

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

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

A For the 2011 calendar year, or tax year beginning **JUL 1, 2011** and ending **JUN 30, 2012**

B Check if applicable: <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization SPRINGWELL, INC. Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 307 WAVERLEY OAKS AVE 205 City or town, state or country, and ZIP + 4 WALTHAM, MA 02452 F Name and address of principal officer: RUTH BECKERMAN RODAU 307 WAVERLEY OAKS AVE SUITE 205, WALTHAM, MA	D Employer identification number 04-2616064 E Telephone number (617) 926-4100 G Gross receipts \$ 23,253,638. H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website: ▶ WWW.SPRINGWELL.COM		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 1976 M State of legal domicile: MA

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: SPRINGWELL'S PRIMARY PURPOSE IS TO PLAN, DEVELOP, AND COORDINATE PROGRAMS, AND DELIVER SERVICES																									
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.																									
	3 Number of voting members of the governing body (Part VI, line 1a)	19																								
	4 Number of independent voting members of the governing body (Part VI, line 1b)	19																								
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	123																								
	6 Total number of volunteers (estimate if necessary)	270																								
	7a Total unrelated business revenue from Part VIII, column (C), line 12	0.																								
	b Net unrelated business taxable income from Form 990-T, line 34	0.																								
Revenue		<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th style="text-align: center;">Prior Year</th> <th style="text-align: center;">Current Year</th> </tr> </thead> <tbody> <tr> <td>8 Contributions and grants (Part VIII, line 1h)</td> <td style="text-align: right;">407,570.</td> <td style="text-align: right;">385,170.</td> </tr> <tr> <td>9 Program service revenue (Part VIII, line 2g)</td> <td style="text-align: right;">19,453,098.</td> <td style="text-align: right;">22,862,771.</td> </tr> <tr> <td>10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)</td> <td style="text-align: right;">8,671.</td> <td style="text-align: right;">5,697.</td> </tr> <tr> <td>11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)</td> <td style="text-align: right;">0.</td> <td style="text-align: right;">0.</td> </tr> <tr> <td>12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)</td> <td style="text-align: right;">19,869,339.</td> <td style="text-align: right;">23,253,638.</td> </tr> </tbody> </table>		Prior Year	Current Year	8 Contributions and grants (Part VIII, line 1h)	407,570.	385,170.	9 Program service revenue (Part VIII, line 2g)	19,453,098.	22,862,771.	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	8,671.	5,697.	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0.	0.	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	19,869,339.	23,253,638.						
	Prior Year	Current Year																								
8 Contributions and grants (Part VIII, line 1h)	407,570.	385,170.																								
9 Program service revenue (Part VIII, line 2g)	19,453,098.	22,862,771.																								
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	8,671.	5,697.																								
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0.	0.																								
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	19,869,339.	23,253,638.																								
Expenses		<table border="1" style="width:100%; border-collapse: collapse;"> <tbody> <tr> <td>13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)</td> <td style="text-align: right;">12,772,000.</td> <td style="text-align: right;">16,172,467.</td> </tr> <tr> <td>14 Benefits paid to or for members (Part IX, column (A), line 4)</td> <td style="text-align: right;">0.</td> <td style="text-align: right;">0.</td> </tr> <tr> <td>15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)</td> <td style="text-align: right;">5,241,419.</td> <td style="text-align: right;">5,672,042.</td> </tr> <tr> <td>16a Professional fundraising fees (Part IX, column (A), line 11e)</td> <td style="text-align: right;">0.</td> <td style="text-align: right;">0.</td> </tr> <tr> <td>b Total fundraising expenses (Part IX, column (D), line 25) ▶ 96,643.</td> <td></td> <td></td> </tr> <tr> <td>17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)</td> <td style="text-align: right;">1,352,602.</td> <td style="text-align: right;">1,281,575.</td> </tr> <tr> <td>18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)</td> <td style="text-align: right;">19,366,021.</td> <td style="text-align: right;">23,126,084.</td> </tr> <tr> <td>19 Revenue less expenses. Subtract line 18 from line 12</td> <td style="text-align: right;">503,318.</td> <td style="text-align: right;">127,554.</td> </tr> </tbody> </table>	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	12,772,000.	16,172,467.	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	5,241,419.	5,672,042.	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 96,643.			17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	1,352,602.	1,281,575.	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	19,366,021.	23,126,084.	19 Revenue less expenses. Subtract line 18 from line 12	503,318.	127,554.
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	12,772,000.	16,172,467.																								
14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.																								
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	5,241,419.	5,672,042.																								
16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.																								
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 96,643.																										
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	1,352,602.	1,281,575.																								
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	19,366,021.	23,126,084.																								
19 Revenue less expenses. Subtract line 18 from line 12	503,318.	127,554.																								
Net Assets or Fund Balances		<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th style="text-align: center;">Beginning of Current Year</th> <th style="text-align: center;">End of Year</th> </tr> </thead> <tbody> <tr> <td>20 Total assets (Part X, line 16)</td> <td style="text-align: right;">4,541,771.</td> <td style="text-align: right;">5,284,509.</td> </tr> <tr> <td>21 Total liabilities (Part X, line 26)</td> <td style="text-align: right;">1,659,610.</td> <td style="text-align: right;">2,280,467.</td> </tr> <tr> <td>22 Net assets or fund balances. Subtract line 21 from line 20</td> <td style="text-align: right;">2,882,161.</td> <td style="text-align: right;">3,004,042.</td> </tr> </tbody> </table>		Beginning of Current Year	End of Year	20 Total assets (Part X, line 16)	4,541,771.	5,284,509.	21 Total liabilities (Part X, line 26)	1,659,610.	2,280,467.	22 Net assets or fund balances. Subtract line 21 from line 20	2,882,161.	3,004,042.												
	Beginning of Current Year	End of Year																								
20 Total assets (Part X, line 16)	4,541,771.	5,284,509.																								
21 Total liabilities (Part X, line 26)	1,659,610.	2,280,467.																								
22 Net assets or fund balances. Subtract line 21 from line 20	2,882,161.	3,004,042.																								

Part II Signature Block

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

Sign Here	Signature of officer RUTH BECKERMAN RODAU, INTERIM CEO Type or print name and title	Date
Paid Preparer Use Only	Print/Type preparer's name MICHAEL O'NEIL	Preparer's signature MICHAEL O'NEIL
	Firm's name ▶ DANIEL DENNIS & COMPANY LLP	Firm's EIN ▶ 04-2734675
	Firm's address ▶ 990 WASHINGTON STREET DEDHAM, MA 02026	Phone no. (617) 262-9898

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:
SPRINGWELL'S PRIMARY PURPOSE IS TO PLAN, DEVELOP, COORDINATE PROGRAMS, AND DELIVER SERVICES WHICH WILL ENHANCE A PERSON'S ABILITY TO LIVE IN DIGNITY AND COMFORT, IN THEIR HOME AND COMMUNITY.

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

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

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 18,985,630. including grants of \$) (Revenue \$ 20,143,952.)
HOME CARE SERVICE TO ELDERLY: SPRINGWELL PROVIDES IN HOME AND COMMUNITY BASED SERVICES THAT ALLOW PEOPLE TO REMAIN IN THEIR HOME AND COMMUNITY WITH THE SUPPORT THEY NEED AS THEY AGE. WITH A FOCUS ON SERVING THOSE MOST FRAIL AND OF LOWEST INCOME, THERE ARE A VARIETY OF SERVICES AVAILABLE INCLUDING ASSISTANCE WITH BATHING, HOMEMAKING, GROCERY SHOPPING AND LAUNDRY. A CARE ADVISOR MEETS THE ELDER IN THEIR HOME TO DISCUSS AND PLAN TOGETHER WHAT SERVICES WILL MAKE THE MOST DIFFERENCE. CARE ADVISORS AND NURSES ASSIST PEOPLE AT RISK OF, OR IN NURSING HOMES, TO IDENTIFY SERVICES THAT ALLOW FOR DIVERSION TO COMMUNITY AND HOME. THE PROGRAM SERVED 3551 CLIENTS. PROGRAMS OPERATING WITHIN SPRINGWELL TO PROVIDE THESE SERVICES INCLUDE, BUT ARE NOT LIMITED TO, HOME CARE, ENHANCED COMMUNITY OPTIONS, COMMUNITY CHOICES, GROUP ADULT FOSTER CARE,

4b (Code:) (Expenses \$ 1,542,482. including grants of \$) (Revenue \$ 1,617,123.)
NUTRITION AND COMMUNITY SERVICES: SPRINGWELL IS THE DESIGNATED AREA AGENCY ON AGING (AAA) FOR OUR 8 COMMUNITIES. AS AN AREA AGENCY ON AGING, SPRINGWELL IS RESPONSIBLE FOR DEVELOPING COMPREHENSIVE, COMMUNITY-BASED SERVICES THAT MEET THE NEEDS OF OLDER ADULTS IN OUR SERVICE AREA. THE ULTIMATE GOAL IS TO ASSIST OLDER PERSONS IN LEADING INDEPENDENT, MEANINGFUL AND DIGNIFIED LIVES IN THEIR OWN HOMES AND COMMUNITIES AS LONG AS POSSIBLE. SPRINGWELL OFFERS SERVICES SUCH AS RIDES TO MEDICAL APPOINTMENTS, HELP WITH APPLYING FOR PUBLIC BENEFITS, GROCERY SHOPPING ASSISTANCE, FRIENDLY VISITING AND TELEPHONE REASSURANCE, AND COMMUNITY EDUCATION OPPORTUNITIES INCLUDING EVIDENCE BASED HEALTHY AGING PROGRAMS. THE PROGRAM SERVED 6008 CLIENTS.
NUTRITION: SPRINGWELL PROVIDES NUTRITIONAL SERVICES TO SENIORS WITHIN

4c (Code:) (Expenses \$ 737,431. including grants of \$) (Revenue \$ 874,321.)
PROTECTIVE SERVICES: IN ANY COMMUNITY THERE ARE ELDERLY WHO SUFFER FROM ABUSE, NEGLECT AND FINANCIAL EXPLOITATION BY A CAREGIVER. AND THERE ARE ELDERLY WHO PUT THEMSELVES AT RISK BY NEGLECTING TO CARE FOR THEMSELVES IN A WAY THAT ALLOWS THEM TO REMAIN HOME SAFELY. SPRINGWELL IS THE DESIGNATED AGENCY TO HELP ELIMINATE OR ALLEVIATE THE ABUSE OR NEGLECT OF AN ELDER. CASEWORKERS INVESTIGATE REPORTS AND OFFER COUNSELING, SAFETY PLANNING, AND LEGAL INTERVENTION WHEN NECESSARY TO INCREASE THE SAFETY OF THE ELDER. SPRINGWELL IS THE DESIGNATED AGENCY TO PROVIDE THIS SERVICE TO PEOPLE 60 AND OVER IN 17 COMMUNITIES WEST OF BOSTON. THE PROGRAM SERVED 1088 CLIENTS.

4d Other program services (Describe in Schedule O.)
(Expenses \$ 348,022. including grants of \$) (Revenue \$ 227,375.)

4e Total program service expenses 21,613,565.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

Form 990 (2011) table with columns for question number, description, and Yes/No responses. Includes questions 1a through 14b regarding Form 1096, Form W-2G, Form W-3, and other IRS filings.

Form 990 (2011)

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

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

	1a	1b	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	19			
b Enter the number of voting members included in line 1a, above, who are independent		19		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2			X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3			X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		X	
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5			X
6 Did the organization have members or stockholders?	6			X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a			X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b			X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a The governing body?	8a		X	
b Each committee with authority to act on behalf of the governing body?	8b		X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9			X

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

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

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed **MA**
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request
- 19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **KARA DONELLON - (617) 926-4100**
307 WAVERLEY OAKS AVE, SUITE 205, WALTHAM, MA 02452

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

Check if Schedule O contains a response to any question in this Part VII

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) WALTER L. GUERTIN CLERK	1.00	X		X				0.	0.	0.
(2) HELEN LEW DIRECTOR	1.00	X						0.	0.	0.
(3) MARY ELIZABETH WEADOCK PRESIDENT	1.00	X		X				0.	0.	0.
(4) LOIS CAMBERG VICE PRESIDENT	1.00	X		X				0.	0.	0.
(5) ADELE HOFFMAN DIRECTOR	1.00	X						0.	0.	0.
(6) GEORGIE HALLOCK DIRECTOR	1.00	X						0.	0.	0.
(7) ANTONE G. SINGSEN III DIRECTOR	1.00	X						0.	0.	0.
(8) SUSAN LANGE DIRECTOR	1.00	X						0.	0.	0.
(9) WILLIAM DEVASHER, JR. DIRECTOR	1.00	X						0.	0.	0.
(10) PHYLLIS RITVO DIRECTOR	1.00	X						0.	0.	0.
(11) THALIA PRICE DIRECTOR	1.00	X						0.	0.	0.
(12) NEIL HEGARTY DIRECTOR	1.00	X						0.	0.	0.
(13) DAVID FRISCHLING TREASURER	1.00	X		X				0.	0.	0.
(14) SANDRA HONEYMAN DIRECTOR	1.00	X						0.	0.	0.
(15) RUTH SHERMAN DIRECTOR	1.00	X						0.	0.	0.
(16) DEBORAH BRASS DIRECTOR	1.00	X						0.	0.	0.
(17) SIMONE BERARD DIRECTOR	1.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) RICHARD JEFFERSON DIRECTOR	1.00	X						0.	0.	0.
(19) PEGGY CASSIDY DIRECTOR	1.00	X						0.	0.	0.
(20) SUSAN TEMPER CEO	37.50			X				127,361.	0.	0.
(21) KARA DONELLON CFO	37.50			X				104,048.	0.	0.
1b Sub-total								231,409.	0.	0.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								231,409.	0.	0.

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

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **0**

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	385,170.				
	g	Noncash contributions included in lines 1a-1f: \$						
	h	Total. Add lines 1a-1f		385,170.				
Program Service Revenue	2 a	CONTRACT INCOME	Business Code 621610	21938536.	21938536.			
	b	PRIVATE PROGRAMS	623990	463,432.	463,432.			
	c	CLIENT FEES	623000	433,993.	433,993.			
	d	GRANTS	621610	26,810.	26,810.			
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f		22862771.				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		5,697.			5,697.	
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
	6 a	Gross rents	(i) Real	(ii) Personal				
		b	Less: rental expenses					
		c	Rental income or (loss)					
		d	Net rental income or (loss)					
	7 a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		b	Less: cost or other basis and sales expenses					
		c	Gain or (loss)					
		d	Net gain or (loss)					
	8 a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c): See Part IV, line 18	a					
		b	Less: direct expenses	b				
		c	Net income or (loss) from fundraising events					
	9 a	Gross income from gaming activities. See Part IV, line 19	a					
b		Less: direct expenses	b					
c		Net income or (loss) from gaming activities						
10 a	Gross sales of inventory, less returns and allowances	a						
	b	Less: cost of goods sold	b					
	c	Net income or (loss) from sales of inventory						
Miscellaneous Revenue			Business Code					
11 a								
	b							
	c							
	d	All other revenue						
e	Total. Add lines 11a-11d							
12	Total revenue. See instructions.			23253638.	22862771.	0.	5,697.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	264,073.	264,073.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	15,908,394.	15,908,394.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	207,590.		207,590.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	4,472,844.	3,812,378.	610,620.	49,846.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	150,357.	116,600.	33,350.	407.
9 Other employee benefits	510,674.	415,913.	88,363.	6,398.
10 Payroll taxes	330,577.	269,449.	57,627.	3,501.
11 Fees for services (non-employees):				
a Management	6,965.		6,965.	
b Legal	14,946.		14,946.	
c Accounting	27,000.		27,000.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	133,094.	114,139.	11,558.	7,397.
12 Advertising and promotion				
13 Office expenses	35,030.	35,030.		
14 Information technology				
15 Royalties				
16 Occupancy	557,153.	352,833.	194,389.	9,931.
17 Travel	87,513.	85,618.	1,814.	81.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	50,632.	25,113.	15,890.	9,629.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	98,307.	41,927.	56,053.	327.
23 Insurance	28,328.		28,328.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a PROGRAM SUPPORT	181,224.	172,098.		9,126.
b OTHER	61,383.		61,383.	
c				
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	23,126,084.	21,613,565.	1,415,876.	96,643.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

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

Part X Balance Sheet

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing	966,456.	1	1,413,372.
	2	Savings and temporary cash investments		2	
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net	3,296,653.	4	3,246,779.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	90,509.	9	164,507.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	779,574.		
	b	Less: accumulated depreciation	370,417.	10c	409,157.
	11	Investments - publicly traded securities		11	
	12	Investments - other securities. See Part IV, line 11		12	
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11	54,160.	15	50,694.
16	Total assets. Add lines 1 through 15 (must equal line 34)	4,541,771.	16	5,284,509.	
Liabilities	17	Accounts payable and accrued expenses	1,633,385.	17	2,270,692.
	18	Grants payable		18	
	19	Deferred revenue	2,500.	19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	23,725.	25	9,775.
	26	Total liabilities. Add lines 17 through 25	1,659,610.	26	2,280,467.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	2,705,461.	27	2,831,413.
	28	Temporarily restricted net assets	176,700.	28	172,629.
	29	Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
33	Total net assets or fund balances	2,882,161.	33	3,004,042.	
34	Total liabilities and net assets/fund balances	4,541,771.	34	5,284,509.	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	23,253,638.
2	Total expenses (must equal Part IX, column (A), line 25)	2	23,126,084.
3	Revenue less expenses. Subtract line 2 from line 1	3	127,554.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	2,882,161.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-5,673.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	3,004,042.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?		X
b Were the organization's financial statements audited by an independent accountant?	X	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	X	
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.	X	

Form 990 (2011)

FILE COPY

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Name of the organization: **SPRINGWELL, INC.** Employer identification number: **04-2616064**

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

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I
 - b Type II
 - c Type III - Functionally integrated
 - d Type III - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?		
(ii) A family member of a person described in (i) above?		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?		
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990 or 990-EZ) 2011

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	303,558.	313,061.	394,326.	407,570.	479,537.	1898052.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	303,558.	313,061.	394,326.	407,570.	479,537.	1898052.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						1898052.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	303,558.	313,061.	394,326.	407,570.	479,537.	1898052.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	20,789.	19,052.	13,826.	8,671.	5,697.	68,035.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						1966087.
12 Gross receipts from related activities, etc. (see instructions)					12	87,700,053.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	96.54 %
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	94.10 %
16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	▶ <input checked="" type="checkbox"/>	
b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	▶ <input type="checkbox"/>	
17a 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	▶ <input type="checkbox"/>	
b 10% -facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	▶ <input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	▶ <input type="checkbox"/>	

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

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

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization **SPRINGWELL, INC.** Employer identification number **04-2616064**

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

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

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

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

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	
- Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d
- Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____
- Number of states where property subject to conservation easement is located ▶ _____
- Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?
- Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____
- Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____
- Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?
- In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

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

(i) Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
(ii) Assets included in Form 990, Part X	▶ \$ _____
- If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
b Assets included in Form 990, Part X	▶ \$ _____

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

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

(check all that apply):

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

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

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

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

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

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

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

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

b If "Yes," explain the arrangement in Part XIV.

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

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

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

- a Board designated or quasi-endowment %
 - b Permanent endowment %
 - c Temporarily restricted endowment %
- The percentages in lines 2a, 2b, and 2c should equal 100%.

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

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

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

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

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		779,574.	370,417.	409,157.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				409,157.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

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

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

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

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) CAPITAL LEASE OBLIGATION	9,775.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	

FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under

2. FIN 48 (ASC 740).

132053 01-23-12

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	23,253,638.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	23,126,084.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	127,554.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	-5,673.
9	Total adjustments (net). Add lines 4 through 8	9	-5,673.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	121,881.

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

1	Total revenue, gains, and other support per audited financial statements	1	23,321,195.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	67,557.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	67,557.
3	Subtract line 2e from line 1	3	23,253,638.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	23,253,638.

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

1	Total expenses and losses per audited financial statements	1	23,193,641.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	67,557.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	67,557.
3	Subtract line 2e from line 1	3	23,126,084.
4	Amounts included on Form 990, Part IX, line 25; but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	23,126,084.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2: SPRINGWELL, INC. IS EXEMPT FROM FEDERAL INCOME TAXES

UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND IS EXEMPT FROM

STATE INCOME TAXES UNDER CHAPTER 180 OF THE MASSACHUSETTS GENERAL LAWS.

ACCOUNTING STANDARDS REQUIRE THE EVALUATION OF TAX POSITIONS TAKEN OR

EXPECTED TO BE TAKEN IN SPRINGWELL, INC. TAX RETURNS TO DETERMINE WHETHER

THE TAX POSITIONS ARE MORE-LIKELY-THAN-NOT OF BEING SUSTAINED BY THE

APPLICABLE TAX AUTHORITY. TAX POSITIONS NOT DEEMED TO MEET THE

MORE-LIKELY-THAN-NOT THRESHOLD, ALONG WITH ACCRUED INTEREST AND PENALTIES

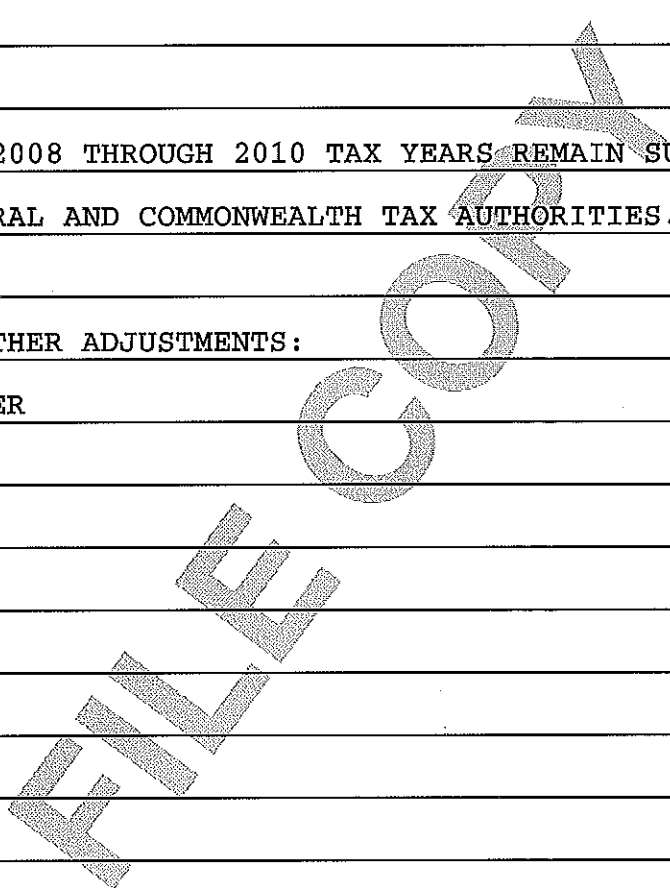
Part XIV Supplemental Information (continued)

THEREON, WOULD BE RECORDED AS AN EXPENSE IN THE CURRENT YEAR FINANCIAL STATEMENTS. MANAGEMENT HAS EVALUATED THE TAX POSITIONS TAKEN IN ITS PREVIOUSLY FILED RETURNS AND THOSE EXPECTED TO BE TAKEN IN ITS 2011 RETURNS AND BELIEVE THEY ARE MORE-LIKELY-THAN-NOT OF BEING SUSTAINED IF EXAMINED BY FEDERAL OR COMMONWEALTH TAX AUTHORITIES. CONSEQUENTLY, THE ACCOMPANYING FINANCIAL STATEMENTS DO NOT REFLECT ANY PROVISION FOR INCOME TAXES.

SPRINGWELL, INC.'S 2008 THROUGH 2010 TAX YEARS REMAIN SUBJECT TO EXAMINATION BY FEDERAL AND COMMONWEALTH TAX AUTHORITIES.

PART XI, LINE 8 - OTHER ADJUSTMENTS:

FUNDING COST TRANSFER	-5,673.
-----------------------	---------



**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

OMB No. 1545-0047

2011

Open to Public
Inspection

Name of the organization

SPRINGWELL, INC.

Employer identification number
04-2616064

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

Yes No

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed. ▶

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BOSTON COLLEGE LEGAL 24 CRESCENT STREET WALTHAM, MA 02453	04-2103545	501 (C) 3	44,500.	0.			LEGAL SERVICE
BROOKLINE COA 93 WINCHESTER ST BROOKLINE, MA 02446	04-6001102	GOV	250.	0.			MINORITY OUTREACH PROGRAM
JEWISH FAMILY & CHILDRENS SERVICES 1430 MAIN STREET WALTHAM, MA 02451	04-2104356	501 (C) 3	113,520.	0.			GUARDIANSHIP & OMBUDSMAN
BUSY BEE TRANSPORTATION 43 NICKERSON ROAD ASHLAND, MA 01721	04-2770983		32,028.	0.			REGIONAL MEDICAL TRANSPORTATION
CROSSROADS COUNSELING 219 WASHINGTON STREET WELLESLEY, MA 02481	04-3237988		14,000.	0.			MENTAL HEALTH COUNSELING
SUBURBAN MEDICAL RIDE 1050 COMMONWEALTH AVENUE BOSTON, MA 02215	04-3539126	501 (C) 3	29,561.	0.			TRANSPORTATION

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table▶ **10.**

3 Enter total number of other organizations listed in the line 1 table▶ **2.**

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

Schedule I (Form 990) (2011)

SPRINGWELL, INC.

Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NEWTON DEPARTMENT OF SENIOR SERVICES - 345 WALNUT STREET - NEWTON, MA 02460	04-6001404	GOV	2,000.	0.			HOME CONTRACTOR REFERRAL
WELLESLEY COA 219 WASHINGTON STREET WELLESLEY, MA 02481	04-6001343	GOV	5,251.	0.			TRANSPORTATION
GREATER BOSTON CHINESE GOLDEN AGE CENTER - 75 KNEELAND STREET, SUITE 204 - BOSTON, MA 02111	23-7181452	501 (C) 3	7,018.	0.			OUTREACH AND MEDICATION MANAGEMENT
ARTHRITIS FOUNDATION 29 CRAFTS STREET, SUITE 450 NEWTON, MA 02458	04-2113261	501 (C) 3	6,914.	0.			EVIDENCE BASED EXERCISE PROGRAMS
BROOKLINE COMMUNITY METAL HEALTH 41 GARRISON ROAD BROOKLINE, MA 02445	04-2263744	501 (C) 3	1,980.	0.			OLDER PARENTS OF CHILDREN WITH MI AND MR/DD
WESTON COA 20 ALPHABET LANE WESTON, MA 02493	04-6001360	GOV	6,040.	0.			HOME CONTRACTOR REFERRAL

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
HOMECARE SERVICES TO ELDERS	0	0.	15,908,394.COST		DELIVERY OF SERVICES WHICH ENHANCE A PERSON'S ABILITY TO LIVE IN DIGNITY AND COMFORT, IN THEIR HOME AND COMMUNITY.

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

SCHEDULE I, PART I, LINE 2: SPRINGWELL ENSURES THAT THE PURPOSE AND REPORTING REQUIREMENTS FOR GRANTS ARE SPECIFIED TO THE GRANTEEES. SPRINGWELL HOLDS THE GRANTEEES ACCOUNTABLE FOR THE LEGAL AND APPROPRIATE EXPENDITURES OF THE GRANT FUNDS. FURTHERMORE, SPRINGWELL PROVIDES ADEQUATE OVERSIGHT AND MONITORING TO PREVENT THE MISUSE OF THE GRANT FUNDS.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.

Name of the organization **SPRINGWELL, INC.** Employer identification number **04-2616064**

Part I	Types of Property	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1	Art - Works of art				
2	Art - Historical treasures				
3	Art - Fractional interests				
4	Books and publications				
5	Clothing and household goods				
6	Cars and other vehicles				
7	Boats and planes				
8	Intellectual property				
9	Securities - Publicly traded				
10	Securities - Closely held stock				
11	Securities - Partnership, LLC, or trust interests				
12	Securities - Miscellaneous				
13	Qualified conservation contribution - Historic structures				
14	Qualified conservation contribution - Other				
15	Real estate - Residential				
16	Real estate - Commercial				
17	Real estate - Other				
18	Collectibles				
19	Food inventory				
20	Drugs and medical supplies				
21	Taxidermy				
22	Historical artifacts				
23	Scientific specimens				
24	Archeological artifacts				
25	Other ▶ (MEALS COST)	X	1	67,577.	COST
26	Other ▶ ()				
27	Other ▶ ()				
28	Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?		X
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule M (Form 990) (2011)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2011
Open to Public
Inspection

Name of the organization

SPRINGWELL, INC.

Employer identification number

04-2616064

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

WHICH WILL ENANCE A PERSON'S ABILITY TO LIVE IN DIGNITY AND COMFORT,
IN THEIR HOME AND COMMUNITY.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

ADULT FOSTER CARE, PERSONAL CARE ATTENDANT PROGRAM AND CONTRACTS WITH
SENIOR CARE OPTIONS ORGANIZATIONS.

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:

THE 8 TOWN SERVICE AREA THROUGH THE HOME DELIVERED MEAL PROGRAM AND
THROUGH SERVING SENIORS AT 11 COMMUNITY DINING SITES WHERE SENIORS CAN
RECEIVE A MEAL AND SOCIALIZE WITH NEIGHBORS. SPRINGWELL ALSO PROVIDES
NUTRITIONAL RISK ASSESSMENT AND COUNSELING BY A REGISTERED DIETITIAN TO
THOSE WHO APPEAR TO BE AT NUTRITIONAL RISK. MULTIPLE HOME
DELIVERED MEALS ARE AVAILABLE INCLUDING HEART HEALTHY, KOSHER, RUSSIAN
AND THERAPEUTIC. THE PROGRAM SERVED 1167 CLIENTS.

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

NURSING HOME SCREENING - THE PROGRAM SERVED 1609 CLIENTS.

EXPENSES \$ 348,022. INCLUDING GRANTS OF \$ 0. REVENUE \$ 227,375.

FORM 990, PART VI, SECTION A, LINE 4: CHANGED THE BYLAWS TO REFER TO THE
EXECUTIVE DIRECTOR AS CHIEF EXECUTIVE OFFICER

FORM 990, PART VI, SECTION B, LINE 11: THE 990 DRAFT COPY IS SHOWN TO CEO,
CFO AND THE FINANCE COMMITTEE WHICH INCLUDES PRESIDENT OF THE BOARD. ONCE

Name of the organization SPRINGWELL, INC.	Employer identification number 04-2616064
--	--

THE DRAFT HAS BEEN REVIEWED, THE FINAL COPY IS SIGNED BY THE DESIGNATED PERSONNEL AND IS MAILED TO THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C: EVERY KEY EMPLOYEE AND BOARD MEMBER, UPON JOINING THE BOARD, IS REQUIRED TO SIGN A CONFLICT OF INTEREST STATEMENT. THEY ARE REMINDED OF THE POLICY AND REPORTING REQUIREMENTS ON AN ANNUAL BASIS AT THE ANNUAL MEETING AND ARE PROVIDED WITH STATEMENT OF DISCLOSURE FORMS IF THEY NEED TO COMPLETE THEM. SHOULD A CONFLICT ARISE AT ANY TIME DURING THE YEAR, THEY ARE REQUIRED TO NOTIFY SPRINGWELL'S CEO IN WRITING BY COMPLETION OF THE PROVIDED FORMS.

FORM 990, PART VI, SECTION B, LINE 15: ALL POSITIONS INCLUDING THAT OF CEO ARE ASSIGNED A STARTING SALARY IN ACCORDANCE WITH THE AGENCY SALARY PLAN. THE EXECUTIVE COMMITTEE OF THE BOARD IS RESPONSIBLE FOR ESTABLISHING THE SALARY FOR THE CEO. THIS COMPENSATION IS DETERMINED BASED ON FUNDING AVAILABLE AND SURVEY OF OTHER COMPARABLE SIZED ASAP SALARIES. SALARY INCREASES THAT OCCUR TAKE THE FORM OF COST OF LIVING INCREASES OF 3% THAT PERTAINS TO ALL STAFF INCLUDING THE CEO. THIS WAS LAST EVALUATED IN 2012. THE PROCESS IS THAT HR REVIEWS THE SALARIES FOR KEY EMPLOYEES IN RELATION TO THOSE OF OTHERS IN THE SAME POSITIONS IN SIMILAR AGENCIES. THE MOST RECENT REVIEW USED THE DATA COMPILED IN THE MASS HOME CARE SALARY SURVEY.

FORM 990, PART VI, SECTION C, LINE 19: IT IS THE POLICY OF SPRINGWELL TO CONDUCT BUSINESS IN AN OPEN MANNER IN ACCORDANCE WITH ACCEPTED BUSINESS PRACTICES. WHEN THE AGENCY RECEIVES A REQUEST FOR INFORMATION WE WILL PROVIDE EITHER PAPER OR ELECTRONIC COPIES OF THE MOST RECENT AUDITED FINANCIAL STATEMENTS AND THE MOST RECENT ANNUAL REPORT. A LOG OF ALL REQUESTS WILL BE MAINTAINED AT THE AGENCY.

Name of the organization

SPRINGWELL, INC.

Employer identification number

04-2616064

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

FUNDING COST TRANSFER

-5,673.

FILE COPY