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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
UMASS MEMORIAL HEALTH CARE INC
& AFFILIATES - GROUP RETURN

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
91-2155626

E Telephone number
(508) 856-1104

G Gross receipts $ 2,665,486,338

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

M State of legal domicile

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities
UMass Memorial Health Care 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	226
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	134
5	Total number of employees (Part V, line 2a)	5	16,138
6	Total number of volunteers (estimate if necessary)	6	1,047
7a	Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	36,011,329
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0

		Prior Year	Current Year
Revenue 8	Contributions and grants (Part VIII, line 1h)	15,353,765	12,756,094
9	Program service revenue (Part VIII, line 2g)	2,167,823,224	2,342,685,177
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	5,395,202	-4,226,714
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	24,583,594	44,489,331
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,213,155,785	2,395,703,888
Expenses 13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)		2,090,000
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)	944,329,253	1,082,724,336
16a	Professional fundraising fees (Part IX, column (A), line 11e)		2,068,001
b	(Total fundraising expenses, Part IX, column (D), line 25 2,912,937)		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	1,208,959,212	1,231,518,264
18	Total expenses—add lines 13–17 (must equal Part IX, line 25, column (A))	2,153,288,465	2,318,400,601
19	Revenue less expenses Subtract line 18 from line 12	59,867,320	77,303,287

		Beginning of Year	End of Year
Net Assets or Fund Balances 20	Total assets (Part X, line 16)	1,691,864,480	1,773,540,294
21	Total liabilities (Part X, line 26)	1,064,236,620	1,182,071,877
22	Net assets or fund balances Subtract line 21 from line 20	627,627,860	591,468,417

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

****** | 2010-07-13
Signature of officer | Date

TODD A KEATING TREASURER/CFO
Type or print name and title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-empolyed ▶ ☐	Preparer's PTIN (See Gen Inst)
Alan Garofalo			

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 HEATLH CARE 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 $ 1,026,633,327 including grants of $ 2,000,000) (Revenue $ 1,277,177,332)

UMass Memorial Medical CenterUMass Memorial Medical Center is committed to improving the health of the people of central New England through excellence in clinical care, service, teaching and research UMass Memorial Medical center does this by providing inpatient and outpatient health care services to the residents of central New England without regard to their ability to pay

4b (Code) (Expenses $ 269,212,912 including grants of $) (Revenue $ 319,277,532)

UMass Memorial Community Hospitals The UMass Memorial community hospitals (Clinton Hospital, Health Alliance Hospitals Inc , Marlborough Hospital, Wing Memorial Hospital and Medical Centers) are committed to improving the health of the people of the communities that they serve through excellence in clinical care and service Each of these hospitals accomplishes this goal by providing inpatient and outpatient health care services to the residents of their communities without regard to their ability to pay

4c (Code) (Expenses $ 369,115,114 including grants of $) (Revenue $ 399,874,398)

UMass Memorial Medical GroupThe UMass Memorial Medical Group is a multispecialty group practice of physicians whose mission and purpose is to support the clinical, educational, research and community service missions of UMass Memorial Health Care and UMass Memorial Medical Center UMass Memorial Medical Group accomplishes this mission by providing medical care to residents of central New England without regard to their ability to pay

(Code) (Expenses $ 286,420,475 including grants of $ 90,000) (Revenue $ 346,355,915)

4d Other program services (Describe in Schedule O)
(Expenses $ including grants of $) (Revenue $)

4e Total program service expenses $ 1,951,381,828 *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		No
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	Yes	
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	Yes	
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	Yes	
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	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
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		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
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	Yes	
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**	Yes	
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**	Yes	
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**	Yes	
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	1,803		
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	16,138		
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 Yes	
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 226		
b	Enter the number of voting members that are independent . .	1b 134		
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	Yes	
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		No

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

robert feldmann
328 shrewsbury street
worcester, MA 01604
(508) 856-1104

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 ▶								22,015,471	0	3,774,611

2 Total number of individuals (including those in 1a) who received more than $100,000 in reportable compensation from the organization ▶ 1,983

			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
ARUP INC PO BOX 27964 SALT LAKE CITY, UT 84127	Lab Services	5,738,001
CONSIGLI CONSTRUCTION 72 SUMMER STREET MILFORD, MA 01757	SEE Schedule O - Footnote A	5,509,553
MORRISON MANAGEMENT SPECIALISTS PO BOX 102289 ATLANTA, GA 303682289	FOOD Management SERVICES	4,939,736
STANDARD BUILDERS 52 HOLMES RD NEWINGTON, CT 061111708	SEE Schedule O - Footnote A	4,717,849

2 Total number of independent contractors (including those in 1) who received more than $100,000 in compensation from the organization ▶ 133

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 354,054				
	d	Related organizations 1d 628,923				
	e	Government grants (contributions) 1e 6,402,322				
	f	All other contributions, gifts, grants, and similar amounts not included above 1f 5,370,795				
	g	Noncash contributions included in lines 1a-1f $ 233,547				
	h	**Total (Add lines 1a-1f)** ▶	12,756,094			
Program Service Revenue		Business Code				
	2a	NET PATIENT SERVICE RE	900,099	1,814,289,500	1,814,289,500	
	b	special MEDICAID PAYME	900,099	185,074,139	185,074,139	
	c	affiliate related prog	900,099	140,534,603	140,534,603	
	d	system allocaTION REVE	900,099	120,231,597	120,231,597	
	e	fees & CONTRACTS FROM	900,099	19,877,392	19,877,392	
	f	All other program service revenue		62,677,946	61,246,675	1,431,271
	g	**Total. Add lines 2a-2f** ▶ $ 2,342,685,177				
	3	Investment income (including dividends, interest other similar amounts) ▶	12,121,617	365,399	-2,262	11,758,480
	4	Income from investment of tax-exempt bond proceeds ▶				
	5	Royalties ▶	47,816			47,816
		(i) Real / (ii) Personal				
	6a	Gross Rents 2,334,757				
	b	Less rental expenses 1,500,825				
	c	Rental income or (loss) 833,932				
	d	Net rental income or (loss) ▶	833,932			833,932
		(i) Securities / (ii) Other				
	7a	Gross amount from sales of assets other than inventory 249,784,349 / 1,858,741				
	b	Less cost or other basis and sales expenses 267,280,206 / 711,215				
	c	Gain or (loss) -17,495,857 / 1,147,526				
	d	Net gain or (loss) ▶	-16,348,331	-1,406,543		-14,941,788
Other Revenue	8a	Gross income from fundraising events (not including $ 320,793 of contributions reported on line 1c) See Part IV, line 18 *Attach Schedule G if total exceeds $15,000* a				
	b	Less direct expenses b 290,204				
	c	Net income or (loss) from fundraising events ▶	30,589			30,589
	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	lab outreach program &	621,500	36,013,591	36,013,591	
	b	1500 MD BILLING	900,099	2,128,007		2,128,007
	c	sublease income	900,099	1,667,713		1,667,713
	d	All other revenue		3,767,683	2,959,360	808,323
	e	**Total. Add lines 11a-11d** ▶ $ 43,576,994				
	12	**Total Revenue.** Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e ▶	2,395,703,888	2,343,172,122	36,011,329	3,764,343

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	2,000,000	2,000,000		
2 Grants and other assistance to individuals in the U S See Part IV, line 22	90,000	90,000		
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	24,347,424	12,104,610	12,242,814	
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	838,795,977	718,937,070		274,066
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	58,873,194	50,035,039	8,833,384	4,771
9 Other employee benefits	93,698,764	79,125,755	14,544,006	29,003
10 Payroll taxes	67,008,977	56,676,461	10,318,136	14,380
11 Fees for services (non-employees)				
a Management	1,631,562		1,631,562	
b Legal	1,633,360	40,395	1,592,965	
c Accounting	1,163,984		1,163,984	
d Lobbying	1,695,016	1,695,016		
e Professional fundraising *See Part IV, line 17*	2,068,001			2,068,001
f Investment management fees	1,208,487		1,208,487	
g Other	134,294,196	120,442,931	13,668,080	183,185
12 Advertising and promotion	3,478,754	2,864,078	466,987	147,689
13 Office expenses	40,693,985	28,294,157	12,335,751	64,077
14 Information technology	30,328,008	29,502,993	824,807	208
15 Royalties				
16 Occupancy	62,279,017	51,014,556	11,260,542	3,919
17 Travel	3,903,272	3,771,396	128,532	3,344
18 Payments of travel or entertainment expenses for any Federal, state or local public officials				
19 Conferences, conventions and meetings	1,689,035	1,437,221	230,245	21,569
20 Interest	23,366,698	21,900,430	1,466,268	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	83,647,951	65,733,710	17,907,832	6,409
23 Insurance	50,941,108	48,629,945	2,309,969	1,194
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 PURCHASED SERVICES	227,007,613	189,758,661	37,182,629	66,323
b medical supplies	202,863,814	169,015,216	33,837,207	11,391
c medical education servi	141,581,045	141,581,045		
d system overhead activit	136,986,591	78,466,232	58,518,809	1,550
e BAD DEBTS	59,391,198	59,391,198		
f All other expenses	21,733,570	18,873,713	2,847,999	11,858
25 **Total functional expenses.** Add lines 1 through 24f	2,318,400,601	1,951,381,828	364,105,836	2,912,937
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	26,715,924	1	220,529,535
	2	Savings and temporary cash investments	110,778,464	2	57,329,317
	3	Pledges and grants receivable, net	6,290,589	3	3,645,791
	4	Accounts receivable, net	217,171,891	4	234,039,357
	5	Receivables from current and former officers, directors, trustees, key employees or other related parties *Complete Part II of Schedule L*	4,497,634	5	5,137,541
	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	29,685,969	7	29,935,458
	8	Inventories for sale or use	18,991,311	8	20,960,383
	9	Prepaid expenses and deferred charges	15,129,246	9	18,622,296
	10a	Land, buildings, and equipment cost basis — 10a: 1,428,543,121			
	b	Less accumulated depreciation *Complete Part VI of Schedule D* — 10b: 797,026,939	640,580,330	10c	631,516,182
	11	Investments—publicly traded securities	306,749,161	11	343,377,848
	12	Investments—other securities See Part IV, line 11 *Complete Part VII of Schedule D*	102,594,529	12	110,674,015
	13	Investments—program-related See Part IV, line 11 *Complete Part VIII of Schedule D*	11,149,691	13	10,931,195
	14	Intangible assets	33,600	14	123,146
	15	Other assets See Part IV, line 11 *Complete Part IX of Schedule D*	201,496,141	15	86,718,230
	16	**Total assets.** *Add lines 1 through 15 (must equal line 34)*	1,691,864,480	16	1,773,540,294
Liabilities	17	Accounts payable and accrued expenses	224,256,716	17	245,416,378
	18	Grants payable		18	
	19	Deferred revenue	4,132,919	19	3,522,571
	20	Tax-exempt bond liabilities	349,079,610	20	400,460,021
	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	51,334,015	23	57,303,137
	24	Unsecured notes and loans payable		24	29,865,535
	25	Other liabilities *Complete Part X of Schedule D*	435,433,360	25	445,504,235
	26	**Total liabilities.** *Add lines 17 through 25*	1,064,236,620	26	1,182,071,877
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	488,193,278	27	453,883,291
	28	Temporarily restricted net assets	64,460,684	28	62,719,705
	29	Permanently restricted net assets	74,973,898	29	74,865,421
		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	627,627,860	33	591,468,417
	34	Total liabilities and net assets/fund balances	1,691,864,480	34	1,773,540,294

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		No
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		
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	

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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
UMASS MEMORIAL HEALTH CARE INC
& AFFILIATES - GROUP RETURN

Employer identification number
91-2155626

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)**		
(ii) a family member of a person described in (i) above? **11g(ii)**		
(iii) a 35% controlled entity of a person described in (i) or (ii) above? **11g(iii)**		

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**	
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

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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
UMASS MEMORIAL HEALTH CARE INC & AFFILIATES - GROUP RETURN	91-2155626

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?	Yes		820,058
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		No	
j	Total lines 1c through 1i			1,695,016
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 IV Supplemental Information

Identifier	Return Reference	Explanation

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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
UMASS MEMORIAL HEALTH CARE INC
& AFFILIATES - GROUP RETURN

Employer identification number
91-2155626

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	97,341,571				
b Contributions	172,660				
c Investment earnings or losses	510,787				
d Grants or scholarships					
e Other expenditures for facilities and programs	-536,334				
f Administrative expenses					
g End of year balance	98,561,352				

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

- a Board designated or quasi-endowment ▶ 0 %
- b Permanent endowment ▶ 76 000 %
- c Term endowment ▶ 24 000 %

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)	Yes	
(ii) related organizations	3a(ii)	Yes	
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		6,993,534		6,993,534
b Buildings		760,412,430	379,807,446	380,604,984
c Leasehold improvements		28,125,389	14,944,930	13,180,459
d Equipment		600,855,178	396,968,392	203,886,786
e Other		32,156,590	5,306,171	26,850,419
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				631,516,182

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	57,846,363	F
Closely-held equity interests		
Other See Additional Data		
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶	110,674,015	

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
Total. *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	

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

(a) Description of Liability	(b) Amount
Federal Income Taxes	
DUE TO UMASS MEDICAL SCHOOL	7,927,360
THIRD PARTY LIABILITIES	94,095,825
DUE TO RELATED PARTIES	25,181,500
Accrued Pension POST RETIREMENT BENEFITS	246,390,981
O/S LOSS RESERVES	24,175,032
ESTIMATED MALPRACTICE COSTS	30,883,511
OTHER	1,033,796
ANNUITY PAYABLE	1,652,464
LT LIABILITY ARO	10,567,462
accrued lt liabilities	3,596,304
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	445,504,235

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	2,395,703,888
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	2,318,400,601
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	77,303,287
4	Net unrealized gains (losses) on investments	4	13,352,554
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-126,815,284
9	Total adjustments (net) Add lines 4 - 8	9	-113,462,730
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-36,159,443

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	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total Revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12)			5	

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

1	Total expenses and losses per audited financial statements			1	
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			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
4	Amounts included on Form 990, Part IX, line 25, but not on line **1:**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total expenses Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18)			5	

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	Part V Endowment Funds Question 4 The Intended use of the organization's endowment funds are directed in accordance with the donor's intent including the perservation of the original gift and various purposes including charity care, medical education, research, health care services, buildings and equipment
Part XI, Line 8 - Other Adjustments		NET ASSETS RELEASED FROM RESTRICTIONS for PPE 6767981 Cumulative effect of change in accounting for investments 11150030 pension related changes other than net periodic benefit cost -134162759 TRANSFERS FROM RELATED PARTIES 331242 OTHER CHANGES IN NET ASSETS -10901778
		FIN 48 FOOTNOTE Income Taxes 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

Additional Data

Software ID:

Software Version:

EIN: 91-2155626

Name: UMASS MEMORIAL HEALTH CARE INC & AFFILIATES - GROUP RETURN

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 (10,162 SHARES)	25,015,373	F
tiff private equity partners 2006 (1,375,433 SHARES)	1,375,433	F
frank russell global private equity fund (1,173,616 SHARES)	1,173,617	F
gmo multi-strategy fund (offshore) lp (10,288,142 SHARES)	10,288,141	F
AETOS CAPITAL LONG/SHORT STRATEGIES (73,396 SHARES)	6,293,144	F
AETOS CAPITAL DISTRESSED INV STRATEGIES (26,688 SHARES)	2,727,502	F
AETOS CAPITAL MULTI-STRATEGY ARBITRAGE (20,017 SHARES)	2,504,519	F
AETOS CAPITAL OPPORTUNITIES (13,346 SHARES)	1,240,926	F
MPPLTD/KENSICO MARCH 2009 (14,650 SHARES)	1,547,858	F
MPPLTD MARCH 2009 SEGREGATED (7,271 SHARES)	661,139	F

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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
UMASS MEMORIAL HEALTH CARE INC
& AFFILIATES - GROUP RETURN

Employer identification number
91-2155626

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,NH

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 HOSP. GOLF TOURNEY (event type)	(b) Event #2 GOLF TOURNAMENT (event type)	(c) Other Events 7 (total number)	(d) Total Events (Add col (a) through col (c))
Revenue	1 Gross receipts	313,983	114,280	246,584	674,847
	2 Less Charitable contributions	144,926	79,824	129,304	354,054
	3 Gross revenue (line 1 minus line 2)	169,057	34,456	117,280	320,793
Direct Expenses	4 Cash Prizes	0	0	850	850
	5 Non-cash Prizes	26,342	0	12,421	38,763
	6 Rent/Facility costs	112,156	0	25,136	137,292
	7 Other direct expenses	16,232	34,456	62,611	113,299
	8 Direct expense summary Add lines 4 through 7 in column (d) ▶				290,204
	9 Net income summary Combine lines 3 and 8 in column (d) ▶				30,589

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 ▶ $		

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SCHEDULE H (Form 990)

Department of the Treasury
Internal Revenue Service

Hospitals

▶ To be completed by organizations that answer "Yes" to Form 990, Part IV, line 20.
▶ Attach to Form 990.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
UMASS MEMORIAL HEALTH CARE INC
& AFFILIATES - GROUP RETURN

Employer identification number
91-2155626

Part I Charity Care and Certain Other Community Benefits at Cost *(Optional for 2008)*

			Yes	No
1a	Does the organization have a charity care policy? If "No," skip to question 6a	1a		
b	If "Yes," is it a written policy?	1b		
2	If the organization has multiple hospitals, indicate which of the following best describes application of the charity care policy to the various hospitals ☐ Applied uniformly to all hospitals ☐ Applied uniformly to most hospitals ☐ Generally tailored to individual hospitals			
3	Answer the following based on the charity care eligibility criteria that applies to the largest number of the organization's patients			
a	Does the organization use Federal Poverty Guidelines (FPG) to determine eligibility for providing *free* care to low income individuals? If "Yes," indicate which of the following is the family income limit for eligibility for free care ☐ 100% ☐ 150% ☐ 200% ☐ Other _____%	3a		
b	Does the organization use FPG to determine eligibility for providing *discounted* care to low income individuals? If "Yes," indicate which of the following is the family income limit for eligibility for discounted care ☐ 200% ☐ 250% ☐ 300% ☐ 350% ☐ 400% ☐ Other _____%	3b		
c	If the organization does not use FPG to determine eligibility, describe in Part VI the income based criteria for determining eligibility for free or discounted care Include in the description whether the organization uses an asset test or other threshold, regardless of income, to determine eligibility for free or discounted care			
4	Does the organization's policy provide free or discounted care to the "medically indigent"?	4		
5a	Does the organization budget amounts for free or discounted care provided under its charity care policy?	5a		
b	If "Yes," did the organization's charity care expenses exceed the budgeted amount?	5b		
c	If "Yes" to line 5b, as a result of budget considerations, was the organization unable to provide free or discounted care to a patient who was eligibile for free or discounted care?	5c		
6a	Does the organization prepare an annual community benefit report?	6a		
6b	If "Yes," does the organization make it available to the public?	6b		
	Complete the following table using the worksheets provided in the Schedule H instructions Do not submit these worksheets with the Schedule H			

7 Charity Care and Certain Other Community Benefits at Cost

Charity Care and Means-Tested Government Programs	(a) Number of activities or programs (optional)	(b) Persons served (optional)	(c) Total community benefit expense	(d) Direct offsetting revenue	(e) Net community benefit expense	(f) Percent of total expense
a Charity care at cost (from *worksheets 1 and 2)*						
b Unreimbursed Medicaid (from *worksheet 3, column a)*						
c Unreimbursed costs—other means-tested government programs (from *Worksheet 3, column b)*						
d **Total** Charity Care and Means-Tested Government Programs						
Other Benefits						
e Community health improvement services and community benefit operations (from (worksheet 4)						
f Health professions education (from worksheet 5)						
g Subsidized health services (from worksheet 6)						
h Research (from worksheet 7)						
i Cash and in-kind contributions to community groups (from worksheet 8)						
j **Total** Other Benefits						
k **Total** (line 7d and 7j)						

Part II Community Building Activities (Complete this table if the organization conducted any community building activities) *(Optional for 2008)*

		(a) Number of activities or programs (optional)	(b) Persons served (optional)	(c) Total community building expense	(d) Direct offsetting revenue	(e) Net community building expense	(f) Percent of total expense
1	Physical improvements and housing						
2	Economic development						
3	Community support						
4	Environmental improvements						
5	Leadership development and training for community members						
6	Coalition building						
7	Community health improvement advocacy						
8	Workforce development						
9	Other						
10	**Total**						

Part III Bad Debt, Medicare, and Collection Practices *(Optional for 2008)*

Section A—Bad Debt Expense

			Yes	No
1	Does the organization report bad debt expense in accordance with Heathcare Financial Management Association Statement No 15?	1		
2	Enter the amount of the organization's bad debt expense (at cost) 2			
3	Enter the estimated amount of the organization's bad debt expense (at cost) attributable to patients eligible under the organization's charity care policy 3			
4	Provide in Part VI the text of the footnote to the organization's financial statements that describes bad debt expense In addition, describe the costing methodology used in determining the amounts reported on lines 2 and 3, or rationale for including other bad debt amounts in community benefit			

Section B—Medicare

5	Enter total revenue received from Medicare (including DSH and IME) 5		
6	Enter Medicare allowable costs of care relating to payments on line 5 6		
7	Enter line 5 less line 6—surplus or (shortfall) 7		
8	Describe in Part VI the extent to which any shortfall reported on line 7 should be treated as community benefit, and the costing methodology or source used to determine the amount reported on line 6 and indicate which of the following methods was used		

☐ Cost accounting system ☐ Cost to charge ratio ☐ Other

Section C—Collection Practices

9a	Does the organization have a written debt collection policy?	9a		
9b	If "Yes," does the organization's collection policy contain provisions on the collection practices to be followed for patients who are known to qualify for charity care or financial assistance? Describe in Part VI	9b		

Part IV Management Companies and Joint Ventures *(Optional for 2008)*

	(a) Name of entity	(b) Description of primary activity of entity	(c) Organization's profit % or stock ownership %	(d) Officers, directors trustees, or key employees' profit % or stock ownership%	(e) Physicians' profit % or stock ownership %
1					
2					
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
14					

Part V Facility Information *(Required for 2008)*

Name and address	Licensed hospital	General medical & surgical	Children's hospital	Teaching hospital	Critical access hospital	Research facility	ER-24 hours	ER-other	Other (Describe)
See Additional Data Table									

Part VI Supplemental Information *(Optional for 2008)*

Complete this part to provide the following information

1 Provide the description required for Part I, line 3c, Part I, line 6a, Part I, line 7g, Part I, line 7, column (f), Part I, line 7, Part III, line 4, Part III, line 8, Part III, line 9b, and Part V See Instructions

2 **Needs Assessment.** Describe how the organization assesses the health care needs of the communities it serves

3 **Patient Education of Eligibility for Assistance.** Describe how the organization informs and educates patients and persons who may be billed for patient care about their eligibility for assistance under federal, state, or local government programs or under the organization's charity care policy

4 **Community Information.** Describe the community the organization serves, taking into account the geographic area and demographic constituents it serves

5 **Community Building Activities.** Describe how the organization's community building activities, as reported in Part II, promote the health of the communities the organization serves

6 Provide any other information important to describing how the organization's hospitals or other health care facilities further its exempt purpose by promoting the health of the community (e g , open medical staff, community board, use of surplus funds, etc)

7 If the organization is part of an affiliated health care system, describe the respective roles of the organization and its affiliates in promoting the health of the communites served

8 If applicable, identify all states with which the organization, or a related organization, files a community benefit report

Additional Data

Software ID:
Software Version:
EIN: 91-2155626
Name: UMASS MEMORIAL HEALTH CARE INC & AFFILIATES - GROUP RETURN

Form 990 Schedule H, Part V - Facility Information

Name and address	Licensed hospital	General medical & surgical	Children's hospital	Teaching hospital	Critical access hospital	Research facility	ER-24 hours	ER-other	Other (Describe)
UMass Memorial Medical Center Inc 55 Lake Ave Worcester, MA 01605	X	X	X	X		X	X		
UMass Memorial Medical Center - Memorial 119 Belmont Street Worcester, MA 01605	X	X	X	X		X	X		
UMass Memorial Medical Center - Hahneman 281 Lincoln Street Worcester, MA 01605								X	Satellite - outpatient services
Tri-River Family Health 281 E Hartford Ave uxbridge, MA 01569								X	Satellite - health center
Simonds-Sinon Regional Cancer Center 275 Nichols Road fitchburg, MA 01420								X	Satellite - cancer center
Regional Family Health Center - Barre 151 Worcester Road barre, MA 01005								X	Satellite - health center
UMass Memorial Rehab Group 15 Belmont Street Worcester, MA 01605								X	Satellite - rehab clinic
Anticoagulation Clinic Lincoln Square Pa 15 Belmont Street Worcester, MA 01605								X	Satellite - outpatient anticoagulation clinic
Hahnemann Family Health Center 279 Lincoln Street Worcester, MA 01609								X	Satellite - health center
3 PTC 305 Belmont Street Worcester, MA 01604								X	Satellite - outpatient psychiatric treatment center
Westboro Radiology 154 East Main Street westboro, MA 01581								X	Satellite - health center
Shrewsbury Radiology 26 Julio Drive shrewsbury, MA 01545								X	Satellite - health center
Psychiatric Outpatient Services 361 Plantation Street Worcester, MA 01605								X	Satellite - outpatient psychiatric treatment center
Molecular Diagnostics Laboratory 222 Maple Avenue shrewsbury, MA 01545								X	Satellite - diagnostics lab
Plumley Village 116 Belmont Street Worcester, MA 01608								X	Satellite - outpatient physician clinic
UMass Memorial Hospice 650 Lincoln Street Worcester, MA 01605								X	Satellite - hospice services
UMass Memorial Endoscopy Center 21 Eastern Avenue Worcester, MA 01605								X	Satellite - outpatient endoscopy services
Ronald McDonald Mobile Care Van 55 Lake Avenue Worcester, MA 01655								X	Satellite - roaming outpatient physician clinic
UMass Memorial Home Health 650 Lincoln Street Worcester, MA 01605								X	Satellite - home health services
HealthAlliance Hospital Inc 60 Hospital Road leominster, MA 01453	X	X		X			X		
HealthAlliance Hospital Inc 326 Nichols Road fitchburg, MA 01420								X	Outpatient cancer treatment center, Inpatient mental health
HealthAlliance Home Health and Hospice 25 Tucker Road leominster, MA 01453								X	Visiting nurse association
PT Plus Whitney Fields 21 Cinema Blvd leominster, MA 01453								X	Outpatient physical therapy center
PT Plus Orchard Hills 100 Duval Road lancaster, MA 01523								X	Outpatient physical therapy center
Marlborough Hospital 157 Union Street marlborough, MA 01752	X	X		X			X		Joint venture in on-site MRI facility
Marlborough Hospital Rehabilitation Serv 340 Maple Street marlborough, MA 01752								X	Rehab Clinic
Clinton Hospital Association 201 Highland Street clinton, MA 01510	X	X					X		None
Wing Memorial Hospital Corporation 40 Wright Street palmer, MA 01069	X	X					X		
Belchertown Medical Center 20 Daniel Shays Highway belchertown, MA 01007								X	Satellite - health center
Ludlow Medical Center 34 Hubbard Street ludlow, MA 01056								X	Satellite - health center

Form 990 Schedule H, Part V - Facility Information

Name and address	Licensed hospital	General medical & surgical	Children's hospital	Teaching hospital	Critical access hospital	Research facility	ER-24 hours	ER-other	Other (Describe)
Monson Medical Center 2 Main Street monson, MA 01057								X	Satellite - health center
Wilbraham Medical Center 2344 Boston Road wilbraham, MA 01095								X	Satellite - health center
VNA 42 Wright Street palmer, MA 01069								X	Home Health and Hospice
UMass Memorial Laboratories Biotech One 365 plantation street Worcester, MA 01605								X	Satellite - lab services

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Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments and Individuals in the U.S.

Complete if the organization answered "Yes," on Form 990, Part IV, lines 21 or 22. Attach to Form 990.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
UMASS MEMORIAL HEALTH CARE INC
& AFFILIATES - GROUP RETURN

Employer identification number
91-2155626

Part I General Information on Grants and Assistance

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

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" on Form 990, Part IV, line 21 for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Use Part IV and Schedule I-1 if additional space is needed . . . . . ▶ ☐

1(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
great brook valley health center inc19 tacoma street worcester, MA 01605	04-2513817	501 (c) (3)	1,000,000	0			SUPPORT FOR HEALTH CENTER'S MISSION
family health center of worcester inc26 queen street worcester, MA 01610	04-2485308	501 (c) (3)	1,000,000	0			SUPPORT FOR HEALTH CENTER'S MISSION

2 Enter total number of section 501(c)(3) and government organizations . . . . . ▶ 2

3 Enter total number of other organizations . . . . . ▶

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
scholarships	30	90,000			

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

See Additional Data Table

Identifier	Return Reference	Explanation
Other Information	Part IV	Part I Line 2 Grants - At reasonable intervals, re-evaluation of the Grants will occur to ensure that the arrangements are expected to continue to satisfy the standard set forth The Health Centers will document the re-evaluation contemporaneously Part I Line 2 Scholarships - Prior to the distribution of any and all scholarship funds, HealthAlliance requires verification of program enrollment from all recipients Part II Line 1(h) The standard set forth is a reasonable expectation that the Grants will contribute meaningfully to each of the Health Center's ability to maintain or increase the availability, or enhance the quality, of services provided to a medically underserved population serviced by the Health Centers Each Health Center has documented the basis for said reasonable expectation

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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
UMASS MEMORIAL HEALTH CARE INC
& AFFILIATES - GROUP RETURN

Employer identification number
91-2155626

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				
See Additional Data Table	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
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	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
	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 John Polanowicz $14,467 Charles Cavagnaro III, M D $6,138 Sheila Daly $14,557 Deborah Ekstrom $14,612 Gary N Lapidas $39,183 Robert Feldmann $21,045 Michele M Streeter $10,305 Paulette Seymour-Route $36,986 Thomas Bergan $17,893 Stephen E Tosi, M D $33,962 William Corbett, M D $10,824 Patrick L Muldoon $27,105 Dana Swenson $0 Walter H Ettinger, M D $62,085 Nancy Kruger $0 George Brenckle, Ph D $0 Phillips, Robert $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	Part I, line 1 a Split dollar gross up calculations to John O'Brien and Walter Ettinger which are treated as taxable compensation Part I, line 4 a Phillip Heywood's position was terminated effective 12/31/2008 In recognition of his years of service at HealthAlliance Hospital, Phillip was awarded severance compensation equal to 52 weeks of his salary and wages During fiscal year 2009 Phillip was paid $136,174 as a result of this arrangement 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 Core Form 990, Part VII, Question 5 - Unrelated Organization Compensation Below are the Officers, Directors and Highest Compensated Employees listed in Part II that also received compensation from an unrelated organization for their services related to medical research, education of medical students and resident training Amounts include their base compensation and deferred compensation for calendar year 2008 The name of the unrelated organization is UMass Medical School DANIEL LASSER, M D $246,946 MARIANNE E FELICE, M D $201,109 ELIAS J AROUS, M D $150,488 PETER H BAGLEY, M D $151,014 ALAN P BROWN, M D $66,494 SHUBJEET KAUR, M D $133,897 MARY LINDHOLM, M D $15,000 DAVID AYERS, M D $138,627 GREGORY VOLTURO, M D $182,400 AJEET SINGH, M D $24,039 MICHAEL P ARONSON, M D $74,316 BRYAN CHESHIRE, M D $25,743 DOUGLAS ZIEDONIS, M D $178,597 JOSEPH FERRUCCI, M D $252,202 BRIAN D BUSCONI, M D $108,000 RAYMOND M DUNN, M D $144,188 DEMETRIUS LITWIN, M D $205,431

Additional Data Return to Form

Software ID:
Software Version:
EIN: 91-2155626
Name: UMASS MEMORIAL HEALTH CARE INC & AFFILIATES - GROUP RETURN

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
TODD A KEATING	(I) (II)	440,968	119,067	49,918	84,203	13,183	707,339	457,465
JOHN POLANOWICZ	(I) (II)	262,784	58,887	21,967	41,577	32,080	417,295	257,729
CHARLES CAVAGNARO III MD	(I) (II)	282,289	63,815	13,638	41,232	30,372	431,346	269,807
SHEILA DALY	(I) (II)	185,249	40,274	22,057	39,467	12,598	299,645	185,685
GARY N LAPIDAS	(I) (II)	341,119	61,856	46,683	81,316	11,772	542,746	337,244
MARIANNE E FELICE MD	(I) (II)	181,748	25,000	2,772	19,717	24,141	253,378	157,140
ELIAS J AROUS MD	(I) (II)	532,441	46,438	2,772	11,250	21,141	614,042	436,238
PETER H BAGLEY MD	(I) (II)	264,669	136,935	2,772	99,938	23,549	527,863	303,282
ALAN P BROWN MD	(I) (II)	141,851	12,868	2,772	8,090	20,109	185,690	118,118
SHUBJEET KAUR MD	(I) (II)	261,087	31,000	3,522	11,250	23,550	330,409	221,707
DAVID AYERS MD	(I) (II)	458,765	70,000	2,772	11,250	22,868	565,655	398,653
GORDON MANNING MD	(I) (II)	147,913	54,976	2,772	54,078	22,094	281,833	154,246
GREGORY VOLTURO MD	(I) (II)	224,288	89,701	2,772	11,250	23,550	351,561	237,571
ARTHUR PAPPAS MD	(I) (II)	193,219		2,772	23,084	22,406	241,481	146,993
AJEET SINGH MD	(I) (II)	163,049	45,850	2,772	10,917	23,013	245,601	158,753
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
STEPHEN E TOSI MD	(I) (II)	379,898	74,459	33,962	85,453	22,528	596,300	366,239
DAVID L MAGUIRE MD	(I) (II)	160,000	33,478	396	7,902	1,268	203,044	145,406
WILLIAM CORBETT MD	(I) (II)	263,545	68,726	10,824	23,690	17,700	384,485	257,321
PATRICK L MULDOON	(I) (II)	362,987	85,052	34,605	62,445	28,358	573,447	361,983
MICHAEL J COFONE	(I) (II)	232,415	28,030		4,438	15,109	279,992	195,334
BETTYANN CIRILLO MD	(I) (II)	226,336	34,800		6,792	20,557	288,485	195,852
VAL SLAYTON MD	(I) (II)	268,515	35,473		4,600	15,834	324,422	227,991
BRYAN CHESHIRE MD	(I) (II)	182,334	43,390	2,772	11,250	19,523	259,269	
DIANE POWER MD	(I) (II)	229,985	2,500		6,905	22,191	261,581	
DOUGLAS ZIEDONIS MD	(I) (II)	175,343	35,000	2,772	10,992	23,550	247,657	159,836
JOSEPH FERRUCCI MD	(I) (II)	360,435		2,772	11,250	22,868	397,325	272,405
JASON GUNDERSEN MD	(I) (II)	227,479	136,934	2,772	11,250	19,555	397,990	275,389
PHILIP HEYWOOD	(I) (II)	175,357	17,916			6,028	199,301	144,955
DANA SWENSON	(I) (II)	221,460	49,596		39,187	18,220	328,463	203,292
THOMAS CANTO MD	(I) (II)	190,670	110,654	138	9,200	22,441	333,103	226,097
RENE UMANZOR MD	(I) (II)	124,364	119,420	60	9,200	18,790	271,834	
DOUGLAS S BROWN	(I) (II)	350,594	74,934	36,894	56,739	19,576	538,737	346,817
DANIEL LASSER MD	(I) (II)	203,029	83,908	2,772	103,043	22,486	415,238	217,282
DEBORAH EKSTROM	(I) (II)	181,140		22,112	43,180	22,107	268,539	152,439
ROBERT FELDMANN	(I) (II)	223,265	46,875	21,045	51,000	19,000	361,185	218,389
FRANCIS W SMITH	(I) (II)	162,796	8,654		16,409	17,693	205,552	128,588
MICHELE STREETER	(I) (II)	265,897	52,813	10,305	43,982	18,383	391,380	246,761
MURIEL E FRAKER ESQUIRE	(I) (II)	156,157	9,902		24,096	24,295	214,450	124,544
THOMAS BERGAN	(I) (II)	222,377	62,188	17,893	57,118	3,159	362,735	226,844
STEVEN MCCUE	(I) (II)	128,029	13,000		10,042	16,644	167,715	105,772
KEARY T ALLICON	(I) (II)	135,777	10,500		11,715	18,341	176,333	109,708
JEFFREY DION	(I) (II)	156,655	30,837		18,833	20,990	227,315	140,619
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	
BRIAN D BUSCONI MD	(I) (II)	414,297	69,050	2,772	11,250	21,141	518,510	
RAYMOND M DUNN MD	(I) (II)	395,883	81,796	2,772	11,250	21,141	512,842	360,338
DEEPAK TAKHTANI MD	(I) (II)	337,628	122,857	2,772	11,250	23,209	497,716	
DEMETRIUS LITWIN MD	(I) (II)	389,070	70,000	2,772	11,250	23,550	496,642	
SRIDHAR SHANKAR MD	(I) (II)	315,207	122,246	2,772	11,250	26,141	477,616	

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Schedule K (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax Exempt Bonds

To be completed by organizations that answered "Yes" to Form 990, Part IV, line 24a.
Provide descriptions, explanations, and any additional information in Schedule O.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
UMASS MEMORIAL HEALTH CARE INC
& AFFILIATES - GROUP RETURN

Employer identification number
91-2155626

Part I Bond Issues *(Required for 2008)*

	(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased		(h) On Behalf of Issuer	
							Yes	No	Yes	No
A	MHEFA-UMASS MEMORIAL SERIES D	04-2456011	57586clq6	08-18-2005	107,450,000	SEE SCHEDULE O		X		X
B	MHEFA-UMASS MEMORIAL VARIABLE RATE SERIES E	04-2456011	57586eh27	05-22-2009	30,000,000	SEE SCHEDULE O		X		X
C	MHEFA-UMASS MEMORIAL VARIABLE RATE SERIES F	04-2456011	57586eh27	05-22-2009	30,000,000	SEE SCHEDULE O		X		X
D	MHEFA-MARLBOROUGH HOSPITAL VARIABLE RATE SERIES 0-1	04-2456011	57586eld1	08-03-2009	10,043,550	SEE SCHEDULE O		X		X
E	MHEFA-UMASS MEMORIAL MASTER LEASE	04-2456011		12-07-2005	10,000,000	CAPITAL EQUIPMENT		X		X

Part II Proceeds *(Optional for 2008)*

		A	B	C	D	E
1	Total Proceeds of Issue					
2	Gross Proceeds in Reserve Funds					
3	Proceeds in Refunding or Defeasance Escrows					
4	Other Unspent Proceeds					
5	Issuance Costs from Proceeds					
6	Working Capital Expenditures from Proceeds					
7	Capital Expenditures from Proceeds					
8	Year of Substantial Completion					

		A		B		C		D		E	
		Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
9	Were the bonds issued as part of a current refunding issue?										
10	Were the bonds issued as part of an advance refunding issue?										
11	Has the final allocation of proceeds been made?										
12	Does the organization maintain adequate books and records to support the final allocation of proceeds?										

Part III Private Business Use *(Optional for 2008)*

		A		B		C		D		E	
		Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?										
2	Are there any lease arrangements with respect to the financed property which may result in private business use?										

Part III Private Business Use *(Continued)*

		A		B		C		D		E	
		Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts with respect to the financed property which may result in private business use?										
3b	Are there any research agreements with respect to the financed property which may result in private business use?										
3c	Does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts or research agreements relating to the financed property?										
4	Enter the percentage of financed property used in a private business use by entities other than a 501(c)(3) organization or a state or local government										
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another 501(c)(3) organization, or a state or local government										
6	Total of lines 4 and 5										
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?										

Part IV Arbitrage *(Optional for 2008)*

		A		B		C		D		E	
		Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1	Has a Form 8038-T been filed wth respect to the bond issue?										
2	Is the bond issue a variable rate issue?										
3a	Has the organization or the government issuer identified a hedge with respect to the bond issue on its books and records?										
b	Name of provider										
c	Term of hedge										
4a	Were gross proceeds invested in a GIC?										
b	Name of provider										
c	Term of GIC										
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?										
5	Were any gross proceeds invested beyond an available temporary period?										
6	Did the bond issue qualify for an exception to rebate?										

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Schedule K (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax Exempt Bonds

To be completed by organizations that answered "Yes" to Form 990, Part IV, line 24a.
Provide descriptions, explanations, and any additional information in Schedule O.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
UMASS MEMORIAL HEALTH CARE INC
& AFFILIATES - GROUP RETURN

Employer identification number
91-2155626

Part I Bond Issues *(Required for 2008)*

	(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased		(h) On Behalf of Issuer	
							Yes	No	Yes	No
A	MHEFA-UMASS MEMORIAL MASTER LEASE	04-2456011		12-27-2006	20,000,000	CAPITAL EQUIPMENT		X		X
B	MHEFA-UMASS MEMORIAL MASTER LEASE	04-2456011		04-24-2008	20,000,000	CAPITAL EQUIPMENT		X		X
C	MHEFA-UMASS MEMORIAL MASTER LEASE	04-2456011		07-24-2009	20,000,000	CAPITAL EQUIPMENT		X		X

Part II Proceeds *(Optional for 2008)*

		A	B	C	D	E
1	Total Proceeds of Issue					
2	Gross Proceeds in Reserve Funds					
3	Proceeds in Refunding or Defeasance Escrows					
4	Other Unspent Proceeds					
5	Issuance Costs from Proceeds					
6	Working Capital Expenditures from Proceeds					
7	Capital Expenditures from Proceeds					
8	Year of Substantial Completion					

		A		B		C		D		E	
		Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
9	Were the bonds issued as part of a current refunding issue?										
10	Were the bonds issued as part of an advance refunding issue?										
11	Has the final allocation of proceeds been made?										
12	Does the organization maintain adequate books and records to support the final allocation of proceeds?										

Part III Private Business Use *(Optional for 2008)*

		A		B		C		D		E	
		Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?										
2	Are there any lease arrangements with respect to the financed property which may result in private business use?										

Part III Private Business Use *(Continued)*

		A		B		C		D		E	
		Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts with respect to the financed property which may result in private business use?										
3b	Are there any research agreements with respect to the financed property which may result in private business use?										
3c	Does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts or research agreements relating to the financed property?										
4	Enter the percentage of financed property used in a private business use by entities other than a 501(c)(3) organization or a state or local government										
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another 501(c)(3) organization, or a state or local government										
6	Total of lines 4 and 5										
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?										

Part IV Arbitrage *(Optional for 2008)*

		A		B		C		D		E	
		Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1	Has a Form 8038-T been filed wth respect to the bond issue?										
2	Is the bond issue a variable rate issue?										
3a	Has the organization or the government issuer identified a hedge with respect to the bond issue on its books and records?										
b	Name of provider										
c	Term of hedge										
4a	Were gross proceeds invested in a GIC?										
b	Name of provider										
c	Term of GIC										
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?										
5	Were any gross proceeds invested beyond an available temporary period?										
6	Did the bond issue qualify for an exception to rebate?										

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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
UMASS MEMORIAL HEALTH CARE INC
& AFFILIATES - GROUP RETURN

Employer identification number
91-2155626

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
VARIOUS-CASH VALUE OF LIFE INSUR POLICIES		X	6,384,076	4,956,280		No	Yes		Yes	
dr jason gundersen		X	30,000	10,833		No	Yes		Yes	
dr daniel carlucci		X	80,000	11,640		No	Yes		Yes	
dr audrey tracey		X	114,299	108,788		No	Yes		Yes	
dr audrey tracey		X	50,000	50,000		No	Yes		Yes	
Total . . . . . ▶ $				5,137,541						

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
See Additional Data Table					

Additional Data

Software ID:
Software Version:
EIN: 91-2155626
Name: UMASS MEMORIAL HEALTH CARE INC & AFFILIATES - GROUP RETURN

Form 990, Schedule L, Part IV - Business Transactions Involving Interested Persons

(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**
Gordon Manning MD	Current Director	14,300	Rental of Property - Income		No
Daniel Carlucci MD	Current Director	48,938	Rental of Property - Income		No
Edward J Parry III	Current Director	106,026	Rental of Property - Expense		No
Gordon Manning MD	Current Director	210,258	Rental of Property - Expense		No
John Clementi	Current Director	149,486	Rental of Property - Expense		No
Edward Manzi	Current Director	193,320	Rental of Property - Expense		No
Markian Stecyk MD	Current Director	15,000	Employment Arrangement		No
William F Sullivan Sr	Current Director	199,904	Independent Contactor Arrangement		No
Edward Noonan	Current Director	338,366	Independent Contactor Arrangement		No
Paul D'Onfro	Current Director	686,637	Independent Contactor Arrangement		No
Daniel Carlucci MD	Current Director	74,190	Independent Contactor Arrangement		No
Lynda Young MD	Current Director	13,500	Independent Contactor Arrangement		No
John Shea Esquire	Current Director	13,266	Independent Contactor Arrangement		No
Susan Ettinger	Family Member of Walter Ettinger, Key Employee	10,406	Employment Arrangement		No
Cheryl Swenson	Family Member of dANA sWENSON, dIRECTOR	39,400	Employment Arrangement		No
Kathleen Hylka	Family member of Sharon Hylka, Key Employee	93,105	Employment Arrangement		No
Kathryn C May	Family member of Deborah Ekstrom, Officer	34,634	Employment Arrangement		No
Eileen Henrickson RN	Family member of Deborah Ekstrom, Officer	94,355	Employment Arrangement		No
Dr Kenneth Stillman	Family member of Ann Molloy, Director	39,434	Employment Arrangement		No
Anthony J Mercadante	Family member of Nicholas Mercadante	273,543	Independent Contactor Arrangement		No
Joanne D'Onfro	Family member of Paul D'Onfro, Director	55,462	Employment Arrangement		No

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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
UMASS MEMORIAL HEALTH CARE INC
& AFFILIATES - GROUP RETURN

Employer identification number
91-2155626

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	1,744	195,556	fmv/selling price
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 DOOR PRIZES)	X	72	37,991	COST
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** 0

		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
Non Reporting of Revenue	Part I, Line 33	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 Line 25 Door prizes included were from the Health Alliance Hospitals, Inc 's Speakeasy and Kidsplash events and the Central New England Health Alliance, Inc 's Hospital Golf Tourney event

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SCHEDULE N (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Liquidation, Termination, Dissolution or Significant Disposition of Assets

To be completed by organizations that answer "Yes" to Form 990, Part IV, lines 31 or 32 or Form 990-EZ, line 36.
▶ Attach certified copies of any articles of dissolution, resolutions or plans.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
UMASS MEMORIAL HEALTH CARE INC
& AFFILIATES - GROUP RETURN

Employer identification number
91-2155626

Part I Liquidation, Termination or Dissolution. Complete this part if the organization answered "Yes" to Form 990, Part IV, line 31, or Form 990-EZ, line 36. (Use Schedule N-1 if additional space is needed.)

1	(a) Description of asset(s) distributed or transaction expenses paid	(b) Date of distribution	(c) Fair market value of asset(s) distributed or amount of transaction expenses	(d) Method of determining FMV for asset(s) distributed or transaction expenses	(e) EIN of recipient	(f) Name and address of recipient	(g) IRC Code section recipient(s) (if tax-exempt) or type of entity
	CASH	09-25-2009	35,313	cash account balance	22-2605679	UMass Memorial Health Ventures Inc 328 shrewsbury street worcester, MA 01604	501 (c) (3)

See Additional Data Table

			Yes	No
2	Did or will any officer, director, trustee, or key employee of the organization			
a	Become a director or trustee of a successor or transferee organization?	2a	Yes	
b	Become an employee of, or independent contractor for, a successor or transferee organization?	2b		No
c	Become a direct or indirect owner of a successor or transferee organization?	2c		No
d	Receive, or become entitled to, compensation or other similar payments as a result of the organization's liquidation, termination, or dissolution?	2d		No
e	If the organization answered "Yes" to any of the questions in this line, provide the name of the person involved and explain in Part III			

Part I Liquidation, Termination or Dissolution *(continued)*

			Yes	No
	Note. If the organization distruibuted all of its assets during the tax year, then Form 990, Part X, column (B) should equal -0-			
3	Did the organization distribute its assets in accordance with its governing instruments? If "No," describe in Part III	3	Yes	
4a	Did the organization request or receive a determination letter from EO Determinations that the organization's exempt status was terminated?	4a		No
b	(If "Yes," provide the date of the letter -)			
5a	Is the organization required to notify the attorney general or other appropriate state official of its intent to dissolve, liquidate, or terminate?	5a		No
b	If "Yes," did the organization provide such notice?	5b		No
6	Did the organization discharge or pay all liabilities in accordance with state laws?	6	Yes	
7a	Did the organization have any tax-exempt bonds outstanding during the year?	7a		No
b	Did the organization discharge or defease tax-exempt bond liabilities in accordance with the Internal Revenue Code and state laws?	7b		No
c	If "Yes," describe in Part III how the organization defeased or otherwise settled these liabilities If "No," explain in Part III			

Part II Sale, Exchange, Disposition or Other Transfer of More Than 25% of the Organization's Assets. Complete this part if the organization answered "Yes" to Form 990, Part IV, line 32, or Form 990-EZ, line 36. Use Schedule N-1 if additional space is needed.

1	**(a)** Description of asset(s) distributed or transaction expenses paid	**(b)** Date of distribution	**(c)** Fair market value of asset(s) distributed or amount of transaction expenses	**(d)** Method of determining FMV for asset(s) distributed or transaction expenses	**(e)** EIN of recipient	**(f)** Name and address of recipient	**(g)** IRC Code section of recipient(s) (if tax-exempt) or type of entity

			Yes	No
2	Did or will any officer, director, trustee, or key employee of the organization			
a	Become a director or trustee of a successor or transferee organization?	2a	Yes	
b	Become an employee of, or independent contractor for, a successor or transferee organization?	2b		No
c	Become a direct or indirect owner of a successor or transferee organization?	2c		No
d	Receive, or become entitled to, compensation or other similar payments as a result of the organization's significant disposition of assets?	2d		No
e	If the organization answered "Yes" to any of the questions in this line, provide the name of the person involved and explain in Part III			

Part III **Supplemental Information.** Complete this part to provide the information required by Part I, lines 2e, 7c; or Part II, line 2e; and any additional information.

Explanation

MEDPRO, INC AND COMMONS II, INC WERE MERGED INTO ANOTHER ORGANIZATION WITHIN THE UMASS SYSTEM OFFICERS AND DIRECTORS OF THE ORGANIZATION ARE ALREADY OFFICERS AND DIRECTORS OF THE TRANSFEREE ORGANIZATION BOTH ORGANIZATIONS ARE PART OF THIS GROUP RETURN THIS INCLUDES GARY LAPIDASFRANCIS W SMITHJOHN H BUDDBRIAN K CARROLLFREDERICK G CROCKERWILLIAM D KELLEHER, JR JOHN G O'BRIENWILLIAM F SULLIVAN

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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
UMASS MEMORIAL HEALTH CARE INC
& AFFILIATES - GROUP RETURN

Employer identification number
91-2155626

Identifier	Return Reference	Explanation
Form 990, Part III, line 4d	Other Program Services	Other UMass Memorial Entities - UMass Memorial has a number of subsidiary entities that function primarily to deliver health care to patients or to support the delivery of health care to patients of UMass Memorial They accomplish this through the delivery of health care services without regard to the patient's ability to pay They also accomplish this by providing support, oversight, administrative services or patient advocacy services to the patients of UMass Memorial and central New England Expenses $ 286420475 including grants of $ 90000 Revenue $ 346355915

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 2		Page 6 Section A Governing Body and Management, Line 2 Identify the persons and describe their relationship UMMHC John Budd (Board Member), Business Relationship with Paul D'Onfro Health Alliance Paul D'Onfro (Board Member), Business Relationship with John Budd Bettyann Cirillo (Board Member), Business Relationship with John Howard Marlborough Michael Murphy (Board Member), Business Relationship with Daniel Carlucci, Richard Bennett, Cornelius Ferris, John Polanowicz, and Philip Purcell Ann Molloy (Board Member), Business Relationship with Alan Brown, MD Wing James Phaneuf (Board Member), Business Relationship with Charles Cavagnaro, Edward J Noonan, Robert S Haveles, James St Amand, Paul Scully, and Katherine Coolidge Edward Noonan (Board Member), Business Relationship with Charles Cavagnaro, James St Amand, James Phaneuf, Katherine Coolidge, Robert S Haveles, Patrick Turley, and Elaine Anderson Roland Desrochers (Board Member), Business Relationship with Charles Cavagnaro Patrick Turley (Board Member), Business Relationship with Linda Mitchell, Edward Noonan, Ron Christiansen, and Paul Scully Robert Haveles (Board Member), Business Relationship with Edward Noonan, James Phaneuf, Paul Scully, and Patrick Turley Ronald Christiansen (Board Member), Business Relationship with Patrick Turley, Linda Mitchell, and Paul Scully Paul Scully (Board Member), Business Relationship with Ron Christiansen, Patrick Turley, Robert Haveles, James Phaneuf, and Charles Cavagnaro Charles Cavagnaro (President), Business Relationship with Edward Noonan, James Phaneuf, Paul Scully, and Roland Desrochers Charles Cavagnaro (President), Personal Relationship with Elaine Anderson Linda Mitchell (Board Member), Business Relationship with Ron Christiansen, Robert Haveles, Patrick Turley, Edward Noonan, and Paul Scully Katherine Coolidge (Board Member), Business Relationship with Edward Noonan, and James Phaneuf Elaine Anderson (Board Member), Business Relationship with Paul Scully, and Edward Noonan Cynthia Lyons (Board Member), Business Relationship with Paul Scully

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 6		Page 6 Section A Governing Body and Management Line 6 There are no classes of directors The voting rights of the member's board are absolute

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 7a		Page 6 Section A Governing Body and Management Line 7 a The majority of entities in the Consolidated Group have a sole member (which is also within the Consolidated Group) that elects the board of directors There are no classes of directors The majority of the entities reserve to the Member the power to remove directors, to fill vacancies, and to increase or decrease the size of the board

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 7b		Page 6 Section A Governing Body and Management Line 7 b The majority of the entities in the Consolidated Group have a sole member (which is also within the Consolidated Group) with the right to approve or ratify decisions of the entity, which is exercised by that Member's board of trustees There are no classes of directors or members Thus, the voting rights of a Member's board are absolute Generally, the sole members of each entity reserves the power to approve major transactions, to merge, consolidate or liquidate the corporation's assets, to adopt annual operating and capital budgets and amendments, to enter into loan agreements and/or guaranties, to appoint and/or elect the President and/or CEO, to elect and/or appoint and remove directors, fill vacancies, to increase or decrease the size of the board, and to approve unbudgeted expenditures

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 10		Page 6 Section A Governing Body and Management Line 10 Sections of the Core Form 990 related 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		Page 6 Section B Policies Line 12 c 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		Page 6 Section B Policies Line 15 b At UMass Memorial, 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 the Parent 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 advise 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		Page 6 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 K Supplental Information		PART I COLUMN (F) DESCRIPTION OF PURPOSE A - COMPLETION OF THE EXPANSION OF THE EMERGENCY DEPT AND ROUTINE CAPITAL EQUIPMENT AND/OR RENOVATION PROJECTS B - RENOVATION, EQUIPPING AND CONSTRUCTION FOR CLINICAL, SUPPORT SERVICE AND INFRASTRUCTURE PROJECTS C - RENOVATION, EQUIPPING AND CONSTRUCTION FOR CLINICAL, SUPPORT SERVICE AND INFRASTRUCTURE PROJECTS D - NEW EMERGENCY DEPT ADDITION, MRI PAD AND RENOVATION OF DIAGNOSTIC IMAGING SPACE

Identifier	Return Reference	Explanation
Page 1, Line H (b) List of Affiliated Organizations		The Clinton Hospital Association, 201 Highland Street, Clinton, MA 01510 EIN 04-1185520 Fiscal Year end 9/30/2009 Commons II, Inc , 328 Shrewsbury Street, Worcester, MA 01604 EIN 04-3288081 Fiscal Year end 9/30/2009 Marlborough Hospital, 157 Union Street, Marlborough, MA 01752 EIN 04-2104693 Fiscal Year end 9/30/2009 MedPro, Inc , 328 Shrewsbury Street, Worcester, MA 01604 EIN 22-2804884 Fiscal Year end 9/30/2009 UMass Memorial Behavioral Health System, Inc , 328 Shrewsbury Street, Worcester, MA 01604 EIN 04-3374724 Fiscal Year end 9/30/2009 UMass Memorial Hospitals, Inc , 328 Shrewsbury Street, Worcester, MA 01604 EIN 04-3296271 Fiscal Year end 9/30/2009 UMass Memorial Health Ventures, Inc , 328 Shrewsbury Street, Worcester, MA 01604 EIN 22-2605679 Fiscal Year end 9/30/2009 UMass Memorial Laboratories, Inc , 328 Shrewsbury Street, Worcester, MA 01604 EIN 04-3321703 Fiscal Year end 9/30/2009 UMass Memorial Medical Center, Inc , 328 Shrewsbury Street, Worcester, MA 01604 EIN 04-3358564 Fiscal Year end 9/30/2009 UMass Memorial Medical Group, Inc , 328 Shrewsbury Street, Worcester, MA 01604 EIN 04-2911067 Fiscal Year end 9/30/2009 UMass Memorial Realty, Inc , 328 Shrewsbury Street, Worcester, MA 01604 EIN 04-2805630 Fiscal Year end 9/30/2009 Wing Memorial Hospital Corp , 40 Wright Street, Palmer, MA 01069 EIN 22-2519813 Fiscal Year end 9/30/2009 UMass Memorial Health Care, Inc (Parent), 328 Shrewsbury Street, Worcester, MA 01604 EIN 04-3358566 Fiscal Year end 9/30/2009 Community HealthLink, Inc , 72 Jaques Avenue, Worcester, MA 01610 EIN 04-2626179 Fiscal Year end 9/30/2009 Central Massachusetts Magnetic Imaging Center, Inc , 367 Plantation Street, Worcester, MA 01605 EIN 04-2981362 Fiscal Year end 9/30/2009 Central New England HealthAlliance, Inc , 60 Hospital Road, Leominster, MA 01453 EIN 04-3172496 Fiscal Year end 9/30/2009 Coordinated Primary Care, Inc , 60 Hospital Road, Leominster, MA 01453 EIN 04-3210002 Fiscal Year end 9/30/2009 HealthAlliance Home Health and Hospice, Inc , 25 Tucker Road, Leominster, MA 01453 EIN 04-2932308 Fiscal Year end 9/30/2009 HealthAlliance Hospitals, Inc , 60 Hospital Road, Leominster, MA 01453 EIN 04-2103555 Fiscal Year end 9/30/2009 Caitlin Raymond International Registry, Inc , 328 Shrewsbury Street, Worcester, MA 01604 EIN 06-1749208 Fiscal Year end 9/30/2009 Clinton Hospital Foundation, Inc , 328 Shrewsbury Street, Worcester, MA 01604 EIN 04-3357881 Fiscal Year end 9/30/2009

Identifier	Return Reference	Explanation
Page 8 Part VII Section B Independent Contractors - Description of service		Description of services Footnote A - General Contractor management fees Subcontracts to a variety of services, including but not limited to cost of materials, plumbing, HVAC, electrical, bricklayers, laborers This vendor may also supply their own laborers as opposed to subcontracting the work out

Identifier	Return Reference	Explanation
Page 11 Part XI LINE 2A & 2B		Were the organization's financial statements compiled, reviewed or audited by an independent accountant? Response is "No" per group instructions page 62 which states we can only answer yes if all the subordinates in the group had their financial statements compiled, reviewed or audited individually rather than on a consolidated basis 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 G part 1 line 2b column III		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

Identifier	Return Reference	Explanation
SCHEDULE G Part I, Line 2b, Column (v)		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
schedule g part II		Part II, Column (a) Event #1 The Hospital Golf Tourney was held by Central New England HealthAlliance, Inc Part II, Column (b) Event #2 The Golf Tournament was held by UMASS MEMORIAL HEALTH CARE, INC Part II, Column (c) Other events The 7 events reported in Column (c) are Golf Tournament held by Wing Memorial Hospital, Corp , Mental Health Month Dinner held by Community HealthLink, Inc , Gala Night held by The Clinton Hospital Association, KidSplash held by HealthAlliance Hospitals, Inc , Lovelight held by HealthAlliance Hospitals, Inc , Speakeasy held by HealthAlliance Hospitals, Inc , AND Golf Tournament held by mARLBOROGH hOSPITAL

Identifier	Return Reference	Explanation
SCHEDULE L PART II LOANS FROM INTERESTED PERSONS	The VARIOUS-CASH VALUE OF LIFE INSUR POLICIES INCLUDES THE FOLLOWING	Amounts due from current and former officers pertain to split dollar life insurance policies of the respected individuals These policies were originated at various times during the insureds employment with UMass Memorial Health Care, Inc The corresponding policy premiums were funded by the employer as an employee benefit In accordance with IRS Notice 2002-8, Treasury Regulation 1 61-22 and Treasury Regulation 1 7872-15, these payments require classification as loans due from the insured These loan balances are reflected at the lower of the discounted cash surrender value or discounted cumulative premiums paid (a) Name of interested person (c) Original principal amount (d) Balance due John O'Brien, Current President & CEO (c)$ 1,947,354 (d)$ 701,647 Peter Levine, Former Officer of Medical Center (c)$ 1,090,235 (d)$ 840,268 Walter Ettinger, Current Key Employee of Medical Center (c)$ 505,000 (d)$ 174,923 Thomas Cummings, Former CEO of Marlborough Hospital (c)$ 377,630 (d)$ 166,376 Richard H Scheffer, Former CEO of Wing Memorial Corp (c)$ 26,660 (d)$ 34,098 William J Williams, Former Officer of Health Alliance Hospitals, Inc (c)$ 1,981,627 (d)$ 2,832,730 Floyd Connelly, Former Executive Director of CMMIC, Inc (c)$ 455,570 (d)$ 206,238

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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
UMASS MEMORIAL HEALTH CARE INC
& AFFILIATES - GROUP RETURN

Employer identification number
91-2155626

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

EIN:91-2155626

FEDERAL IDENTIFICATION NO. 22-2804884

FEDERAL IDENTIFICATION NO. 04-3288081

Fee: $35.00

Examiner

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF *~~CONSOLIDATION~~ / *MERGER

(General Laws, Chapter 180, Section 10)
Domestic and Domestic Corporations

22280484

*Consolidation / *merger of MedPro, Inc.

and Commons II, Inc.,

the constituent corporations, into MedPro, Inc.,

*one of the constituent corporations / *~~a new corporation~~.

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. The agreement of *~~consolidation~~ / *merger was duly adopted in accordance and compliance with the requirements of General Laws, Chapter 180, Section 10.

2. That if any of the constituent corporations constitutes a public charity, then the resulting or surviving corporation shall be a public charity.

3. The resulting or surviving corporation shall furnish a copy of the agreement of *consolidation / *merger to any of its members or to any person who was a stockholder or member of any constituent corporation upon written request and without charge.

4. The effective date of the *~~consolidation~~ / *merger determined pursuant to the agreement of *consolidation / *merger shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:

C ☐
P ☐
M ☐
R.A. ☐

5. (For a merger)
(a) The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger:

None.

P.C.

*Delete the inapplicable word

7-5-86

(For a consolidation)
(b) The purpose of the *resulting* corporation is to engage in the following activities:

Not applicable.

**(c) The resulting corporation may have one or more classes of members. If it does, the designation of such class or classes, the manner of election or appointment, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the bylaws of the corporation or may be set forth below:

None.

**(d) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the resulting corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

Not applicable.

6. The information contained in Item 6 is *not* a *permanent* part of the Articles of Organization of the ~~*resulting~~ / *surviving corporation.

(a) The street address of the ~~*resulting~~ / *surviving corporation in Massachusetts is: *(post office boxes are not acceptable)*

21 North Quinsigamond Avenue
Shrewsbury, MA 01545

*Delete the inapplicable word. **If there are no provisions state "None".

(b) The name, residential address and post office address of each director and officer of the *resulting / *surviving corporation is:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:			
Treasurer:		See Page 6 (b) attached hereto	and incorporated herein
Clerk:			
Directors:			

(c) The fiscal year (i.e. tax year) of the *resulting / *surviving corporation shall end on the last day of the month of: 6/30

(d) The name and business address of the resident agent, if any, of the *resulting / *surviving corporation is:

The undersigned officers of the several constituent corporations listed herein further state under the penalties of perjury as to their respective corporations that the agreement of *consolidation / *merger has been duly executed on behalf of such corporations and duly approved by the members / stockholders / directors of such corporations in the manner required by General Laws, Chapter 180, Section 10.

TO BE EXECUTED ON BEHALF OF EACH CONSTITUENT CORPORATION

Gary N. Lapidas, *President / *~~Vice President~~

Frank W. Smith, *Clerk / *~~Assistant Clerk~~

of MedPro, Inc.

(Name of constituent corporation)

Gary N. Lapidas, *President / *~~Vice President~~

Frank W. Smith, *Clerk / *~~Assistant Clerk~~

of Commons II, Inc.

(Name of constituent corporation)

*~~Delete the inapplicable words.~~

Continuation Page

ARTICLES OF MERGER OF COMMONS, II, INC. INTO MEDPRO, INC.

(b) The name, residential address, and post office of each director of the surviving corporation is:

Chairperson:	John H. Budd 75 Highland Street, Holden, MA 01520
President & CEO:	Gary N. Lapidas 33 Christine Street, Worcester, MA 01606
Treasurer:	Robert Feldman 7 Highland Road, Acton, MA 01720
Clerk:	Frank W. Smith 23 Surrey Lane, Holden, MA 01520

Directors/Trustees:

John H. Budd 75 Highland Street Holden, MA 01520	Gary N. Lapidas 33 Christine Street Worcester, MA 01606	Robert Feldman 7 Highland Road Acton, MA 01720
Brian K. Carroll 10 Paul Revere Road Worcester, MA 01609	Frederick G. Crocker 60 Asnebumskit Road Paxton, MA 01602	
William D. Kelleher, Jr. 6 Westwood Drive Worcester, MA 01609	William Sullivan, Sr. 74 Monadnock Road Worcester, MA 01609	John O'Brien 50 Clubhouse Way Sutton, MA 01590

EIN:91-2155626

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF *CONSOLIDATION / *MERGER
(General Laws, Chapter 180, Section 10)
Domestic and Domestic Corporations

30040272

I hereby approve the within Articles of *Consolidation / *Merger and, the filing fee in the amount of $ 35.00, having been paid, said articles are deemed to have been filed with me this 30 day of Sept, 20 09.

Effective date: September 30 2009

A TRUE COPY ATTEST
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 10/1/09 CLERK

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

SECRETARY OF THE COMMONWEALTH
2009 SEP 30 PM 3:19
CORP. DIVISION

1095811

TO BE FILLED IN BY CORPORATION
Contact information:

Joseph E. Fournier, Esq.
Office of the General Counsel
370 Main Street, Worcester, MA 01608-1779
Telephone: 508-334-1700
Email: joseph.fournier@umassmemorial.org

A copy this filing will be available on-line at www.state.ma us/sec/cor once the document is filed.

EIN:91-2155626

FEDERAL IDENTIFICATION NO. 22-2604884

FEDERAL IDENTIFICATION NO. 22-259578

Fee: $35.00

Examiner

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF [1]~~CONSOLIDATION~~ / [2]MERGER

(General Laws, Chapter 180, Section 10)
Domestic and Domestic Corporations

[1]Consolidation / [2]merger of MedPro, Inc.

and

UMass Memorial Health Ventures, Inc.,

the constituent corporations, into

UMass Memorial Health Ventures, Inc.,

[2]one of the constituent corporations / [1]a new corporation.

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. The agreement of [1]~~consolidation~~ / [2]merger was duly adopted in accordance and compliance with the requirements of General Laws, Chapter 180, Section 10.

2. That if any of the constituent corporations constitutes a public charity, then the resulting or surviving corporation shall be a public charity.

3. The resulting or surviving corporation shall furnish a copy of the agreement of [1]consolidation / [2]merger to any of its members or to any person who was a stockholder or member of any constituent corporation upon written request and without charge.

4. The effective date of the [1]~~consolidation~~ / [2]merger determined pursuant to the agreement of [1]consolidation / [2]merger shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:

C ☐
P ☐
M ☐
R.A. ☐

5. (For a merger)
(a) The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger:

None.

5

P.C.

*Delete the inapplicable word.

(For a consolidation)
(b) The purpose of the *resulting* corporation is to engage in the following activities:

Not applicable.

**(c) The resulting corporation may have one or more classes of members. If it does, the designation of such class or classes, the manner of election or appointment, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the bylaws of the corporation or may be set forth below:

None.

**(d) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the resulting corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

Not applicable.

6. The information contained in Item 6 is *not* a *permanent* part of the Articles of Organization of the *resulting / *surviving corporation.

(a) The street address of the *resulting / *surviving corporation in Massachusetts is: *(post office boxes are not acceptable)*

One Biotech Park
365 Plantation Street, Third Floor
Worcester, MA 01605-2376

*Delete the inapplicable word. **If there are no provisions state "None".

(b) The name, residential address and post office address of each director and officer of the *resulting / *surviving corporation is:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:			
Treasurer:		See Page 6 (b) attached hereto	and incorporated herein
Clerk:			
Directors:			

(c) The fiscal year (i.e. tax year) of the *resulting / *surviving corporation shall end on the last day of the month of: 1/31

(d) The name and business address of the resident agent, if any, of the *resulting / *surviving corporation is:

The undersigned officers of the several constituent corporations listed herein further state under the penalties of perjury as to their respective corporations that the agreement of *consolidation / *merger has been duly executed on behalf of such corporations and duly approved by the members / stockholders / directors of such corporations in the manner required by General Laws, Chapter 180, Section 10.

TO BE EXECUTED ON BEHALF OF EACH CONSTITUENT CORPORATION

Gary N. Lapidas, *President / ~~*Vice-President~~

Frank W. Smith, *Clerk / ~~*Assistant Clerk~~

of MedPro, Inc.
(Name of constituent corporation)

Gary N. Lapidas, *President / ~~*Vice-President~~

Frank W. Smith, *Clerk / ~~*Assistant Clerk~~

of UMass Memorial Health Ventures, Inc.
(Name of constituent corporation)

*Delete the inapplicable words.

Continuation Page

ARTICLES OF MERGER OF MEDPRO, INC. INTO UMASS MEMORIAL HEALTH VENTURES, INC.

(b) The name, residential address, and post office of each director of the surviving corporation is:

Chairperson:	John H. Budd 75 Highland Street, Holden, MA 01520
President & CEO:	Gary N. Lapidas 33 Christine Street, Worcester, MA 01606
Treasurer:	Todd A. Keating 241 Bragg Road, West Brookfield, MA 01585
Clerk:	Frank W. Smith 23 Surrey Lane, Holden, MA 01520

Directors/Trustees:

John H. Budd 75 Highland Street Holden, MA 01520	Gary N. Lapidas 33 Christine Street Worcester, MA 01606	Todd A. Keating 241 Bragg Road West Brookfield, MA 01585
Brian K. Carroll 10 Paul Revere Road Worcester, MA 01609	Frederick G. Crocker 60 Asnebumskit Road Paxton, MA 01602	
William D. Kelleher, Jr. 6 Westwood Drive Worcester, MA 01609	William Sullivan, Sr. 74 Monadnock Road Worcester, MA 01609	John O'Brien 50 Clubhouse Way Sutton, MA 01590

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF *CONSOLIDATION / *MERGER
(General Laws, Chapter 180, Section 10)
Domestic and Domestic Corporations

30040279

1095812

I hereby approve the within Articles of *Consolidation / *Merger and, the filing fee in the amount of $ 35 , having been paid, said articles are deemed to have been filed with me this 30 day of Sept , 20 09 .

Effective date: September 30 2009

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

A TRUE COPY ATTEST
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 10/1/09 CLERK

SECRETARY OF THE COMMONWEALTH
2009 SEP 30 PM 3:22
CORPORATIONS DIVISION

TO BE FILLED IN BY CORPORATION
Contact Information:

Joseph E. Fournier, Esq.
Office of the General Counsel
370 Main Street, Worcester, MA 01608-1779
Telephone: 508-334-1700
Email: joseph.fournier@umassmemorial.org

A copy this filing will be available on-line at www.state.ma.us/sec/cor once the document is filed.

Additional Data

Software ID:
Software Version:
EIN: 91-2155626
Name: UMASS MEMORIAL HEALTH CARE INC & AFFILIATES - GROUP RETURN

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				1,126,040	0	348,708
TODD A KEATING , TREASURER/DIRECTOR	40 00	X		X				609,953	0	97,386
JOHN POLANOWICZ , PRESIDENT, MARLBOROUGH H	40 00	X		X				343,638	0	73,657
CHARLES CAVAGNARO III , PRESIDENT, WING MEMORIAL	40 00	X		X				359,742	0	71,604
SHEILA DALY , PRESIDENT/DIRECTOR	40 00	X		X				247,580	0	52,065
GARY N LAPIDAS , PRESIDENT/DIRECTOR	40 00	X		X				449,658	0	93,088
MARIANNE E FELICE MD , DIRECTOR	22 00	X						209,520	0	43,858
ELIAS J AROUS MD , DIRECTOR	32 00	X						581,651	0	32,391
PETER H BAGLEY MD , CHAIRPERSON	27 00	X						404,376	0	123,487
ALAN P BROWN MD , DIRECTOR	29 00	X						157,491	0	28,199
SHUBJEET KAUR MD , DIRECTOR	27 00	X						295,609	0	34,800
MARY LINDHOLM MD , DIRECTOR	36 00	X						100,162	0	24,773
DAVID AYERS MD , DIRECTOR	33 00	X						531,537	0	34,118
GORDON MANNING MD , DIRECTOR	40 00	X						205,661	0	76,172
GREGORY VOLTURO MD , DIRECTOR	23 00	X						316,761	0	34,800
ARTHUR PAPPAS MD , DIRECTOR	40 00	X						195,991	0	45,490
PAULETTE SEYMOUR-ROUTE , DIRECTOR	9 00	X						36,986	0	8,296
AJEET SINGH MD , DIRECTOR UNTIL 10/08	36 00	X						211,671	0	33,930
MICHAEL P ARONSON MD , DIRECTOR	25 00	X						131,543	0	27,750
O NSIDINANYA OKIKE MD , DIRECTOR	40 00	X						357,895	0	23,280
STEPHEN E TOSI MD , DIRECTOR	40 00	X						488,319	0	107,981
DAVID L MAGUIRE MD , DIRECTOR	40 00	X						193,874	0	9,170
WILLIAM CORBETT MD , DIRECTOR	40 00	X						343,095	0	41,390
PATRICK L MULDOON , PRESIDENT/DIRECTOR	40 00	X		X				482,644	0	90,803
MICHAEL J COFONE , TREASURER/DIRECTOR	40 00	X		X				260,445	0	19,547
BETTYANN CIRILLO MD , DIRECTOR	40 00	X						261,136	0	27,349
VAL SLAYTON MD , DIRECTOR	40 00	X						303,988	0	20,434
BRYAN CHESHIRE MD , DIRECTOR	36 00	X						228,496	0	30,773
DIANE POWER MD , DIRECTOR	40 00	X						232,485	0	29,096
PAUL WESOLOWSKI , DIRECTOR	40 00	X						65,321	0	4,321

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			
DOUGLAS ZIEDONIS MD , PRESIDENT, UMASS MEMORIA	21 00	X		X				213,115	0	34,542
JOSEPH FERRUCCI MD , DIRECTOR	24 00	X						363,207	0	34,118
JASON GUNDERSEN MD , DIRECTOR	40 00	X						367,185	0	30,805
PHILIP HEYWOOD , DIRECTOR UNTIL 11/08	40 00	X						193,273	0	6,028
DANA SWENSON , DIRECTOR	40 00	X						271,056	0	57,407
THOMAS CANTO MD , DIRECTOR UNTIL 9/29/09	40 00	X						301,462	0	31,641
RENE UMANZOR MD , DIRECTOR	32 00	X						243,844	0	27,990
ANN K MOLLOY , DIRECTOR	1 00	X						0	0	0
ANTHONY J MERCADANTE , DIRECTOR	1 00	X						0	0	0
ARTHUR BERGERON , DIRECTOR	1 00	X						0	0	0
ARTHUR P DIGERONIMO JR , DIRECTOR	1 00	X						0	0	0
AUDREY TRACEY MD , DIRECTOR UNTIL 10/08	1 00	X						0	0	0
BARBARA GREENBERG , DIRECTOR	1 00	X						0	0	0
BRIAN K CARROLL , DIRECTOR	1 00	X						0	0	0
CLARK HENEBRY , TREASURER & CLERK, CLINT	1 00	X		X				0	0	0
CORNELIUS A FERRIS , CHAIRPERSON	1 00	X						0	0	0
CYNTHIA DZIURGOT ESQUIR , PRESIDENT UNTIL 5/20/09,	1 00	X		X				0	0	0
CYNTHIA LYONS , DIRECTOR	1 00	X						0	0	0
CYNTHIA M MCMULLEN ED , DIRECTOR	1 00	X						0	0	0
DANIEL CARLUCCI MD , DIRECTOR	1 00	X						0	0	0
DANIEL O'LEARY MD , DIRECTOR	1 00	X						0	0	0
DARLENE MORRILLY , DIRECTOR	1 00	X						0	0	0
DAVID L BENNETT , VICE CHAIRPERSON	1 00	X						0	0	0
DAVID R GIBLIN , DIRECTOR	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 NOONAN , DIRECTOR	1 00	X						0	0	0
EDWARD J PARRY III , CHAIRPERSON	1 00	X						0	0	0
EDWARD MANZI , DIRECTOR	1 00	X						0	0	0
ELAINE ANDERSON , DIRECTOR	1 00	X						0	0	0

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(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			
FERNANDO CATALINA MD , DIRECTOR	1 00	X						0	0	0
FRANK HEWITT , DIRECTOR	1 00	X						0	0	0
FREDERICK G CROCKER , DIRECTOR	1 00	X						0	0	0
GAIL ALLEN , CHAIRPERSON	1 00	X						0	0	0
GENE DELROSARIO MD , DIRECTOR	1 00	X						0	0	0
GERALD P RICHER , DIRECTOR	1 00	X						0	0	0
IRINA SIMMONS , DIRECTOR	1 00	X						0	0	0
JAMES P SHEA , DIRECTOR	1 00	X						0	0	0
JAMES PHANEUF , CHAIRPERSON	1 00	X						0	0	0
JAMES ST AMAND , DIRECTOR	1 00	X						0	0	0
JAMES YOUNG , DIRECTOR	1 00	X						0	0	0
JENNIFER GRAY , DIRECTOR	1 00	X						0	0	0
JOANNE JOHNSON , DIRECTOR	1 00	X						0	0	0
JOHN CLEMENTI , DIRECTOR	1 00	X						0	0	0
JOHN H BUDD , CHAIRPERSON	1 00	X						0	0	0
JOHN HOWARD , DIRECTOR	1 00	X						0	0	0
JOHN SHEA ESQUIRE , CHAIRPERSON	1 00	X						0	0	0
JUDGE LUIS PEREZ , DIRECTOR	1 00	X						0	0	0
KATHERINE COOLIDGE , DIRECTOR	1 00	X						0	0	0
KEVIN HALEY , DIRECTOR	1 00	X						0	0	0
KRISTIN GERSON , DIRECTOR UNTIL 9/09	1 00	X						0	0	0
LESLIE BOVENZI , CHAIRPERSON	1 00	X						0	0	0
LINDA MITCHELL , DIRECTOR	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
MARINA RAHER , DIRECTOR	1 00	X						0	0	0
MARKIAN STECYK MD , DIRECTOR	1 00	X						0	0	0
MARY WHITNEY , DIRECTOR	1 00	X						0	0	0
MATT HOLLISTER , DIRECTOR	1 00	X						0	0	0

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(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			
MICHAEL COLLINS MD , DIRECTOR	1 00	X						0	0	0
MICHAEL D MURPHY , DIRECTOR	1 00	X						0	0	0
MICHAEL RIVARD , DIRECTOR	1 00	X						0	0	0
NORMAN BOUDREAU , DIRECTOR	1 00	X						0	0	0
PATRICK GREGORIUS , DIRECTOR	1 00	X						0	0	0
PATRICK TURLEY , DIRECTOR	1 00	X						0	0	0
PAUL CHERUBINI , DIRECTOR	1 00	X						0	0	0
PAUL D'ONFRO , DIRECTOR	1 00	X						0	0	0
PAUL SCULLY , DIRECTOR	1 00	X						0	0	0
PHILIP E PURCELL , DIRECTOR	1 00	X						0	0	0
PHILIP W JEFFERSON JR , DIRECTOR	1 00	X						0	0	0
RAYMOND DENNEHY III , DIRECTOR	1 00	X						0	0	0
RICHARD K BENNETT , DIRECTOR	1 00	X						0	0	0
ROBERT ANTONIONI , DIRECTOR	1 00	X						0	0	0
ROBERT BABINEAU JR M , DIRECTOR	1 00	X						0	0	0
ROBERT HAVELES , DIRECTOR	1 00	X						0	0	0
ROGER FITCH , DIRECTOR	1 00	X						0	0	0
ROLAND DESROCHERS , DIRECTOR	1 00	X						0	0	0
RONALD CHRISTENSEN , VICE CHAIRPERSON	1 00	X						0	0	0
SARAH G BERRY , DIRECTOR	1 00	X						0	0	0
STANLEY B STARR JR , DIRECTOR	1 00	X						0	0	0
STEPHEN W LENHARDT SR , DIRECTOR	1 00	X						0	0	0
STEVEN MENDOZA , DIRECTOR	1 00	X						0	0	0
TERENCE FLOTTE MD , DIRECTOR	1 00	X						0	0	0
THEA KATSOUNAKIS , DIRECTOR	1 00	X						0	0	0
THORU PEDERSON , DIRECTOR	1 00	X						0	0	0
WILLIAM D KELLEHER JR , DIRECTOR	1 00	X						0	0	0
WILLIAM F SULLIVAN SR , DIRECTOR	1 00	X						0	0	0
WILLIAM MCGRAIL ESQUIRE , DIRECTOR	1 00	X						0	0	0
DOUGLAS S BROWN , SECRETARY, UMASS MEMORIA	40 00			X				462,422	0	76,315

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		Individual Trustee or Director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
DANIEL LASSER MD , INTERIM PRESIDENT, UMASS	21 00			X				289,709	0	125,529
DEBORAH EKSTROM , PRESIDENT, COMMUNITY HEA	40 00			X				203,252	0	65,287
ROBERT FELDMANN , TREASURER	40 00			X				291,185	0	70,000
FRANCIS W SMITH , CLERK	40 00			X				171,450	0	34,102
MICHELE STREETER , TREASURER, UMASS MEMORIA	40 00			X				329,015	0	62,365
MURIEL E FRAKER ESQUIR , SECRETARY, UMASS MEMORIA	40 00			X				166,059	0	48,391
ANN-MARIA D'AMBRA , SECRETARY, MARLBOROUGH H	40 00			X				46,107	0	10,354
NANCY E MORABITO , SECRETARY, CLINTON HOSPI	40 00			X				53,990	0	3,717
WILLIAM H O'BRIEN , SECRETARY, UMASS MEMORIA	40 00			X				108,800	0	35,201
THOMAS BERGAN , PRESIDENT, CENTRAL MASSA	40 00			X				302,458	0	60,277
LAUREN B MILLER , SECRETARY, WING MEMORIAL	40 00			X				73,031	0	10,725
LYNN A MORIN , SECRETARY	40 00			X				74,178	0	4,595
STEVEN MCCUE , TREASURER, CLINTON HOSPI	40 00			X				141,029	0	26,686
KEARY T ALLICON , TREASURER, WING MEMORIAL	40 00			X				146,277	0	30,056
JEFFREY DION , TREASURER, MARLBOROUGH H	40 00			X				187,492	0	39,823
WALTER H ETTINGER MD , PRESIDENT - MEDICAL CENT	40 00				X			876,134	0	131,042
NANCY KRUGER , SR VP, CHIEF NURSING OF	40 00				X			330,143	0	70,469
GEORGE BRENCKLE PHD , SR VP, CHIEF INFORMATIO	40 00				X			342,652	0	75,990
ROBERT A PHILLIPS , MED DIR, HEART & VASCULA	40 00				X			806,403	0	138,632
PATRICIA WEBB , SR VP, CHIEF HR OFFICER	40 00				X			376,120	0	72,455
ANDREW J SUSSMAN , SR VP COO until 8/29/09	40 00				X			570,978	0	103,584
JOHN T RANDOLPH , VP, CHIEF COMPLIANCE OFF	40 00				X			220,862	0	51,670
SHARON HYLKA , SR VP, HOSPITAL ADMIN	40 00				X			376,237	0	130,084
VICTORIA DIAMOND , SR VP, OPERATIONS	40 00				X			322,535	0	50,845
ROBERT KLUGMAN , CHIEF QUALITY OFFICER	40 00				X			462,114	0	116,925
BARBARA FISHER , SR VP, OPERATIONS	40 00				X			266,535	0	46,813
ERIC DICKSON , SR MEDICAL DIRECTOR, UM	40 00				X			0	0	0
BRIAN D BUSCONI MD , PHYSICIAN, DIVISION CHIE	31 00					X		486,119	0	32,391
RAYMOND M DUNN MD , PHYSICIAN, DIVISION CHIE	30 00					X		480,451	0	32,391
DEEPAK TAKHTANI MD , PHYSICIAN, DIVISION CHIE	40 00					X		463,257	0	34,459

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		Individual Trustee or Director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
DEMETRIUS LITWIN MD , PHYSICIAN, CLINICAL DEPT	27 00					X		461,842	0	34,800
SRIDHAR SHANKAR MD , PHYSICIAN, ASSOCIATE PRO	40 00					X		440,225	0	37,391

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 NET PATIENT SERVICE RE	900,099	1,814,289,500	1,814,289,500		
b special MEDICAID PAYME	900,099	185,074,139	185,074,139		
c affiliate related prog	900,099	140,534,603	140,534,603		
d system allocaTION REVE	900,099	120,231,597	120,231,597		
e fees & CONTRACTS FROM	900,099	19,877,392	19,877,392		