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

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493199007081

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

2009

Open to Public Inspection

A For the 2009 calendar year, or tax year beginning 10-01-2009 and ending 09-30-2010

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ 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) 328 shrewsbury street | Room/suite

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 $ 2,807,134,786

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 Website: ▶ WWW UMASSMEMORIAL ORG

K Form 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 net assets

3	Number of voting members of the governing body (Part VI, line 1a)	3	212
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	151
5	Total number of employees (Part V, line 2a)	5	16,399
6	Total number of volunteers (estimate if necessary)	6	1,137
7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	41,179,847
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)	12,756,094	15,161,118
9	Program service revenue (Part VIII, line 2g)	2,342,685,177	2,521,334,903
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	-4,226,714	8,545,452
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	44,489,331	49,436,143
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,395,703,888	2,594,477,616
Expenses			
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	2,090,000	2,060,000
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)	1,082,724,336	1,173,766,137
16a	Professional fundraising fees (Part IX, column (A), line 11e)	2,068,001	2,082,186
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 2,841,812		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	1,231,518,264	1,350,886,524
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	2,318,400,601	2,528,794,847
19	Revenue less expenses Subtract line 18 from line 12	77,303,287	65,682,769

		Beginning of Current Year	End of Year
Net Assets or Fund Balances			
20	Total assets (Part X, line 16)	1,773,540,294	1,964,348,828
21	Total liabilities (Part X, line 26)	1,182,071,877	1,317,539,288
22	Net assets or fund balances Subtract line 21 from line 20	591,468,417	646,809,540

Part II Signature Block

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

Sign Here

****** | 2011-06-24
Signature of officer | Date

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

Paid Preparer's Use Only

Preparer's signature ▶ Alan Garofalo	Date	Check if self-empolyed ▶ ☐	Preparer's identifying number (see instructions)
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

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 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses $ 1,096,338,433 including grants of $ 2,000,000) (Revenue $ 1,339,602,147)

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 FY2010 key statistics - total discharges 42,112 TOTAL SURGICAL CASES 31,074 TOTAL ER VISITS 137,795

4b (Code) (Expenses $ 291,532,592 including grants of $) (Revenue $ 342,362,734)

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 FY2010 key statistics - total discharges 16,969 TOTAL SURGICAL CASES 10,030 TOTAL ER VISITS 125,134

4c (Code) (Expenses $ 396,196,021 including grants of $) (Revenue $ 420,196,420)

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

4d Other program services (Describe in Schedule O) **See also Additional Data for Description**

(Expenses $ 351,195,865 including grants of $ 60,000) (Revenue $ 419,173,602)

4e **Total program service expenses** ▶ $ 2,135,262,911

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 similar funds or 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, directly or through a related organization, hold assets in term, permanent,or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	Yes	
11	Is the organization's answer to any of the following questions "Yes"? *If so,complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.*	11	Yes	
	● Did the organization report an amount for land, buildings, and equipment in Part X, line10? *If "Yes," complete Schedule D, Part VI.*			
	● Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII.*			
	● Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII.*			
	● Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX.*			
	● Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.*			
	● Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? *If "Yes," complete Schedule D, Part X.*			
12	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12		No
12A	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional*	12A	Yes	
13	Is the organization a school 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 United States?	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 United States? *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 U S ? *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 U S ? *If "Yes," complete Schedule F, Part III*	16		No
17	Did the organization report a total of more than $15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17	Yes	
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions 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 of gross income from gaming activities 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	

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States 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 of grants and other assistance to individuals in the United States 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, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *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 line 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	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *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, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	**27**		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**	Yes	
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**	Yes	
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or owner? *If "Yes," complete Schedule L, Part IV*	**28c**	Yes	
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 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	**Section 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% 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
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**	Yes	

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	1,735		
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		
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	16,399		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **Note:** If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)		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 line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?		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 receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?		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		
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8		
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?		9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		9b		
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?		12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			

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

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body	1a	212		
b	Enter the number of voting members that are independent	1b	151		
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	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		9		No

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

			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a		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?	10b		
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11	Yes	
11A	Describe in Schedule O the process, if any, used by the organization to review the Form 990			
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	
	If "Yes" to line a or b, describe the process in Schedule O (See instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	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 Report compensation for the calendar year ending with or within the organization's tax year Use Schedule J-2 if additional space is needed

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, 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 current or former 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-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
See add'l data										

1b Total . . . . . ▶	23,618,602	0	5,730,803

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 in reportable compensation from the organization ▶ 2,089

			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**		No
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	**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	4,831,778
STANDARD BUILDERS 52 HOLMES RD NEWINGTON, CT 061111708	SEE Schedule O - Footnote A	4,717,849

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ▶ 125

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c	670,459			
	d	Related organizations	1d	841,338			
	e	Government grants (contributions)	1e	6,659,402			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	6,989,919			
	g	Noncash contributions included in lines 1a-1f $ 191,877					
	h	**Total.** Add lines 1a-1f		15,161,118			
Program Service Revenue			Business Code				
	2a	NET PATIENT SERVICE RE	900,099	1,931,044,790	1,931,044,790		
	b	special MEDICAID PAYME	900,099	214,375,042	214,375,042		
	c	affiliate related prog	900,099	151,643,169	151,643,169		
	d	system allocaTION REVE	900,099	135,855,509	135,855,509		
	e	fees & CONTRACTS FROM	900,099	18,045,229	18,045,229		
	f	All other program service revenue		70,371,164	69,056,049		1,315,115
	g	**Total.** Add lines 2a–2f		2,521,334,903			
	3	Investment income (including dividends, interest and other similar amounts)		12,791,642		-15,463	12,807,105
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties		66,222			66,222
			(i) Real	(ii) Personal			
	6a	Gross Rents	2,318,551				
	b	Less rental expenses	1,260,887				
	c	Rental income or (loss)	1,057,664				
	d	Net rental income or (loss)			1,057,664		1,057,664
			(i) Securities	(ii) Other			
	7a	Gross amount from sales of assets other than inventory	206,721,592				
	b	Less cost or other basis and sales expenses	210,776,680	191,102			
	c	Gain or (loss)	-4,055,088	-191,102			
	d	Net gain or (loss)			-4,246,190		-4,246,190
Other Revenue	8a	Gross income from fundraising events (not including $ 670,459 of contributions reported on line 1c) See Part IV, line 18	a 412,934				
	b	Less direct expenses	b 428,501				
	c	Net income or (loss) from fundraising events			-15,567		-15,567
	9a	Gross income from gaming activities See Part IV, line 19	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	41,287,222	91,912	41,195,310	
	b	1500 MD BILLING	900,099	2,501,151			2,501,151
	c	sublease income	900,099	1,586,751			1,586,751
	d	All other revenue		2,952,700	2,170,329		782,371
	e	**Total.** Add lines 11a–11d		48,327,824			
	12	**Total revenue.** See Instructions		2,594,477,616	2,522,282,029	41,179,847	15,854,622

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	60,000	60,000		
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	26,751,875	11,787,909	14,963,966	
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	895,086,595	769,810,628	124,968,096	307,871
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	63,921,304	54,955,554	8,959,965	5,785
9	Other employee benefits	125,700,942	105,238,100	20,436,802	26,040
10	Payroll taxes	62,305,421	53,173,995	9,116,456	14,970
11	Fees for services (non-employees)				
a	Management	483,488		483,488	
b	Legal	1,954,707	23,368	1,931,339	
c	Accounting	1,165,488		1,165,488	
d	Lobbying	1,734,397	1,734,397		
e	Professional fundraising *See Part IV, line 17*	2,082,186			2,082,186
f	Investment management fees	779,404		779,404	
g	Other	132,534,719	120,569,811	11,839,774	125,134
12	Advertising and promotion	2,394,300	1,911,575	407,555	75,170
13	Office expenses	40,973,452	28,696,599	12,220,645	56,208
14	Information technology	34,770,596	34,105,307	665,067	222
15	Royalties				
16	Occupancy	69,953,775	58,381,076	11,558,461	14,238
17	Travel	4,168,156	4,012,870	150,792	4,494
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	1,847,091	1,521,881	284,224	40,986
20	Interest	21,570,739	20,413,984	1,156,755	
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	88,974,905	69,228,125	19,739,883	6,897
23	Insurance	55,850,694	53,447,155	2,402,351	1,188
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	260,122,988	218,745,379	41,370,912	6,697
b	medical supplies	214,419,393	179,162,966	35,256,427	
c	medical education servi	167,341,702	167,341,702		
d	system overhead activit	154,212,484	90,250,681	63,960,157	1,646
e	BAD DEBTS	62,837,649	62,837,649		
f	All other expenses	32,796,397	25,852,200	6,872,117	72,080
25	**Total functional expenses.** Add lines 1 through 24f	2,528,794,847	2,135,262,911	390,690,124	2,841,812
26	**Joint costs.** Check here ▶ ☐ 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		207,143,565	1	131,106,074
	2	Savings and temporary cash investments		70,715,287	2	101,239,034
	3	Pledges and grants receivable, net		3,645,791	3	3,487,300
	4	Accounts receivable, net		234,039,357	4	248,778,348
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5,137,541	5	4,888,284
	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		29,935,458	7	22,721,737
	8	Inventories for sale or use		20,960,383	8	21,961,266
	9	Prepaid expenses and deferred charges		18,622,296	9	24,952,745
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D*	10a 1,501,640,794			
	b	Less accumulated depreciation	10b 839,165,095	631,516,182	10c	662,475,699
	11	Investments—publicly traded securities		343,377,848	11	381,254,136
	12	Investments—other securities See Part IV, line 11		110,674,015	12	122,472,718
	13	Investments—program-related See Part IV, line 11		10,931,195	13	12,020,740
	14	Intangible assets		123,146	14	657,706
	15	Other assets See Part IV, line 11		86,718,230	15	226,333,041
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		1,773,540,294	16	1,964,348,828
Liabilities	17	Accounts payable and accrued expenses		245,416,378	17	263,376,871
	18	Grants payable			18	
	19	Deferred revenue		3,522,571	19	4,075,556
	20	Tax-exempt bond liabilities		400,460,021	20	395,209,096
	21	Escrow or custodial account liability *Complete Part IV of Schedule D*			21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons *Complete Part II of Schedule L*			22	
	23	Secured mortgages and notes payable to unrelated third parties		57,303,137	23	46,412,288
	24	Unsecured notes and loans payable to unrelated third parties		29,865,535	24	22,615,340
	25	Other liabilities Complete Part X of Schedule D		445,504,235	25	585,850,137
	26	**Total liabilities.** Add lines 17 through 25		1,182,071,877	26	1,317,539,288
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		453,883,291	27	500,785,067
	28	Temporarily restricted net assets		62,719,705	28	69,497,127
	29	Permanently restricted net assets		74,865,421	29	76,527,346
		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		591,468,417	33	646,809,540
	34	Total liabilities and net assets/fund balances		1,773,540,294	34	1,964,348,828

Part XI Financial Statements and Reporting

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

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493199007081

SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2009

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 (All organizations must complete this part.) See instructions

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

1 ☐ A church, convention of churches, or association of churches **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☑ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state

_____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9 ☐ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☐ Type I **b** ☐ Type II **c** ☐ Type III - Functionally integrated **d** ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the 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 supported organization(s)

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

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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 lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public Support.** Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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 (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
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** ▶☐

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2009 (line 6 column (f) divided by line 11 column (f)) **14**

15 Public Support Percentage for 2008 Schedule A, Part II, line 14 **15**

16a **33 1/3% support test—2009.** 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% support test—2008.** 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—2009.** 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—2008.** 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 a 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) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public Support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support** (Add lines 9, 10c, 11 and 12)						

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

Section C. Computation of Public Support Percentage

15	Public Support Percentage for 2009 (line 8 column (f) divided by line 13 column (f))	15
16	Public support percentage from 2008 Schedule A, Part III, line 15	16

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2009** (line 10c column (f) divided by line 13 column (f))	17
18	Investment income percentage from **2008** Schedule A, Part III, line 17	18

19a **33 1/3% support tests—2009.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶

b **33 1/3% support tests—2008.** 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.** Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. See instructions

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493199007081

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

▶ **Complete if the organization is described below.**
▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No 1545-0047

2009

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), then

- 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 990-EZ, Part VI, line 47 (Lobbying Activities), then

- 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) or Form 990-EZ, line 35a (regarding proxy tax), then

- 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 Complete if the organization is exempt under section 501(c) or is a section 527 organization.

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 Complete if the organization is exempt under section 501(c)(3).

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 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 Complete if the organization is exempt under section 501(c) except section 501(c)(3).

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 funds contributed to other organizations for section 527 exempt funtion activities ▶ $ _____

3 Total exempt function expenditures Add lines 1 and 2 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 For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were 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 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 **Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).**

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		
g Grassroots nontaxable amount (enter 25% of line 1f)		
h Subtract line 1g from line 1a If zero or less, enter -0-		
i Subtract line 1f from line 1c If zero or less, enter -0-		

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

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 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(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 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

		(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 1c through 1i)?		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		848,985
g	Direct contact with legislators, their staffs, government officials, or a legislative body?		No	
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?	Yes		885,412
i	Other activities? If "Yes," describe in Part IV		No	
j	Total lines 1c through 1i			1,734,397
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 Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

			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 Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes".

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 (see instructions)	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

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493199007081

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047

2009

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 for any other purpose conferring 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 a 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, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 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 Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

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

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

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

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

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

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

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance	98,561,352	97,341,571			
b Contributions	1,245,442	172,660			
c Investment earnings or losses	5,785,214	510,787			
d Grants or scholarships					
e Other expenditures for facilities and programs	1,574,250	-536,334			
f Administrative expenses					
g End of year balance	104,017,758	98,561,352			

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

- a Board designated or quasi-endowment ▶
- b Permanent endowment ▶ **74.000 %**
- c Term endowment ▶ **26.000 %**

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

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		7,393,075		7,393,075
b Buildings		782,005,371	402,403,890	379,601,481
c Leasehold improvements		33,459,456	17,142,415	16,317,041
d Equipment		624,482,433	413,514,304	210,968,129
e Other		54,300,459	6,104,486	48,195,973
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				662,475,699

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives		
Closely-held equity interests		
Other See Additional Data Table		
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶	122,472,718	

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
due from related parties	46,951,553
CSV LIFE INSURANCE	631,420
MALPRACTICE TAIL COVERAGE	24,822,618
DUE FROM CLINTON HOSPITAL FOUNDATION	162,084
LONG TERM SECURITY DEPOSITS	207,722
DUE FROM UMASS MEDICAL SCHOOL	213,083
bond issue costs	63,206
receivable from medicaid	152,480,139
other non-current assets	41,216
receivable from joint venture	760,000
See Additional Data Table	
Total. *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	226,333,041

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

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	
See Additional Data Table	
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	585,850,137

2. Fin 48 Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under 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	2,594,477,616
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	2,528,794,847
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	65,682,769
4	Net unrealized gains (losses) on investments	4	20,640,581
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-30,982,227
9	Total adjustments (net) Add lines 4 - 8	9	-10,341,646
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	55,341,123

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	Other losses	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 IV, 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 Also complete this part to provide any additional information

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 V Endowment Funds Line 3a(i) Bank of America, an unrelated org , holds 3 trust funds for Wing Memorial Hospital
Part XI, Line 8 - Other Adjustments		NET ASSETS RELEASED FROM RESTRICTIONS 6671010 pension related changes other than net periodic benefit cost -36642308 OTHER CHANGES IN NET ASSETS -1010929
		FIN 48 FOOTNOTE Income Taxes - The System 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 statement of operations The System does not believe it has 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 (6,289 SHARES)	21,446,907	F
tiff private equity partners 2006 (1,971,570 SHARES)	1,971,570	F
frank russell global private equity fund (1,072,676 SHARES)	1,072,676	F
gmo multi-strategy fund (offshore) lp (11,042,014 SHARES)	11,042,014	F
beneficial interest in trusts	61,526,677	F
AETOS CAPITAL LONG/SHORT STRATEGIES (73,397 SHARES)	6,366,441	F
AETOS CAPITAL DISTRESSED INV STRATEGIES (26,690 SHARES)	3,101,954	F
AETOS CAPITAL MULTI-STRATEGY ARBITRAGE (20,017 SHARES)	2,778,461	F
AETOS CAPITAL OPPORTUNITIES (13,345 SHARES)	1,259,230	F
MPPLTD/KENSICO MARCH 2009 (14,651 SHARES)	1,587,510	F
MPPLTD MARCH 2009 SEGREGATED (7,272 SHARES)	650,553	F
tiff absolute return pool class c (3,870 SHARES)	6,144,617	F
met west enhanced talf strategy fund (3,524,108 shares)	3,524,108	F

Form 990, Schedule D, Part IX, - Other Assets

(a) Description	**(b)** Book value
due from related parties	46,951,553
CSV LIFE INSURANCE	631,420
MALPRACTICE TAIL COVERAGE	24,822,618
DUE FROM CLINTON HOSPITAL FOUNDATION	162,084
LONG TERM SECURITY DEPOSITS	207,722
DUE FROM UMASS MEDICAL SCHOOL	213,083
bond issue costs	63,206
receivable from medicaid	152,480,139
other non-current assets	41,216
receivable from joint venture	760,000

Form 990, Schedule D, Part X, - Other Liabilities

1 **(a)** Description of Liability	**(b)** Amount
DUE TO UMASS MEDICAL SCHOOL	126,979,271
THIRD PARTY LIABILITIES	55,107,471
DUE TO RELATED PARTIES	50,120,633
Accrued Pension POST RETIREMENT BENEFITS	284,536,494
O/S LOSS RESERVES	27,610,529
ESTIMATED MALPRACTICE COSTS	24,822,618
OTHER	1,125,691
ANNUITY PAYABLE	1,200,712
LT LIABILITY ARO	10,675,715
accrued lt liabilities	3,671,003

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493199007081

SCHEDULE G (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

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

OMB No. 1545-0047

2009

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. Form 990-EZ filers are not required to complete this part.

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

- **a** ☑ Mail solicitations
- **b** ☐ Internet and e-mail 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**	**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		4,379,942	2,082,186	2,297,756
Total . . . . . ▶				4,379,942	2,082,186	2,297,756

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 winter ball (event type)	(c) Other Events 7 (total number)	(d) Total Events (Add col (a) through col (c))
Revenue	1 Gross receipts	364,394	224,513	489,520	1,078,427
	2 Less Charitable contributions	182,483	159,121	323,889	665,493
	3 Gross income (line 1 minus line 2)	181,911	65,392	165,631	412,934
Direct Expenses	4 Cash prizes			465	465
	5 Non-cash prizes	44,957		15,693	60,650
	6 Rent/facility costs	113,998		37,621	151,619
	7 Food and beverages			12,928	12,928
	8 Entertainment				
	9 Other direct expenses	13,232	65,392	124,215	202,839
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				428,501
	11 Net income summary Combine lines 3, column d, and line 10 ▶				-15,567

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, column d, and line 7 ▶				

			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	Enter the name and address of the person who prepares the organization's gaming/special events books and records			
	Name ▶			
	Address ▶			
15a	Does the organization have a contract with a third party from whom the organization receives gaming revenue?	**15a**		
b	If "Yes," enter the amount of gaming revenue received by the organization ▶ $ _____ and the amount of gaming revenue retained by the third party ▶ $ _____			
c	If "Yes," enter name and address			
	Name ▶			
	Address ▶			
16	Gaming manager information			
	Name ▶			
	Gaming manager compensation ▶ $ _____			
	Description of services provided ▶			
	☐ Director/officer ☐ Employee ☐ Independent contractor			
17	Mandatory distributions			
a	Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?	**17a**		
b	Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $			

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493199007081

SCHEDULE H (Form 990)

Department of the Treasury
Internal Revenue Service

Hospitals

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 20.
▶ Attach to Form 990.
▶ See separate instructions.

OMB No 1545-0047

2009

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

			Yes	No
1a	Does the organization have a charity care policy? If "No," skip to question 6a	1a	Yes	
b	If "Yes," is it a written policy?	1b	Yes	
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	Yes	
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 ☑ Other 50000.0000000000 % ☐ 200% ☐ 250% ☐ 300% ☐ 350% ☐ 400%	3b	Yes	
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	Yes	
5a	Does the organization budget amounts for free or discounted care provided under its charity care policy?	5a	Yes	
b	If "Yes," did the organization's charity care expenses exceed the budgeted amount?	5b	Yes	
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		No
6a	Does the organization prepare an annual community benefit report?	6a	Yes	
6b	If "Yes," does the organization make it available to the public?	6b	Yes	
	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)			56,951,102	21,294,106	35,656,996	2 180 %
b Unreimbursed Medicaid (from Worksheet 3, column a)			259,938,380	243,421,194	16,517,186	1 010 %
c Unreimbursed costs—other means-tested government programs (from Worksheet 3, column b)			34,001,574	33,853,352	148,222	0 010 %
d **Total** Charity Care and Means-Tested Government Programs			350,891,056	298,568,652	52,322,404	3 200 %
Other Benefits						
e Community health improvement services and community benefit operations (from (Worksheet 4)			6,869,699	5,419,179	1,450,520	0 090 %
f Health professions education (from Worksheet 5)			188,860,464	132,248,183	56,612,281	3 460 %
g Subsidized health services (from Worksheet 6)			73,236,830	67,355,414	5,881,416	0 360 %
h Research (from Worksheet 7)			0	0		
i Cash and in-kind contributions to community groups (from Worksheet 8)			4,647,166	553,508	4,093,658	0 250 %
j **Total** Other Benefits			273,614,159	205,576,284	68,037,875	4 160 %
k **Total.** Add lines 7d and 7j			624,505,215	504,144,936	120,360,279	7 360 %

Part II Community Building Activities Complete this table if the organization conducted any community building activities.

		(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	0	0	0	0		
2	Economic development	0	0	0	0		
3	Community support	6	1,504	34,244	0	34,244	0 %
4	Environmental improvements	1	0	15,410	0	15,410	0 %
5	Leadership development and training for community members	1	24	11,660	0	11,660	0 %
6	Coalition building	1	6	36,424	0	36,424	0 %
7	Community health improvement advocacy	2	18	12,227	0	12,227	0 %
8	Workforce development	7	185	396,440	0	396,440	0 020 %
9	Other	0	0	0	0		
10	**Total**	18	1,737	506,405		506,405	0 020 %

Part III Bad Debt, Medicare, & Collection Practices

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	Yes		
2	Enter the amount of the organization's bad debt expense (at cost)	2	8,349,963		
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	2,094,245		
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, and 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	358,519,464
6	Enter Medicare allowable costs of care relating to payments on line 5	6	382,221,681
7	Subtract line 6 from line 5 This is the surplus or (shortfall)	7	-23,702,217
8	Describe in Part VI the extent to which any shortfall reported in line 7 should be treated as community benefit Also describe in Part VI the costing methodology or source used to determine the amount reported on line 6 Check the box that describes the method used		

☐ Cost accounting system ☑ Cost to charge ratio ☐ Other

Section C. Collection Practices

9a	Does the organization have a written debt collection policy?	9a	Yes		
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	Yes		

Part IV Management Companies and Joint Ventures

(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 Commonwealth Professional Assurance Company Ltd	Provides insurance	100 000 %	0 %	0 %
2 UMass Memorial Investment Partnership LLP	Manages pooled investments	100 000 %	0 %	0 %
3 UMass Memorial Health Alliance MRI Center LLC	Magnetic resonance imaging center	60 000 %	0 %	0 %
4 UMass Memorial MRI of Marlborough LLC	Magnetic resonance imaging center	56 000 %	0 %	0 %
5 Memorial Office Condominium Trust	Condo association that owns medical office building	53 690 %	0 %	0 %
6 UMass Memorial MRI & Imaging Center LLC	Magnetic resonance imaging center	50 000 %	0 %	0 %
7 New England Rehabilitation Services of Central Massachusetts Inc	Acute care rehabilitation facility	50 000 %	0 %	0 %
8 Bio Labs Inc	Clinical laboratory	100 000 %	0 %	0 %
9 HealthAlliance with Physicians Inc	Physician alliance	50 000 %	0 %	0 %
10 Shields Imaging of Massachusetts LLC	Management company for PET imaging	25 000 %	0 %	0 %
11				
12				
13				
14				

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)
See Additional Data Table									

Part VI Supplemental Information

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

See additional data

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

See additional data

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

See additional data

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

See additional data

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

See additional data

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)

See additional data

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

See additional data

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

MA

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
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
Milford Ambulatory Care Center 91 water street milford, MA 01757								X	satellite - outpatient & radiology
UMass Memorial Ambulatory Care Center 55 Lake Ave north worcester, MA 01605								X	satellite - outpatient & radiology
Marlborough Hospital 28 newton street southborough, MA 01772								X	outpatient women's imaging & endoscopy, medworks

Form 990 Schedule H, Part VI - Supplemental Information, Line 1

Part I, Line 6a

Form 990 Schedule H, Part VI - Supplemental Information, Line 1

Part I, Line 7 The Eclipsys cost accounting data was applied for the patient care that sustained a loss Care is billed at a procedure (charge code) level and this is applied to the patient utilization This data includes all patient segments of care Exclusions were applied as directed in the Schedule The cost to charge was achieved by taking the expenses (excluding bad debt) and applying them against the gross charges A cost charge ratio was applied to the patient care that was not billed to Health Safety Net (HSN), i e Ambulance services, Mobile van patient care, and primary care where the patient did not fully complete the free care application

Form 990 Schedule H, Part VI - Supplemental Information, Line 1

Part I, Line 7g The organization reviewed programs that were provided but which incurred a financial loss The loss is obtained after reducing the charges to cost, less the payments These losses are not included in Part I or as bad debt in Part III Medicaid, Self-pay and free care cases and visits were removed from the total per the instructions The services provided have been identified as a community need and if the organization no longer offered the service, the service would be unavailable The services recognized are psychiatry, family and community medicine and nephrology, Barre primary care, pediatric primary care, and maternity services provided for deliveries and normal newborns The data represents the UMass Memorial Medical Center and the member hospitals, Clinton, Marlborough, HealthAlliance and Wing Memorial

Form 990 Schedule H, Part VI - Supplemental Information, Line 1

Part I, Line 7f Bad Debt expense included on Form 990, Part IX, line 5, column (A) which was subtracted for purposes of calculating the percentage amounts to $41,192,302

Form 990 Schedule H, Part VI - Supplemental Information, Line 1

Part III, Line 4 Costing methodology - multiplied the gross patient service revenue by the ratio of costs to charges calculated as reported in hospitals DHCFP 403 Hospital Statement of Costs, Revenues and Statistics The organization's audited financial statements do not include a footnote pertaining to bad debt expense, accounts receivable, or the allowance for doubtful accounts Amounts recorded as bad debt expense and the allowance for doubtful accounts are presented directly on the consolidated statement of operations and consolidated balance sheets respectively

Form 990 Schedule H, Part VI - Supplemental Information, Line 1

Part III, Line 8 The Medicare shortfall is the subsidized amount of care provided to patients and is considered a community benefit This shortfall includes low reimbursement for capital due to timing differences as major investments are made, programs related to emergency and other ambulatory programs

Form 990 Schedule H, Part VI - Supplemental Information, Line 1

Part III, Line 9b Exemption From Self-Pay Billing and Collection Action - The Organization will not initiate Self-Pay billing and collection activity a Upon sufficient proof that a patient is a recipient of Emergency Aid to the Elderly, Disabled and Children (EAEDC), or enrolled in the Health Safety Net (HSNO) or MassHealth, Healthy Start, or the Children's Medical Security Plan whose family income is equal or less than 400% of the FPL, with the exception of co-pays and deductibles required under the Program of Assistance b If the Hospital has placed the account in legal or administrative hold status and/or specific payment arrangements have been made with the patient or guarantor c For Medical Hardship bills that exceed the medical hardship contribution d Unless UMMMC has checked the EVS system to determine if the patient has filed an application for MassHealth e For Partial Health Safety Net eligible patients, with the exception of any deductibles required Note The Organization may bill for Health Safety Net eligible and Medical Hardship patients for non-medically necessary services provided at the request of the patient and for which the patient has agreed by written consent

Form 990 Schedule H, Part VI - Supplemental Information, Line 1

Part I, Line 7b - Under the Medicaid State Plan, UMMHC is one of two hospital systems in the state that qualify as Essential MassHealth Hospitals, which permits the state to pay it supplemental payments in addition to UMMHC's standard Medicaid payment The standard Medicaid payment reimburses UMMHC approximately 65% of the cost of providing services to MassHealth patients Medicaid supplemental funds provide additional revenue to the UMMHC health care system in recognition and support of UMMHC's special relationship and obligations to the state's only public medical school to further its public mission as well as its commitment to its community as the regions only safety net hospital These supplemental payments are made pursuant to a specific provision on the Medicaid State Plan Part V - List number of each type of facility, other than those licensed, registered, etc - Medical Center - 14 Administrative Space, 2 Ambulance Services Wing Memorial - 2 Administrative Space HealthAlliance Hospital - 10 Physician Offices, 10 Administrative Space

Form 990 Schedule H, Part VI - Supplemental Information, Line 2

Part VI, Line 2 Each of our hospitals has a designated Community Benefits program that has joined efforts with their respective community and taken into account input from community experts/stakeholders in the development of their Community Needs Assessment In addition, each hospital has a community-based Community Benefits Advisory Committee that provides guidance on their community benefits activities The following strategies are utilized by the hospitals to conduct the assessment - Conducting interviews and focus groups with community-based organizations and residents- Conducting outreach efforts to medically underserved populations and convening meetings with neighborhood/community groups - Reviewing primary and secondary data - Organizing community forums to share findings and release of final report- Organizing task forces for further actionThe following sources inform and enhance our efforts to identify priorities and unmet needs - Central Massachusetts Oral Health Report- Healthy People 2010 and 2020- Massachusetts Department of Education Reports including local enrollment and language data- Massachusetts Department of Employment and Training- Outpatient surveys and hospital utilization data- Massachusetts Department of Public Health/Mass CHIP- Cities and towns data from various departments including, but not limited, to the local Department of Public Health, Neighborhood Services, Police- Information collected from health care providers, community groups/underserved populations and individuals who have expertise on community health issues UMass Memorial Medical Center UMass Memorial Medical Center has assembled a diverse team that is in the process of updating the community needs assessment The last community health needs assessment, The Worcester Indicators Report, was announced to the public in the presence of 100+ community leaders in 2008 and was the final product of a collaborative effort and an extensive community engagement process that had UMass Memorial leadership staff working closely with Common Pathways CHNA 8, a citywide Healthy Communities Initiative Clinton HospitalIn 2011, Clinton Hospital completed their community needs assessment, the Community Needs Assessment of Central Massachusetts The hospital worked with the following organizations to complete the assessment Community Health Network of North Central Massachusetts (CHNA 9), The Joint Coalition on Health of North Central Massachusetts and the Minority Coalition of North Central Massachusetts HealthAlliance Hospital In 2011, HealthAlliance completed their community needs assessment, the Community Needs Assessment of Central Massachusetts The hospital worked with the following organizations to complete the assessment Community Health Network of North Central Massachusetts (CHNA 9), The Joint Coalition on Health of North Central Massachusetts and the Minority Coalition of North Central Massachusetts Marlborough Hospital Marlboro Hospital completed its most recent needs assessment in FY 2010 with input from a wide array of community stakeholders and is updating its plan Wing Memorial HospitalWing Memorial completed its community needs assessment in FY 2010 with input from a wide array of community stakeholders and is working with its Community Benefits Advisory Committee in updating its plan

Form 990 Schedule H, Part VI - Supplemental Information, Line 3

Part VI, Line 3 Patient Ed of eligibility for assistance - UMass Memorial informs and educates patients/others about eligibility for available coverage and/or charity care by employing a large (25+) staff of Financial Counselors, expert in matching patients to available coverage and charity care options and assisting patients through the application process Further, UMass Memorial works to connect potentially eligible patients to our Financial Counselors through- widely distributed brochures- signs posted in high traffic patient areas- education of our clinicians- attendance at numerous community outreach events- referral of all self-pay patients at the point of outpatient scheduling/registration- visits to inpatients without health insurance or with coverage gaps- billboards posted in the community- messages on all patient bills and statements- mailings to patients- convenient Financial Counselor locations within or contiguous to Clinical areas

Form 990 Schedule H, Part VI - Supplemental Information, Line 4

Form 990 Schedule H, Part VI - Supplemental Information, Line 4

Part VI, Line 4 Geographical Reach - UMass Memorial Health Care serves approximately one million residents of Central New England Our Central Massachusetts service area includes all sixty cities and towns in Worcester County from the New Hampshire border in the north to the Connecticut and Rhode Island borders in the south It extends to the west into seve n towns in Hampden County and three towns in Hampshire County, and includes ten towns in M iddlesex County to the north and east Regional Description - The Central New England regi on is a mix of cities and urbanized centers, suburbs, small towns, and rural areas with so me agriculture Seven towns in our service area are defined by the U S Department of Healt h, Health Resources and Services Administration (HRSA) as rural based on their Rural Urban Commuting Area (RUCA) codes HRSA has designated the City of Worcester a health professio nal shortage area (HPSA) in primary care, mental health, and dental services due to its lo w income population Several towns and cities in the north county are designated by HRSA a s HPSAs and as having medically underserved populations (MUPs), another designation indica ting need because their residents face economic, linguistic and cultural barriers to care The City of Worcester has several neighborhoods with a shortage of health providers and H RSA has determined that many census tracts in the city are medically underserved areas (MU As) Economic Characteristics - Income levels vary widely across the region The census da ta for 2006-2008 indicated the median household income for Worcester County was $64,471 , f or the City of Worcester, the largest urban area, it was considerably less at $44,794 Ove rall, 9 percent of Worcester County residents are below the poverty level, but that rate d oubles to 18 percent in the urban cities of Worcester and Fitchburg, and in these communit ies, one of every four children lives in poverty For example, the Worcester Public School s system reports that in the 2010 school year, 71 percent of their students are eligible f or free or reduced lunch The December 2009 unemployment rate for the county was 9 8 perce nt, slightly above the state and national average Many cities and towns in our region hav e unemployment rates between 11 and 13 percent Central Massachusetts has been hard-hit by the foreclosure crisis over the past two years, with little improvement to date In a rep ort released in January 2010, Worcester County led the state in the number of new foreclos ure filings, with most of that volume in the City of Worcester Demographic and Health Fac tors - The demographics of the region vary by location, with minorities and foreign born r esidents concentrated in the cities Ten percent of people living in Worcester County are foreign born, 89 percent are White, 3 percent are Black or African American, 4 percent are Asian, 8 percent are Hispanic (any race) In the City of Worcester, 20 percent are foreig n born, 79 percent are White, 9 percent are Black or African American, 19 percent are Hisp anic (any race) In recent years, this area has become home to a rapidly increasing number of immigrants from around the world, and in 2010 our hospital interpreter services provid ed well over 75,000 medical interpretation encounters The federal government is also now settling hundreds of refugees a year in the Worcester area from Iraq, Burundi, Burma, and other African and Asian countries Refugees are a vulnerable population with high health n eeds, and the Massachusetts Department of Public Heath reports that this settlement trend will continue in future years due to the lower cost of living in the Worcester area compar ed to other parts of the state A new analysis of the nation's health status by county ind icates that our service area has a larger health burden than other parts of Massachusetts Worcester County ranks 10 out of 14 counties for mortality and morbidity and 11th for hea lth behaviors Chronic Disease OverviewWorcester County Chronic Disease and Obesity data sh ared at regional health forums hosted by the state Department of Public Health in 2007 rev ealed the following - From 1995 to 2005, the rate of residents classified as overweight in Worcester County climbed from 45 7% to 57 5%- From 2003 to 2005 the heart disease mortali ty rate (deaths per 100,000) was the second highest in the state, at 196 8 The highest nu mber was among White, non-Hispanic (198 3) followed by Black, non-Hispanic (186 2) and the n Hispanic (152 2), a number strikingly higher than the state rate for this ethnicity (103 7) Asians had the lowest rate at 76 7, still a good deal higher than the state rate of 6 8 4 Worcester County has the highest diabetes mortality rate of any county in the state wi th 22 6 deaths per 100,000, compared to the Massachusetts rate of 18 4 The rate for Hispa nics is strikingly high compared to other ethnicities in the region (49), while Black, non -Hispanic rate and Asian non-Hispanic rate are 37,

Form 990 Schedule H, Part VI - Supplemental Information, Line 4

White non-Hispanic rate is 22 The rate for White, non-Hispanic is still higher than the state rate of 17 Worcester County deaths due to all cancers age adjusted rates per 100,000 are higher than the state rate (181 5 compared to 178 9) Lung cancer deaths are 54 compa red to the state rate of 50 8, and Breast Cancer rates are 23 1 compared to 20 1 Note on Teen Birth Rate For several Worcester County communities, the teen birth rate climbed sig nificantly between 2006 and 2007 In Leominster it rose from 30 3% to 36 7, a 21 1% increa se, in Southbridge, there was an increase of 19 5% over the same period (64 5 to 77 1), an d in Worcester it rose from 34 4 to 35 7, an increase of 3 8% Key Health Observations in C entral Massachusetts from Regional Health Forums in 2011- Racial and Ethnic disparities ar e major factors - Latinos' and Blacks' health disparities across several indicators are a major concern- O verweight/obesity is an increasing health risk - contributes to rising di abetes incidence- The region's residents are disproportionately affected by -Infant morta lity rates for Blacks and Latinos (particularly in the city of Worcester) -Smoking rates - AIDS/HIV and Hepatitis C (particularly in the cities of Worcester, Fitchburg and Southbrid ge) -Heroin/O piods related incidents/deaths (same cities as above) -Motor vehicle injuries Health Care Safety Net - UMass Memorial provides care to the largest number of low income patients in the region

Form 990 Schedule H, Part VI - Supplemental Information, Line 5

Part VI, Line 5 UMass Memorial Health Care recognizes community building activities as being a part of those 'social determinants of health' that impact the health of the community We invest in workforce development and leadership training programs that support youth who are at risk of developing risky health behaviors and experiencing violence due to poverty We also invest in environmental and physical improvement programs such as beautification of low income neighborhood parks because children will have access to safe playgrounds, thus promoting physical activities and reducing obesity These programs are based on our Community Benefits Mission which was recommended by a Community Benefits Advisory Committee and draws inspiration from the World Health Organization's broad definition of health, as 'a state of complete, physical, mental, and social well being and not merely the absence of disease ' By adopting this definition, UMass Memorial Health Care has expanded its strategy to include the social, economic, and political obstacles that prevent people from achieving optimal health All of our community building activities are the result of an identified need and engage the community They include collaborative efforts, advocacy activities and partnerships that engage a broad array of community stakeholders in addressing these unmet social determinants of health (community building activities)

Form 990 Schedule H, Part VI - Supplemental Information, Line 6

Part VI, Line 6 In addition to the many community benefit programs described in other sections, UMass Memorial serves as the region's only Level I trauma center and operates Life Flight helicopter service to transport the region's sickest patients to appropriate facilities It has a majority of independent, community trustees on its boards, a medical staff that is open to all those who meet the eligibility requirements, and of course UMass Memorial meets all other requirements of the community benefit requirement adopted by the IRS in 1969, including having an ER open to all, participation in Medicare and Medicaid, and the use of all surplus funds to improve patient care, expand facilities and advance education and training Finally, UMass Memorial prides itself on being a national leader with regard to community benefits and implementing innovative programs that focus on the full array of the social determinants of health for our communities UMass Memorial makes this a priority at the highest levels of the organization, and has been one of the first hospital systems in the state to create a community benefits committee of the board to establish goals, measures and monitor progress of the program

Form 990 Schedule H, Part VI - Supplemental Information, Line 7

Part VI, Line 7 UMass Memorial Health Care is the largest not-for-profit health care system in Central New England Through the collective efforts of UMass Memorial Medical Center and four community hospitals - Clinton Hospital, HealthAlliance Hospital, Marlborough Hospital and Wing Memorial Hospital and Medical Centers, we are improving the health of the people of Central New England through excellence in clinical care, service, teaching and research Our five hospitals work closely with their respective communities to identify and prioritize community needs Our community benefits mission was developed and recommended by a Community Benefits Advisory Committee and approved by the Board of Trustees of the clinical system and has been adopted by all five hospitals A standing Community Benefits Committee has been established at the Board of Trustee level to oversee the clinical system's responsibilities to the community and to strengthen our organizational commitment and accountability Each hospital community benefits program focuses on the needs of underserved populations and support unmet health needs In addition, each hospital has its own community benefits program and as such has developed strong linkages within their service area with community leaders and community based organizations that have resulted in partnerships and collaborative efforts that are addressing the health needs of their respective community

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493199007081

Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments and Individuals in the United States

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

▶ **Attach to Form 990**

OMB No 1545-0047

2009

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
edward m kennedy community health center inc 19 tacoma street worcester, MA 01605	042513817	501 (c) (3)	1,000,000				SUPPORT FOR HEALTH CENTER'S MISSION
family health center of worcester inc26 queen street worcester, MA 01610	042485308	501 (c) (3)	1,000,000				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 . . . ▶ 0

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22. 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	60,000			
See Additional Data Table					

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

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

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493199007081

Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

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 any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement orprovision 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 with respect to the filing organization or a related organization			
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			
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	**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
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	**9**		

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)** Retirement and other 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 reportable compensation				
See Additional Data Table							

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
	Part I, Line 1a	Split dollar gross up calculations to John O'Brien and Walter Ettinger which are treated as taxable compensation
	Part I, Lines 4a-b	Part I, Lines 4a-b Val Slayton's position was terminated effective 7/28/2010 In recognition of his years of service at HealthAlliance Hospital, Val was awarded severance compensation equal to 26 weeks of his salary and wages During fiscal year 2010 Val was paid $45,855 as a result of this arrangement During fiscal year 2011 he is scheduled to receive an additional $90,644 in severance compensation Line 4b Name of participants in or receiving payment from a supplemental nonqualified retirement plan Todd A Keating $23,248 John G O'Brien $0 Douglas S Brown $25,891 Walter H Ettinger, M D $37,286 Nancy Kruger $10,182 George Brenckle, Ph D $11,833 Robert Phillips $48,244 Patricia Webb $0 Andrew Sussman $20,051 John Randolph $0 Sharon Hylka $19,137 Victoria Diamond $16,682 Robert Klugman $15,462 Barbara Fisher $10,214 Willis Chandler $0 Thomas Bergan $9,658 Charles Cavagnaro, III, MD $0 William Corbett, MD $14,238 Sheila Daly $8,812 Eric Dickson, MD $0 Deborah Ekstrom $9,624 Robert Feldmann $16,909 Gary N Lapidas $25,302 Patrick L Muldoon $23,849 John Polanowicz $9,234 Michele M Streeter $9,921 Dana Swenson $0 Stephen E Tosi, MD $24,025
Supplemental Information	Part III	Part II - Disclosures 1) John O'Brien's retirement and other deferred compensation 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 - Unrelated Organization The Officers, Directors and Highest Compensated Employees listed in Part II that received compensation from an unrelated organization were paid 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 2009 The name of the unrelated organization is UMass Medical School DANIEL LASSER, M D $256,684 MARIANNE E FELICE, M D $208,647 ELIAS J AROUS, M D $149,750 PETER H BAGLEY, M D $153,169 ALAN P BROWN, M D $69,341 SHUBJEET KAUR, M D $152,503 MARY LINDHOLM, M D $20,035 DAVID AYERS, M D $139,980 GREGORY VOLTURO, M D $33,120 MICHAEL P ARONSON, M D $75,028 BRYAN CHESHIRE, M D $27,929 DOUGLAS ZIEDONIS, M D $199,198 JOSEPH FERRUCCI, M D $252,202 BRIAN D BUSCONI, M D $122,750 justin maykel, m d $117,290 sarwat hussain, m d $132,750 anthony lapinsky, m d $172,466 stanley tam, m d $176,644

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				
Aronson Michael P MD	(I)	109,384	17,350	2,997	6,832	23,327	159,890	0
	(II)	0	0	0	0	0	0	0
Arous Elias J MD	(I)	562,524	65,335	2,997	12,250	22,576	665,682	0
	(II)	0	0	0	0	0	0	0
Ayers David MD	(I)	483,629	40,000	2,997	12,250	25,117	563,993	0
	(II)	0	0	0	0	0	0	0
Bagley Peter H MD	(I)	289,404	40,248	2,997	94,234	25,130	452,013	0
	(II)	0	0	0	0	0	0	0
Brown Alan P MD	(I)	149,953	11,428	2,997	8,448	21,526	194,352	0
	(II)	0	0	0	0	0	0	0
Cavagnaro Charles III MD	(I)	297,158	86,231	3,750	121,536	28,526	537,201	0
	(II)	0	0	0	0	0	0	0
Cheshire Bryan MD	(I)	196,517	32,725	2,997	11,762	20,851	264,852	0
	(II)	0	0	0	0	0	0	0
Cirillo Bettyann MD	(I)	191,381	15,100	35,142	4,631	21,248	267,502	0
	(II)	0	0	0	0	0	0	0
Cofone Michael J	(I)	234,043	0	1,184	2,348	15,407	252,982	0
	(II)	0	0	0	0	0	0	0
Corbett William MD	(I)	277,332	90,275	14,238	45,708	18,778	446,331	14,238
	(II)	0	0	0	0	0	0	0
Daly Sheila	(I)	194,996	48,933	16,456	93,104	17,124	370,613	8,812
	(II)	0	0	0	0	0	0	0
Felice Marianne E MD	(I)	187,131	31,020	2,997	19,568	25,576	266,292	0
	(II)	0	0	0	0	0	0	0
Ferrucci Joseph MD	(I)	367,095	20,000	2,997	12,250	24,394	426,736	0
	(II)	0	0	0	0	0	0	0
Gundersen Jason MD	(I)	252,224	139,186	2,997	12,250	20,919	427,576	0
	(II)	0	0	0	0	0	0	0
Kaur Shubjeet MD	(I)	268,755	15,000	2,997	12,250	25,029	324,031	0
	(II)	0	0	0	0	0	0	0
Keating Todd A	(I)	464,171	140,937	30,892	198,526	13,703	848,229	23,248
	(II)	0	0	0	0	0	0	0
Lapidas Gary N	(I)	359,693	102,441	32,946	166,420	9,884	671,384	25,302
	(II)	0	0	0	0	0	0	0
Lindholm Mary S MD	(I)	130,261	1,053	2,997	6,930	20,703	161,944	0
	(II)	0	0	0	0	0	0	0
Maguire David L MD	(I)	163,076	34,723	404	7,798	1,480	207,481	0
	(II)	0	0	0	0	0	0	0
Manning Gordon MD	(I)	169,515	27,472	2,997	51,108	23,618	274,710	0
	(II)	0	0	0	0	0	0	0
Muldoon Patrick L	(I)	382,025	64,150	31,493	132,056	29,491	639,215	23,849
	(II)	0	0	0	0	0	0	0
O'Brien John G	(I)	867,954	296,660	47,360	355,741	18,756	1,586,471	0
	(II)	0	0	0	0	0	0	0
Okike O Nsidinanya MD	(I)	362,235	0	0	41,511	13,780	417,526	0
	(II)	0	0	0	0	0	0	0
Pappas Arthur MD	(I)	106,873	0	101,025	25,200	11,363	244,461	0
	(II)	0	0	0	0	0	0	0
Polanowicz John	(I)	269,670	70,441	16,878	98,593	30,928	486,510	9,234
	(II)	0	0	0	0	0	0	0
Power Diane MD	(I)	191,094	19,856	38,777	4,768	22,844	277,339	0
	(II)	0	0	0	0	0	0	0
Slayton Val MD	(I)	268,264	250	1,394	4,900	19,088	293,896	0
	(II)	0	0	0	0	0	0	0
Swenson Dana	(I)	233,071	74,797	0	81,008	19,308	408,184	0
	(II)	0	0	0	0	0	0	0
Tosi Stephen E MD	(I)	498,763	135,669	228,029	168,788	23,751	1,055,000	24,025
	(II)	0	0	0	0	0	0	0
Umanzor Rene M MD	(I)	124,160	108,544	61	9,319	22,499	264,583	0
	(II)	0	0	0	0	0	0	0
Volturo Gregory MD	(I)	241,739	100,912	2,997	12,250	25,130	383,028	0
	(II)	0	0	0	0	0	0	0
Wesolowski Paul	(I)	160,196	0	336	0	14,784	175,316	0
	(II)	0	0	0	0	0	0	0
Ziedonis Douglas MD	(I)	184,497	35,000	2,997	11,482	25,130	259,106	0
	(II)	0	0	0	0	0	0	0
Allicon Keary T	(I)	143,770	16,016	0	20,421	19,476	199,683	0
	(II)	0	0	0	0	0	0	0
Bergan Thomas	(I)	231,923	66,369	9,658	143,738	10,392	462,080	9,658
	(II)	0	0	0	0	0	0	0
Brown Douglas S	(I)	368,987	111,450	25,891	105,466	20,708	632,502	25,891
	(II)	0	0	0	0	0	0	0
Dickson Eric MD	(I)	263,695	45,000	774	32,849	18,767	361,085	0
	(II)	0	0	0	0	0	0	0
Dion Jeffrey	(I)	159,772	24,825	0	31,822	19,122	235,541	0
	(II)	0	0	0	0	0	0	0
Ekstrom Deborah	(I)	184,334	38,401	17,870	84,062	23,591	348,258	9,624
	(II)	0	0	0	0	0	0	0
Feldmann Robert	(I)	245,725	76,864	16,909	117,336	20,103	476,937	16,909
	(II)	0	0	0	0	0	0	0
Fraker Muriel E Esquire	(I)	163,344	10,592	0	57,989	26,953	258,878	0
	(II)	0	0	0	0	0	0	0
Lasser Daniel H MD	(I)	213,863	102,903	2,997	98,784	23,371	441,918	0
	(II)	0	0	0	0	0	0	0
McCue Steven	(I)	140,471	14,693	0	10,618	17,642	183,424	0
	(II)	0	0	0	0	0	0	0
O'Brien William H	(I)	110,435	0	2,997	33,050	22,296	168,778	0
	(II)	0	0	0	0	0	0	0
Smith Francis W	(I)	172,501	10,211	0	28,154	18,778	229,644	0
	(II)	0	0	0	0	0	0	0
Streeter Michele M	(I)	280,249	87,020	9,921	95,216	18,791	491,197	9,921
	(II)	0	0	0	0	0	0	0
Brenckle George PhD	(I)	295,817	93,714	11,833	97,949	27,042	526,355	11,833
	(II)	0	0	0	0	0	0	0
Chandler Willis	(I)	216,492	55,424	0	38,395	18,778	329,089	0
	(II)	0	0	0	0	0	0	0
Diamond Victoria	(I)	258,301	83,796	16,682	87,772	26,106	472,657	16,682
	(II)	0	0	0	0	0	0	0
Ettinger Walter H MD	(I)	694,618	243,907	56,278	257,700	19,514	1,272,017	37,286
	(II)	0	0	0	0	0	0	0
Fisher Barbara	(I)	235,917	60,488	10,214	67,162	19,043	392,824	10,214
	(II)	0	0	0	0	0	0	0
Hylka Sharon	(I)	293,622	87,543	26,781	261,032	22,069	691,047	19,137
	(II)	0	0	0	0	0	0	0
Klugman Robert MD	(I)	388,076	117,462	19,068	221,869	21,949	768,424	15,462
	(II)	0	0	0	0	0	0	0
Kruger Nancy	(I)	292,197	83,555	10,182	110,222	12,044	508,200	10,182
	(II)	0	0	0	0	0	0	0
Phillips Robert A	(I)	593,899	305,135	48,244	199,940	26,374	1,173,592	48,244
	(II)	0	0	0	0	0	0	0
Randolph John T	(I)	196,052	60,470	0	113,042	21,034	390,598	0
	(II)	0	0	0	0	0	0	0
Webb Patricia	(I)	310,718	107,123	7,644	88,235	25,275	538,995	0
	(II)	0	0	0	0	0	0	0
Sussman Andrew J	(I)	328,957	0	21,395	67,987	30,446	448,785	20,051
	(II)	0	0	0	0	0	0	0
blute michael	(I)	0	0	0	0	0		0
	(II)	0	0	0	0	0		0
daley jennifer	(I)	0	0	0	0	0		0
	(II)	0	0	0	0	0		0
Maykel Justin MD	(I)	300,431	291,648	2,997	12,250	21,441	628,767	0
	(II)	0	0	0	0	0	0	0
Busconi Brian D MD	(I)	501,454	50,000	2,997	12,250	22,576	589,277	0
	(II)	0	0	0	0	0	0	0
Hussain Sarwat MD	(I)	385,747	111,024	2,997	12,250	25,130	537,148	0
	(II)	0	0	0	0	0	0	0
Lapinsky Anthony MD	(I)	362,503	118,455	2,978	12,250	22,519	518,705	0
	(II)	0	0	0	0	0	0	0
Tam Stanley MD	(I)	480,188	0	2,997	12,250	24,393	519,828	0
	(II)	0	0	0	0	0	0	0

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493199007081

Schedule K (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax Exempt Bonds

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Schedule O (Form 990).
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

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

	(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 a	04-2456011		11-24-2009	9,420,000	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

		A	B	C	D	E
1	Total proceeds of issue	109,879,830	30,051,532	30,051,535	9,420,000	10,000,000
2	Gross proceeds in reserve funds	10,709,415				
3	Proceeds in refunding or defeasance escrows					
4	Other unspent proceeds	6,816,052	6,816,052	6,807,810		
5	Issuance costs from proceeds	1,384,731	205,455	118,700	78,458	
6	Working capital expenditures from proceeds	2,785,684				
7	Capital expenditures from proceeds	95,000,000	23,030,025	23,125,025	9,341,542	10,000,000
8	Year of substantial completion	2006	2011	2011	2009	2006

		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?		X		X		X	X			X
10	Were the bonds issued as part of an advance refunding issue?		X		X		X		X		X
11	Has the final allocation of proceeds been made?	X			X		X	X		X	
12	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X		X		X		X	

Part III Private Business Use

		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?		X		X		X		X		X
2	Are there any lease arrangements with respect to the financed property which may result in private business use?		X		X		X		X		X

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?	X			X		X		X		X
3b	Are there any research agreements with respect to the financed property which may result in private business use?		X		X		X		X		X
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?		X		X		X		X		X
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶	1 030 %									
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 section 501(c)(3) organization, or a state or local government ▶										
6	Total of lines 4 and 5	1 030 %									
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X		X		X		X		X	

Part IV Arbitrage

		A		B		C		D		E	
		Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1	Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?	X		X		X		X		X	
2	Is the bond issue a variable rate issue?		X	X		X		X			X
3a	Has the organization or the governmental issuer identified a hedge with respect to the bond issue on its books and records?		X		X		X		X		X
b	Name of provider										
c	Term of hedge										
4a	Were gross proceeds invested in a GIC?		X		X		X		X		X
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?		X		X		X		X		X
6	Did the bond issue qualify for an exception to rebate?		X	X		X		X		X	

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493199007081

Schedule K (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax Exempt Bonds

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Schedule O (Form 990).
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

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

	(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
D	mhefa-umASS MEMORIAL varIABLE RATE SERIES g	04-2456011	57586eus8	05-27-2010	60,445,000	sEE SCHEDULE O		X		X

Part II Proceeds

		A	B	C	D	E	
1	Total proceeds of issue	20,717,238	20,152,952	20,024,254	63,277,953		
2	Gross proceeds in reserve funds						
3	Proceeds in refunding or defeasance escrows	62,178,915			62,178,915		
4	Other unspent proceeds	71,123			71,123		
5	Issuance costs from proceeds	26,965	29,072	28,500	1,027,915		
6	Working capital expenditures from proceeds	717,238	152,952				
7	Capital expenditures from proceeds	19,973,035	19,970,928	19,995,754			
8	Year of substantial completion	2007	2009	2010	2010		
		Yes / No	Yes / No	Yes / No	Yes / No	Yes / No	
9	Were the bonds issued as part of a current refunding issue?	/ X	/ X	/ X	X /	/	
10	Were the bonds issued as part of an advance refunding issue?	/ X	/ X	/ X	/ X	/	
11	Has the final allocation of proceeds been made?	X /	X /	/ X	X /	/	
12	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X /	X /	X /	X /	/	

Part III Private Business Use

		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?		X		X		X		X		
2	Are there any lease arrangements with respect to the financed property which may result in private business use?		X		X		X		X		

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?		X		X		X		X		
3b	Are there any research agreements with respect to the financed property which may result in private business use?		X		X		X		X		
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?		X		X		X		X		
4	Enter the percentage of financed property used in a private business use by entities other than a section 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 section 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?	X		X		X		X			

Part IV Arbitrage

		A		B		C		D		E	
		Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1	Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?	X		X		X		X			
2	Is the bond issue a variable rate issue?		X		X		X		X		
3a	Has the organization or the governmental issuer identified a hedge with respect to the bond issue on its books and records?		X		X		X		X		
b	Name of provider										
c	Term of hedge										
4a	Were gross proceeds invested in a GIC?		X		X		X		X		
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?		X		X		X		X		
6	Did the bond issue qualify for an exception to rebate?	X		X		X		X			

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493199007081

Schedule L (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V lines 38a or 40b.**

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

OMB No 1545-0047

2009

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).

Complete if the organization 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.

Complete if the organization 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	5,588,900	4,887,451		No	Yes		Yes	
dr jason gundersen		X	30,000	833		No	Yes		Yes	
Total . . . . . ▶ $				4,888,284						

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization 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.

Complete if the organization 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

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	16,000	Rental of Property - Income		No
Robert Klugman MD	Key Employee	16,000	Rental of Property - Income		No
Daniel Carlucci MD	Current Director	12,234	Rental of Property - income		No
Gordon Manning MD	Current Director	213,121	Rental of Property - Expense		No
Robert Klugman MD	Key Employee	213,121	Rental of Property - Expense		No
John Clementi	Current Director	129,026	Rental of Property - Expense		No
Edward Manzi	Current Director	193,320	rental of property - expense		No
Edward Manzi	Current Director	350,000	sale of assets		No
Edward Manzi	Current Director	32,051	rental of property - expense		No
Markian Stecyk MD	Current Director	25,083	employment Arrangement		No
William F Sullivan Sr	Current Director	316,761	Independent Contactor Arrangement		No
Robert Haveles	Current Director	114,879	Independent Contactor Arrangement		No
Paul D'Onfro	Current Director	654,636	Independent Contactor Arrangement		No
Daniel Carlucci MD	Current Director	109,573	Independent Contactor Arrangement		No
Anthony J Mercadante	Current Director & Family Member of Nicholas Mercadante	253,709	Independent Contactor Arrangement		No
Susan Ettinger	Family Member of Walter Ettinger, Key Employee	27,506	Employment Arrangement		No
Cheryl Swenson	Family Member of Dana Swenson, Director	37,233	Employment Arrangement		No
Kathleen Hylka	Family Member of Sharon Hylka, Key Employee	98,509	Employment Arrangement		No
Kathryn C May	Family Member of Deborah Ekstrom, Officer	75,097	Employment Arrangement		No
Eileen Henrickson RN	Family Member of Deborah Ekstrom, Officer	98,268	Employment Arrangement		No
Joanne D'Onfro	Family Member of Paul D'Onfro, Director	43,990	Employment Arrangement		No
Elizabeth Gundersen MD	Family Member of Jason Gundersen, MD, Director	215,322	Employment Arrangement		No
Kenneth Stillman MD	Family Member of Ann Molloy, Director	39,434	Employment Arrangement		No

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493199007081

SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

NonCash Contributions

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

OMB No 1545-0047

2009

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	2,191	191,877	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 ▶ (DOOR PRIZES)	X	99	54,011	COST
26	Other ▶( )				
27	Other ▶( )				
28	Other ▶ ( )				

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

			Yes	No
30a	During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	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	Return Reference	Explanation
Third Party Use	Part I, Line 32b	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 event and the Central New England Health Alliance, Inc 's Hospital Golf Tourney event

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493199007081

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

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

OMB No 1545-0047

2009

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 VI, Section A, line 2		Disclosure Year, Disclosing Individual, Title/Role, Relationship with, Relationship UMMHC 2010, John Budd, Board Member, Paul D'Onfro, business Ventures 2010, None Member Entities Health Alliance 2010, D'Onofro, Paul, Board Member, John Budd, business 2010, Cirillo, Bettyann, Board Member, John Howard, business CHL 2010, None Marlborough 2010, Murphy, Michael, Board member, Daniel Carlucci, business Richard Bennett, business Cornelius Ferris, business John Polanowicz, business Philip Purcell, business 2010, Molloy, Ann, Board member, Alan Brown, MD, business Wing 2010, Phaneuf, James, Board Member, Charles Cavagnaro, business Edward J Noonan, business Robert S Haveles, business James St Amand, business Paul Scully, business Katherine Coolidge, business 2010, Noonan, Edward, Board Member, Charles Cavagnaro, business James St Amand, business James Phaneuf, business Katherine Coolidge, business Robert S Haveles, business Patrick Turley, business Elaine Anderson, business 2010, Desrochers, Roland, Board member, Charles Cavagnaro, business 2010, Turley, Patrick, Board member, Linda Mitchell, business Edward Noonan, business Ron Christiansen, business Paul Scully, business 2010, Haveles, Robert, Board Member, Edward Noonan business James Phaneuf, business Paul Scully, business Patrick Turley, business 2010, Christiansen, Ronald, Board member, Patrick Turley, business Linda Mitchell, business Paul Scully, business 2010, Scully, Paul, Board Member, Ron Christiansen, business Patrick Turley, business Robert Haveles, business James Phaneuf, business Charles Cavagnaro, business 2010, Cavagnaro, Charles, President, Ed Noonan, business James Phaneuf, business Paul Scully, business Roland Desrochers, business Elaine Anderson, personal 2010, Mitchell, Linda, Board member, Ron Christiansen, business Robert Haveles, business Patrick Turley, business Edward Noonan, business Paul Scully, business 2010, Coolidge, Katherine, Board member, Edward Noonan, business James Phaneuf, business 2010, Anderson, Elaine, Board member, Paul Scully, business Edward Noonan, business 2010, Lyons, Cynthia, Board member, Paul Scully, business Clinton NONE

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, 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		The majority of entities in the Consolidated Group have a sole member (which is also within the Consolidated Group) that elects the board of trustees There are no classes of trustees The majority of the entities reserve to the Member the power to remove trustees, 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		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 trustees or members Thus, the voting rights of a Member board are absolute Generally, the sole member 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 trustees, 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 B, line 11		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 advice the committee and the board on the reasonableness of overall executive compensation program, including compensation of the specific executives These consultants report directly to the Committee and not to Management The Committee works with these consultants, and with legal counsel, to ensure that all compensation paid, as well as the process followed to determine such compensation, is reasonable, meets all regulatory requirements and is competitive with the relevant market

Identifier	Return Reference	Explanation
Form 990, Part VI, Section C, line 19		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, (Form 1 of 2) 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 - Pay off HEFA pool O loan, ER renovations, EICU Equipment, CT Scan lease, Mammography Unit

Identifier	Return Reference	Explanation
		schedule k, (Form 2 of 2) D - 57586EUS8 - 57586EUT6 - 57586EUU3 - 57586EUV1 - 57586EUW9 - 57586EUX7 - 57586EVE8 - 57586EUY5 - 57586EVF5 - 57586EUZ2 - 57586EVG3 - 57586EVA6 - 57586EVH1 - 57586EVB4 - 57586EVJ7 - 57586EVC2 - 57586EVD0 Part I Column (f) description of purpose D - Refunding of Central New England Health Alliance Series A Bond (1993) and Medical Center of Central Massachusetts, Series B (1992)

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 9/30/2010 Marlborough Hospital, 157 Union Street, Marlborough, MA 01752 EIN 04-2104693 Fiscal Year end 9/30/2010 UMass Memorial Behavioral Health System, Inc , 328 Shrewsbury Street, Worcester, MA 01604 EIN 04-3374724 Fiscal Year end 9/30/2010 UMass Memorial Hospitals, Inc , 328 Shrewsbury Street, Worcester, MA 01604 EIN 04-3296271 Fiscal Year end 9/30/2010 UMass Memorial Health Ventures, Inc , 328 Shrewsbury Street, Worcester, MA 01604 EIN 22-2605679 Fiscal Year end 9/30/2010 UMass Memorial Laboratories, Inc , 328 Shrewsbury Street, Worcester, MA 01604 EIN 04-3321703 Fiscal Year end 9/30/2010 UMass Memorial Medical Center, Inc , 328 Shrewsbury Street, Worcester, MA 01604 EIN 04-3358564 Fiscal Year end 9/30/2010 UMass Memorial Medical Group, Inc , 328 Shrewsbury Street, Worcester, MA 01604 EIN 04-2911067 Fiscal Year end 9/30/2010 UMass Memorial Realty, Inc , 328 Shrewsbury Street, Worcester, MA 01604 EIN 04-2805630 Fiscal Year end 9/30/2010 Wing Memorial Hospital Corp , 40 Wright Street, Palmer, MA 01069 EIN 22-2519813 Fiscal Year end 9/30/2010 UMass Memorial Health Care, Inc (Parent), 328 Shrewsbury Street, Worcester, MA 01604 EIN 04-3358566 Fiscal Year end 9/30/2010 Community HealthLink, Inc , 72 Jaques Avenue, Worcester, MA 01610 EIN 04-2626179 Fiscal Year end 9/30/2010 Central Massachusetts Magnetic Imaging Center, Inc , 367 Plantation Street, Worcester, MA 01605 EIN 04-2981362 Fiscal Year end 9/30/2010 Central New England HealthAlliance, Inc , 60 Hospital Road, Leominster, MA 01453 EIN 04-3172496 Fiscal Year end 9/30/2010 Coordinated Primary Care, Inc , 60 Hospital Road, Leominster, MA 01453 EIN 04-3210002 Fiscal Year end 9/30/2010 HealthAlliance Home Health and Hospice, Inc , 25 Tucker Road, Leominster, MA 01453 EIN 04-2932308 Fiscal Year end 9/30/2010 HealthAlliance Hospitals, Inc , 60 Hospital Road, Leominster, MA 01453 EIN 04-2103555 Fiscal Year end 9/30/2010 Caitlin Raymond International Registry, Inc , 328 Shrewsbury Street, Worcester, MA 01604 EIN 06-1749208 Fiscal Year end 9/30/2010 Clinton Hospital Foundation, Inc , 328 Shrewsbury Street, Worcester, MA 01604 EIN 04-3357881 Fiscal Year end 9/30/2010

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 12 Part XI LINE 2c		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 ı, line 2b, column lll		UMass Memorial Foundation, Inc ıs ıdentıfıed as the admınıstrator of the phılanthropıc actıvıtıes of the reportıng entıtıes of UMass Memorıal Health Care, Inc Thıs ıncludes the coordınatıon of all charıtable w ork and the management of offıce operatıons to support fundraısıng ıncludıng the follow ıng procedures 1) Actıve Development Work 2) Donor Relatıons and Communıcatıons 3) Servıces to UMass Memorıal Staff 4) Contrıbutıon Reports, Donor Record Fıles 5) Transfer of Contrıbutıons Receıved (Contrıbutıons receıved by the Foundatıon that are desıgnated to a UMass Memorıal reportıng entıty are deposıted ınto a desıgnated account of the respectıve reportıng entıty upon receıpt) 6) Expenditures of Contrıbutıons

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 Winter Ball was held by the Parent Part II, Column (c) Other events The 7 events reported in Column (c) are Golf Tournament held by Wing Memorial Hospital, Corp , Speakeasy held by HealthAlliance Hospitals, Inc , Dennehy Golf Tournament held by HealthAlliance Home Health and Hospice, Inc , Lovelight held by HealthAlliance Home Health and Hospice, Inc Golf Tournament was held by Marlborough Hospital, Golf Tournament was held by the Parent, and Star Light Gala was held by the Parent

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 insured's 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 $ 2,141,413 $ 932,797 Walter Ettinger, Current Key Employee of Medical Center $ 606,000 $ 256,193 Thomas Cummings, Former CEO of Marlborough Hospital $ 377,630 $ 188,916 Richard H Scheffer, Former CEO of Wing Memorial Corp $ 26,660 $ 75,265 William J Williams, Former Officer of HealthAlliance Hospitals, Inc $ 1,981,627 $ 3,178,826 Floyd Connelly, Former Executive Director of CMMIC, Inc $ 455,570 $ 255,454

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493199007081

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

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 (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(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 (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(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, MA 01545 04-3108190	fundraising support	MA	501(c)(3)	11c	N/A
Health Alliance Realty Corporation 326 Nichols Road Fitchburg, MA 01420 04-2560754	real estate management	MA	501(c)(2)		N/A
Wing Health Foundation Inc 40 Wright Street Palmer, MA 01069 04-2105839	issuance of health related grants	MA	501(c)(3)	11b	N/A

Part III **Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(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, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations? Yes	(h) No	(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(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	4,952,839	327,743,407		No	-7,731	Yes	
UMass Memorial Marlborough MRI 157 Union Street Marlborough, MA01752 20-2293995	magnetic resonance imaging	MA	marlborough hospital	related	606,235	327,791		No			No
UMass Memorial Health Alliance MRI center llc 60 Hospital Road Leominster, MA01453 04-3561571	magnetic resonance imaging	MA	N/A	related	1,018,617	807,167		No			No

Part IV **Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(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	26,780,692	131,240,395	100 000 %
Memorial Office Condominium Trust 328 Shrewsbury Street Worcester, MA01604 04-6616900	Condominium association	MA	Umass Memorial Medical Center Inc	T	23,315	94,884	53 690 %
bio-lab inc 215 west street milford, MA01757 04-2708828	clinical laboratory	MA	umass Memorial health ventures inc	S			100 000 %

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, or 36.)

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

		Yes	No
1 During the tax year, did the orgranization 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		No
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	(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** (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

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 in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
			Yes	No		Yes	No		Yes	No

Additional Data

Return to Form

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

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	23,072,004
(1)	UMass Memorial Medical Center Inc	B	5,082,696
(2)	UMass Memorial Medical Center Inc	N	736,353
(3)	UMass Memorial Medical Center Inc	L	6,202,000
(4)	UMass Memorial Medical Group Inc	L	2,985,387
(5)	UMass Memorial Medical Group Inc	N	575,995
(6)	UMass Memorial Medical Group Inc	B	67,886
(7)	UMass Memorial Realty Inc	J	2,851,790
(8)	UMass Memorial Foundation Inc	O	2,963,697
(9)	UMass Memorial Health Ventures Inc	P	256,161
(10)	UMass Memorial Laboratories Inc	P	2,229,087
(11)	UMass Memorial Realty Inc	P	254,016
(12)	Marlborough Hospital	P	1,861,677
(13)	The Clinton Hospital Association	P	1,356,714
(14)	Wing Memorial Hospital Corporation	P	1,788,570
(15)	Wing Memorial Hospital Corporation	N	101,257
(16)	Central New England Health Alliance Inc	P	3,298,569
(17)	UMass Memorial Medical Center Inc	P	130,316,668
(18)	UMass Memorial Medical Group Inc	P	28,454,628
(19)	Central Massachusetts Magnetic Imaging Center Inc	P	189,546
(20)	Community HealthLink Inc	P	637,326
(21)	Commonwealth Professional Assurance Company LTD	P	15,091,995
(22)	Caitlin Raymond International Registry	P	4,368

Additional Data

Software ID:

Software Version:

EIN: 91-2155626

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

Form 990, Part III - 4 Program Service Accomplishments (See the Instructions)

4d. Other program services

(Code) (Expenses $ 351,195,865 including grants of $ 60,000) (Revenue $ 419,173,602)

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, central New England, and other geographies

Form 990, Part VII - Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Aronson Michael P MD Director	25 00	X						129,731	0	30,159
Arous Elias J MD Director	32 00	X						630,856	0	34,826
Ayers David MD Director	33 00	X						526,626	0	37,367
Bagley Peter H MD Chairperson	27 00	X						332,649	0	119,364
Brown Alan P MD Director	29 00	X						164,378	0	29,974
Cavagnaro Charles III MD President, Wing Memorial Hospital	40 00	X		X				387,139	0	150,062
Cheshire Bryan MD Director	36 00	X						232,239	0	32,613
Cirillo Bettyann MD Director, until 2/10	40 00	X						241,623	0	25,879
Cofone Michael J Treasurer/Director	40 00	X		X				235,227	0	17,755
Corbett William MD Director	40 00	X						381,845	0	64,486
Daly Sheila President/Director	40 00	X		X				260,385	0	110,228
Felice Marianne E MD Director	22 00	X						221,148	0	45,144
Ferrucci Joseph MD Director	24 00	X						390,092	0	36,644
Gundersen Jason MD Director	40 00	X						394,407	0	33,169
Kaur Shubjeet MD Director	27 00	X						286,752	0	37,279
Keating Todd A Treasurer & CFO/Director	40 00	X		X				636,000	0	212,229
Lapidas Gary N President/Director	40 00	X		X				495,080	0	176,304
Lindholm Mary S MD Director	36 00	X						134,311	0	27,633
Maguire David L MD Director	40 00	X						198,203	0	9,278
Manning Gordon MD Director	40 00	X						199,984	0	74,726
Muldoon Patrick L President/Director	40 00	X		X				477,668	0	161,547
O'Brien John G President & CEO	40 00	X		X				1,211,974	0	374,497
Okike O Nsidinanya MD Director	40 00	X						362,235	0	55,291
Pappas Arthur MD Director	16 00	X						207,898	0	36,563
Polanowicz John President, Marlborough Hospital	40 00	X		X				356,989	0	129,521

Form 990, Part VII - Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Power Diane MD Director	40 00	X						249,727	0	27,612
Slayton Val MD Director	40 00	X						269,908	0	23,988
Swenson Dana Director	40 00	X						307,868	0	100,316
Tosi Stephen E MD Director	40 00	X						862,461	0	192,539
Umanzor Rene M MD Director	32 00	X						232,765	0	31,818
Volturo Gregory MD Director	24 00	X						345,648	0	37,380
Wesolowski Paul Director	40 00	X						160,532	0	14,784
Ziedonis Douglas MD President, UMBHS, Inc	20 00	X		X				222,494	0	36,612
Allen Gail Director, UMass Memorial Hospitals,	1 00	X						0	0	0
Anderson Elaine Director, Wing Memorial Hospital	1 00	X						0	0	0
Antonioni Robert Director, Community HealthLink, Inc	1 00	X						0	0	0
Babineau Robert Jr MD Director, HealthAlliance Hospitals,	1 00	X						0	0	0
Bennett David L Director, UMass Memorial Realty, In	1 00	X						0	0	0
Bennett Richard K Director, Marlborough Hospital	1 00	X						0	0	0
Bergeron Arthur Director, Marlborough Hospital	1 00	X						0	0	0
Berkey Dennis D Director, UMass Memorial Health Car	1 00	X						0	0	0
Berry Sarah G Director, UMass Memorial Health Car	1 00	X						0	0	0
Boudreau Norman Director, Central New England Healt	1 00	X						0	0	0
Bovenzi Leslie Director, HealthAlliance Hospitals,	1 00	X						0	0	0
Budd John H Director, UMass Memorial Health Car	1 00	X						0	0	0
Carlson Mary Director, Marlborough Hospital	1 00	X						0	0	0
Carlucci Daniel MD Director, Marlborough Hospital	1 00	X						0	0	0
Carroll Brian K Director, Central Massachusetts Mag	1 00	X						0	0	0
Catalina Fernando MD Director, Central New England Healt	1 00	X						0	0	0
Cherubini Paul Director, Clinton Hospital Foundati	1 00	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Christensen Ronald Vice Chairperson, Wing Memorial Hos	1 00	X						0	0	0
Clementi John Director, UMass Memorial Hospitals,	1 00	X						0	0	0
Collins Michael MD Director, UMass Memorial Medical Ce	1 00	X						0	0	0
Coolidge Katherine Director, Wing Memorial Hospital	1 00	X						0	0	0
Cornell Lois D Director, UMass Memorial Health Car	1 00	X						0	0	0
Crocker Frederick G Director, UMass Memorial Laboratori	1 00	X						0	0	0
D'Alelio Edward Director, UMass Memorial Health Car	1 00	X						0	0	0
Davis Dix F Director, UMass Memorial Health Car	1 00	X						0	0	0
Delrosario Gene MD Director, Clinton Hospital Associat	1 00	X						0	0	0
Dennehy Raymond III Director, Health Alliance Home Heal	1 00	X						0	0	0
Desrochers Roland Director, Wing Memorial Hospital	1 00	X						0	0	0
DiGeronimo Arthur P Jr Director, Central New England Healt	1 00	X						0	0	0
DiTullio Daniel Director, Clinton Hospital Foundati	1 00	X						0	0	0
D'Onfro Paul Director, UMass Memorial Hospitals,	1 00	X						0	0	0
Ferris Cornelius A Chairperson, Marlborough Hospital	1 00	X						0	0	0
Fitch Roger Director, UMass Memorial Behavioral	1 00	X						0	0	0
Flotte Terence MD Director, UMass Memorial Health Car	1 00	X						0	0	0
Giblin David R Director, Marlborough Hospital	1 00	X						0	0	0
Gray Jennifer Director, Clinton Hospital Associat	1 00	X						0	0	0
Greenberg Barbara Director, until 11/19/09, Community	1 00	X						0	0	0
Gregorius Patrick Director, Wing Memorial Hospital	1 00	X						0	0	0
Haley Kevin Director, Clinton Hospital Associat	1 00	X						0	0	0
Haveles Robert Director, Wing Memorial Hospital	1 00	X						0	0	0
Henebry Clark Director, Clinton Hospital Associat	1 00	X						0	0	0
Hewitt Frank Director, Clinton Hospital Foundati	1 00	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Hollister Matt First Vice President, Clinton Hospi	1 00	X						0	0	0
Howard John Director, until 2/10, Health Allian	1 00	X						0	0	0
Jacobson M Howard Director, UMass Memorial Medical Ce	1 00	X						0	0	0
Jefferson Philip W Jr Director, Marlborough Hospital	1 00	X						0	0	0
Johnson Joanne Director, UMass Memorial Behavioral	1 00	X						0	0	0
Katsounakis Thea Director, Wing Memorial Hospital	1 00	X						0	0	0
Kelleher William D Jr Director, Central Massachusetts Mag	1 00	X						0	0	0
Lenhardt Stephen W Sr Director, UMass Memorial Health Car	1 00	X						0	0	0
Lyons Cynthia Director, Wing Memorial Hospital	1 00	X						0	0	0
MacNeill Harris L Director, UMass Memorial Medical Ce	1 00	X						0	0	0
Manzi Edward Director, UMass Memorial Behavioral	1 00	X						0	0	0
McGrail William Esquire Director, Clinton Hospital Foundati	1 00	X						0	0	0
McMullen Cynthia M EdD Director, UMass Memorial Health Car	1 00	X						0	0	0
McNamara Mary Ellen Director, UMass Memorial Medical Ce	1 00	X						0	0	0
Mendoza Steven Director, Clinton Hospital Associat	1 00	X						0	0	0
Mercadante Anthony J Director, Health Alliance Home Heal	1 00	X						0	0	0
Mitchell Linda Director, Wing Memorial Hospital	1 00	X						0	0	0
Molloy Ann K Director, Marlborough Hospital	1 00	X						0	0	0
Morrilly Darlene Director, Health Alliance Home Heal	1 00	X						0	0	0
Murphy Michael D Director, Marlborough Hospital	1 00	X						0	0	0
Noonan Edward J Director, Wing Memorial Hospital	1 00	X						0	0	0
O'Leary Daniel MD Director, Central New England Healt	1 00	X						0	0	0
Paen Genaro Director, Clinton Hospital Foundati	1 00	X						0	0	0
Parry Edward J III Chairperson, UMass Memorial Medical	1 00	X						0	0	0
Paulino Jeanne Director, Clinton Hospital Associat	1 00	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Pederson Thoru Director, UMass Memorial Health Car	1 00	X						0	0	0
Perez Judge Luis Director, HealthAlliance Hospitals,	1 00	X						0	0	0
Phaneuf James Chairperson, Wing Memorial Hospital	1 00	X						0	0	0
Purcell Philip E Director, Marlborough Hospital	1 00	X						0	0	0
Raher Marina Director, until 5/31/10, HealthAlli	1 00	X						0	0	0
Richer Gerald P Director, Marlborough Hospital	1 00	X						0	0	0
Rivard Michael Director, HealthAlliance Hospitals,	1 00	X						0	0	0
Scully Paul Director, Wing Memorial Hospital	1 00	X						0	0	0
Seymour-Route Paulette PhD Director, Clinton Hospital Associat	1 00	X						0	0	0
Shea James P Director, Marlborough Hospital	1 00	X						0	0	0
Shea John Esquire Director, UMass Memorial Behavioral	1 00	X						0	0	0
Simmons Irina Director, UMass Memorial Health Car	1 00	X						0	0	0
St Amand James Director, Wing Memorial Hospital	1 00	X						0	0	0
Starr Stanley B Jr Director, Clinton Hospital Foundati	1 00	X						0	0	0
Stecyk Markian MD Director, Marlborough Hospital	1 00	X						0	0	0
Sullivan William F Sr Director, UMass Memorial Laboratori	1 00	X						0	0	0
Taylor Harvey MD Director, Marlborough Hospital	1 00	X						0	0	0
Turley Patrick Director, Wing Memorial Hospital	1 00	X						0	0	0
Whitney Mary Director, HealthAlliance Hospitals,	1 00	X						0	0	0
Young James Director, until 9/10, UMass Memoria	1 00	X						0	0	0
Young Lynda M Director, UMass Memorial Health Car	1 00	X						0	0	0
Allicon Keary T Treasurer, Wing Memorial Hospital	40 00			X				159,786	0	39,897
Bergan Thomas President, CMMIC, Inc	40 00			X				307,950	0	154,130
Brown Douglas S Secretary, UMass Memorial Health Ca	40 00			X				506,328	0	126,174
D'Ambra Ann-Maria Secretary, Marlborough Hospital	40 00			X				46,496	0	8,730

Form 990, Part VII - Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Dickson Eric MD Interim President, UMass Memorial M	40 00			X				309,469	0	51,616
Dion Jeffrey Treasurer, Marlborough Hospital	40 00			X				184,597	0	50,944
Ekstrom Deborah President, Community Healthlink, In	40 00			X				240,605	0	107,653
Feldmann Robert Treasurer	40 00			X				339,498	0	137,439
Fraker Muriel E Esquire Secretary, UMass Memorial Medical G	40 00			X				173,936	0	84,942
Lasser Daniel H MD Interim President, until 9/1/10, UM	20 00			X				319,763	0	122,155
McCue Steven Treasurer, Clinton Hospital Associa	40 00			X				155,164	0	28,260
Miller Lauren B Secretary, Wing Memorial Hospital	40 00			X				78,945	0	11,184
Morabito Nancy E Secretary, Clinton Hospital Associa	40 00			X				57,773	0	1,342
Morin Lynn A Secretary	40 00			X				70,096	0	4,177
O'Brien William H Secretary, UMass Memorial Behaviora	40 00			X				113,432	0	55,346
Smith Francis W Clerk	40 00			X				182,712	0	46,932
Streeter Michele M Treasurer, UMass Memorial Medical G	40 00			X				377,190	0	114,007
Brenckle George PhD Sr VP, Chief Information Officer	40 00				X			401,364	0	124,991
Chandler Willis Sr VP, Business Development	40 00				X			271,916	0	57,173
Diamond Victoria Sr VP, Operations	40 00				X			358,779	0	113,878
Ettinger Walter H MD President - Medical Center	40 00				X			994,803	0	277,214
Fisher Barbara Sr VP, Operations	40 00				X			306,619	0	86,205
Hylka Sharon Sr VP, Hospital Admin	40 00				X			407,946	0	283,101
Klugman Robert MD Chief Quality Officer	40 00				X			524,606	0	243,818
Kruger Nancy Sr VP, Chief Nursing Officer	40 00				X			385,934	0	122,266
Phillips Robert A Med Dir, Heart & Vascular COE	40 00				X			947,278	0	226,314
Randolph John T VP, Chief Compliance Officer	40 00				X			256,522	0	134,076
Webb Patricia Sr VP, Chief Hr Officer	40 00				X			425,485	0	113,510
Sussman Andrew J Sr VP, Coo,(until 8/09)	40 00				X			350,352	0	98,433

Form 990, Part VII - Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
blute michael Director, Cancer Center of Excellen	40 00				X			0	0	0
daley jennifer Executive VP, Chief Operating Offic	40 00				X			0	0	0
Maykel Justin MD Physician, Chief of Colorectal Surg	30 00					X		595,076	0	33,691
Busconi Brian D MD Physician, Division Chief of Orthop	33 00					X		554,451	0	34,826
Hussain Sarwat MD Physician, Vice Chair of Radiology	31 00					X		499,768	0	37,380
Lapinsky Anthony MD Physician, Dept of Orthopedics - M	28 00					X		483,936	0	34,769
Tam Stanley MD Physician, Division Chief of Cardia	30 00					X		483,185	0	36,643

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
NET PATIENT SERVICE RE	900,099	1,931,044,790	1,931,044,790		
special MEDICAID PAYME	900,099	214,375,042	214,375,042		
affiliate related prog	900,099	151,643,169	151,643,169		
system allocaTION REVE	900,099	135,855,509	135,855,509		
fees & CONTRACTS FROM	900,099	18,045,229	18,045,229		

Form 990, Part IX - Statement of Functional Expenses - 24a - 24e Other Expenses

Do not include amounts reported on line 6b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
PURCHASED SERVICES	260,122,988	218,745,379	41,370,912	6,697
medical supplies	214,419,393	179,162,966	35,256,427	
medical education servi	167,341,702	167,341,702		
system overhead activit	154,212,484	90,250,681	63,960,157	1,646
BAD DEBTS	62,837,649	62,837,649		