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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2010

Open to Public Inspection

A For the 2010 calendar year, or tax year beginning 10-01-2010 and ending 09-30-2011

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

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

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
04-3358566

E Telephone number
(508) 856-8537

G Gross receipts $ 268,929,341

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) ☐ 501(c) ( ) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ WWW UMASSMEMORIAL ORG

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1998

M State of legal domicile MA

Part I Summary

1 Briefly describe the organization's mission or most significant activities
UMASS MEMORIAL HEALTH CARE, INC IS COMMITTED TO IMPROVING THE HEALTH OF THE PEOPLE OF CENTRAL NEW ENGLAND THROUGH EXCELLENCE IN CLINICAL CARE, SERVICES, TEACHING AND RESEARCH

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

Activities & Governance

3	Number of voting members of the governing body (Part VI, line 1a)	**3**	16
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	13
5	Total number of individuals employed in calendar year 2010 (Part V, line 2a)	**5**	0
6	Total number of volunteers (estimate if necessary)	**6**	0
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	11,561
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	0

Revenue

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	5,738,029	6,025,631
9	Program service revenue (Part VIII, line 2g)	173,653,454	180,835,966
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	2,295,316	7,438,354
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	2,271,526	1,903,970
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	183,958,325	196,203,921

Expenses

13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	0	0
14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	0	0
16a	Professional fundraising fees (Part IX, column (A), line 11e)	2,082,186	1,602,995
b	Total fundraising expenses (Part IX, column (D), line 25) ▶1,602,995		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	189,310,456	200,322,218
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	191,392,642	201,925,213
19	Revenue less expenses Subtract line 18 from line 12	-7,434,317	-5,721,292

Net Assets or Fund Balances

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	176,528,556	182,508,694
21	Total liabilities (Part X, line 26)	59,398,738	65,099,642
22	Net assets or fund balances Subtract line 21 from line 20	117,129,818	117,409,052

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

****** 2012-07-06
Signature of officer — Date

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if self-employed ▶ ☐	PTIN
ALAN GAROFALO	ALAN GAROFALO			

Firm's name ▶ FEELEY & DRISCOLL PC — Firm's EIN ▶

Firm's address ▶ 200 PORTLAND STREET, BOSTON, MA 02114 — 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**

Check if Schedule O contains a response to any question in this Part III . . . . . ☐

1 Briefly describe the organization's mission

UMASS MEMORIAL HEALTH CARE, INC IS COMMITTED TO IMPROVING THE HEALTH OF THE PEOPLE OF CENTRAL NEW ENGLAND THROUGH EXCELLENCE IN CLINICAL CARE, SERVICES, 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 $ 141,229,680 including grants of $) (Revenue $ 181,476,651)

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

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

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

4d Other program services (Describe in Schedule O)

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

4e **Total program service expenses** ▶ $ 141,229,680

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 (see instruction)?	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, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4	Yes	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *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	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line10? *If "Yes," complete Schedule D, Part VI.*	11a	Yes	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII.*	11b	Yes	
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII.*	11c		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX.*	11d		No
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.*	11e	Yes	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X.*	11f	Yes	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a		No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b	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, Parts I and IV*	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, Parts II and IV*	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, Parts III and IV*	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 (see instructions)*	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
20a	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? **Note.** Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)	20b		

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**		No
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**		No
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 lines 24b–24d and complete Schedule K. If "No," go to line 25*	**24a**		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	**24b**		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	**24c**		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	**24d**		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	**25a**		No
b	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**		No
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**		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *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**		No
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)?	**35**	Yes	
a	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2* ☑ **Yes** ☐ **No**			
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**		No
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

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

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . .	1a	0		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c			
2a	Enter the number of employees reported on Form W-3, *Transmittal of Wage and Tax Statements* filed for the calendar year ending with or within the year covered by this return	2a	0		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b			
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?	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 instructions for 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?	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 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	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g			
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	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			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** See the instructions for additional information the organization must report on Schedule O	13a			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a			No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .	14b			

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.

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

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	16		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	13		
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 governing documents since the prior Form 990 was filed?		4		No
5	Did the organization become aware during the year of a significant 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		
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review this 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 15a or 15b, describe the process in Schedule O (See instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		No
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed ▶ MA

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you make these available Check all that apply

☐ Own website ☐ Another's website ☑ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public See Additional Data Table

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

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

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

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

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

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, 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, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (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 Additional Data Table										

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (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 Additional Data Table										
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								0	8,646,039	3,226,069

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 ▶ 1

		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*	Yes	
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*	Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	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	19,865,046
UNIVERSAL HOSPITAL SERVICES INC PO BOX 86 MINNEAPOLIS, MN 554860940	MANAGE/SERVICE EQUIPMENT	2,965,496
NUANCE TRANSCRIPTION SERVICES PO BOX 7247-7343 PHILADELPHIA, PA 19170	TRANSCRIPTION SERVICES	1,174,573
MIRICK O'CONNELL 100 FRONT STREET WORCESTER, MA 01608	LEGAL SERVICES	1,119,473
LITTLER MENDELSON PO BOX 45547 SAN FRANCISCO, CA 94145	LEGAL SERVICES	624,971

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 ▶ 38

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	358,744				
	d Related organizations . . . 1d					
	e Government grants (contributions) 1e	214,641				
	f All other contributions, gifts, grants, and similar amounts not included above 1f	5,452,246				
	g Noncash contributions included in lines 1a-1f $	10,238				
	h **Total.** Add lines 1a-1f . . . . . ▶		6,025,631			
Program Service Revenue		Business Code				
	2a SYSTEM ALLOCATION REVE	561000	142,966,270	142,966,270		
	b AFF CONT INCOME-PROF	561000	26,046,773	26,046,773		
	c AFF CONT INCOME-WKRS	561000	6,990,939	6,990,939		
	d AFF CONT INCOME-GENE	561000	2,426,920	2,426,920		
	e AFFILIATE ADMIN INCOME	561000	1,311,071	1,311,071		
	f All other program service revenue		1,093,993	1,093,993		
	g **Total.** Add lines 2a–2f . . . . . ▶		180,835,966			
	3 Investment income (including dividends, interest and other similar amounts) . . . . . ▶		4,335,534		11,561	4,323,973
	4 Income from investment of tax-exempt bond proceeds . . ▶					
	5 Royalties . . . . . ▶		67,524			67,524
		(i) Real	(ii) Personal			
	6a Gross Rents					
	b Less rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss) . . . . . ▶					
		(i) Securities	(ii) Other			
	7a Gross amount from sales of assets other than inventory	75,665,135	4,137			
	b Less cost or other basis and sales expenses	72,566,452				
	c Gain or (loss)	3,098,683	4,137			
	d Net gain or (loss) . . . . . ▶		3,102,820			3,102,820
Other Revenue	8a Gross income from fundraising events (not including $ 358,744 of contributions reported on line 1c) See Part IV, line 18 . . . a	158,968				
	b Less direct expenses . . . b	158,968				
	c Net income or (loss) from fundraising events . . ▶		0			
	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 SUBLEASE INCOME	561000	1,195,761			1,195,761
	b MISCELLANEOUS INCOME	561000	640,685	640,685		
	c					
	d All other revenue					
	e **Total.** Add lines 11a–11d . . . . . ▶		1,836,446			
	12 **Total revenue.** See Instructions . . . ▶		196,203,921	181,476,651	11,561	8,690,078

Part IX Statement of Functional Expenses

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U S See Part IV, line 21				
2 Grants and other assistance to individuals in the U S See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
a Fees for services (non-employees) Management				
b Legal	1,037,796		1,037,796	
c Accounting	809,503		809,503	
d Lobbying	1,049,873	1,049,873		
e Professional fundraising services *See Part IV, line 17*	1,602,995			1,602,995
f Investment management fees	371,399		371,399	
g Other	12,967,742	7,002,581	5,965,161	
12 Advertising and promotion	935,164	935,164		
13 Office expenses	18,528,742	10,005,521	8,523,221	
14 Information technology	34,989,150	34,989,150		
15 Royalties				
16 Occupancy	9,868,812	5,329,158	4,539,654	
17 Travel	589,723	589,723		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	175,595	94,821	80,774	
20 Interest	98,161	96,198	1,963	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	829	448	381	
23 Insurance	30,682,540	30,682,540		
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a SYSTEM OVERHEAD ACTIVIT	69,464,698	37,510,937	31,953,761	
b PURCHASED SERVICES	14,743,256	10,268,223	4,475,033	
c PROFESSIONAL SERVICES	2,467,110	1,332,239	1,134,871	
d PROGRAM EXPENDITURES	729,381	729,381		
e ALL OTHER EXPENSES	489,299	342,083	147,216	
f All other expenses	323,445	271,640	51,805	
25 **Total functional expenses.** Add lines 1 through 24f	201,925,213	141,229,680	59,092,538	1,602,995
26 **Joint costs.** Check here ▶ ☐ if following SOP 98-2 (ASC 958-720) 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		665,227	1	1,496,811
	2	Savings and temporary cash investments		3,690,134	2	11,794,092
	3	Pledges and grants receivable, net		3,125,516	3	1,836,910
	4	Accounts receivable, net		556,248	4	379,433
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers, and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Schedule L			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		4,101,990	9	4,390,281
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D*	10a 93,618			
	b	Less accumulated depreciation	10b 86,573	7,873	10c	7,045
	11	Investments—publicly traded securities		133,022,799	11	126,648,501
	12	Investments—other securities See Part IV, line 11		28,394,760	12	33,844,271
	13	Investments—program-related See Part IV, line 11		120,000	13	120,000
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		2,844,009	15	1,991,350
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		176,528,556	16	182,508,694
Liabilities	17	Accounts payable and accrued expenses		23,948,345	17	24,902,248
	18	Grants payable			18	
	19	Deferred revenue		363,739	19	400,309
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability *Complete Part IV of Schedule D*			21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons *Complete Part II of Schedule L*			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities Complete Part X of Schedule D		35,086,654	25	39,797,085
	26	**Total liabilities.** Add lines 17 through 25		59,398,738	26	65,099,642
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		60,316,393	27	65,327,640
	28	Temporarily restricted net assets		31,959,636	28	27,069,458
	29	Permanently restricted net assets		24,853,789	29	25,011,954
		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		117,129,818	33	117,409,052
	34	Total liabilities and net assets/fund balances		176,528,556	34	182,508,694

Part XI Reconcilliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	196,203,921
2	Total expenses (must equal Part IX, column (A), line 25)	2	201,925,213
3	Revenue less expenses Subtract line 2 from line 1	3	-5,721,292
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	117,129,818
5	Other changes in net assets or fund balances (explain in Schedule O)	5	6,000,526
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	117,409,052

Part XII Financial Statements and Reporting

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

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ 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 separate basis, consolidated 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	

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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

2010

Open to Public Inspection

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

Employer identification number
04-3358566

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

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

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

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

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

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

_____

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

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

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

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

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

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

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

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

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

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

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

	Yes	No
(i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization? **11g(i)**		No
(ii) a family member of a person described in (i) above? **11g(ii)**		No
(iii) a 35% controlled entity of a person described in (i) or (ii) above? **11g(iii)**		No

h Provide the following information about the 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
(A) UMASS MEMORIAL MEDICAL CENTER INC	043358564	03	Yes		Yes		Yes		0
Total									0

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 **Total support** (Add lines 7 through 10)						

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

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

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2010 (line 6 column (f) divided by line 11 column (f)) **14**

15 Public Support Percentage for 2009 Schedule A, Part II, line 14 **15**

16a **33 1/3% support test—2010.** 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—2009.** 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—2010.** 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—2009.** 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 Section 509(a)(2)**
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	**(a)** 2006	**(b)** 2007	**(c)** 2008	**(d)** 2009	**(e)** 2010	**(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)** 2006	**(b)** 2007	**(c)** 2008	**(d)** 2009	**(e)** 2010	**(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 section501(c)(3) organization, check this box and **stop here** ▶☐

Section C. Computation of Public Support Percentage

15	Public Support Percentage for 2010 (line 8 column (f) divided by line 13 column (f))	**15**	
16	Public support percentage from 2009 Schedule A, Part III, line 15	**16**	

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2010** (line 10c column (f) divided by line 13 column (f))	**17**	
18	Investment income percentage from **2009** Schedule A, Part III, line 17	**18**	

19a **33 1/3% support tests—2010.** 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—2009.** 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 explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Additional Data

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

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, UNTIL 6/2011	25 00	X						0	48,299	13,705
O'BRIEN JOHN G PRESIDENT, CEO & DIRECTOR	40 00	X		X				0	1,340,405	997,518
OKIKE O NSIDINANYA MD DIRECTOR	40 00	X						0	361,231	55,729
BENNETT DAVID L CHAIRPERSON	1 00	X						0	0	0
BERKEY DENNIS D DIRECTOR	1 00	X						0	0	0
BERRY SARAH G DIRECTOR	1 00	X						0	0	0
BUDD JOHN H DIRECTOR	1 00	X						0	0	0
COLLINS MICHAEL MD DIRECTOR	1 00	X						0	0	0
CORNELL LOIS D DIRECTOR	1 00	X						0	0	0
D'ALELIO EDWARD DIRECTOR	1 00	X						0	0	0
DAVIS DIX F DIRECTOR	1 00	X						0	0	0
FLOTTE TERENCE MD DIRECTOR	1 00	X						0	0	0
JACOBSON M HOWARD DIRECTOR	1 00	X						0	0	0
LENHARDT STEPHEN W SR DIRECTOR	1 00	X						0	0	0
MACNEILL HARRIS L DIRECTOR	1 00	X						0	0	0
MCMULLEN CYNTHIA M EDD DIRECTOR	1 00	X						0	0	0
MCNAMARA MARY ELLEN DIRECTOR	1 00	X						0	0	0
PARRY EDWARD J III VICE CHAIRPERSON	1 00	X						0	0	0
PEDERSON THORU DIRECTOR	1 00	X						0	0	0
SEYMOUR-ROUTE PAULETTE PHD DIRECTOR	1 00	X						0	0	0
SIMMONS IRINA DIRECTOR	1 00	X						0	0	0
WILSON JACK DIRECTOR	1 00	X						0	0	0
YOUNG LYNDA M DIRECTOR	1 00	X						0	0	0
BROWN DOUGLAS S SECRETARY	40 00			X				0	501,307	135,994
KEATING TODD A TREASURER & CFO	40 00			X				0	617,471	199,171

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 EXCELLENCE	40 00				X			0	524,834	75,444
BRENCKLE GEORGE PHD SR VP, CHIEF INFORMATION OFFICER	40 00				X			0	383,725	119,808
DALEY JENNIFER MD EXECUTIVE VP, CHIEF OPERATING OFFICER	40 00				X			0	424,921	59,872
DIAMOND VICTORIA SR VP, OPERATIONS	40 00				X			0	321,806	121,220
ETTINGER WALTER H MD PRESIDENT - MEDICAL CENTER	40 00				X			0	920,700	299,452
FISHER BARBARA SR VP, OPERATIONS	40 00				X			0	317,118	105,356
HYLKA SHARON SR VP, HOSPITAL ADMIN	40 00				X			0	392,709	241,101
KLUGMAN ROBERT MD CHIEF QUALITY OFFICER	40 00				X			0	502,672	242,845
KRUGER NANCY SR VP, CHIEF NURSING OFFICER	40 00				X			0	419,715	68,373
PHILLIPS ROBERT A MED DIR, HEART & VASCULAR COE	40 00				X			0	799,751	238,506
RANDOLPH JOHN T VP, CHIEF COMPLIANCE OFFICER	40 00				X			0	234,335	138,086
WEBB PATRICIA SR VP, CHIEF HR OFFICER, UNTIL 1/2/11	40 00				X			0	417,377	113,889
ANDERSON MILTON C SR VP, CHIEF OF HR OFFICER	40 00				X			0	0	0
FAIRCHILD DAVID MD SR VP, CLINICAL INTEGRATION	40 00				X			0	0	0
WARRING WENDY FORMER EXECUTIVE VICE PRESIDENT, UNTIL 9/1/06	0 00						X	0	117,663	0

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SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

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

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

OMB No 1545-0047

2010

Open to Public Inspection

If the organization answered "Yes," to Form 990, Part IV, Line 3, or Form 990-EZ, Part V, 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, Part V, line 35a (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 (PARENT)	04-3358566

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 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments 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) 2007	(b) 2008	(c) 2009	(d) 2010	(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?		No	
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		887,983
i	Other activities? If "Yes," describe in Part IV	Yes		161,890
j	Total lines 1c through 1i			1,049,873
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
EXPLANATION OF OTHER LOBBYING ACTIVITIES	PART II-B, LINE 1I	UMASS MEMORIAL HEALTH CARE, INC PAYS DUES TO THESE RESPECTIVE ORGANIZATIONS, WHO IN TURN LOBBY ON BEHALF OF ITS MEMBERS SOME PORTION OF DUES MAY BE UTILIZED FOR LOBBYING

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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

2010

Open to Public Inspection

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

Employer identification number
04-3358566

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

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or 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	36,676,864	34,701,644	34,201,797		
b Contributions	158,165	622,721	76,330		
c Investment earnings or losses	-936,731	1,795,326	-5,733		
d Grants or scholarships					
e Other expenditures for facilities and programs	1,418,342	442,827	-429,250		
f Administrative expenses					
g End of year balance	34,479,956	36,676,864	34,701,644		

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

- a Board designated or quasi-endowment ▶
- b Permanent endowment ▶ 73 000 %
- c Term endowment ▶ 27 000 %

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

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

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		2,900	2,900	0
d Equipment		90,718	83,673	7,045
e Other				
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				7,045

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
Other See Additional Data Table		
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶	33,844,271	

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

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. *(Column (b) should equal Form 990, Part X, col (B) line 13)* ▶		

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

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

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

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	
O/S LOSS RESERVES	30,515,992
DUE TO RELATED PARTIES	5,486,539
ANNUITY PAYABLE	726,373
THIRD PARTY LIABILITES	904,633
CONTRIBUTION PAYABLE	36,730
DUE TO UNIVERSITY MEDICAL SCHOOL	2,126,818
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	39,797,085

2. Fin 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC740)

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	196,203,921
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	201,925,213
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-5,721,292
4	Net unrealized gains (losses) on investments	4	-8,717,732
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	14,718,258
9	Total adjustments (net) Add lines 4 - 8	9	6,000,526
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	279,234

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	185,624,692
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	-5,481,522		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d	1,286,297		
e	Add lines **2a** through **2d**			2e	-4,195,225
3	Subtract line **2e** from line **1**			3	189,819,917
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	371,399		
b	Other (Describe in Part XIV)	4b	6,012,605		
c	Add lines **4a** and **4b**			4c	6,384,004
5	Total Revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12)			5	196,203,921

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

1	Total expenses and losses per audited financial statements			1	201,170,235
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	-383,557		
e	Add lines **2a** through **2d**			2e	-383,557
3	Subtract line **2e** from line **1**			3	201,553,792
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	371,399		
b	Other (Describe in Part XIV)	4b	22		
c	Add lines **4a** and **4b**			4c	371,421
5	Total expenses Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18)			5	201,925,213

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
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	UMASS MEMORIAL'S ENDOWMENT CONSISTS OF APPROXIMATELY 160 INDIVIDUAL FUNDS ESTABLISHED FOR A VARIETY OF PURPOSES NET ASSETS ASSOCIATED WITH ENDOWMENT FUNDS ARE CLASSIFIED AND REPORTED BASED ON THE EXISTENCE OR ABSENCE OF DONOR IMPOSED RESTRICTIONS UMASS MEMORIAL HAS INTERPRETED UPMIFA AS REQUIRING THE PRESERVATION OF THE ORIGINAL GIFT AS OF THE GIFT DATE OF THE DONOR-RESTRICTED ENDOWMENT FUNDS ABSENT EXPLICIT DONOR STIPULATIONS TO THE CONTRARY AS A RESULT, UMASS MEMORIAL CLASSIFIES AS PERMANENTLY RESTRICTED NET ASSETS, (A) THE ORIGINAL VALUE OF GIFTS DONATED TO THE PERMANENT ENDOWMENT, (B) THE ORIGINAL VALUE OF SUBSEQUENT GIFTS TO THE PERMANENT ENDOWMENT, AND (C) ACCUMULATIONS TO THE PERMANENT ENDOWMENT MADE IN ACCORDANCE WITH THE DIRECTION OF THE APPLICABLE DONOR GIFT INSTRUMENT AT THE TIME THE ACCUMULATION IS ADDED TO THE FUND THE REMAINING PORTION OF THE DONOR-RESTRICTED ENDOWMENT FUND THAT IS NOT CLASSIFIED IN PERMANENTLY RESTRICTED NET ASSETS IS CLASSIFIED AS TEMPORARILY RESTRICTED NET ASSETS UNTIL THOSE AMOUNTS ARE APPROPRIATED FOR EXPENDITURE BY UMASS MEMORIAL IN A MANNER CONSISTENT WITH THE STANDARD OF PRUDENCE BY UPMIFA IN ACCORDANCE WITH UPMIFA, UMASS MEMORIAL CONSIDERS THE FOLLOWING FACTORS IN MAKING A DETERMINATION TO APPROPRIATE OR ACCUMULATED ENDOWMENT FUNDS THE DURATION AND PRESERVATION OF THE FUND THE PURPOSES OF UMASS MEMORIAL AND THE DONOR RESTRICTED ENDOWMENT FUND GENERAL ECONOMIC CONDITIONS THE POSSIBLE EFFECT OF INFLATION AND DEFLATION THE EXPECTED TOTAL RETURN FROM INCOME AND THE APPRECIATION OF INVESTMENTS OTHER RESOURCES OF THE ORGANIZATION THE INVESTMENT POLICIES OF THE ORGANIZATION
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X	UMASS MEMORIAL FOLLOWS A TWO-STEP APPROACH FOR THE FINANCIAL STATEMENT RECOGNITION AND MEASUREMENT OF A TAX POSITION TAKEN OR EXPECTED TO BE TAKEN ON A TAX RETURN THE SUBSTANTIAL MAJORITY OF UMASS MEMORIAL AND ITS AFFILIATE ENTITIES ARE RECOGNIZED BY THE INTERNAL REVENUE SERVICE AS TAX-EXEMPT UNDER SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE ACCORDINGLY, THESE ENTITIES WILL NOT INCUR ANY LIABILITY FOR FEDERAL INCOME TAXES EXCEPT FOR TAX ON UNRELATED BUSINESS INCOME CERTAIN AFFILIATES ARE TAXABLE ENTITIES THE MEASUREMENT OF THE AMOUNTS RECORDED AS A PROVISION FOR INCOME TAXES BASED UPON THE AFOREMENTIONED APPROACH IS NOT MATERIAL AND IS RECORDED AS SUPPLIES AND OTHER EXPENSE IN THE ACCOMPANYING CONSOLIDATED FINANCIAL STATEMENTS OF OPERATIONS UMASS MEMORIAL DOES NOT BELIEVE IT HAS TAKEN ANY SIGNIFICANT UNCERTAIN TAX POSITIONS
PART XI, LINE 8 - OTHER ADJUSTMENTS		CHANGE IN BENEFICIAL INTEREST IN PERPETUAL TRUSTS 132,865 K-1 ACTIVITY FROM PARTNERSHIPS 22 MISCELLANEOUS 1 NET ASSETS RELEASED FROM RESTRICTIONS FOR OPERATIONS 1,751,586 TEMPORARY RESTRICTED FUND EXPENDITURES -9,392,861 TRANSFERS FROM RELATED PARTIES 22,226,645
		PART XII, LINE 2D $1,286,297 REVENUE RELATED TO COMMONWEALTH PROFESSIONAL ASSURANCE COMPANY, LTD A WHOLLY OWNED SUBSIDIARY PART XII, LINE 4B $7,764,191 RESTRICTED REVENUE ($1,751,586) NET ASSETS RELEASED FROM RESTRICTIONS PART XIII, LINE 2D ($383,557) EXPENSES RELATED TO COMMONWEALTH PROFESSIONAL ASSURANCE COMPANY, LTD A WHOLLY OWNED SUBSIDIARY PART XIII, LINE 4B $22 K-1 ACTIVITY

Additional Data

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

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 CLASS A (SHARES 2,876)	9,856,740	F
GMO MULTI-STRATEGY FUND (OFFSHORE) LP (SHARES 5,566,419)	5,566,419	F
TIFF PRIVATE EQUITY PARTNERS 2006 (SHARES 1,184,209)	1,184,209	F
FRANK RUSSELL GLOBAL PRIVATE EQUITY FUND (SHARES 446,792)	446,792	F
MPPLTD PORTFOLIO CLASS A (SHARES 2,265)	208,412	F
AETOS CAPITAL LONG/SHORT STRATEGIES (SHARES 36,523)	3,427,380	F
AETOS CAPITAL DISTRESSED STRATEGIES (SHARES 12,201)	1,416,409	F
AETOS CAPITAL MULTI-STRATEGY ARBITRAGE (SHARES 12,351)	1,274,285	F
TIFF ABSOLUTE RETURN POOL CLASS C (SHARES 1,769)	2,818,278	F
MET WEST ENHANCED TALF STRATEGY FUND (SHARES 1,466,948)	1,466,948	F
INCOME RESEARCH AND MANAGEMENT (91,420)	14,628	F
INCOME RESEARCH AND MANAGEMENT (189,696)	36,043	F
BENEFICIAL INTEREST	6,127,728	F

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SCHEDULE G (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

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

2010

Open to Public Inspection

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

Employer identification number
04-3358566

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

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

- **a** ☑ Mail solicitations
- **b** ☐ 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 services? ☑ **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 and address of individual or entity (fundraiser)	**(ii)** Activity	**(iii)** Did fundraiser have custody or control of contributions? Yes	**(iii)** No	**(iv)** Gross receipts from activity	**(v)** Amount paid to (or retained by) fundraiser listed in col **(i)**	**(vi)** Amount paid to (or retained by) organization
UMASS MEMORIAL FOUNDATION INC 333 SOUTH STREET SHREWSBURY, MA 01545	FUNDRAISING	Yes		5,665,576	1,602,995	4,062,581
Total . . . . . ▶				5,665,576	1,602,995	4,062,581

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

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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 WINTER BALL (event type)	(b) Event #2 TEE UP FOR TOTS (event type)	(c) Other Events 2 (total number)	(d) Total Events (Add col (a) through col (c))
Revenue	1 Gross receipts	277,825	115,280	124,607	517,712
	2 Less Charitable contributions	204,994	77,367	76,383	358,744
	3 Gross income (line 1 minus line 2)	72,831	37,913	48,224	158,968
Direct Expenses	4 Cash prizes				
	5 Non-cash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	72,831	37,913	48,224	158,968
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				158,968
	11 Net income summary Combine lines 3 and 10 in column (d) ▶				0

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

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

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? ☐ Yes ☐ No

b If "No," Explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," Explain _____

11 Does the organization operate gaming activities with nonmembers? . . . . . ☐ Yes ☐ No

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? . . . . . ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in

a	The organization's facility	**13a**	
b	An outside facility	**13b**	

14 Provide the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶ ----------

Address ▶ ----------

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? . . . . . ☐ Yes ☐ No

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? . . . . . ☐ Yes ☐ No

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 ▶ $

Part IV Complete this part to provide additional information for responses to question on Schedule G (see instructions.)

Identifier	ReturnReference	Explanation
EXPLANATION OF FUNDRAISING PAYMENTS	SCHEDULE G, PART I, LINE 2B, COLUMN (V)	UMASS MEMORIAL FOUNDATION, INC IS IDENTIFIED AS THE ADMINISTRATOR OF THE PHILANTHROPIC ACTIVITIES OF THE REPORTING ENTITIES OF UMASS MEMORIAL HEALTH CARE, INC THIS INCLUDES THE COORDINATION OF ALL CHARITABLE WORK AND THE MANAGEMENT OF OFFICE OPERATIONS TO SUPPORT FUNDRAISING INCLUDING THE FOLLOWING PROCEDURES 1) ACTIVE DEVELOPMENT WORK 2) DONOR RELATIONS AND COMMUNICATIONS 3) SERVICES TO UMASS MEMORIAL STAFF 4) CONTRIBUTION REPORTS, DONOR RECORD FILES 5) TRANSFER OF CONTRIBUTIONS RECEIVED 6) EXPENDITURES OF CONTRIBUTIONS UMASS MEMORIAL HEALTH CARE, INC PAYS UMASS MEMORIAL FOUNDATION, INC ITS PRORATA SHARE OF OPERATING EXPENSES BASED ON THE SPLIT OF UMASS MEMORIAL CONTRIBUTION RECEIPTS VERSUS THE OVERALL TOTAL CONTRIBUTION RECEIPTS AS COLLECTED BY THE FOUNDATION
		PART II, COLUMN (C) OTHER EVENTS (2 EVENTS REPORTED) ARE 1) STAR LIGHT STAR BRIGHT GALA 2) LINKS TO THE FUTURE GOLF TOURNAMENT

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public Inspection

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

Employer identification number
04-3358566

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items			
	☐ First-class or charter travel	☐ Housing allowance or residence for personal use		
	☐ Travel for companions	☐ Payments for business use of personal residence		
	☑ Tax idemnification and gross-up payments	☑ Health or social club dues or initiation fees		
	☐ Discretionary spending account	☐ Personal services (e g , maid, chauffeur, chef)		
b	If 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 from the organization or a related organization?	**4a**		No
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 duplicate copies if additional space is 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							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
	PART I, LINE 1A	SPLIT DOLLAR GROSS UP CALCULATIONS TO JOHN O'BRIEN AND WALTER ETTINGER ARE TREATED AS TAXABLE COMPENSATION
	PART I, LINE 4B	NAME OF PARTICIPANTS IN OR RECEIVING PAYMENT FROM A SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN TODD A KEATING $38,837 JOHN G O'BRIEN $0 DOUGLAS S BROWN $35,555 WALTER H ETTINGER, M D $55,209 NANCY KRUGER $0 GEORGE BRENCKLE, PH D $24,444 ROBERT PHILLIPS $54,848 PATRICIA WEBB $24,300 JOHN RANDOLPH $0 SHARON HYLKA $20,954 VICTORIA DIAMOND $0 ROBERT KLUGMAN $27,847 BARBARA FISHER $16,907 MICHAEL BLUTE, M D $0 JENNIFER DALEY, M D $0
SUPPLEMENTAL INFORMATION	PART III	MICHAEL P ARONSON, M D RECEIVED $37,632 COMPENSATION FOR HIS SERVICES RELATED TO MEDICAL RESEARCH, EDUCATION OF MEDICAL STUDENTS AND RESIDENT TRAINING FROM AN UNRELATED ORGANIZATION THE NAME OF THE UNRELATED ORGANIZATION IS UMASS MEDICAL SCHOOL PART II - DISCLOSURES 1) JOHN O'BRIEN'S RETIREMENT AND OTHER DEFERRED COMPENSATION AMOUNT INCLUDES A CONTINGENT DEFERRED COMPENSATION ACCRUAL OF $928,633 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

Additional Data

Return to Form

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

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				
O'BRIEN JOHN G	(I)	0	0	0	0	0	0	0
	(II)	922,008	253,219	165,178	978,472	19,046	2,337,923	0
OKIKE O NSIDINANYA MD	(I)	0	0	0	0	0	0	0
	(II)	361,231	0	0	41,511	14,218	416,960	0
BROWN DOUGLAS S	(I)	0	0	0	0	0	0	0
	(II)	361,656	104,096	35,555	114,257	21,737	637,301	35,555
KEATING TODD A	(I)	0	0	0	0	0	0	0
	(II)	462,183	115,874	39,414	183,185	15,986	816,642	38,837
BLUTE MICHAEL	(I)	0	0	0	0	0	0	0
	(II)	466,308	58,526	0	48,396	27,048	600,278	0
BRENCKLE GEORGE PHD	(I)	0	0	0	0	0	0	0
	(II)	290,526	68,755	24,444	92,534	27,274	503,533	24,444
DALEY JENNIFER MD	(I)	0	0	0	0	0	0	0
	(II)	352,559	72,362	0	36,875	22,997	484,793	0
DIAMOND VICTORIA	(I)	0	0	0	0	0	0	0
	(II)	253,619	68,187	0	94,476	26,744	443,026	0
ETTINGER WALTER H MD	(I)	0	0	0	0	0	0	0
	(II)	688,066	170,899	61,735	278,909	20,543	1,220,152	55,209
FISHER BARBARA	(I)	0	0	0	0	0	0	0
	(II)	244,955	55,256	16,907	85,550	19,806	422,474	16,907
HYLKA SHARON	(I)	0	0	0	0	0	0	0
	(II)	297,093	74,085	21,531	220,510	20,591	633,810	20,954
KLUGMAN ROBERT MD	(I)	0	0	0	0	0	0	0
	(II)	380,371	94,454	27,847	219,854	22,991	745,517	27,847
KRUGER NANCY	(I)	0	0	0	0	0	0	0
	(II)	287,303	68,570	63,842	56,732	11,641	488,088	0
PHILLIPS ROBERT A	(I)	0	0	0	0	0	0	0
	(II)	581,622	163,281	54,848	210,024	28,482	1,038,257	54,848
RANDOLPH JOHN T	(I)	0	0	0	0	0	0	0
	(II)	191,944	42,391	0	116,014	22,072	372,421	0
WEBB PATRICIA	(I)	0	0	0	0	0	0	0
	(II)	311,409	81,091	24,877	87,608	26,281	531,266	24,300
ANDERSON MILTON C	(I)	0	0	0	0	0		0
	(II)	0	0	0	0	0		0
FAIRCHILD DAVID MD	(I)	0	0	0	0	0		0
	(II)	0	0	0	0	0		0
WARRING WENDY	(I)	0	0	0	0	0	0	0
	(II)	0	0	117,663	0	0	117,663	0

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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

2010

Open to Public Inspection

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

Employer identification number
04-3358566

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	(c) Corrected? 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	(b) From	(c) Original principal amount	(d) Balance due	(e) In default? Yes	(e) No	(f) Approved by board or committee? Yes	(f) No	(g) Written agreement? Yes	(g) No
Total . . . . . ▶ $										

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
See Additional Data Table					

Part V **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule L (see instructions)

Identifier	Return Reference	Explanation

Additional Data

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

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**
ROBERT KLUGMAN MD	KEY EMPLOYEE	15,600	RENTAL OF PROPERTY - INCOME		No
ROBERT KLUGMAN MD	KEY EMPLOYEE	216,967	RENTAL OF PROPERTY - EXPENSE		No
WILLIAM F SULLIVAN SR	BOD - CMMIC, LABS, VENTURES, CRIR	366,837	INDEPENDENT CONTRACTOR ARRANGEMENT		No
JOHN BUDD	BOD - PARENT, MED CTR, LABS, VENTURES, CRIR, CMMIC	1,067,515	INDEPENDENT CONTRACTOR ARRANGEMENT		No
LYNDA YOUNG MD	BOD - PARENT, MED CTR, MED GROUP	18,000	INDEPENDENT CONTRACTOR ARRANGEMENT		No
SUSAN ETTINGER	CMG - FAMILY MEMBER OF WALTER ETTINGER, KEY EMPLOYEE	25,605	EMPLOYMENT ARRANGEMENT		No
KATHLEEN HYLKA	UMM CAPITAL PLANNING - FAMILY MEMBER OF SHARON HYLKA, KEY EMPLOYEE	90,971	EMPLOYMENT ARRANGEMENT		No

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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2010

Open to Public Inspection

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

Employer identification number
04-3358566

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2		UMMHC 2011 BUDD, JOHN (BOARD MEMEBER) HAS BUSINESS RELATIONSHIPS WITH PAUL D'ONFRO & ARTHUR BERGERON BUDD, JOHN (BOARD MEMEBER) HAS BOARD RELATIONSHIP WITH HARVARD PILGRIM HEALTH CARE PHILLIPS, ROBERT (KEY EMPLOYEE) HAS A FAMILY RELATIONSHIP WITH JULIA ANDRIENI

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 6		THERE ARE NO CLASSES OF DIRECTORS THE VOTING RIGHTS OF THE UMASS MEMORIAL'S BOARD ARE ABSOLUTE.

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7A		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 RELATE TO EXECUTIVE COMPENSATION AND, SCHEDULE J ARE REVIEWED IN DETAIL WITH THE ORGANIZATION'S COMPENSATION COMMITTEE OF THE BOARD THE COMPLIANCE COMMITTEE OF THE BOARD REVIEWS ALL CONTENT ASSOCIATED WITH SCHEDULE L THE AUDIT COMMITTEE OF THE BOARD REVIEWS THE FORM 990, INCLUDING THE ABOVE SCHEDULES AND RECOMMENDS THE FORM 990 TO THE FULL BOARD FOR APPROVAL THE FULL BOARD IS GIVEN ACCESS TO THE FORM 990

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	THE CONFLICT OF INTEREST POLICY REQUIRES BOARD MEMBERS AND MANAGEMENT TO COMPLETE ANNUAL DISCLOSURE STATEMENTS AND, TO UPDATE THESE DISCLOSURE STATEMENTS FOR SIGNIFICANT CHANGES IN THEIR OUTSIDE GOVERNANCE AND PROFESSIONAL ACTIVITIES OR, FINANCIAL RELATIONSHIPS AS APPROPRIATE. ADDITIONALLY, ALL TRANSACTIONS INVOLVING BOARD MEMBERS OR MANAGEMENT AND THE ORGANIZATION ARE REQUIRED TO BE APPROVED BY THE COMPLIANCE COMMITTEE OF THE BOARD AND, THERE IS ACTIVE MONITORING AND COMMUNICATION TO ENSURE INDIVIDUALS WITH OUTSIDE RELATIONSHIPS DO NOT INAPPROPRIATELY PARTICIPATE IN BUSINESS DECISIONS OF THE ORGANIZATION, PURCHASING OR RESEARCH DECISIONS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	AT UMASS MEMORIAL HEALTH CARE INC , ALL COMPENSATION MATTERS FOR THE CEO AND SENIOR EXECUTIVES THROUGHOUT THE SYSTEM (INCLUDING ALL "DISQUALIFIED PERSONS") ARE GOVERNED AND OVERSEEN BY THE BOARD OF TRUSTEES OF THE PARENT THE BOARD APPROVED A COMPENSATION PHILOSOPHY THAT GOVERNS ALL SUCH DECISIONS THE PHILOSOPHY INCLUDES THE OBJECTIVES OF THE PROGRAM, COMPONENTS OF EXECUTIVE COMPENSATION, THE RELEVANT MARKET, POSITIONING IN THE MARKET, FACTORS CONSIDERED IN SETTING EXECUTIVE COMPENSATION AND THE IMPORTANCE OF TYING SUCH COMPENSATION TO PERFORMANCE THE BOARD ESTABLISHED A COMPENSATION COMMITTEE, MADE UP OF DISINTERESTED TRUSTEES, WHO ARE GIVEN THE AUTHORITY TO ESTABLISH COMPENSATION FOR ALL SENIOR EXECUTIVES, WITHIN THE PARAMETERS OF THE PHILOSOPHY, AND WITH FULL AND COMPLETE REPORTING TO THE FULL BOARD THE COMPENSATION COMMITTEE PERFORMS ITS WORK PURSUANT TO ITS CHARTER AND A COMPENSATION POLICY THAT ESTABLISHES THE PROCESS THE COMMITTEE WILL FOLLOW IN REVIEWING AND APPROVING EXECUTIVE COMPENSATION EACH YEAR THE COMMITTEE ENSURES THAT ITS PROCESS MEETS THE REBUTABLE PRESUMPTION OF REASONABLENESS ESTABLISHED BY THE IRS IN ORDER TO ASSIST THE COMMITTEE IN ITS RESPONSIBILITIES, THE COMPENSATION COMMITTEE HIRES INDEPENDENT, OUTSIDE COMPENSATION CONSULTANTS TO ADVISE THE COMMITTEE AND THE BOARD ON THE REASONABLENESS OF OVERALL EXECUTIVE COMPENSATION PROGRAM, INCLUDING COMPENSATION OF THE SPECIFIC EXECUTIVES THESE CONSULTANTS REPORT DIRECTLY TO THE COMMITTEE AND NOT TO MANAGEMENT THE COMMITTEE WORKS WITH THESE CONSULTANTS, AND WITH LEGAL COUNSEL, TO ENSURE THAT ALL COMPENSATION PAID, AS WELL AS THE PROCESS FOLLOWED TO DETERMINE SUCH COMPENSATION, IS REASONABLE, MEETS ALL REGULATORY REQUIREMENTS AND IS COMPETITIVE WITH THE RELEVANT MARKET

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	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
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	NET UNREALIZED LOSSES ON INVESTMENTS -8,717,732 CHANGE IN BENEFICIAL INTEREST IN PERPETUAL TRUSTS 132,865 K-1 ACTIVITY FROM PARTNERSHIPS 22 MISCELLANEOUS 1 NET ASSETS RELEASED FROM RESTRICTIONS FOR OPERATIONS 1,751,586 TEMPORARY RESTRICTED FUND EXPENDITURES -9,392,861 TRANSFERS FROM RELATED PARTIES 22,226,645 TOTAL TO FORM 990, PART XI, LINE 5 6,000,526

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

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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

2010

Open to Public Inspection

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

Employer identification number
04-3358566

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	(g) Section 512(b)(13) controlled organization	
						Yes	No
(1) UMASS MEMORIAL FOUNDATION INC 333 SOUTH STREET SHREWSBURY, MA 01545 04-3108190	FUNDRAISING SUPPORT	MA	501(C)(3)	11C	N/A		No
(2) HEALTH ALLIANCE REALTY CORPORATION 60 HOSPITAL ROAD LEOMINISTER, MA 01473 04-2560754	REAL ESTATE MANAGEMENT	MA	501(C)(2)	N/A	N/A		No
(3) WING HEALTH FOUNDATION INC 40 WRIGHT STREET PALMER, MA 01069 04-2105839	ISSUANCE OF HEALTH RELATED GRANTS	MA	501(C)(3)	11B	N/A		No

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) Disproportionate allocations? Yes	(h) Disproportionate allocations? No	(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) General or managing partner? No	(k) Percentage ownership
(1) UMASS MEMORIAL INVESTMENT PARTNERSHIP LLP ONE BIOTECH PARK 365 PLANTATION ST WORCESTER, MA01605 04-3530755	INVESTMENT MANAGEMENT	MA	N/A	EXCLUDED 514	15,238,931	331,190,863		No	25,291	Yes		100 000 %
(2) UMASS MEMORIAL MARLBOROUGH MRI OF MARLBOROUGH LLC 157 UNION STREET MARLBOROUGH, MA01752 20-2293995	MAGNETIC RESONANCE IMAGING	MA	MARLBOROUGH HOSPITAL	RELATED				No			No	56 000 %
(3) UMASS MEMORIAL HEALTH ALLIANCE MRI CENTER LLC 60 HOSPITAL ROAD LEOMINSTER, MA01453 04-3561571	MAGNETIC RESONANCE IMAGING	MA	N/A	RELATED				No			No	60 000 %

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
(1) COMMONWEALTH PROFESSIONAL ASSURANCE CO LTD PO BOX 1051 GT GRAND CAYMAN CJ 98-0226143	INSURANCE	CJ	N/A	C	26,262,197		100 000 %
(2) MEMORIAL OFFICE CONDOMINIUM TRUST 328 SHREWSBURY STREET WORCESTER, MA01604 04-6616900	CONDOMINIUM ASSOCIATION	MA	UMASS MEMORIAL REALTY INC	T	-5,572	144,653	53 690 %
(3) BIO-LAB INC 215 WEST STREET MILFORD, MA01757 04-2708828	CLINICAL LABORATORY	MA	UMASS MEMORIAL HEALTH VENTURES INC	S	364,610	1,142,577	100 000 %

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, 35A, 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		No
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		No
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		No
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	(d) Method of determining amount involved
(1) UMASS MEMORIAL FOUNDATION INC	O	1,602,995	FAIR VALUE
(2) COMMONWEALTH PROFESSIONAL ASSURANCE COMPANY LTD	L	24,975,900	FAIR VALUE
(3) COMMONWEALTH PROFESSIONAL ASSUARNCE COMPANY LTD	P	21,839,224	FAIR VALUE
(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

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation