's lifetime.

IV. Retirement and Other Reportable Compensation

Component A: MIT's Basic Pension Plan is a defined benefit pension plan that provides a monthly benefit to benefits eligible employees, including the President, upon retirement that is predetermined by a formula based on the employee's earnings history, length of service and age. Employees hired before July 1, 2011 are fully vested in the Plan immediately.

Component B: MIT's Supplemental Pension Plan (401(k)) is a defined contribution plan in which MIT provides a dollar for dollar match of the employee's contributions, up to 5% of an employee's annual pay, within specified IRS regulatory limits. MIT employees are immediately 100% vested in the value of their account, including the employee's contributions, the MIT match and investments returns associated with these contributions.

V. Nontaxable Benefits

Component A: MIT offers a Group Health and Medical Insurance plan providing health and medical insurance coverage for all benefits eligible employees at MIT.

Component B: MIT offers a Dental Insurance plan providing dental insurance coverage for all benefits eligible employees at MIT.

Component C: MIT offers Group Life and Disability Insurance plans providing life and long term disability insurance coverage for all benefits eligible employees at MIT.

Component D: MIT offers post-retirement medical insurance coverage to all benefits eligible employees.

Component E: Eligible members of the MIT faculty are provided with a children's scholarship benefit in which MIT will pay 100% of the tuition for a faculty member's

child to attend MIT and 50% of MIT's tuition for a faculty member's child to attend another institution of higher education.

Component F: MIT requires the President to live in an MIT owned home in Cambridge on the MIT campus as a condition of employment for the convenience of the Institute. IRS rules require MIT to estimate a value for such use and to include the value in the President's total compensation as a noncash, nontaxable benefit.

Question 3

For each calendar year, please list any loans or loan guarantees initiated or existing between your organization (or a Related Organization) and your chief executive officer.

Response

None.

Question 4

To the extent that your organization used an independent compensation consultant in establishing the compensation of your chief executive officer, please identify the compensation consultant by name, and the name of the company or firm for which the compensation consultant works.

Response

MIT did not use the services of any independent compensation consultant when establishing the compensation for its President at the time of her hire. MIT did retain Pearl Meyer & Partners in 2010 to assist in the development of a retention compensation component to her compensation package.

Question 5

How often is your chief executive officer's compensation reviewed for reasonableness?

Response

The annual salary of the President is reviewed annually.

Question 6

Does your organization's policy, procedure, and approach to setting compensation for other members of your senior management team differ substantially from its policy, procedure, and approach to setting the compensation of your chief executive officer?

Response

No.

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Massachusetts Institute of Technology	Susan Hockfield

Calendar Year 2009	Component A	Component B	Component C	Component D	Component E	Total, All Components
I. Base Compensation	i. \$642,466					\$642,466
	ii.					
II. Bonus and Incentive Compensation	i.					
	ii.					
III. Other Reportable Compensation	i. \$100,000	\$41,247	\$19,810			\$161,057
	ii.					
IV. Retirement and Other Reportable Compensation	i. \$27,685	\$12,250				\$39,935
	ii.					
V. Nontaxable Benefits	i. \$11,124	\$648	\$804	\$2,963	\$68,250	\$83,789*
	ii.					
Total						\$927,247

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

*The total for all nontaxable benefits reported on this form is lower in an immaterial amount (by approximately \$ 4,000) from the total amount for nontaxable benefits previously reported on MIT's Form 990 for 2009.

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Massachusetts Institute of Technology	Susan Hockfield

Calendar Year 2010	Component A	Component B	Component C	Component D	Component E	Total, All Components
I. Base Compensation	i. \$664,733					
	ii.					
II. Bonus and Incentive Compensation	i.					
	ii.					
III. Other Reportable Compensation	i. \$125,000	\$39,747	\$15,753			
	ii.					
IV. Retirement and Other Reportable Compensation	i. \$41,405	\$12,250				
	ii.					
V. Nontaxable Benefits	i. \$11,484	\$708	\$99	\$3,621	\$19,470	Continued on next page
	ii.					
Total						

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Massachusetts Institute of Technology	Susan Hockfield

Calendar Year 2010	Component F	Component G	Component H	Component I	Component J	Total, All Components
I. Base Compensation	i.					\$664,733
	ii.					
II. Bonus and Incentive Compensation	i.					
	ii.					
III. Other Reportable Compensation	i.					\$180,500
	ii.					
IV. Retirement and Other Reportable Compensation	i.					\$53,655
	ii.					
V. Nontaxable Benefits	i.	\$68,250				\$103,632*
	ii.					
Total						\$1,002,520

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

*The total for all nontaxable benefits reported on this form is lower in an immaterial amount (by approximately \$4,000) from the numbers previously reported for all nontaxable benefits on MIT's Form 990 for 2010.

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Massachusetts Institute of Technology	Susan Hockfield

Calendar Year 2011	Component A	Component B	Component C	Component D	Component E	Total, All Components
I. Base Compensation	i.	\$704,500.02				\$704,500.02
	ii.					
II. Bonus and Incentive Compensation	i.					
	ii.					
III. Other Reportable Compensation	i.	\$125,000	\$43,548.62	\$6,870.25	\$170,637	\$346,055.87
	ii.					
IV. Retirement and Other Reportable Compensation	i.	\$29,400	\$12,250			\$41,650.00
	ii.					
V. Nontaxable Benefits	i.	\$12,528	\$732	\$99	\$3,621.20	\$20,230
	ii.					\$37,210.20*
Total						\$1,129,416.09**

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

*Nontaxable Benefits for 2011 does not include an amount for Component F as the assessment for the value for the President's residence has not been completed as of 1/31/13.
 **All component parts reported for 2011 are preliminary and may be subject to change until the filing of Form 990.

APPENDIX W: NORTHEASTERN UNIVERSITY

Form PC, Schedule EC (CEO)

All questions are with regard to your organization's chief executive officer, and are made for the period beginning January 1, 2009 and ending December 31, 2011. Please refer to the Form PC instructions for definitions of terms (including "Related Organization", "Related Party", and "Termination of Employment or Change of Control Compensatory Arrangement").

1. For the three relevant calendar years, please provide compensation information on the attached Schedule EC-1.
Response: please see attached completed Schedule EC's for 2009 and 2010.
2. For each calendar year, please describe the nature of each compensation component and provide an explanation with regard to how and when any forms of contingent compensation (e.g., deferred compensation, incentive compensation, and retirement) accrue, vest, and are (or will be) paid; please make reference to the relevant row and column of Schedule EC-1. If any contingent compensation amount is reported in more than one year, please indicate (i.e.; identify double-reported amounts) and describe the reasons for doing so. Response: please see explanation sheets attached to each Schedule EC.
3. For each calendar year, please list any loans or loan guarantees initiated or existing between your organization (or a Related Organization) and your chief executive officer. Response: none.
4. To the extent that your organization used an independent compensation consultant in establishing the compensation of your chief executive officer, please identify the compensation consultant by name, and the name of the company or firm for which the compensation consultant works. Response: Northeastern University utilizes Towers Watson for advice on executive compensation matters. The principal advisor is the Towers Watson office practice leader for executive compensation.
5. How often is your chief executive officer's compensation reviewed for reasonableness? Response: The reasonableness of the President's compensation is reviewed, at a minimum, on an annual basis.
6. Does your organization's policy, procedure, and approach to setting compensation for other members of your senior management team differ substantially from its policy, procedure, and approach to setting the Response: The process is similar for all. The Compensation Committee considers a wide array of metrics, comparators, institutional goals and market elements in order to help them set compensation for officers and senior administrators.

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Northeastern University	Joseph E Aoun

Calendar Year 2009,	Component A	Component B	Component C	Component D	Component E	Total, All Components
I. Base Compensation	638,226					638,226
II. Bonus and Incentive Compensation	177,800					177,800
III. Other Reportable Compensation	2,650	40,000				42,650
IV. Retirement and Other Reportable Compensation	32,250	24,500				56,750
V. Nontaxable Benefits	101,035					101,035
Total						1,016,461

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows Columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as

President Aoun
CY09

Breakdown of W-2 Compensation - Schedule J

Name	Column (b)(i) Base Compensation	Column (b)(ii) Bonus & Incentive compensation	Column (b)(iii) Other reportable compensation	Column c Deferred Compensation	Column (d) Nontaxable benefits	Column (e) Total of Columns (b)(i)-(d)	Compensation reported in prior form 990
Aoun, Joseph E.	\$638,226	\$177,800	\$42,650	\$56,750	\$101,035	\$1,016,460	

sum (b) +(ii)+iii:
Box 5 W2: \$858,676 858675.76

Base Compensation
Regular earnings \$638,226

= \$645,000 - \$9,096.24 + \$2,322
includes regular earnings, minus pre-tax contributions to medical/dental/FSA accounts, plus taxable group life

Bonus & Incentive compensation

End of FY Bonus none given in 2009; was paid in Jan 2010

Payment of Long Term Incentive \$177,800
Total \$177,800

Other reportable compensation

Auto Taxable Amt \$2,650
Contribution over IRS Limit \$40,000
Total \$42,650

Deferred Compensation

Basic 403(b) University contribution \$32,250 new LTI plan; 6 months accrual
Total \$24,500
\$56,750

Nontaxable benefits - University contributions

Executive Life \$1,295
Medical \$13,350
Life \$486
Dental \$875
Long Term Disability \$1,000
LTD 403(b) \$233
Employee contributions to pre-tax medical, dental, & FSA \$9,096
Rental Value of Housing \$74,700
Total \$101,035

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Northeastern University	Joseph E Aoun

Calendar Year 2010	Component A	Component B	Component C	Component D	Component E	Total All Components
I. Base Compensation	i. 652,161					652,161
	ii.					
II. Bonus and Incentive Compensation	i. 80,000	85,000				165,000
	ii.					
III. Other Reportable Compensation	i. 57,750	2,650				60,400
	ii.					
IV. Retirement and Other Reportable Compensation	i. 67,000	24,500				91,500
	ii.					
V. Nontaxable Benefits	i. 100,449					100,449
	ii.					
Total						1,069,510

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows Columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

President Aoun
CY10

Breakdown of W-2 Compensation - Schedule J

Name	Column (b)(i) Base Compensation	Column (b)(ii) Bonus & Incentive compensation	Column (b)(iii) Other reportable compensation	Column c Deferred Compensation	Column (d) Nontaxable benefits	Column (e) Total of Columns (b)-(d)	Compensation reported in prior form 990
Aoun, Joseph E.	\$652,161	\$165,000	\$60,400	\$91,500	\$100,449	\$1,069,511	

sum (b) i+ii+iii: \$877,561
Box 5 W2: 877561.24

Base Compensation
Regular earnings \$652,161
= \$657,500 - \$7660.80 + \$2,322
includes regular earnings, minus pre-tax contributions to medical/dental/FSA accounts, plus taxable group life

Bonus & Incentive compensation
End of FY Bonus \$165,000
2009 bonus paid in Jan 2010; 2010 bonus paid June 2010 (\$80,000 + \$85,000)

Total \$165,000

Other reportable compensation
Auto Taxable Amt \$2,650
Contribution over IRS Limit \$57,750
Total \$60,400

Deferred Compensation
Basic 403(b) University contribution \$67,000 LTI plan; 12 months accrual based on 10% of salary
\$24,500
\$91,500

Nontaxable benefits - University contributions
Executive Life \$1,295
Medical \$14,151
Life \$486
Dental \$924
Long Term Disability \$1,000
LTD 403(b) \$233
Employee contributions to pre-tax medical, dental, & FSA \$7,661
Rental Value of Housing \$74,700
Total \$100,449

IN RECOGNITION OF PRESIDENT AOUN'S EXTRAORDINARY ACHIEVEMENTS, AND TO ENSURE HIS CONTINUED SERVICE AS PRESIDENT, THE BOARD OF TRUSTEES UNANIMOUSLY AGREED TO PROVIDE HIM WITH A \$2.0 MILLION RETIREMENT BENEFIT THAT HE WILL RECEIVE IN FULL WHEN HE CONCLUDES HIS SERVICE AT NORTHEASTERN. THIS ELEMENT OF PRESIDENT AOUN'S COMPENSATION PACKAGE WILL BE INCLUDED IN SCHEDULE J, PART II, COLUMN (B) (III) OF THE 2011 FORM 990 AS "OTHER REPORTABLE COMPENSATION."

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 9990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, through you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

Form PC, Schedule EC-1

Rev. 12/2012

APPENDIX X: SUFFOLK UNIVERSITY

Suffolk University – Responses to Form PC, Schedule EC (CEO)
January 31, 2013

Form PC, Schedule EC (CEO)

All questions are with regard to your organization's chief executive officer, and are made for the period beginning January 1, 2009 and ending December 31, 2011. Please refer to the Form PC instructions for definitions of terms (including "Related Organization", "Related Party", and "Termination of Employment or Change of Control Compensatory Arrangement").

Responses

1. In response to this request, Suffolk University refers you to the attached Schedules EC-1.
2. In response to this request, Suffolk University refers you to the attached Schedule EC-1 for 2010, which identifies each compensation component, including contingent compensation accrued on behalf of or paid to David Sargent.
3. No loans or loan guarantees were initiated or existed between Suffolk University and its President in 2009, 2010 and 2011.
4. ML Strategies assisted with establishing the compensation for David Sargent. Collegiate Enterprise Solutions assisted with establishing the compensation for Barry Brown in his capacity as Acting President.
5. Based on the compensation study conducted by ML Strategies, an independent compensation consultant, and market data from comparable institutions, Suffolk University's Board of Trustees determined that compensation paid to David Sargent was reasonable at the time the employment agreement was made effective. In similar manner, based on the compensation study conducted by Collegiate Enterprise Solutions, an independent compensation consultant, and market data from comparable institutions, Suffolk University's Board of Trustees determined that compensation paid to Barry Brown related to his services as Acting President was reasonable at the time that the compensation was made effective.
6. Suffolk University establishes that compensation for other members of its senior management team is reasonable at the time the compensation is approved, as determined by reference to market data from comparable institutions.

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Suffolk University	David Sargent

Calendar Year 2009	Component A Distribution from 457(f) non-qualified deferred compensation plan	Component B Compensation in lieu of life insurance	Component C Auto – parking and lease	Component D Non-qualified pension	Component E Health/Dental premiums	Component F Contribution to 457(f) non-qualified deferred compensation plan	Component G Employer Contribution to 403(b) retirement plan	Component I Annual Base	Total, All Components
I. Base Compensation	i.							464,798	464,798
	ii.								
II. Bonus and Incentive Compensation	i.								
	ii.								
III. Other Reportable Compensation	i.	725,000	12,441	19,782	(4,895)				817,328
	ii.								
IV. Retirement and Other Reportable Compensation	i.					159,000	22,050		181,050
	ii.								
V. Nontaxable Benefits	i.				18,611				18,611
	ii.								
Total									1,481,787

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Suffolk University	David Sargent

Calendar Year 2010	Component C Auto - parking and lease	Component E Health/Dental premiums	Component F Contribution to 457(f) non-qualified deferred compensation plan	Component G Employer Contribution to 403(b) retirement plan	Component H Severance	Component I Annual Base	Total, All Components
I. Base Compensation	i.				96,657	370,465	467,122
	ii.						
II. Bonus and Incentive Compensation	i.						
	ii.						
III. Other Reportable Compensation	i.	14,980					
	ii.		(4,932)				10,048
IV. Retirement and Other Reportable Compensation	i.		159,000	22,050			181,050
	ii.						
V. Nontaxable Benefits	i.				18,680		18,680
	ii.						
Total							676,900

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (f) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Suffolk University	Barry Brown ¹

Calendar Year 2011	Component C Auto – parking and allowance	Component E Health/Dental premiums	Component G Employer Contribution to 403(b) retirement plan	Component I Annual Base	Component J Acting President Stipend	Component L Group Term Life	Component M Health Club Dues	Total, All Components
I. Base Compensation	i.			400,000	239,167			639,167
	ii.							
II. Bonus and Incentive Compensation	i.							
	ii.							
III. Other Reportable Compensation	i.	17,360				762	3,300	15,424
	ii.							
IV. Retirement and Other Reportable Compensation	i.		22,050					22,050
	ii.							
V. Nontaxable Benefits	i.		23,419					23,419
	ii.							
Total								700,060

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990 Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

¹ Barry Brown assumed responsibilities as Acting President in October 2010, but he did not receive compensation for such duties until 2011.

APPENDIX Y: TUFTS UNIVERSITY

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Trustees of Tufts College	Lawrence S. Bacow

Calendar Year 2009	Component A	Component B	Component C	Component D	Component E	Total, All Components
I. Base of Compensation	i.	631,904				631,904
	ii.					
II. Bonus and Incentive Compensation	i.					
	ii.					
III. Other Reportable Compensation	i.					
	ii.					
IV. Retirement and Other Reportable Compensation	i.	31,410	16,500			47,910
	ii.					
V. Nontaxable Benefits	i.	43,836	9,629	6,114		59,579
	ii.					
Total						739,393

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990, Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Trustees of Tufts College	Lawrence S. Bacow

Calendar Year 2010	<u>Component A</u>	<u>Component B</u>	<u>Component C</u>	<u>Component D</u>	<u>Component E</u>	Total, All Components
I. Base of Compensation	i. 634,781					634,781
	ii.					
II. Bonus and Incentive Compensation	i.					
	ii.					
III. Other Reportable Compensation	i. 50,000	3,052				53,052
	ii.					
IV. Retirement and Other Reportable Compensation	i. 31,410	16,500				47,910
	ii.					
V. Nontaxable Benefits	i. 41,037	10,316			6,569	57,922
	ii.					
Total						793,665

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990, Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Trustees of Tufts College	Lawrence S. Bacow

Calendar Year 2011	<u>Component A</u>	<u>Component B</u>	<u>Component C</u>	<u>Component D</u>	<u>Component E</u>	Total, All Components
I. Base of Compensation						373,687
	i. 373,687					
	ii.					
II. Bonus and Incentive Compensation						
	i.					
	ii.					
III. Other Reportable Compensation						1,773,441
	i. 1,765,000	5,678	2,763			
	ii.					
IV. Retirement and Other Reportable Compensation						41,035
	i. 31,410	9,625				
	ii.					
V. Nontaxable Benefits						35,590
	i. 23,940	7,512	4,138			
	ii.					
Total						2,223,753

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990, Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

2. For each calendar year, please describe the nature of each compensation component and provide an explanation with regard to how and when any forms of contingent compensation (e.g., deferred compensation, incentive compensation, and retirement) accrue, vest, and are (or will be) paid; please make reference to the relevant row and column of Schedule EC-1. If any contingent compensation amount is reported in more than one year, please indicate (i.e., identify double –reported amounts) and describe the reasons for doing so.

2009	Bacow, Lawrence S.	Description
Component A	I. Base Compensation	Regular salary
	II. Bonus and Incentive	
	III. Other Reportable Compensation	
	IV. Retirement and Other Reportable Compensation	401(a) Pension benefit (Employer funded)
	V. Nontaxable Benefits	Employer-required housing
Component B	I. Base Compensation	
	II. Bonus and Incentive	
	III. Other Reportable Compensation	
	IV. Retirement and Other Reportable Compensation	457(b) Officer Plan (Employer contribution)
	V. Nontaxable Benefits	Health & insurance benefits (Employer funded)
Component C	I. Base Compensation	
	II. Bonus and Incentive	
	III. Other Reportable Compensation	
	IV. Retirement and Other Reportable Compensation	
	V. Nontaxable Benefits	Pre-tax health benefits (Employee funded)
Component D	I. Base Compensation	
	II. Bonus and Incentive	
	III. Other Reportable Compensation	
	IV. Retirement and Other Reportable Compensation	
	V. Nontaxable Benefits	
Component E	I. Base Compensation	
	II. Bonus and Incentive	
	III. Other Reportable Compensation	
	IV. Retirement and Other Reportable Compensation	
	V. Nontaxable Benefits	

2010	Bacow, Lawrence S.	Description
Component A	I. Base Compensation	Regular salary
	II. Bonus and Incentive	
	III. Other Reportable Compensation	Payment for housekeeping expenses – Benefit gross-up
	IV. Retirement and Other Reportable Compensation	401(a) Pension benefit (Employer funded)
	V. Nontaxable Benefits	Employer-required housing
Component B	I. Base Compensation	
	II. Bonus and Incentive	
	III. Other Reportable Compensation	Imputed income - Life insurance
	IV. Retirement and Other Reportable Compensation	457(b) Officer Plan (Employer contribution)
	V. Nontaxable Benefits	Health & insurance benefits (Employer funded)

2. For each calendar year, please describe the nature of each compensation component and provide an explanation with regard to how and when any forms of contingent compensation (e.g., deferred compensation, incentive compensation, and retirement) accrue, vest, and are (or will be) paid; please make reference to the relevant row and column of Schedule EC-1. If any contingent compensation amount is reported in more than one year, please indicate (i.e., identify double –reported amounts) and describe the reasons for doing so.

2010	Bacow, Lawrence S.	Description
Component C	I. Base Compensation	
	II. Bonus and Incentive	
	III. Other Reportable Compensation	
	IV. Retirement and Other Reportable Compensation	
	V. Nontaxable Benefits	Pre-tax health benefits (Employee funded)
Component D	I. Base Compensation	
	II. Bonus and Incentive	
	III. Other Reportable Compensation	
	IV. Retirement and Other Reportable Compensation	
	V. Nontaxable Benefits	
Component E	I. Base Compensation	
	II. Bonus and Incentive	
	III. Other Reportable Compensation	
	IV. Retirement and Other Reportable Compensation	
	V. Nontaxable Benefits	

2011	Bacow, Lawrence S.	Description
Component A	I. Base Compensation	Regular salary
	II. Bonus and Incentive	
	III. Other Reportable Compensation	End of service payment
	IV. Retirement and Other Reportable Compensation	401(a) Pension benefit (Employer funded)
	V. Nontaxable Benefits	Employer-required housing
Component B	I. Base Compensation	
	II. Bonus and Incentive	
	III. Other Reportable Compensation	Taxable health insurance premiums (Employer funded)
	IV. Retirement and Other Reportable Compensation	457(b) Officer Plan (Employer contribution)
	V. Nontaxable Benefits	Health & insurance benefits (Employer funded)
Component C	I. Base Compensation	
	II. Bonus and Incentive	
	III. Other Reportable Compensation	Imputed income - Life insurance
	IV. Retirement and Other Reportable Compensation	
	V. Nontaxable Benefits	Pre-tax health benefits (Employee funded)
Component D	I. Base Compensation	
	II. Bonus and Incentive	
	III. Other Reportable Compensation	
	IV. Retirement and Other Reportable Compensation	
	V. Nontaxable Benefits	

2. For each calendar year, please describe the nature of each compensation component and provide an explanation with regard to how and when any forms of contingent compensation (e.g., deferred compensation, incentive compensation, and retirement) accrue, vest, and are (or will be) paid; please make reference to the relevant row and column of Schedule EC-1. If any contingent compensation amount is reported in more than one year, please indicate (i.e., identify double –reported amounts) and describe the reasons for doing so.

2011	Bacow, Lawrence S.	Description
Component E	I. Base Compensation	
	II. Bonus and Incentive	
	III. Other Reportable Compensation	
	IV. Retirement and Other Reportable Compensation	
	V. Nontaxable Benefits	

3. For each calendar year, please list any loans or loan guarantees initiated or existing between your organization (or a Related Organization) and your chief executive officer.

N/A

4. To the extent that your organization used an independent compensation consultant in establishing the compensation of your chief executive officer, please identify the compensation consultant by name, and the name of the company or firm for which the compensation consultant works.

Attorney Raymond Cotton, ML Strategies

Tufts University purchased an executive compensation survey from Towers Watson (formerly Towers Perrin).

5. How often is your chief executive officer's compensation reviewed for reasonableness?

The Board of Trustees Compensation Committee performs an annual performance evaluation of the president including a review of compensation.

6. Does your organization's policy, procedure, and approach to setting compensation for other members of your senior management team differ substantially from its policy, procedure, and approach to setting the compensation of your chief executive officer? If so, please provide a brief explanation of any differences.

No

Form PC, Schedule EC-1

Please provide the following information with regard to your chief executive officer's compensation; there are three pages, one for each of calendar years 2009, 2010, and 2011.

Name of Organization	CEO Name
Trustees of Tufts College	Anthony P. Monaco

Calendar Year 2011	Component A	Component B	Component C	Component D	Component E	Total, All Components
I. Base of Compensation	i. 250,170					250,170
	ii.					
II. Bonus and Incentive Compensation	i.					
	ii.					
III. Other Reportable Compensation	i. 50,000	6,993	674	13,562		71,229
	ii.					
IV. Retirement and Other Reportable Compensation	i. 31,410	2,938				34,348
	ii.					
V. Nontaxable Benefits	i. 17,100	2,714	851			20,665
	ii.					
Total						376,412

Instructions: The categories of compensation in rows I. through V. above correspond to columns (B)(i) through (D) on Form 990, Schedule J, Part II. To the extent that any of the figures in those columns on Schedule J, Part II are comprised of component parts, please provide the amounts for each of the component parts. This Schedule EC-1 shows columns for five components, though you may have more or fewer components. If you have more than five components, please provide a spreadsheet using the same format as this Schedule EC-1. As with Form 990, Schedule J, Part II, subrow (i) is for reporting compensation from your organization and subrow (ii) is for reporting compensation from related organizations (as that term is used in the Form 990).

2. For each calendar year, please describe the nature of each compensation component and provide an explanation with regard to how and when any forms of contingent compensation (e.g., deferred compensation, incentive compensation, and retirement) accrue, vest, and are (or will be) paid; please make reference to the relevant row and column of Schedule EC-1. If any contingent compensation amount is reported in more than one year, please indicate (i.e., identify double –reported amounts) and describe the reasons for doing so.

2011	Monaco, Anthony P.	Description
Component A	I. Base Compensation	Regular Salary
	II. Bonus and Incentive	
	III. Other Reportable Compensation	Tuition reimbursement for children
	IV. Retirement and Other Reportable Compensation	401(a) Pension benefit (Employer funded)
	V. Nontaxable Benefits	Employer-required housing
Component B	I. Base Compensation	
	II. Bonus and Incentive	
	III. Other Reportable Compensation	Long-term disability premium – Benefit gross-up
	IV. Retirement and Other Reportable Compensation	457(b) Officer Plan (Employer contribution)
	V. Nontaxable Benefits	Health & insurance benefits (Employer funded)
Component C	I. Base Compensation	
	II. Bonus and Incentive	
	III. Other Reportable Compensation	Imputed income - Life insurance
	IV. Retirement and Other Reportable Compensation	
	V. Nontaxable Benefits	Pre-tax health benefits (Employee funded)
Component D	I. Base Compensation	
	II. Bonus and Incentive	
	III. Other Reportable Compensation	457 (b) Officer plan (Employee contribution)
	IV. Retirement and Other Reportable Compensation	
	V. Nontaxable Benefits	
Component E	I. Base Compensation	
	II. Bonus and Incentive	
	III. Other Reportable Compensation	
	IV. Retirement and Other Reportable Compensation	
	V. Nontaxable Benefits	

3. For each calendar year, please list any loans or loan guarantees initiated or existing between your organization (or a Related Organization) and your chief executive officer.

N/A

4. To the extent that your organization used an independent compensation consultant in establishing the compensation of your chief executive officer, please identify the compensation consultant by name, and the name of the company or firm for which the compensation consultant works.

Tufts University purchased an executive compensation survey from Towers Watson (formerly Towers Perrin).

5. How often is your chief executive officer's compensation reviewed for reasonableness?

The Board of Trustees Compensation Committee performs an annual performance evaluation of the president including a review of compensation.

6. Does your organization's policy, procedure, and approach to setting compensation for other members of your senior management team differ substantially from its policy, procedure, and approach to setting the compensation of your chief executive officer? If so, please provide a brief explanation of any differences.

No

ADDITIONAL ORGANIZATIONS

HARVARD MANAGEMENT COMPANY

ISO NEW ENGLAND

The following information has been reproduced as it was submitted.

APPENDIX Z: HARVARD MANAGEMENT COMPANY

January 31, 2013

Form PC, Schedule EC (CEO)

Organization: Harvard Management Company, Inc. (“HMC” or the “Company”). HMC is organized and operated exclusively to support President and Fellows of Harvard College (“Harvard”) by providing investment management for the university’s endowment and other long-term investment funds. Substantially all of these funds are managed by HMC on a pooled basis in Harvard’s General Investment Account (“GIA”).

Chief Executive Officer: Jane L. Mendillo (“CEO”)

1. Attached are Schedules EC-1 for each of the three calendar years ended December 31, 2009, 2010 and 2011. Please note that because HMC has not yet filed the IRS Form 990 for its fiscal year ended June 30, 2012 (which will include the CEO’s calendar year 2011 compensation), the amounts reported for 2011 reflect the anticipated Form 990 filing.

2. The headings used for Schedules EC-1 are intended to describe the nature of each component listed. All insurance-related amounts are paid by HMC under its employee insurance plans. As all compensation to the CEO is paid by HMC, no entries on Schedules EC-1 have been made in the subrows provided. Additional explanations are as follows:

2009.

I. Base Compensation represents the CEO’s base salary as established under the original offer letter for her employment (see Response No. 4).

II. Bonus and Incentive Compensation represents the payment of a bonus after her first fiscal year of service as provided in her offer letter.

III(a). Social Club Dues represent dues paid by the CEO and reimbursed by HMC in order to permit the CEO to obtain favorable-rate lodging at local-area Harvard Clubs when traveling on HMC business.

IV(a). Pension Plan (Employer Contribution) represents HMC’s contribution in respect of the CEO to a Section 401(a) qualified retirement plan. Under the plan, HMC’s total contributions for the year are calculated as 10% of salary up to the annual compensation limit of \$245,000 for each of 2009, 2010 and 2011, with monthly contributions in respect of the CEO first starting during the course of 2009. The plan provides for graded 5-year vesting. The CEO is fully vested as a result of her years of service at HMC prior to her rehiring in 2008. The plan provides for payment of benefits at retirement and significantly limits the opportunities for in-service payments in accordance with Section 401(a) of the Internal Revenue Code.

IV(b). Deferred Compensation reflects, in accordance with Schedule J of the IRS Form 990, the ratable accrual of a minimum bonus provided for in the CEO’s offer letter to be paid during calendar year 2010 after two years of service to HMC. This amount previously reported as deferred compensation was included in the CEO’s bonus compensation reported on HMC’s

Form 990 filed for the fiscal year ended June 30, 2011, and therefore is being reported as “Bonus and Incentive Compensation” on the attached Schedule EC-1 for 2010. As such, the amount is being “double-counted,” having been reported in each of the separate years of accrual and payment.

2010. Please see explanations for comparable items for 2009, which remain the same except as follows:

II. Bonus and Incentive Compensation represents the payment of a guaranteed minimum bonus provided for in the CEO’s offer letter (see Response No. 4) after the completion of two years of service to HMC. As required by Schedule J of the IRS Form 990, a ratably accrued portion of this bonus was reported previously as deferred compensation of HMC’s Form 990 filed for the fiscal year ended June 30, 2010, and this ratable accrual is reflected as “Deferred Compensation” on the attached Schedule EC-1 for 2009.

2011. Please see explanations for comparable items for 2009, which remain the same except as follows:

II. Bonus and Incentive Compensation reflects a management bonus, determined and approved by the HMC Board of Directors, in the amount of \$3,850,000 with respect to HMC’s fiscal year ended June 30, 2011, and an investment performance bonus in the amount of \$337,102 with respect to the performance of the GIA for such fiscal year, in accordance with the HMC Compensation Plan (see Response No. 6).

3. There are no loans initiated or existing between HMC and the CEO.

4. Ms. Mendillo became CEO of HMC on July 1, 2008. (She had previously worked in a number of roles at HMC between 1987 and 2001, following which she served as Chief Investment Officer of Wellesley College from 2002 to 2008.) The CEO was hired as the result of a worldwide search throughout the broader investment management industry conducted by a committee of HMC Directors. There were several candidates for the position. The Committee was assisted by the global executive search firm of Spencer Stuart, which, as part of its services, provided advice as to the level of compensation necessary to attract a desirable candidate to HMC. The Committee also took into account the level and structure of the compensation paid to the CEO’s immediate two predecessors, comparative investment industry compensation data obtained every year by the Company, and data concerning compensation paid to the endowment management heads at certain other comparator universities, in determining the amount of compensation to be offered to and agreed with the CEO. An offer letter from HMC accepted by the CEO established her base salary as well as minimum guaranteed bonuses for HMC’s fiscal years ended June 30, 2009 (“FY 2009”) and June 30, 2010 (“FY 2010”), and established a framework for her compensation in subsequent fiscal years. The arrangement of contractually prescribed compensation for the first two fiscal years of service reflected the desire of the HMC Board of Directors to provide the CEO with a sufficient period of time to establish herself and initiate any desired changes in the Company and the GIA. The contemplated framework for subsequent years included, in addition to salary, the opportunity for the CEO to earn both

investment-based and non-investment-based bonuses based on formulae and criteria to be determined by the Board.

In the Spring of 2010 HMC engaged Alan Johnson of Johnson Associates to assess the market competitiveness of the HMC Compensation Plan and to consider possible incremental changes to the plan. Mr. Johnson's findings and observations were made available to the HMC Board of Directors and the Finance and Compensation Committee of the Board (the "FCC") in June of 2010. (Please see Response No. 6 for further information relating to the HMC Compensation Plan.)

5. All HMC employees who are eligible for an investment performance bonus, including the CEO, and all other senior officials of HMC have their compensation reviewed for reasonableness at least twice during the course of each fiscal year. At the start of the fiscal year, the CEO prepares a set of terms (a "one-pager") for each of these employees that establishes both base salary and the parameters for the employee's eligibility for a management bonus (if any) and a formula-driven investment performance bonus (if any). The base salary and parameters for the CEO's bonus potential are determined by the Chairman of the HMC Board. All one-pagers are then in turn reviewed by the FCC and, with a report from the FCC, the full Board of HMC.

Under the terms of the HMC Compensation Plan, the HMC Board of Directors must approve all bonuses, including investment performance bonuses calculated in accordance with the applicable formulae and parameters established in the one-pagers. Following the close of each fiscal year, the FCC and the full Board of Directors in turn review and approve the proposed bonus payments to all senior officials and maintain the discretion to revise or eliminate any bonus amount. This process takes place in September with respect to persons receiving investment performance bonuses that are then calculable and in December with respect to persons receiving investment performance bonuses the calculation of which depends upon additional final investment performance information. Any bonuses for the CEO are considered as part of the December cycle.

For FY 2009 and FY 2010, the CEO's compensation consisted of salary plus a guaranteed bonus or a guaranteed minimum bonus under the terms of the CEO's offer letter. As such, the guaranteed amounts were not technically subject to the twice-annual review program in place for HMC compensation. As a practical matter, however, the CEO's bonus compensation for those years was reviewed by the HMC Board and FCC alongside of the proposed bonuses for other employees in December 2009 and December 2010.

6. All compensation at HMC is subject to the HMC Compensation Plan. The plan sets forth common elements of compensation for all employees as well as the separate structures for bonuses that are potentially payable to six categories of employees: the CEO, the Heads of the Investment "Platforms" (currently two individuals), Designated Executives (currently the Chief Operating Officer and the Chief Risk Officer), Investment Professionals, Senior Support Staff and General Bonus Pool. As a result of this treatment of compensation, the policy, procedure and approach to setting the CEO's compensation bear much in common with the policy, procedure and approach applied to other senior employees. Certain points should be noted, however:

- Whereas the CEO acts to establish the salary, bonus potential and final discretionary bonuses for other senior employees (subject to approval by the FCC and the full Board), this role is played by the HMC Board Chair and the Chair of the FCC with respect to the CEO's compensation.
- The hallmark of the HMC Compensation Plan is to align the interests of HMC investment professionals with the investment goals of HMC/Harvard by providing for, as a significant part of their total compensation, if earned, formula-driven bonuses based on investment performance in excess of that of an appropriate benchmark ("relative performance"). HMC believes that its relative performance system, while fairly unique in both the investment management industry and the charitable sector, provides superior alignment and, given HMC's approach to investment management, a significantly lower cost of overall investment management for Harvard. Within the relative performance system, there are intended variations in the approach to bonus based on position. Notably, the CEO, COO and CRO receive higher base salaries relative to investment professionals, but their investment performance bonus opportunities, which are scaled according to their respective functions, are smaller than that of a number of such professionals. Another notable difference is that any investment performance bonus of the CEO, COO and CRO is based on investment outperformance relative to the benchmark for the entire GIA, whereas the bonuses for investment professionals are generally based on investment outperformance of the portfolios within the GIA that they manage relative to the respective portfolio benchmarks.
- As a result of the bonus potential of a number of investment professionals managing significant portfolios within the GIA, it is not expected that the CEO's compensation will necessarily be the highest compensation paid by HMC in a given year or even over the course of several years.
- The general protections built into the HMC Compensation Plan with respect to all investment performance bonuses apply to any investment performance bonus paid to the CEO. These features include: a requirement of adequate investment performance over three years to earn the entirety of a bonus initially calculated with respect to any single year (colloquially referred to sometimes as a system of "withholdings" and "clawbacks") and a hard cap on total compensation paid in any year established for each employee with potential to receive an investment performance bonus. Again, there are certain variations in the implementation of the general principles based on function. In this regard, the CEO and certain other senior managers are each assigned two total compensation caps for each fiscal year, with the lower cap acting to further restrict compensation payments to them with respect to any fiscal year in which the absolute return earned by the GIA is negative (regardless of the relative performance of the GIA or any platform or portfolio within the GIA).
- HMC generally does not enter into employment or compensation agreements with individual employees but instead relies on its comprehensive and detailed Compensation Plan. Upon completion of her first two years of service to HMC as CEO, Ms. Mendillo's compensation was no longer governed by the terms of her offer letter and she became subject to the HMC Compensation Plan.

Form PC, Schedule EC-1

Name of Organization	CEO Name
Harvard Management Company	Jane L. Mendillo

Calendar Year 2009	Base Compensation	Bonus and Incentive Compensation	Social Club Dues	Basic Life and AD&D	Disability Insurance	Other (i.e. Worker's Comp/Mass Health Tax/Travel Ins.)	Pension Plan (Employer Contributions)	Deferred Compensation	Medical Insurance	Dental/Vision Insurance	Medical Flexible Spending Account	Group Term Life Insurance	Total, All Components
I. Base Compensation	i. \$ 993,886 ii.												\$ 993,886 n/a
II. Bonus and Incentive Compensation		\$ 2,500,000											\$ 2,500,000 n/a
III. Other Reportable Compensation			\$ 2,061	690 \$	1,225 \$	407							\$ 4,383 n/a
IV. Retirement and Other Reportable Compensation							\$ 12,250	\$ 1,225,000					\$ 1,237,250 n/a
V. Nontaxable Benefits									\$ 15,629	\$ 1,693	\$ 300	\$ 1,242	\$ 18,864 n/a
Total													\$ 4,754,383 n/a

Form PC, Schedule EC-1

Name of Organization	CEO Name
Harvard Management Company	Jane L. Mendillo

Calendar Year 2010	Base Compensation	Bonus and Incentive Compensation	Social Club Dues	Basic Life and AD&D	Disability Insurance	Other (i.e. Worker's Comp/Mass Health Tax/Travel Ins.)	Pension Plan (Employer Contributions)	Medical Insurance	Dental/Vision Insurance	Medical Flexible Spending Account	Group Term Life Insurance	Total, All Components
I. Base Compensation	i. \$ 1,012,261 ii.											\$ 1,012,261 n/a
II. Bonus and Incentive Compensation	i. ii.	\$ 2,500,000										\$ 2,500,000 n/a
III. Other Reportable Compensation	i. ii.		\$ 1,111	\$ 690	\$ 2,070	\$ 407						\$ 4,278 n/a
IV. Retirement and Other Reportable Compensation	i. ii.						\$ 24,500					\$ 24,500 n/a
V. Nontaxable Benefits	i. ii.							\$ 15,629	\$ 1,848	\$ 700	\$ 1,242	\$ 19,419 n/a
Total												\$ 3,560,458 n/a

Form PC, Schedule EC-1

Name of Organization	CEO Name
Harvard Management Company	Jane L. Mendillo

Calendar Year 2011 (Draft)	Base Compensation	Bonus and Incentive Compensation	Social Club Dues	Basic Life and AD&D	Disability Insurance	Group Term Life Insurance	Other (i.e. Worker's Comp/Mass Health Tax/Travel Ins.)	Pension Plan (Employer Contributions)	Medical Insurance	Dental/Vision Insurance	Medical Flexible Spending Account	Total, All Components
I. Base Compensation	i. \$ 1,085,354 ii.											\$ 1,085,354 n/a
II. Bonus and Incentive Compensation	i. ii.	\$ 4,187,102										\$ 4,187,102 n/a
III. Other Reportable Compensation	i. ii.		\$ 1,860	\$ 690	\$ 2,070	\$ 1,242	\$ 523					\$ 6,385 n/a
IV. Retirement and Other Reportable Compensation	i. ii.							\$ 24,500				\$ 24,500 n/a
V. Nontaxable Benefits	i. ii.								\$ 15,629	\$ 1,927	\$ 1,200	\$ 18,756 n/a
Total												\$ 5,322,097 n/a

APPENDIX AA: ISO-NE

Form PC, Schedule EC (CEO)

All questions are with regard to your organization's chief executive officer, and are made for the period beginning January 1, 2009 and ending December 31, 2011. Please refer to the Form PC instructions for definitions of terms (including "Related Organization", "Related Party", and "Termination of Employment or Change of Control Compensatory Arrangement").

All ISO New England Responses are Applicable to Each Year 2009-2011 Unless Otherwise Noted

- 1 For the three relevant calendar years, please provide compensation information on the attached Schedule EC-1.
See attached.
- 2 For each calendar year, please describe the nature of each compensation component and provide an explanation with regard to how and when any forms of contingent compensation (e.g., deferred compensation, incentive compensation, and retirement) accrue, vest, and are (or will be) paid; please make reference to the relevant row and column of Schedule EC-1. If any contingent compensation amount is reported in more than one year, please indicate (i.e., identify double-reported amounts) and describe the reasons for doing so.

Description of Compensation Components on Schedules EC-1				
Row and Column Title	Description of Compensation Component	Accrues	Vests	Paid
I. Base Compensation				
A. Base Comp	Base salary reflecting external competitiveness and individual productivity and internal equity.	biweekly	biweekly	biweekly
B. EE Paid PreTax Health	Employee payment of health care premiums under Section 125	NA	NA	biweekly
C. EE Paid PreTax Dental	Employee payment of dental premiums under Section 125	NA	NA	biweekly
D. EE Paid PreTax FSA	Employee payment into Flexible Spending Account (FSA) under Section 125	NA	Upon payment of an incurred claim	biweekly
E. Taxable LTD	Taxable LTD premium	NA	NA	NA
II. Bonus and Incentive Compensation				
F. Annual Performance Incentive Compensation	One of two incentive plans providing non-fixed payments. An award may be received based on a formula based on organizational performance, individual performance and annual base salary as of December 31 of the plan year, and a job grade-related salary percentage. Organizational performance is measured by the Board of Directors against goals and objectives developed by the Compensation and Human Resources Committee of the Board, other Board Committees and the Board at the start of the plan year. The individual performance of the CEO is evaluated by the Compensation and Human Resources Committee and the Board. The plan reserves the right to reduce or eliminate the plan award if the eligible employee or the organization under-performs or there is a major collapse of the bulk electric power system managed by	NA	At payment	by March 31 following the close of the plan year

	ISO New England.			
G. Long-Term Performance Incentive Compensation	This is the second of two incentive plans providing non-fixed payments. The LTI plan calls for awards to generally be paid out two and one-half years after the close of the plan year if the recipient is still employed (there is an exception for participants age 63 and older as described in the attached ISO New England Long-Term Incentive Plan document; this plan feature is not currently applicable to the CEO.) An award may be received based on a formula of achievement of long-term organizational goals, individual performance, annual base salary as of December 31 of the plan year, and a grade-related salary percentage. The Board assesses the organizational performance and the individual's performance at the end of each plan year, and reassesses the organization's progress toward its long-term goals and objectives two and one half years later immediately prior to pay-out of the LTI Plan award. Organizational performance is measured by the Board of Directors against goals and objectives developed by management and approved by the Board prior to the start of the year. The individual performance of the CEO is evaluated by the Compensation and Human Resources Committee and the Board. As with the Annual Incentive Plan, the Long-Term Incentive Plan reserves the right to reduce or eliminate the plan award if the eligible employee or the organization under-performs or there is a major collapse of the bulk electric power system managed by ISO New England.	Accrues a market-based interest rate from the close of the plan year to July 1 prior to payment two and one-half years later. Interest rates for each plan year have been: 2009 = 1.8% 2010 = 1.0% 2011 = 1.0%	At payment	two and one-half years after the close of the plan year if the recipient is still employed
III. Other Reportable Compensation				
H. Taxable Fringe	Taxable value of a PC Air Card for wireless access while using a Company-issued laptop at off-site locations	NA	NA	Taxed annually
I. Taxable W2GRP (Life)	Taxable Employer and Employee Paid Life Insurance premiums	NA	NA	Paid via monthly premiums
J. Taxable LTD	Employer paid LTD premiums	NA	NA	Paid via monthly premiums
K. Taxable LTD (Contributory)	Employer Paid LTD premiums taxable to the employee	NA	NA	Paid via biweekly deductions
L. Retroactive Pay	In the event a base salary increase became effective in the middle of a bi-weekly pay period, one week of that increase may have been paid as a retroactive amount in the next pay check.	NA	NA	In the next paycheck after the effective date.
IV. Retirement and Other Reportable Compensation				
M. Actuarial Change in Pension Value	Represents the actuarial change in the pension value in the ISO New England qualified retirement plan, during the noted tax year.	incremental value accrues monthly, based on eligible	Benefit vests on completion of five years of	Upon the employee's election to

	Noted in Schedule EC-1 for tax year/for period of : 2011/ December 31, 2010 - December 31, 2011 2010/ December 31, 2009 - December 31, 2010 2009/ December 31, 2008 - December 31, 2009	compensation (up to annual compensation limits for qualified plans), age and Company service	Company service	retire, a monthly annuity payment will begin. Normal retirement age is 65, though an employee may elect a reduced benefit at an earlier age, no earlier than age 55 with 10 years of completed service.
N. (year) LTI Award Earned	The initial value of the LTI award earned (for the noted year), which is paid two and one-half years after the close of the plan year if the recipient is still employed.	NA	at payment	two and one-half years after the close of the plan year if the recipient is still employed.
O. (year) LTI Interest Earned	For the tax year identified on the Schedule EC-1, this is the interest earned during that tax year on a previous year's long term incentive award (for noted year), to be paid in a future year if the conditions for award payment are met.	Accrues from the end of the plan year until July 1 before payment	at payment	two and one-half years after the close of the plan year if the recipient is still employed.
P. (year) LTI Interest Earned	For the tax year identified on the Schedule EC-1, this is the interest earned during that tax year on a previous year's long term incentive award (for noted year), to be paid in a future year if the conditions for award payment are met.	Accrues from the end of the plan year until July 1 before payment	at payment	two and one-half years after the close of the plan year if the recipient is still employed.
Q. Employer contribution to 401(k) plan	Employer 401(k) match contribution to the employee's account.	NA	20% vesting per year, until 100% vested after 5 completed years in the plan	As allowed by 401(k) plan and federal regulations. Added to the employee's account biweekly. Generally paid out to the employee at termination or

				retirement.
V. Nontaxable Benefits				
R. Employer Paid Life Insurance	Employer-paid portion of life insurance premiums.	NA	NA	Paid via monthly premiums
S. EE Paid Pre Tax Health	Employee portion of payment of health care premiums under IRS Section 125	NA	NA	Paid via biweekly payroll deductions
T. EE Paid Pre Tax Dental	Employee portion of payment of dental premiums under IRS Section 125	NA	NA	Paid via biweekly payroll deductions
U. EE Paid Pre Tax FSA	Employee contributions to Flexible Spending Account (FSA) under IRS Section 125	NA	NA	Paid via biweekly payroll deductions
V. Employer Paid LTD	Employer-paid portion of Long Term Disability premiums	NA	NA	Paid via monthly premiums
W. Medical Coverage	Employer-paid portion of medical premiums	NA	NA	Paid via monthly premiums
X. HRA Paid	Health Reimbursement Arrangement (HRA) amounts payable for a portion of the deductible incurred under one of the employer's high deductible health care plans	NA	NA	Paid at the time an eligible medical claim is processed by the health plan carrier
Y. Dental Coverage	Employer-paid portion of dental premiums	NA	NA	Paid via monthly premiums
Z. Vision Coverage	Employer-paid vision care premiums	NA	NA	Paid via monthly premiums
AA. Value of Employer Paid Life Ins (First \$50k)	Value of the first \$50,000 of company-paid life insurance	NA	NA	NA

3 For each calendar year, please list any loans or loan guarantees initiated or existing between your organization (or a Related Organization) and your chief executive officer.

There were no loans or loan guarantees between ISO-NE and the CEO at any time.

4 To the extent that your organization used an independent compensation consultant in establishing the compensation

of your chief executive officer, please identify the compensation consultant by name, and the name of the company or firm for which the compensation consultant works.

Deborah Bilak, Partner
Mercer

- 5 How often is your chief executive officer's compensation reviewed for reasonableness?

ISO New England completes an annual review of reasonableness of executive compensation.

- 6 Does your organization's policy, procedure, and approach to setting compensation for other members of your senior management team differ substantially from its policy, procedure, and approach to setting the compensation of your chief executive officer? If so, please provide a brief explanation of any differences.

The same overall process is used for determining the CEO's compensation and that of other members of the senior management team, except that the Compensation and Human Resources Committee of the Board of Directors reviews the CEO's performance and develops a recommendation for the CEO's compensation. For all other executives, a performance assessment is completed by and compensation recommendations are developed by the senior executive to whom he/she reports, i.e., either the COO or the CEO.

All executive performance evaluations and compensation recommendations then go to the Compensation and Human Resources Committee for review. The Committee considers all compensation recommendations in light of the reasonableness review and opinion prepared by Mercer. The Committee then makes its recommendation to the Board of Directors for approval. The Board of Directors reviews all of this same information and either approves or modifies the compensation.

Name of Organization	CEO Name
ISO New England Inc.	Gordon van Welie

Component	Comp.A	Comp.B	Comp.C	Comp.D	Comp.E	Comp.F	Comp.G	Comp.H	Comp.I	Comp.J	Comp.K	Comp.L	Comp.M	Comp.N	Comp.O	Comp.P	Comp.Q	Comp.R	Comp.S	Comp.T	Comp.U	Comp.V	Comp.W	Comp.X	Comp.Y	Comp.Z	Comp.AA	Comp.AB
	Base Compensation	less: EE Paid Pre-Tax Health	less: EE Paid Pre-Tax FSA	less: EE Paid Pre-Tax FSA	less: Taxable LTD	Annual Performance Incentive Compensation	Long-Term Compensation (LTI) (Note 1)	Taxable Fringe Benefits (Life, Auto, Cell)	Taxable WZGRP (Life)	Taxable LTD (Contributory)	Retrospective Pay (Note 2)	Actuarial Change in Plan Value (Note 2)	2009 LTI Award (Note 1)	2007 LTI Interest (Note 1)	2006 LTI Interest (Note 1)	Employer Contribution to 401(k) plan	Employer Paid Life Ins	EE Paid Pre-Tax Health	EE Paid Pre-Tax Dental	EE Paid Pre-Tax FSA	Employer Paid LTD	Medical Coverage	HRA Paid	Dental Coverage	Value Coverage	Value of Employer Securities (First \$50k)	Total	
I. Base Compensation	548,697	1,119	552	1,560																								545,627
II. Bonus and Incentive Compensation						284,280	212,724																					497,004
III. Other Reportable Compensation								300	883	1,792	298																	3,283
IV. Retirement and Other Reportable Compensation													24,054	8,317	5,736	9,600												339,662
V. Non-taxable Benefits																	1,648				1,777	12,862	1,500	1,173	196			19,117
Total																												1,464,713

Boxes I, III, and V equal what is reported on Form W-2, Box 5, and are reported in columns B) to B) on Schedule J as per the 2009 Form 990 instructions

Note 1: ISO New England maintains a Long-Term Incentive (LTI) Plan for senior management and certain key employees. Per the LTI Plan, participants are awarded a bonus for each year to be paid two and one-half years later, if they are still employed. The bonus is based on individual performance and achievement of corporate goals, and serves as a retention tool. Interest on the awarded amount (2009 rate is 1.8%) accrues following the close of the plan year until two and one-half years later (for 2009 award, interest accrues 1/1/10 - 7/1/12), and is paid when, and if, the bonus is paid. Accordingly, the sums in Comp N, O and P were not paid in 2009 and are double-counted. The amount reported in Comp G (LTI Compensation) represents the 2006 LTI award and interest earned in previous years (1/1/07-7/1/09) and was paid out in 2009, while the amount in Comp N represents the LTI amount awarded for 2009 that is eligible to be paid out in 2012 subject to requirements being met in accordance with the LTI plan. This reporting is based on IRS Form 990, Schedule J instructions.

Note 2: Represents the Actuarial Change in Pension Value between December 31, 2008 and December 31, 2009.

Form PC, Schedule EC-1

Name of Organization ISO New England Inc.	CEO Name Gordon van Wels
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Component	Comp.A	Comp.B	Comp.C	Comp.D	Comp.E	Comp.F	Comp.G	Comp.H	Comp.I	Comp.J	Comp.K	Comp.L	Comp.M	Comp.N	Comp.O	Comp.P	Comp.Q	Comp.R	Comp.S	Comp.T	Comp.U	Comp.V	Comp.W	Comp.X	Comp.Y	Comp.Z	Comp.AA	
Calendar Year 2010	Base Compensation and CEO	Health Pre-Tax	EE Pre-Tax Dental	Health Pre-Tax FSA	Life LTD	Annual Incentive Compensation	Long-Term Incentive Compensation	PCAR Card	WZGRP (Life)	Taxable LTD	Taxable LTD (Contract)	Refractive Pay	Actuarial Pension Value	2010 LTI Award Earned	2009 LTI Award Earned	2009 LTI Earned (Note 1)	Employer Contribution to 401(k) plan	Employer Paid Life Ins	Health Pre-Tax	EE Pre-Tax Dental	EE Paid Pre-Tax FSA	Employer Paid LTD	Medical Coverage	HRA Paid	Dental Coverage	Life Ins	Total	
I. Base Compensation	543,731	1,339	592	2,890	1,713																						538,047	
II. Bonus and Incentive Compensation						307,660	254,368																				542,086	
III. Other Reportable Compensation								300	889	1,738	1,713																4,640	
IV. Retirement and Other Reportable Compensation													43,935	259,482	5,865	5,252	9,800										364,334	
V. Nontaxable Benefits																			1,339	592	2,890		13,636	865	1,173	156	90	19,812
Total																											1,488,891	

Boxes I, III, IV, V, and VI are reported on Form W-2, Box 5 and are reported in columns B(1) to B(6) on Schedule J as per the 2010 Form 990 instructions.

Note 1: ISO New England maintains a Long-Term Incentive (LTI) Plan for senior management and certain key employees. Per the LTI Plan, participants are awarded a bonus for each year to be paid two and one-half years later. If they are still employed, the bonus is based on individual performance and achievement of corporate goals, and serves as a retention tool. Interest on the awarded amount (2010 rate is 1.0%) accrues following the close of the plan year until two and one-half years later (for 2010 award, interest accrues 1/1/11 - 7/1/13), and is paid when, and if, the bonus is paid. Accordingly, the sums in Comp.N, O and P were not paid in 2010 and are double-counted. The amount reported in Comp.G (LTI Compensation) represents the 2007 LTI award and interest earned in previous years (1/1/08-7/1/10) and paid out in 2010, while the amount in Comp.N represents the LTI amount awarded for 2010 that is eligible to be paid out in 2013 subject to requirements being met in accordance with the LTI plan. This reporting is based on IRS Form 990, Schedule J instructions.

Note 2: Represents the Actuarial Change in Pension Value between December 31, 2009 and December 31, 2010.

Form PC, Schedule EC-1

Name of Organization: ISO New England Inc.
 CEO Name: Gordon van Walle

Component	Comp.A	Comp.B	Comp.C	Comp.D	Comp.E	Comp.F	Comp.G	Comp.H	Comp.I	Comp.J	Comp.K	Comp.L	Comp.M	Comp.N	Comp.O	Comp.P	Comp.Q	Comp.R	Comp.S	Comp.T	Comp.U	Comp.V	Comp.W	Comp.X	Comp.Y	Comp.Z	Comp.AA
Calendar Year 2011	Base Compensation	Less: EE Paid Pre-Tax Health	Less: EE Paid Pre-Tax Dental	Less: EE Paid Pre-Tax FSA	Less: EE Paid Pre-Tax LTD	Annual Performance Incentive Compensation	Long-Term Incentive Compensation (LTI) (Book 1)	Long-Term Incentive Compensation (LTI) (Book 2)	Retractive Pay	Actuarial Change in Pension Value (Book 2)	2011 LTI Award (Book 1)	2009 LTI Interest (Book 3)	2010 LTI Interest (Book 1)	Employer Contribution to 401(k) Plan (Book 1)	Employer Paid Life Ins (Book 1)	EE Paid Pre-Tax Health	EE Paid Pre-Tax Dental	EE Paid Pre-Tax FSA	Employer Paid LTD	Medical Coverage	HRA Paid	Dental Coverage	Vision Coverage	Value of Employer Paid (FICA \$50k)	Total		
I. Base Compensation	560,144	4,526	972	3,256	1,681																						553,114
II. Bonus and Incentive Compensation						307,133	289,489																				576,632
III. Other Reportable Compensation								250	918	1,681																	4,526
IV. Retirement and Other Reportable Compensation														86,859	3,067,709	5,346	2,935	9,850									4,107,269
V. Nontaxable Benefits																			1,526	572	3,250						20,652
Total																											1,656,537

Boxes I thru III equal what is reported on Form W-2 Box 5 and are reported in columns B(1) to B(3) on Schedule J as per the 2011 Form 990 instructions

Note 1: ISO New England maintains a Long-Term Incentive (LTI) Plan for senior management and certain key employees. For the LTI Plan, participants are awarded a bonus for each year to be paid two and one-half years later, if they are still employed. The bonus is based on individual performance and achievement of corporate goals, and serves as a retention tool. Interest on the awarded amount (2011 rate is 1.0%). The amount in Comp N represents the LTI amount awarded for 2011 that is eligible to be paid out in 2014, subject to requirements being met in accordance with the LTI plan. This reporting is based on IRS Form 990, Schedule J instructions.

Note 2: Represents the Actuarial Change in Pension Value between December 31, 2010 and December 31, 2011.



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