See a Social Security Number? Say Something!
Report Privacy Problems to https://public.resource.org/privacy
Or call the IRS Identity Theft Hotline at 1-800-908-4490

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493207001080

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2008

Open to Public Inspection

A For the 2008 calendar year, or tax year beginning 10-01-2008 and ending 09-30-2009

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Termination
- ☐ Amended return
- ☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization
(PARENT) UMASS MEMORIAL HEALTH CARE INC

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
328 SHREWSBURY STREET

City or town, state or country, and ZIP + 4
WORCESTER, MA 01604

D Employer identification number
04-3358566

E Telephone number
(508) 856-8537

G Gross receipts $ 257,393,336

F Name and address of Principal Officer
TODD A KEATING
328 SHREWSBURY STREET
WORCESTER, MA 01604

H(a) Is this a group return for affiliates? ☐ Yes ☑ No

H(b) Are all affiliates included? ☐ Yes ☐ No
(If "No," attach a list See instructions)

H(c) Group Exemption Number ▶ 3642

I Tax-exempt status ☑ 501(c) (3) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Web site: ▶ www umassmemorial org

K Type of organization ☑ Corporation ☐ trust ☐ association ☐ other ▶

L Year of Formation 1998

M State of legal domicile MA

Part I Summary

1 Briefly describe the organization's mission or most significant activities

UMASS MEMORIAL HEALTH CARE, INC IS COMMITTED TO IMPROVING THE HEALTH OF THE PEOPLE OF CENTRAL NEW ENGLAND THROUGH EXCELLENCE IN CLINICAL CARE, SERVICE, TEACHING AND RESEARCH

2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its assets

3	Number of voting members of the governing body (Part VI, line 1a)	3	20
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	16
5	Total number of employees (Part V, line 2a)	5	0
6	Total number of volunteers (estimate if necessary)	6	0
7a	Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	-1,657
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0

Activities & Governance

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	6,505,409	3,673,336
9	Program service revenue (Part VIII, line 2g)	143,986,821	156,027,708
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	-1,063,925	-1,800,058
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,363,554	1,994,395
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	150,791,859	159,895,381
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)		0
14	Benefits paid to or for members (Part IX, column (A), line 4)		0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)		0
16a	Professional fundraising fees (Part IX, column (A), line 11e)	2,268,530	2,068,001
b	(Total fundraising expenses, Part IX, column (D), line 25 2,068,001)		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	159,143,693	171,989,592
18	Total expenses—add lines 13–17 (must equal Part IX, line 25, column (A))	161,412,223	174,057,593
19	Revenue less expenses Subtract line 18 from line 12	-10,620,364	-14,162,212

Revenue

Expenses

		Beginning of Year	End of Year
20	Total assets (Part X, line 16)	134,987,362	176,903,536
21	Total liabilities (Part X, line 26)	59,031,459	64,283,684
22	Net assets or fund balances Subtract line 21 from line 20	75,955,903	112,619,852

Net Assets or Fund Balances

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

Please Sign Here

****** | 2010-07-15
Signature of officer | Date

Todd A Keating TREASURER
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ Alan Garofalo	Date 2010-07-15	Check if self-empolyed ▶ ☐	Preparer's PTIN (See Gen Inst)
Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ FEELEY & DRISCOLL PC 200 PORTLAND STREET BOSTON, MA 02114			EIN ▶ Phone no ▶ (617) 742-7788

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

Part III Statement of Program Service Accomplishments (See the instructions.)

1 Briefly describe the organization's mission

UMASS MEMORIAL HEALTH CARE, INC IS COMMITTED TO IMPROVING THE HEALTH OF THE PEOPLE OF CENTRAL NEW ENGLAND THROUGH EXCELLENCE IN CLINICAL CARE, SERVICE, TEACHING AND RESEARCH

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . . . ☐ Yes ☑ No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting or make significant changes in how it conducts any program services? . . . . . ☐ Yes ☑ No

If "Yes," describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses Section 501(c)(3) and (4) organizations and 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 $ 120,281,006 including grants of $) (Revenue $ 156,027,708)

TO SUPPORT THE ADVANCEMENT OF THE KNOWLEDGE, EDUCATION, AND RESEARCH AND THE PRACTICE OF HEALTH CARE RELATED SERVICES THROUGH THE OVERSIGHT OF UMASS MEMORIAL HEALTH CARE OPERATIONS AND THE EFFICIENT DELIVERY OF SUPPORT SERVICES

4b (Code) (Expenses $ including grants of $) (Revenue $)

4c (Code) (Expenses $ including grants of $) (Revenue $)

4d Other program services (Describe in Schedule O)

(Expenses $ including grants of $) (Revenue $)

4e Total program service expenses $ 120,281,006 *Must equal Part IX, Line 25, column (B).*

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)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	Section 501(c)(3) organizations Did the organization engage in lobbying activities? *If "Yes," complete Schedule C, Part II*	4	Yes	
5	Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? *If "Yes," complete Schedule C, Part III*	5		
6	Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
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? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization hold assets in term, permanent,or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	Yes	
11	Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? *If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable*	11	Yes	
12	Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12	Yes	
13	Is the organization a school as described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the U S ?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the U S ? *If "Yes," complete Schedule F, Part I*	14b		No
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? *If "Yes," complete Schedule F, Part II*	15		No
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? *If "Yes," complete Schedule F, Part III*	16		No
17	Did the organization report more than $15,000 on Part IX, column (A), line 11e? *If "Yes," complete Schedule G, Part I*	17	Yes	
18	Did the organization report more than $15,000 total on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18	Yes	
19	Did the organization report more than $15,000 on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20		No
21	Did the organization report more than $5,000 on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21		No
22	Did the organization report more than $5,000 on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? *If "Yes," complete Schedule J*	23	Yes	
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? *If "Yes," answer questions 24b–24d and complete Schedule K. If "No," go to question 25*	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
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?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
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? *If "Yes," complete Schedule L, Part I*	25a		No
b	Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? *If "Yes," complete Schedule L, Part I*	25b		No
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? *If "Yes," complete Schedule L, Part II*	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	27		No

Part IV Checklist of Required Schedules *(Continued)*

			Yes	No
28	During the tax year, did any person who is a current or former officer, director, trustee, or key employee			
a	Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? *If "Yes," complete Schedule L, Part IV*	**28a**	Yes	
b	Have a family member who had a direct or indirect business relationship with the organization? *If "Yes," complete Schedule L, Part IV*	**28b**		No
c	Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? *If "Yes," complete Schedule L, Part IV*	**28c**	Yes	
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations section 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**		No
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	**34**	Yes	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	**35**	Yes	
36	501(c)(3) organizations Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**		No
37	Did the organization conduct more than 5 percent of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	**37**		No

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Part VI Governance, Management, and Disclosure *(Sections A, B, and C request information about policies not required by the Internal Revenue Code.)*

Section A. Governing Body and Management

			Yes	No
	For each "Yes" response to lines 2-7 below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.			
1a	Enter the number of voting members of the governing body . .	1a 20		
b	Enter the number of voting members that are independent . .	1b 16		
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	Yes	
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		No
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? . .	4		No
5	Did the organization become aware during the year of a material diversion of the organization's assets? . .	5		No
6	Does the organization have members or stockholders?	6	Yes	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	Yes	
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons? . .	7b	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	the governing body?	8a	Yes	
b	each committee with authority to act on behalf of the governing body?	8b	Yes	
9a	Does the organization have local chapters, branches, or affiliates?	9a		No
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	9b		
10	Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990	10	Yes	
11	Is there any officer, director or 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	11		No

Section B. Policies

			Yes	No
12a	Does the organization have a written conflict of interest policy? *If "No", go to line 13* . .	12a	Yes	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	Yes	
13	Does the organization have a written whistleblower policy?	13	Yes	
14	Does the organization have a written document retention and destruction policy?	14	Yes	
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	Yes	
b	Other officers or key employees of the organization?	15b	Yes	
	Describe the process in Schedule O			
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		No
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable Federal tax law, and taken 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 Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you make 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 makes its governing documents, conflict of interest policy, and financial statements available to the public See Additional Data Table

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization

MR TODD A KEATING
328 SHREWSBURY STREET
WORCESTER, MA 01604
(508) 856-5098

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

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

1a Complete this table for all persons required to be listed Use Schedule J-2 if additional space is needed
* List all of the organization's **current** officers, directors, trustees (whether individuals or organizations) and key employees regardless of amount of compensation, and current key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid

* 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, or 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 the organization did not compensate any officer, director, trustee or key employee

(A) Name and Title	**(B)** Average hours per week	**(C)** Position (check all that apply)						**(D)** Reportable compensation from the organization (W-2/1099MISC)	**(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			

Part VII Continued

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual Trustee or Director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
1b Total ▶								0	7,638,566	1,561,948

2 Total number of individuals (including those in 1a) who received more than $100,000 in reportable compensation from the organization ▶ 0

			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*	**3**	Yes	
4	For any individual listed online 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*	**4**	Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? *If "Yes," complete Schedule J for such person*	**5**	Yes	

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

(A) Name and business address	(B) Description of services	(C) Compensation
ACS CORPORATE HEADQUARTERS 2828 NORTH HASKELL DALLAS, TX 75204	I/S MANAGEMENT SERVICES	20,735,606
universal hospital services inc po box 86 minneapolis, MN 554860940	MANAGE/SERVICE EQUIPMENT	2,943,226
FOCUS INFOMATICS 500 WEST CuMMINGS PK SUITE 6100 WOBURN, MA 01801	TRANSCRIPTION SERVICES	1,323,235
ESCRIPTION INC PO BOX 845912 BOSTON, MA 022845912	TRANSCRIPTION SERVICES	1,284,563
INTEGRO USA INC 14569 COLLECTION CTR DRIVE chICAGO, IL 60696	INSURANCE SERVICES	1,252,255

2 Total number of independent contractors (including those in 1) who received more than $100,000 in compensation from the organization ▶ 48

Part VIII Statement of Revenue

			(A) Total Revenue	(B) Related or Exempt Function Revenue	(C) Unrelated Business Revenue	(D) Revenue Excluded from Tax under IRC 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns 1a				
	b	Membership dues 1b				
	c	Fundraising events 1c 79,824				
	d	Related organizations 1d				
	e	Government grants (contributions) 1e 1,173,910				
	f	All other contributions, gifts, grants, and similar amounts not included above 1f 2,419,602				
	g	Noncash contributions included in lines 1a-1f $ 88,068				
	h	**Total (Add lines 1a-1f)** ▶	3,673,336			
Program Service Revenue		Business Code				
	2a	SYSTEM ALLOCATION REVE	561,000	120,231,597	120,231,597	
	b	AFF CONT INCOME-PROF	561,000	22,774,425	22,774,425	
	c	AFF CONT INCOME-WKRS	561,000	8,372,738	8,372,738	
	d	AFF CONT INCOME-GENE	561,000	2,179,377	2,179,377	
	e	admin fee income	561,000	239,096	239,096	
	f	All other program service revenue		2,230,475	2,230,475	
	g	**Total. Add lines 2a-2f** ▶ $ 156,027,708				
	3	Investment income (including dividends, interest other similar amounts) ▶	3,899,471		-1,657	3,901,128
	4	Income from investment of tax-exempt bond proceeds ▶				
	5	Royalties	47,816			47,816
		(i) Real / (ii) Personal				
	6a	Gross Rents				
	b	Less rental expenses				
	c	Rental income or (loss)				
	d	Net rental income or (loss) ▶				
		(i) Securities / (ii) Other				
	7a	Gross amount from sales of assets other than inventory: 91,447,067 / 316,903				
	b	Less cost or other basis and sales expenses: 97,463,499				
	c	Gain or (loss): -6,016,432 / 316,903				
	d	Net gain or (loss) ▶	-5,699,529			-5,699,529
Other Revenue	8a	Gross income from fundraising events (not including $ 34,456 of contributions reported on line 1c) See Part IV, line 18 *Attach Schedule G if total exceeds $15,000* a 79,824				
	b	Less direct expenses b 34,456				
	c	Net income or (loss) from fundraising events ▶				
	9a	Gross income from gaming activities See part IV, line 19 *Complete Schedule G if total exceeds $15,000* a				
	b	Less direct expenses b				
	c	Net income or (loss) from gaming activities ▶				
	10a	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			
	11a	sUBLEASE INCOME	561,000	1,428,618		1,428,618
	b	MISCELLANEOUS INCOME	561,000	517,961	517,961	
	c					
	d	All other revenue				
	e	**Total. Add lines 11a-11d** ▶ $ 1,946,579				
	12	**Total Revenue.** Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e ▶	159,895,381	156,545,669	-1,657	-321,967

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).

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 U S See Part IV, line 21				
2 Grants and other assistance to individuals in the U S See Part IV, line 22				
3 Grants and other assistance to governments, organizations and individuals outside the U S See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
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				
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees)				
a Management				
b Legal	1,078,869		1,078,869	
c Accounting	1,019,427		1,019,427	
d Lobbying	1,034,726	1,034,726		
e Professional fundraising *See Part IV, line 17*	2,068,001			2,068,001
f Investment management fees	568,401		568,401	
g Other	12,639,405	6,825,279	5,814,126	
12 Advertising and promotion	2,091,193	2,091,193		
13 Office expenses	16,421,263	8,867,482	7,553,781	
14 Information technology	26,410,973	26,410,973		
15 Royalties				
16 Occupancy	4,002,273	2,161,227	1,841,046	
17 Travel	389,701	389,701		
18 Payments of travel or entertainment expenses for any Federal, state or local public officials				
19 Conferences, conventions and meetings	199,849	107,918	91,931	
20 Interest	1,319,073	1,292,692	26,381	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,113	601	512	
23 Insurance	28,633,220	28,633,220		
24 Other expenses—Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a SYSTEM OVERHEAD ACTIVIT	61,218,542	33,058,013	28,160,529	
b PURCHASED SERVICES	11,843,170	6,963,569	4,879,601	
c professionaL SERVICES	947,574	511,690	435,884	
d program EXPENDITURES	768,282	768,282		
e contribution expense	427,080	427,080		
f All other expenses	975,458	737,360	238,098	
25 **Total functional expenses.** Add lines 1 through 24f	174,057,593	120,281,006	51,708,586	2,068,001
26 **Joint Costs.** Check ☐ if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

				(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing			1	4,855,326
	2	Savings and temporary cash investments		7,032,077	2	2,191,029
	3	Pledges and grants receivable, net		4,749,909	3	2,889,109
	4	Accounts receivable, net		3,251,513	4	6,767,490
	5	Receivables from current and former officers, directors, trustees, key employees or other related parties *Complete Part II of Schedule L*			5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) *Complete Part II of Schedule L*			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		1,794,268	9	2,720,576
	10a	Land, buildings, and equipment cost basis	10a 93,618			
	b	Less accumulated depreciation *Complete Part VI of Schedule D*	10b 84,916	9,815	10c	8,702
	11	Investments—publicly traded securities		89,187,224	11	123,512,881
	12	Investments—other securities See Part IV, line 11 *Complete Part VII of Schedule D*		18,818,266	12	24,575,720
	13	Investments—program-related See Part IV, line 11 *Complete Part VIII of Schedule D*		120,000	13	120,000
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11 *Complete Part IX of Schedule D*		10,024,290	15	9,262,703
	16	**Total assets.** *Add lines 1 through 15 (must equal line 34)*		134,987,362	16	176,903,536
Liabilities	17	Accounts payable and accrued expenses		20,366,684	17	24,295,004
	18	Grants payable			18	
	19	Deferred revenue		232,747	19	307,693
	20	Tax-exempt bond liabilities			20	
	21	Escrow account liability *Complete Part IV of Schedule D*			21	
	22	Payable 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			24	
	25	Other liabilities *Complete Part X of Schedule D*		38,432,028	25	39,680,987
	26	**Total liabilities.** *Add lines 17 through 25*		59,031,459	26	64,283,684
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		21,597,003	27	59,207,305
	28	Temporarily restricted net assets		30,204,163	28	29,181,478
	29	Permanently restricted net assets		24,154,737	29	24,231,069
		Organizations that do not follow SFAS 117, check here ▶ ☐ 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		75,955,903	33	112,619,852
	34	Total liabilities and net assets/fund balances		134,987,362	34	176,903,536

Part XI Financial Statements and Reporting

				Yes	No
1	Accounting method used to prepare the Form 990	☐ cash ☑ accrual ☐ other			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		2a		No
b	Were the organization's financial statements audited by an independent accountant?		2b	Yes	
c	If "Yes" to lines 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?		2c	Yes	
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?		3a	Yes	
b	If "Yes," did the organization undergo the required audit or audits?		3b	Yes	

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493207001080

SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.
Attach to Form 990 or Form 990-EZ. See separate instructions.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
(PARENT) UMASS MEMORIAL HEALTH CARE INC

Employer identification number
04-3358566

Part I Reason for Public Charity Status (to be completed by all organizations) (See Instructions)

The organization is not a private foundation because it is (Please check only **one** organization)

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).** (Attach Schedule H)

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 331/3% 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 331/3% 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).** (See instructions)

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 the supported organization? **11g(i)**		No
(ii) a family member of a person described in (i) above? **11g(ii)**		No
(iii) a 35% controlled entity of a person described in (i) or (ii) above? **11g(iii)**		No

h Provide the following information about the organizations the organization supports

(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	
UMASS MEMORIAL MEDICAL CENTER INC	043358564	03	Yes		Yes		Yes		0
Total									

Part II **Support Schedule for Organizations Described in IRC 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.)

Public Support

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
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 line 1-3						
5 The portion of total contribution by each person (other than a government unit or publicly supported organization) included on line 1 that exceed 2% of the amount shown on line 11, column (f)						
6 **Public Support** subtract line 5 from line 4						

Total Support

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
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)						

12 Gross receipts from related activities, etc (See instructions) **12**

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

Computation of Public Support Percentage

14 Public Support Percentage for 2008 (line 6 column (f) divided by line 11 column (f)) **14**

15 Public Support Percentage for 2007 Schedule A, Part IV-A, line 26f **15**

16a **33 1/3% Test - 2008.** 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 ▶

b **33 1/3% Test - 2007.** If the organization did not check the 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 ▶

17a **10% Facts and Circumstances Test - 2008.** 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 ▶

b **10% Facts and Circumstances Test - 2007.** 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 ▶

18 **Private Foundation.** If the organization did not check the box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions ▶

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

(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(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 1-5						
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 1% of the total of lines 9, 10c, 11, and 12 for the year or $5,000						
c Total of lines 7a and 7b						
8 **Public Support** (Substract line 7c from line 6)						

Total Support

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(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 30 June, 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 501(c)(3) organization, check this box and **stop here** ☐

Computation of Public Support Percentage

15	Public Support Percentage for 2008 (line 8 column (f) divided by line 13 column (f))	15
16	Public Support Percentage for 2007 Schedule A, Part IV-A, line 27g	16

Computation of Investment Income Percentage

17	Investment Income Percentage for **2008** (line 10c column (f) divided by line 13 column (f))	17
18	Investment Income Percentage from **2007** Schedule A, Part IV-A, line 27h	18

19a **33 1/3% Tests - 2008.** 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% Tests - 2007.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ☐

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

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

Facts and Circumstances Test

Additional Data

Software ID:
Software Version:
EIN: 04-3358566
Name: (PARENT) UMASS MEMORIAL HEALTH CARE INC

Form 990, Part VII - Section Aaa

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099MISC)	(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			
JOHN G O'BRIEN , PRESIDENT & CEO	40 00	X		X				0	1,126,040	348,708
MICHAEL P ARONSON MD , DIRECTOR	25 00	X						0	131,543	27,750
O NSIDINANYA OKIKE MD , DIRECTOR	40 00	X						0	357,895	23,280
CYNTHIA M MCMULLEN ED , DIRECTOR	1 00	X						0	0	0
DAVID L BENNETT , VICE CHAIRPERSON	1 00	X						0	0	0
DENNIS D BERKEY , DIRECTOR	1 00	X						0	0	0
DIX F DAVIS , DIRECTOR	1 00	X						0	0	0
EDWARD J PARRY III , CHAIRPERSON	1 00	X						0	0	0
IRINA SIMMONS , DIRECTOR	1 00	X						0	0	0
JAMES YOUNG , DIRECTOR	1 00	X						0	0	0
JOHN H BUDD , CHAIRPERSON	1 00	X						0	0	0
KRISTIN GERSON , DIRECTOR UNTIL 9/09	1 00	X						0	0	0
LOIS D CORNELL , DIRECTOR	1 00	X						0	0	0
LYNDA M YOUNG , DIRECTOR	1 00	X						0	0	0
M HOWARD JACOBSON , DIRECTOR	1 00	X						0	0	0
MICHAEL COLLINS MD , DIRECTOR	1 00	X						0	0	0
SARAH G BERRY , DIRECTOR	1 00	X						0	0	0
STEPHEN W LENHARDT SR , DIRECTOR	1 00	X						0	0	0
TERENCE FLOTTE MD , DIRECTOR	1 00	X						0	0	0
THORU PEDERSON , DIRECTOR	1 00	X						0	0	0
TODD A KEATING , TREASURER	40 00			X				0	609,953	97,386
DOUGLAS S BROWN , SECRETARY, UMASS MEMORIA	40 00			X				0	462,422	76,315
WALTER H ETTINGER MD , PRESIDENT - MEDICAL CENT	40 00				X			0	876,134	131,042
NANCY KRUGER , SR VP, CHIEF NURSING OF	40 00				X			0	330,143	70,469
GEORGE BRENCKLE PHD , SR VP, CHIEF INFORMATIO	40 00				X			0	342,652	75,990
ROBERT A PHILLIPS , MED DIR, HEART & VASCULA	40 00				X			0	806,403	138,632
PATRICIA WEBB , SR VP, CHIEF HR OFFICER	40 00				X			0	376,120	72,455
ANDREW J SUSSMAN , SR VP, COO until 8/29/09	40 00				X			0	570,978	103,584
JOHN T RANDOLPH , VP, CHIEF COMPLIANCE OFF	40 00				X			0	220,862	51,670
SHARON HYLKA , SR VP, HOSPITAL ADMIN	40 00				X			0	376,237	130,084

Form 990, Part VII - Section Aaa

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099MISC)	(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			
VICTORIA DIAMOND , SR VP, OPERATIONS	40 00				X			0	322,535	50,845
ROBERT KLUGMAN , CHIEF QUALITY OFFICER	40 00				X			0	462,114	116,925
BARBARA FISHER , SR VP, OPERATIONS	40 00				X			0	266,535	46,813
ERIC DICKSON , SR MEDICAL DIRECTOR, UM	40 00				X			0	0	0

Form 990, Part VIII - Statement of Revenue - 2a - 2g Program Service Revenue -

	Business Code	(A) Total Revenue	(B) Related or Exempt Function Revenue	(C) Unrelated Business Revenue	(D) Revenue Excluded from Tax under IRC 512, 513, or 514
a SYSTEM ALLOCATION REVE	561,000	120,231,597	120,231,597		
b AFF CONT INCOME-PROF	561,000	22,774,425	22,774,425		
c AFF CONT INCOME-WKRS	561,000	8,372,738	8,372,738		
d AFF CONT INCOME-GENE	561,000	2,179,377	2,179,377		
e admin fee income	561,000	239,096	239,096		

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493207001080

SCHEDULE C
(Form 990 or 990-EZ)
Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

To be completed by organizations described below. Attach to Form 990 or Form 990-EZ

OMB No 1545-0047

2008

Open to Public Inspection

If the organization answered "Yes," to Form 990, Part IV, Line 3, or Form 990-EZ, Part VI, line 46 (Political Campaign Activities)
- Section 501(c)(3) organizations complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations complete Part I-A only

If the organization answered "Yes," to Form 990, Part IV, Line 4, or Form 990EZ, Part VI, line 47 (Lobbying Activities)
- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered "Yes," to Form 990, Part IV, Line 5 (Proxy Tax)
- Section 501(c)(4), (5), or (6) organizations complete Part III

Name of the organization	Employer identification number
(PARENT) UMASS MEMORIAL HEALTH CARE INC	04-3358566

Part I-A **To be completed by all organizations exempt under section 501(c) and section 527 organizations.** (See the instructions for Schedule C for details.)

1	Provide a description of the organization's direct and indirect political campaign activities in Part IV	
2	Political expenditures	$
3	Volunteer hours	

Part I-B **To be completed by all organizations exempt under section 501(c)(3).** (See the instructions for Schedule C for details.)

1	Enter the amount of any excise tax incurred by the organization under section 4955	$
2	Enter the amount of any excise tax incurred by organization managers under section 4955	$
3	If the organization incurred in a section 4955 tax, did it file Form 4720 for this year?	☐ Yes ☐ No
4a	Was a correction made?	☐ Yes ☐ No
b	If "Yes," describe in Part IV	

Part I-C **To be completed by all organizations exempt under section 501(c), except section 501(c)(3).** (See the instructions for Schedule C for details.)

1	Enter the amount directly expended by the filing organization for section 527 exempt function activities	$
2	Enter the amount of the filing organization's internal funds contributed to other organizations for section 527 exempt funtion activities	$
3	Total of direct and indirect exempt function expenditures Add lines 1 and 2 and enter here and on Form 1120-POL, line 17b	$
4	Did the filing organization file **Form 1120-POL** for this year?	☐ Yes ☐ No

5 State the names, addresses and Employer Identification Number (EIN) of all section 527 political organizations to which payments were made Enter the amount paid and indicate if the amount was paid from the filing organization's own internal funds or were political contributions received and promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

(a) Name	**(b)** Address	**(c)** EIN	**(d)** Amount paid from filing organization's internal funds If none, enter -0-	**(e)** Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-

Part II-A **To be completed by organizations exempt under section 501(c)(3) that filed Form 5768 (election under section 501(h)).** (See the instructions for Schedule C for details.)

A Check ☐ if the filing organization belongs to an affiliated group
B Check ☐ if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures— (The term "expenditures" means amounts paid or incurred.)		(a) Filing Organization's Totals	(b) Affiliated Group Totals
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)		
b	Total lobbying expenditures to influence a legislative body (direct lobbying)		
c	Total lobbying expenditures (add lines 1a and 1b)		
d	Other exempt purpose expenditures		
e	Total exempt purpose expenditures (add lines 1c and 1d)		
f	Lobbying nontaxable amount Enter the amount from the following table in both columns—		

If the amount on line 1e, column (a) or (b) is:	**The lobbying nontaxable amount is:**
Not over $500,000	20% of the amount on line 1e
Over $500,000 but not over $1,000,000	$100,000 plus 15% of the excess over $500,000
Over $1,000,000 but not over $1,500,000	$175,000 plus 10% of the excess over $1,000,000
Over $1,500,000 but not over $17,000,000	$225,000 plus 5% of the excess over $1,500,000
Over $17,000,000	$1,000,000

g	Grassroots nontaxable amount (enter 25% of line 1f)		
h	Subtract line 1g from line 1a Enter -0- if line g is more than line a		
i	Subtract line 1f from line 1c Enter -0- if line f is more than line c		

j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? ☐ **Yes** ☐ **No**

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 1a through 1f of the instructions.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)		(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) Total
2a	Lobbying non-taxable amount					
b	Lobbying ceiling amount (150% of line 2a, column(e))					
c	Total lobbying expenditures					
d	Grassroots non-taxable amount					
e	Grassroots ceiling amount (150% of line d, column (e))					
f	Grassroots lobbying expenditures					

Part II-B **To be completed by organizations exempt under section 501(c)(3) that have NOT filed Form 5768 (election under section 501(h)).** (See the instructions for Schedule C for details.)

		(a) Yes	(a) No	(b) Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a	Volunteers?		No	
b	Paid staff or management (include compensation in expenses reported on lines c through i)?		No	
c	Media advertisements?		No	
d	Mailings to members, legislators, or the public?		No	
e	Publications, or published or broadcast statements?		No	
f	Grants to other organizations for lobbying purposes?		No	
g	Direct contact with legislators, their staffs, government officials, or a legislative body?		No	
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means?	Yes		874,958
i	Other activities If "Yes," describe in Part IV	Yes		159,768
j	Total lines 1c through 1i			1,034,726
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
b	If "Yes" enter the amount of any tax incurred under section 4912			
c	If "Yes" enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A **To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).** (See the instructions for Schedule C for details.)

			Yes	No
1	Were substantially all (90% or more) dues received nondeductible by members?	1		
2	Did the organization make only in-house lobbying expenditures of $2,000 or less?	2		
3	Did the organization agree to carryover lobbying and political expenditures from the prior year?	3		

Part III-B **To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, questions 1 and 2 are answered "No" OR if Part III-A, question 3 is answered "Yes."** (See the instructions for Schedule C for details.)

1	Dues, assessments and similar amounts from members	1 $
2	Section 162(e) non-deductible lobbying and political expenditures ***(do not include amounts of political expenses for which the section 527(f) tax was paid).***	
a	Current Year	2a $
b	Carryover from last year	2b $
c	Total	2c $
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3 $
4	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4 $
5	Taxable amount of lobbying and political expenditures (line 2c total minus 3 and 4)	5 $

Part IV **Supplemental Information**

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, and Part II-B, line 1i Also, complete this part for any additional information

Identifier	Return Reference	Explanation
Part II-B, Line 1i	Explanation of Other Lobbying Activities	UMASS MEMORIAL HEALTH CARE, INC PAYS DUES TO THESE RESPECTIVE ORGANIZATIONS, WHO IN TURN LOBBY ON BEHALF OF ITS MEMBERS SOME PORTION OF DUES MAY BE UTILIZED FOR LOBBYING

Part IV Supplemental Information

Identifier	Return Reference	Explanation

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493207001080

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ **Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.**

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
(PARENT) UMASS MEMORIAL HEALTH CARE INC

Employer identification number
04-3358566

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? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit? ☐ Yes ☐ No

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

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

☐ Preservation of land for public use (e g , recreation or pleasure) ☐ Preservation of an historically importantly land area
☐ Protection of natural habitat ☐ Preservation of certified historic structure
☐ Preservation of open space

2 Complete lines 2a–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 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	2d	

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

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

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

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

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

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

9 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.

1a If the organization elected, as permitted under SFAS 116, 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

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

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

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

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 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 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 Trust, 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 why 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	34,201,797				
b Contributions	76,330				
c Investment earnings or losses	-5,733				
d Grants or scholarships					
e Other expenditures for facilities and programs	-429,250				
f Administrative expenses					
g End of year balance	34,701,644				

2 Provide the estimated percentage of the year end balance held as

- a Board designated or quasi-endowment ▶ 0 %
- b Permanent endowment ▶ 70 000 %
- c Term endowment ▶ 30 000 %

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

		Yes	No
(i) unrelated organizations	3a(i)		No
(ii) related organizations	3a(ii)		No
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		2,900	2,900	0
d Equipment		90,718	82,016	8,702
e Other				
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				8,702

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

(a) Description of security or cateory (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives and other financial products		
Closely-held equity interests		
Other See Additional Data		
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶	24,575,720	

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
Total. *(Column (b) should 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
CASH VALUE OF LIFE INSURANCE POLICIES	28,081
DUE FROM RELATED PARTIES	3,714,896
malpractice tail coverage	5,519,726
Total. *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	9,262,703

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

(a) Description of Liability	(b) Amount
Federal Income Taxes	
O/S LOSS RESERVES	24,175,032
DUE TO RELATED PARTIES	1,578,888
DUE TO MEDICAL SCHOOL	1,591,691
ANNUITY PAYABLE	1,652,464
THIRD PARTY LIABILITES	5,032,770
CONTRIBUTION PAYABLE	130,416
ESTIMATED MALPRACTICE COSTS	5,519,726
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	39,680,987

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 FIN 48

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	159,895,381
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	174,057,593
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-14,162,212
4	Net unrealized gains (losses) on investments	4	9,470,305
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	41,355,856
9	Total adjustments (net) Add lines 4 - 8	9	50,826,161
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	36,663,949

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	176,071,908
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	8,528,440		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d	7,325,681		
e	Add lines **2a** through **2d**			2e	15,854,121
3	Subtract line **2e** from line **1**			3	160,217,787
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	568,401		
b	Other (Describe in Part XIV)	4b	-890,807		
c	Add lines **4a** and **4b**			4c	-322,406
5	Total Revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12)			5	159,895,381

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

1	Total expenses and losses per audited financial statements			1	178,360,629
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Losses reported on Form 990, Part IX, line 25	2c			
d	Other (Describe in Part XIV)	2d	5,046,193		
e	Add lines **2a** through **2d**			2e	5,046,193
3	Subtract line **2e** from line **1**			3	173,314,436
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	568,401		
b	Other (Describe in Part XIV)	4b	174,756		
c	Add lines **4a** and **4b**			4c	743,157
5	Total expenses Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18)			5	174,057,593

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 XIV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b

Identifier	Return Reference	Explanation
Part V, Line 4	Description of Intended Use of Endowment Funds	UMass Memorial's endowment consists of approximately 146 individual funds established for a variety of purposes Net Assets associated with endowment funds are classified and reported based on the existence or absence of donor imposed restrictions UMass Memorial has interpreted UPMIFA as requiring the preservation of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary As a result, UMass Memorial classifies as permanently restricted net assets, (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by UMass Memorial in a manner consistent with the standard of prudence prescribed by UPMIFA In accordance with UPMIFA, UMass Memorial considers the following factors in making a determination to appropriate or accumulated endowment funds The duration and preservation of the fund The purposes of UMass Memorial and the donor restricted endowment fund General economic conditions The possible effect of inflation and deflation The expected total return from income and the appreciation of Investments Other resources of the organization The investment policies of the organization
Part X	Description of Uncertain Tax Positions Under FIN 48	UMass Memorial follows a two-step approach for the financial statement recognition and measurement of a tax position taken or expected to be taken on a tax return The substantial majority of UMass Memorial and its affiliate entities are recognized by the Internal Revenue Service as tax-exempt under Section 501 (c) (3) of the Internal Revenue Code Accordingly, these entities will not incur any liability for federal income taxes except for tax on unrelated business income Certain affiliates are taxable entities The measurement of the amounts recorded as a provision for income taxes based upon the aforementioned approach is not material and is recorded as supplies and other expense in the accompanying consolidated financial statements UMass Memorial does not believe it has taken any significant uncertain tax positions
Part XI, Line 8 - Other Adjustments		Cumulative effect of change in accounting principle - Investments 4966721 TRANSFERs FROM RELATED PARTIES 39502000 Net assets released from restrictions used for purchase of PP&E 2715054 temporary restricted expenditures -5565208 K-1 activity -338218 CHANGE IN BENEFICIAL ITNEREST in trusts 75504 Miscellaneous 3
		Part XIII, Line d $7,325,681 Revenue related to Commonwealth Professional Assurance Company, LTD a wholly owned subsidiary Part XIII, Line 4b $1,311,273 Restricted Revenue ($2,715,054) Net Assets Released from Restrictions $512,974 K-1 Activity Part XIII, Line 2d $5,046,193 Expenses related to Commonwealth Professional Assurance Company, LTD a wholly owned subsidiary Part XIII, Line 4b K-1 Activity $174,756

Additional Data

Software ID:
Software Version:
EIN: 04-3358566
Name: (PARENT) UMASS MEMORIAL HEALTH CARE INC

Form 990, Schedule D, Part VII - Investments— Other Securities

(a) Description of security or cateory (including name of security)	**(b)**Book value	**(c)** Method of valuation Cost or end-of-year market value
tiff absolute return pool (SHARES 4,727)	11,637,292	F
gmo multi-strategy fund (offshore) lp (sHARES 4,786,101)	4,786,101	F
tiff private equity partners 2006 (SHARES 639,859)	639,859	F
frank russell global private equity fund (SHARES 545,973)	545,973	F
MPPLTD/KENSICO MARCH 2009 (SHARES 6,816)	720,072	F
MPPLTD MARCH 2009 SEGREGATED (SHARES 3,383)	307,566	F
AETOS CAPITAL LONG/SHORT STRATEGIES (shares 34,145)	2,927,606	F
AETOS CAPITAL DISTRESSED INV STRATEGIES (shares 12,416)	1,268,849	F
AETOS CAPITAL MULTI-STRATEGY ARBITRAGE (shares 9,312)	1,165,116	F
AETOS CAPITAL OPPORTUNITIES (shares 6,208)	577,286	F

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493207001080

SCHEDULE G (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

▶ Attach to Form 990 or Form 990-EZ. Must be completed by organizations that answer "Yes" to Form 990, Part IV, lines 17, 18, or 19, and by organizations that enter more than $15,000 on Form 990-EZ, line 6a.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
(PARENT) UMASS MEMORIAL HEALTH CARE INC

Employer identification number
04-3358566

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

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

- **a** ☑ Mail solicitations
- **b** ☐ Email solicitations
- **c** ☐ Phone solicitations
- **d** ☑ In-person solicitations
- **e** ☑ Solicitation of non-government grants
- **f** ☑ Solicitation of government grants
- **g** ☑ Special fundraising events

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

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization Form 990-EZ filers are not required to complete this table

(i) Name of individual or entity (fundraiser)	**(ii)** Activity	**(iii)** Did fundraiser have custody or control of contributions? Yes	**(iii)** No	**(iv)** Gross receipts from activity	**(v)** Amount paid to (or retained by) fundraiser listed in col **(i)**	**(vi)** Amount paid to (or retained by) organization
UMASS MEMORIAL FOUNDATION INC	FUNDRAISING	Yes		3,663,148	2,068,001	1,595,147
Total ▶						

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

MA

Part II **Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than $15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than $5,000.

		(a) Event #1 GOLF TOURNAMENT (event type)	(b) Event #2 (event type)	(c) Other Events (total number)	(d) Total Events (Add col (a) through col (c))
Revenue	1 Gross receipts	114,280			114,280
	2 Less Charitable contributions	79,824			79,824
	3 Gross revenue (line 1 minus line 2)	34,456			34,456
Direct Expenses	4 Cash Prizes				
	5 Non-cash Prizes				
	6 Rent/Facility costs				
	7 Other direct expenses	34,456			34,456
	8 Direct expense summary Add lines 4 through 7 in column (d) ▶				34,456
	9 Net income summary Combine lines 3 and 8 in column (d) ▶				0

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

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col (a) through col (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	
	7 Direct expense summary Add lines 2 through 5 in column (d) ▶				
	8 Net gaming income summary Combine lines 1 and 7 in column (d) ▶				

			Yes	No
9	Enter the state(s) in which the organization operates gaming activities ____			
a	Is the organization licensed to operate gaming activities in each of these states?	9a		
b	If "No," Explain			
10a	Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?	10a		
b	If "Yes," Explain			
11	Does the organization operate gaming activities with nonmembers?	11		
12	Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?	12		

		Yes	No
13	Indicate the percentage of gaming activity operated in		
a	The organization's facility **13a**		
b	An outside facility **13b**		
14	Provide the name and address of the person who prepares the organization's gaming/special events books and records		
	Name ▶ _____		
	Address ▶ _____		
15a	Does the organization have a contract with a third party from whom the organization receives gaming revenue? **15a**		
b	If "Yes," enter the amount of gaming revenue received by the organization ▶ $ _____ and the amount of gaming revenue retained by the third party ▶ $ _____		
c	If "Yes," enter name and address		
	Name ▶ _____		
	Address ▶ _____		
16	Gaming manager information		
	Name ▶ _____		
	Gaming manager compensation ▶ $ _____		
	Description of services provided ▶ _____		
	☐ Director/officer ☐ Employee ☐ Independent contractor		
17	Mandatory distributions		
a	Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? **17a**		
b	Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $		

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493207001080

Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

▶ Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 23.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
(PARENT) UMASS MEMORIAL HEALTH CARE INC

Employer identification number
04-3358566

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items ☐ First class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☑ Tax idemnification and gross-up payments ☑ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)			
b	If line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain	**1b**	Yes	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	**2**	Yes	
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply ☑ Compensation committee ☑ Written employment contract ☑ Independent compensation consultant ☑ Compensation survey or study ☑ Form 990 of other organizations ☑ Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a			
a	Receive a severance payment or change of control payment?	**4a**	Yes	
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**	Yes	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	**4c**		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	501(c)(3) and 501(c)(4) organizations only must complete lines 5-8.			
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	**5a**		No
b	Any related organization?	**5b**		No
	If "Yes," to line 5a or 5b, describe in Part III			
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	**6a**		No
b	Any related organization?	**6b**		No
	If "Yes," to line 6a or 6b, describe in Part III			
7	For persons listed in form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	**7**		No
8	Were any amounts reported in Form 990, Part VII, paid or accured pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	**8**		No

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space needed.

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

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
JOHN G O'BRIEN	(i)							
	(ii)	847,155	186,540	92,345	28,089	320,619	1,474,748	844,530
MICHAEL P ARONSON MD	(i)							
	(ii)	107,522	21,249	2,772	6,871	20,879	159,293	98,657
O NSIDINANYA OKIKE MD	(i)							
	(ii)	357,895			10,626	12,654	381,175	268,421
TODD A KEATING	(i)							
	(ii)	440,968	119,067	49,918	84,203	13,183	707,339	457,465
DOUGLAS S BROWN	(i)							
	(ii)	350,594	74,934	36,894	56,739	19,576	538,737	346,817
WALTER H ETTINGER MD	(i)							
	(ii)	630,083	155,860	90,191	112,616	18,426	1,007,176	657,101
NANCY KRUGER	(i)							
	(ii)	277,492	52,651		58,812	11,657	400,612	247,607
GEORGE BRENCKLE PHD	(i)							
	(ii)	282,302	59,150	1,200	51,058	24,932	418,642	256,989
ROBERT A PHILLIPS	(i)							
	(ii)	563,341	170,816	72,246	112,258	26,374	945,035	604,802
PATRICIA WEBB	(i)							
	(ii)	295,495	73,125	7,500	48,317	24,138	448,575	282,090
ANDREW J SUSSMAN	(i)							
	(ii)	460,104	87,751	23,123	63,323	40,261	674,562	428,234
JOHN T RANDOLPH	(i)							
	(ii)	185,928	34,934		31,445	20,225	272,532	
SHARON HYLKA	(i)							
	(ii)	279,018	58,268	38,951	109,293	20,791	506,321	
VICTORIA DIAMOND	(i)							
	(ii)	246,180	59,532	16,823	44,179	6,666	373,380	
ROBERT KLUGMAN	(i)							
	(ii)	369,360	88,250	4,504	96,776	20,149	579,039	346,586
BARBARA FISHER	(i)							
	(ii)	211,190	53,451	1,894	26,865	19,948	313,348	

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8 Also complete this part for any additional information

Identifier	Return Reference	Explanation
	Part I, Line 1a	Split dollar gross up calculations to John O'Brien and Walter Ettinger are treated as taxable compensation
	Part I, Line 4a	Part I, Line 4a Name of participants in or receiving payment from a supplemental nonqualified retirement plan Todd A Keating $42,418 John G O'Brien $0 Douglas S Brown $35,394 Walter H Ettinger, M D $62,085 Nancy Kruger $0 George Brenckle, Ph D $0 Robert Phillips $72,246 Patricia Webb $0 Andrew Sussman $23,123 John Randolph $0 Sharon Hylka $31,451 Victoria Diamond $16,823 Robert Klugman $4,504 Barbara Fisher $1,894 Eric Dickson, M D $0
Supplemental Information	Part III	Michael P Aronson, M D received compensation for his services related to medical research, education of medical students and resident training from an unrelated organization Total compensation and deferred compensation amounted to $74,316 The name of the unrelated organization is Umass Medical School

Additional Data

Return to Form

Software ID:
Software Version:
EIN: 04-3358566
Name: (PARENT) UMASS MEMORIAL HEALTH CARE INC

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
JOHN G O'BRIEN	(I) (II)	847,155	186,540	92,345	28,089	320,619	1,474,748	844,530
MICHAEL P ARONSON MD	(I) (II)	107,522	21,249	2,772	6,871	20,879	159,293	98,657
O NSIDINANYA OKIKE MD	(I) (II)	357,895			10,626	12,654	381,175	268,421
TODD A KEATING	(I) (II)	440,968	119,067	49,918	84,203	13,183	707,339	457,465
DOUGLAS S BROWN	(I) (II)	350,594	74,934	36,894	56,739	19,576	538,737	346,817
WALTER H ETTINGER MD	(I) (II)	630,083	155,860	90,191	112,616	18,426	1,007,176	657,101
NANCY KRUGER	(I) (II)	277,492	52,651		58,812	11,657	400,612	247,607
GEORGE BRENCKLE PHD	(I) (II)	282,302	59,150	1,200	51,058	24,932	418,642	256,989
ROBERT A PHILLIPS	(I) (II)	563,341	170,816	72,246	112,258	26,374	945,035	604,802
PATRICIA WEBB	(I) (II)	295,495	73,125	7,500	48,317	24,138	448,575	282,090
ANDREW J SUSSMAN	(I) (II)	460,104	87,751	23,123	63,323	40,261	674,562	428,234
JOHN T RANDOLPH	(I) (II)	185,928	34,934		31,445	20,225	272,532	
SHARON HYLKA	(I) (II)	279,018	58,268	38,951	109,293	20,791	506,321	
VICTORIA DIAMOND	(I) (II)	246,180	59,532	16,823	44,179	6,666	373,380	
ROBERT KLUGMAN	(I) (II)	369,360	88,250	4,504	96,776	20,149	579,039	346,586
BARBARA FISHER	(I) (II)	211,190	53,451	1,894	26,865	19,948	313,348	

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493207001080

Schedule L (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

▶ Attach to Form 990 or Form 990-EZ.
▶ To be completed by organizations that answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V lines 38b or 40b.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
(PARENT) UMASS MEMORIAL HEALTH CARE INC

Employer identification number
04-3358566

Part I Excess Benefit Transactions (section 501(c)(3) and section 501 (c)(4) organizations only).

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected? Yes	No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 . . . . . ▶ $

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . . . ▶ $

Part II Loans to and/or From Interested Persons

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

(a) Name of interested person and purpose	(b) Loan to or from the organization? To	From	(c) Original principal amount	(d) Balance due	(e) In default? Yes	No	(f) Approved by board or committee? Yes	No	(g) Written agreement? Yes	No
Total . . . . . ▶ $										

Part III Grants or Assistance Benefitting Interested Persons

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of grant or type of assistance

Part IV Business Transactions Involving Interested Persons

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues? Yes	No
WILLIAM F SULLIVAN SR	BOD - CMMIC, LABS, VENTURES, COMII, MEDPRO, CRIR	199,904	INDEPENDENT CONTRACTOR ARRANGEMENT		No
PAUL D'ONFRO	BOD - CNEHA, HA HOSP, HOSP, INC	686,637	INDEPENDENT CONTRACTOR ARRANGEMENT		No

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493207001080

SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

Non-Cash Contributions

To be completed by organizations that answered "Yes" on Form 990, Part IV, lines 29 or 30. Attach to Form 990

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
(PARENT) UMASS MEMORIAL HEALTH CARE INC

Employer identification number
04-3358566

Part I Types of Property

		(a) Check if applicable	(b) Number of Contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
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	X	4	88,068	SELLING PRICE/FMV
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 (describe _____)				
26	Other (describe _____)				
27	Other (describe _____)				
28	Other (describe _____)				

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? **30a**		No
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? **31**	Yes	
32a	Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions? **32a**	Yes	
b	If "Yes", describe in Part II		
33	If the organization did not report revenues in Column (c) for a type of property for which Column (a) is checked, describe in Part II		

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

Identifier	ReturnReference	Explanation
Method for Determining Number of Contributors	Part I, Column (b)	Umass Memorial Health Care, Inc utilizes the services of Umass Memorial Foundation, Inc to solicit donor contributions, on occasion, the organization receives gifts of publicly traded stock All gifts of publicly traded stock are immediately sold upon receipt through an investment services firm

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93493207001080

SCHEDULE O (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ **Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.**

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
(PARENT) UMASS MEMORIAL HEALTH CARE INC

Employer identification number
04-3358566

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 2		UMMHC John Budd (Board Member) has a business relationship with Paul D'Onfro

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 6		There are no classes of directors The voting rights of the UMass Memorial's board are absolute

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 7a		As the parent corporation of the UMass Memorial integrated health system, UMass Memorial has no members There are no classes of Trustees

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 7b		UMass Memorial has no members and there are no classes of directors or members Thus, voting rights of UMass Memorial's board are absolute The trustees have and may exercise all of the powers of the corporation by majority vote An affirmative vote of two-thirds of the trustees is required to effect the closure of an acute care campus, closure of a principal clinical service, the sale of all or substantially all of the assets of the corporation, the merger or consolidation, or dissolution, the sale or other disposition of a subsidiary, and to amend the bylaws with respect to the mission statement, public benefit, number and election of trustees, composition of the nominating committee, and elections

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 10		Sections of the Core Form 990 relate to Executive Compensation and, Schedule J are reviewed in detail with the Organization's Compensation Committee of the Board The Compliance Committee of the Board reviews all content associated with Schedule L The Audit Committee of the Board reviews the Form 990, including the above schedules and recommends the Form 990 to the full Board for approval The full board is given access to the Form 990

Identifier	Return Reference	Explanation
Form 990, Part VI, Section B, line 12c		The Conflict of Interest Policy requires Board members and management to complete annual Disclosure Statements and, to update these Disclosure Statements for significant changes in their outside governance and professional activities or, financial relationships as appropriate Additionally, all transactions involving Board members or management and the Organization are required to be approved by the Compliance Committee of the Board and, there is active monitoring and communication to ensure individuals with outside relationships do not inappropriately participate in business decisions of the Organization, purchasing or research decisions

Identifier	Return Reference	Explanation
Form 990, Part VI, Section B, line 15		At UMass Memorial Health care Inc , all compensation matters for the CEO and senior executives throughout the system (including all "disqualified persons") are governed and overseen by the Board of Trustees of Umass memorial health care inc The Board approved a Compensation Philosophy that governs all such decisions The philosophy includes the objectives of the program, components of executive compensation, the relevant market, positioning in the market, factors considered in setting executive compensation and the importance of tying such compensation to performance The Board established a Compensation Committee, made up of disinterested trustees, who are given the authority to establish compensation for all senior executives, within the parameters of the philosophy, and with full and complete reporting to the full board The Compensation Committee performs its work pursuant to its charter and a Compensation Policy that establishes the process the committee will follow in reviewing and approving executive compensation each year The committee ensures that its process meets the rebutable presumption of reasonableness established by the IRS In order to assist the Committee in its responsibilities, the Compensation Committee hires independent, outside compensation consultants to advice the committee and the board on the reasonableness of overall executive compensation program, including compensation of the specific executives These consultants report directly to the Committee and not to Management The Committee works with these consultants, and with legal counsel, to ensure that all compensation paid, as well as the process followed to determine such compensation, is reasonable, meets all regulatory requirements and is competitive with the relevant market

Identifier	Return Reference	Explanation
Form 990, Part VI, Section C, line 19		UMass Memorial makes it governing documents, conflict of interest policy, and financial statements available to the public as required by applicable state and federal laws, and by request on a case-by-case basis

Identifier	Return Reference	Explanation
Schedule G, Part I, Line 2b, Column (v)	Explanation of Fundraising Payments	UMass Memorial Foundation, Inc is identified as the administrator of the philanthropic activities of the reporting entities of UMass Memorial Health Care, Inc This includes the coordination of all charitable work and the management of office operations to support fundraising including the following procedures 1) Active Development Work 2) Donor Relations and Communications 3) Services to UMass Memorial Staff 4) Contribution Reports, Donor Record Files 5) Transfer of Contributions Received (Contributions received by the Foundation that are designated to a UMass Memorial reporting entity are deposited into a designated account of the respective reporting entity upon receipt) 6) Expenditures of Contributions UMass Memorial Health Care, Inc pays UMass Memorial Foundation, Inc its prorata share of operating expenses based on the split of UMass Memorial contribution receipts versus the overall total contribution receipts as collected by the Foundation

Identifier	Return Reference	Explanation
page 11 part xi line 2a & 2b		The organization's financial statements were audited by an independent accounting firm on a consolidated basis The organization has an audit committee responsible for oversight of the audit of its financial statements as well as the selection of an independent accounting firm

Identifier	Return Reference	Explanation
SCHEDULE J		Part II - Disclosures 1) John O'Brien's benefits amount includes a contingent deferred compensation accrual of $302,000 which remains the property of UMass Memorial until and unless the terms of the deferred agreement are fulfilled 2) The above directors receive no compensation for their role as directors All compensation received relates to their position as a physician/administrator Part II Column (F) Compensation reported in prior year Form 990 - Three quarters of the individuals prior year compensation is reported in this number

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493207001080

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Attach to Form 990. To be completed by organizations that answerd "Yes" to Form 990, Part IV, lines 33, 34, 35, 36, or 37.
▶ See separate instructions.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
(PARENT) UMASS MEMORIAL HEALTH CARE INC

Employer identification number
04-3358566

Part I Identification of Disregarded Entities

(A) Name, address, and EIN of disregarded entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Total income	(E) End-of-year assets	(F) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Exempt Code section	(E) Public charity status (if section 501(c)(3))	(F) Direct controlling entity
UMass Memorial Foundation Inc 333 South Street Shrewsbury, MA01545 04-3108190	fundraising support	MA	501(c)(3)	11c	N/A
Health Alliance Realty Corporation 326 Nichols Road Fitchburg, MA01420 04-2560754	real estate management	MA	501(c)(2)	N/A	N/A
Yarock Memorial Housing 72 Jaques Avenue Worcester, MA01610 22-2547039	mental health housing	MA	501(c)(3)	9	N/A
Wing Health Foundation Inc 40 Wright Street Palmer, MA01069 04-2105839	issuance of health related grants	MA	501(c)(3)	11b	N/A

Part III Identification of Related Organizations Taxable as a Partnership

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Predominant income(related, investment, unrelated)	(F) Share of total income	(G) Share of end-of-year assets	(H) Disproprtionate allocations? Yes	(H) No	(I) Code V—UBI amount on Box 20 of K-1	(J) General or managing partner? Yes	(J) No
UMass Memorial Investment Partnership LLP One Biotech Park 365 Plantation St Worcester, MA01605 04-3530755	investment management	MA	N/A	excluded 514	-9,224,587	301,993,350		No	-1,131	Yes	
Central MA Long Term Care Partnership 328 Shrewsbury Street Worcester, MA01604 04-3022147	real estate management	MA	N/A	related	73,000			No		Yes	
University Commons Nursing Care Center 378 Plantation Street Worcester, MA01605 04-3163148	extended care facility	MA	N/A	related	-271,000			No		Yes	
UMass Memorial Marlborough MRI 157 Union Street Marlborough, MA01752 20-2293995	magnetic resonance imaging	MA	N/A	related	548,651	447,440		No			No
UMass Memorial Health Alliance MRI 60 Hospital Road Leominster, MA01453 04-3561571	magnetic resonance imaging	MA	N/A	related	875,369	1,368,600		No			No

Part IV Identification of Related Organizations Taxable as a Corporation or Trust

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Type of entity (C corp, S corp, or trust)	(F) Share of total income	(G) Share of end-of-year assets	(H) Percentage ownership
Commonwealth Professional Assurance Co LTD PO Box 1051 GT Grand Cayman CJ 98-0226143	insurance	CJ	N/A	C	27,697,673	121,421,966	100 000 %
Memorial Office Condominium Trust 328 Shrewsbury Street Worcester, MA01604 04-6616900	Condominium Association	MA	N/A	T	12,886	119,259	53 690 %

Part V Transactions with Related Organizations

Note. Complete line 1 if any entity is listed in Parts II, III or IV

		Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties **(iv)** rent from a controlled entity	1a		No
b Gift, grant, or capital contribution to other organization(s)	1b	Yes	
c Gift, grant, or capital contribution from other organization(s)	1c		No
d Loans or loan guarantees to or for other organization(s)	1d		No
e Loans or loan guarantees by other organization(s)	1e		No
f Sale of assets to other organization(s)	1f		No
g Purchase of assets from other organization(s)	1g		No
h Exchange of assets	1h	Yes	
i Lease of facilities, equipment, or other assets to other organization(s)	1i		No
j Lease of facilities, equipment, or other assets from other organization(s)	1j	Yes	
k Performance of services or membership or fundraising solicitations for other organization(s)	1k		No
l Performance of services or membership or fundraising solicitations by other organization(s)	1l	Yes	
m Sharing of facilities, equipment, mailing lists, or other assets	1m		No
n Sharing of paid employees	1n	Yes	
o Reimbursement paid to other organization for expenses	1o	Yes	
p Reimbursement paid by other organization for expenses	1p	Yes	
q Other transfer of cash or property to other organization(s)	1q		No
r Other transfer of cash or property from other organization(s)	1r		No

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

(A) Name of other organization(s)	(B) Transaction type(a-r)	(C) Amount Involved
(1) **See Additional Data Table**		
(2)		
(3)		
(4)		
(5)		
(6)		

Part VI Unrelated Organizations Taxable as a Partnership

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization See instructions regarding exclusion for certain investment partnerships

(A) Name, address, and EIN of entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Are all partners section 501(c)(3) organizations?		(E) Share of end-of-year assets	(F) Disproprtionate allocations?		(G) Code V—UBI amount on Box 20 of K-1	(H) General or managing partner?	
			Yes	No		Yes	No		Yes	No

Form 990, Schedule R, Part V - Transactions with Related Organizations

	(A) Name of other organization	(B) Transaction type(a-r)	(C) Amount Involved ($)
(1)	UMass Memorial Foundation Inc	O	3,362,077
(2)	Commonwealth Professional Assurance Company LTD	L	20,371,992
(3)	Commonwealth Professional Assuarnce Company LTD	P	19,266,422
(4)	UMass Memorial Medical Center Inc	B	2,689,857
(5)	UMass Memorial Medical Center Inc	N	736,353
(6)	UMass Memorial Medical Center Inc	L	6,202,000
(7)	UMass Memorial Medical Group Inc	L	2,060,289
(8)	UMass Memorial Medical Group Inc	N	508,443
(9)	UMass Memorial Medical Group Inc	B	155,296
(10)	UMass Memorial Realty Inc	J	1,685,948
(11)	UMass Memorial Health Ventures Inc	P	230,526
(12)	UMass Memorial Health Ventures Inc	H	7,883,000
(13)	Caitlin Raymond International Registry inc	H	963,000
(14)	UMass Memorial Laboratories Inc	P	2,164,507
(15)	UMass Memorial Laboratories Inc	H	14,240,000
(16)	UMass Memorial Realty Inc	P	239,216
(17)	Marlborough Hospital	N	73,251
(18)	Marlborough Hospital	P	1,875,551
(19)	The Clinton Hospital Association	N	70,822
(20)	The Clinton Hospital Association	P	1,331,287
(21)	Wing Memorial Hospital Corporation	N	95,024
(22)	Wing Memorial Hospital Corporation	P	1,696,982
(23)	Central New England Health Alliance Inc	P	3,152,108
(24)	UMass Memorial Medical Center Inc	P	114,477,157
(25)	UMass Memorial Medical Group Inc	P	26,518,915
(26)	Central Massachusetts Magnetic Imaging Center Inc	P	179,695
(27)	Central Massachusetts Magnetic Imaging Center Inc	H	10,214,000
(28)	Community HealthLink Inc	P	589,007