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Form 990

Return of Organization Exempt From Income Tax

OMB No 1545-0047

2011

Open to Public
InspectionDepartment of the Treasury
Internal Revenue ServiceUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung
benefit trust or private foundation)

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

A For the 2011 calendar year, or tax year beginning

10/01/2011, and ending

09/30, 2012

<input checked="" type="checkbox"/> Check if applicable	C Name of organization PARTNERS HEALTHCARE SYSTEM, INC.			D Employer identification number 04-3230035
<input type="checkbox"/> Address change	Doing Business As			E Telephone number (617) 724-9841
<input type="checkbox"/> Name change	Number and street (or P O box if mail is not delivered to street address)			Room/suite
<input type="checkbox"/> Initial return	PRUDENTIAL TOWER			
<input type="checkbox"/> Terminated	City or town, state or country, and ZIP + 4			G Gross receipts \$ 760,631,585.
<input type="checkbox"/> Amended return	BOSTON, MA 02199			H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> X No
<input type="checkbox"/> Application pending	F Name and address of principal officer GARY L. GOTTLIEB, M.D., M.B.A. 800 BOYLSTON STREET BOSTON, MA 02199			H(b) Are all affiliates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> X No

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

J Website ► HTTP:WWW.PARTNERS.ORG

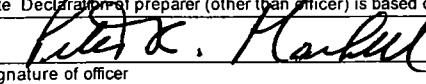
K Form of organization Corporation Trust Association Other ► L Year of formation 1993 M State of legal domicile MA

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities PARTNERS HEALTHCARE SYSTEM, INC. IS COMMITTED TO SERVING THE COMMUNITY AND IS DEDICATED TO ENHANCING PATIENT CARE, TEACHING AND RESEARCH, AND TO TAKING A LEADERSHIP ROLE AS AN INTEGRATED HEALTH CARE SYSTEM.		
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
Revenue	3 Number of voting members of the governing body (Part VI, line 1a)	3	17
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	5
Expenses	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	6,371
	6 Total number of volunteers (estimate if necessary)	6	0
Net Assets or Fund Balances	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	11,972,056
	b Net unrelated business taxable income from Form 990-T, line 34	7b	-114,079
	Prior Year	Current Year	
8 Contributions and grants (Part VIII, line 1h)	222,666,904	197,858,081	
9 Program service revenue (Part VIII, line 2g)	520,288,807	546,256,453	
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	-10,859,247	1,345,121	
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	12,401,675	15,171,930	
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	744,498,139	760,631,585	
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	68,315,649	115,032,652	
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)	365,446,055	384,841,186	
16a Professional fundraising fees (Part IX, column (A), line 11e)	211,185	210,639	
b Total fundraising expenses (Part IX, column (D), line 25) ► 2,197,931			
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	296,334,449	429,631,254	
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	730,307,338	929,715,731	
19 Revenue less expenses Subtract line 18 from line 12	14,190,801	-169,084,146	
	Beginning of Current Year	End of Year	
20 Total assets (Part X, line 1a) OGDEN, UT	3,583,614,453	3,785,801,720	
21 Total liabilities (Part X, line 26)	3,704,631,101	4,062,957,506	
22 Net assets or fund balances Subtract line 21 from line 20	-121,016,648	-277,155,786	

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	► 	Date 8/16/13			
	Signature of officer PETER K. MARKELL Type or print name and title CFO & TREASURER				
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	<input type="checkbox"/> if self-employed	PTIN
Firm's name ►			Firm's EIN ►		
Firm's address ►			Phone no		

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

For Paperwork Reduction Act Notice, see the separate instructions

Form 990 (2011)

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Form 990 (2011)

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
ATTACHMENT 1
-
-

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

4a (Code _____) (Expenses \$ 256,630,643 including grants of \$ 115,032,652) (Revenue \$ 546,256,453.)
SEE SCHEDULE O

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 ► 256,630,643.

Part IV Checklist of Required Schedules

- 1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A
- 2 Is the organization required to complete Schedule B, *Schedule of Contributors* (see instructions)?
- 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
- 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
- 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
- 6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I
- 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
- 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III
- 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
- 10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V
- 11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable
- a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI
 - 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
 - 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
 - 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
 - e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X
 - f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X
- 12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII
- 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
- 13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E
- 14a Did the organization maintain an office, employees, or agents outside of the United States?
- b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV
- 15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV
- 16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV
- 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)
- 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
- 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
- 20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H
- b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II.	21	X
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25.	24a	X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	X
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	X
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	X
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	X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b	X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II . .	26	X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27	X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)	28a	X
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b	X
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c	X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	29	X
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	30	X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	31	X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	32	X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II.	33	X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I.	34	X
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	35a	X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35b	X
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	36	X
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	37	X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	38	X
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		

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck 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 <input type="text" value="4,073"/>	<input type="checkbox"/>
1b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b <input type="text" value="0"/>	<input type="checkbox"/>
1c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c <input checked="" type="checkbox"/>	<input type="checkbox"/>
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 <input type="text" value="6,371"/>	<input type="checkbox"/>
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b <input checked="" type="checkbox"/>	<input type="checkbox"/>
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a <input checked="" type="checkbox"/>	<input type="checkbox"/>
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	3b <input checked="" type="checkbox"/>	<input type="checkbox"/>
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 <input checked="" type="checkbox"/>	<input type="checkbox"/>
b If "Yes," enter the name of the foreign country ► See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts	5a <input checked="" type="checkbox"/>	<input type="checkbox"/>
5b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b <input checked="" type="checkbox"/>	<input type="checkbox"/>
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	<input type="checkbox"/>
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 <input checked="" type="checkbox"/>	<input type="checkbox"/>
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	<input type="checkbox"/>
7 Organizations that may receive deductible contributions under section 170(c).	7a <input checked="" type="checkbox"/>	<input type="checkbox"/>
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?	7b <input checked="" type="checkbox"/>	<input type="checkbox"/>
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c <input checked="" type="checkbox"/>	<input type="checkbox"/>
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d	<input type="checkbox"/>
d If "Yes," indicate the number of Forms 8282 filed during the year	7e <input checked="" type="checkbox"/>	<input type="checkbox"/>
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f <input checked="" type="checkbox"/>	<input type="checkbox"/>
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g	<input type="checkbox"/>
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h	<input type="checkbox"/>
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	8	<input type="checkbox"/>
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?	9a	<input type="checkbox"/>
9 Sponsoring organizations maintaining donor advised funds.	9b	<input type="checkbox"/>
a Did the organization make any taxable distributions under section 4966?	10a	<input type="checkbox"/>
b Did the organization make a distribution to a donor, donor advisor, or related person?	10b	<input type="checkbox"/>
10 Section 501(c)(7) organizations. Enter	11a	<input type="checkbox"/>
a Initiation fees and capital contributions included on Part VIII, line 12	11b	<input type="checkbox"/>
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	12a	<input type="checkbox"/>
11 Section 501(c)(12) organizations. Enter	12b	<input type="checkbox"/>
a Gross income from members or shareholders	13a	<input type="checkbox"/>
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	13b	<input type="checkbox"/>
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	13c	<input type="checkbox"/>
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	14a <input checked="" type="checkbox"/>	<input type="checkbox"/>
13 Section 501(c)(29) qualified nonprofit health insurance issuers.	14b	<input type="checkbox"/>
a Is the organization licensed to issue qualified health plans in more than one state?	14a <input checked="" type="checkbox"/>	<input type="checkbox"/>
Note. See the instructions for additional information the organization must report on Schedule O	14b	<input type="checkbox"/>
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	14a <input checked="" type="checkbox"/>	<input type="checkbox"/>
c Enter the amount of reserves on hand	14b	<input type="checkbox"/>
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a <input checked="" type="checkbox"/>	<input type="checkbox"/>
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	<input type="checkbox"/>

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

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

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. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O	1a 17	
1b	Enter the number of voting members included in line 1a, above, who are independent	1b 5	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2 X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3 X	
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4 X	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5 X	
6	Did the organization have members or stockholders?	6 X	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a X	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b X	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	8a X	
b	Each committee with authority to act on behalf of the governing body?	8b X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9 X	

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

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

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ► ATTACHMENT 2
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply

Own website Another's website Upon request
- 19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ► PARTNERS FIN -TAX DIR 529 MAIN STREET, 5TH FLOOR CHARLESTOWN, MA 02129 (617) 724-9841

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

 Check if Schedule O contains a response to any question in this Part VII
Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

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

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated			
(1) NESLI BASGOZ, M.D. DIRECTOR (07/01/12-09/30/12)	1.00	X					0	271,740.	40,688.
(2) JACK CONNORS, JR. DIRECTOR (10/01/11-06/30/12)	1.00	X					0	0	0
(3) ANNE M. FINUCANE DIRECTOR	1.00	X					0	0	0
(4) CHARLES K. GIFFORD DIRECTOR	1.00	X					0	0	0
(5) GARY L. GOTTLIEB, M.D., M.B.A. PRESIDENT/CEO/DIRECTOR	50.00	X	X				2,095,282.	0	67,918.
(6) RICHARD E. HOLBROOK DIRECTOR	1.00	X					0	0	0
(7) ALBERT A. HOLMAN, III DIRECTOR	1.00	X					0	0	0
(8) EDWARD P. LAWRENCE, ESQ. CHAIRMAN	1.00	X					0	0	0
(9) JAY O. LIGHT DIRECTOR	1.00	X					0	0	0
(10) JOSEPH LOSCALZO, M.D., PH.D. DIRECTOR (07/01/12-09/30/12)	1.00	X					0	611,440.	55,923.
(11) STANLEY J. LUKOWSKI DIRECTOR	1.00	X					0	0	0
(12) JIM MANZI DIRECTOR (01/24/12-09/30/12)	1.00	X					0	0	0
(13) MAURY E. MCGOUGH, M.D. DIRECTOR	1.00	X					0	536,936.	68,851.
(14) CAROL C. McMULLEN DIRECTOR	1.00	X					0	0	0

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee			
(15) CATHY E. MINEHAN DIRECTOR	1.00	X					0	0	0
(16) G. MARSHALL MORIARTY, ESQ. DIRECTOR	1.00	X					0	0	0
(17) HENRI A. TERMEER DIRECTOR	1.00	X					0	0	0
(18) DOROTHY A. TERRELL DIRECTOR	1.00	X					0	0	0
(19) ANDREW L. WARSHAW, M.D. DIRECTOR (10/01/11-06/30/12)	1.00	X					0	1,053,911.	64,470.
(20) BEVERLY WOO, M.D. DIRECTOR (10/01/11-07/01/12)	1.00	X					0	178,441.	41,599.
(21) MAUREEN GOGGIN SECRETARY	1.00		X				164,687.	0	28,628.
(22) PETER K. MARKELL EXECUTIVE VP, CFO & TREASURER	50.00			X			1,376,386.	0	359,112.
(23) MICHAEL T. MANNING VICE PRESIDENT	50.00				X		818,105.	0	55,858.
(24) JAMES W. NOGA CIO	50.00				X		591,144.	0	78,968.
(25) DENNIS D. COLLING VICE PRESIDENT	50.00					X	673,234.	0	66,254.
1b Sub-total							2,095,282.	1,420,116.	233,380.
c Total from continuation sheets to Part VII, Section A							8,191,683.	1,232,352.	1,004,342.
d Total (add lines 1b and 1c)							10,286,965.	2,652,468.	1,237,722.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ► 836

	Yes	No
3	X	
4	X	
5		X

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

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

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 3		
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 ► 113		

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated			
(26) TIMOTHY G. FERRIS, M.D. VICE PRESIDENT	50.00				X		555,134.	0	50,823.
(27) BRENT L. HENRY, ESQ. GENERAL COUNSEL	50.00				X		813,075.	0	49,639.
(28) THOMAS H. LEE, M.D. NETWORK PRESIDENT	50.00				X		846,830.	0	83,880.
(29) G. ALLEN PECKHAM VICE PRESIDENT	50.00				X		610,554.	0	57,689.
(30) MARY C. LALONDE, ESQ. FORMER OFFICER	50.00				X		154,743.	0	41,944.
(31) THOMAS P. GLYNN, PH.D. FORMER KEY	50.00				X		965,463.	0	0
(32) JAY B. PIEPER FORMER KEY	50.00				X		622,328.	0	25,478.

1b Sub-total									
c Total from continuation sheets to Part VII, Section A									
d Total (add lines 1b and 1c)									

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ► 836

- | | | |
|---|-----|----|
| | Yes | No |
| 3 | X | |
| 4 | X | |
| 5 | | X |
- 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
- 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
- 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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation

- 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 ►

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				
d Related organizations	1d	193,050,755			
e Government grants (contributions)	1e				
f All other contributions, gifts, grants, and similar amounts not included above	1f	4,807,326			
g Noncash contributions included in lines 1a-1f \$					
h Total Add lines 1a-1f		197,858,081			
Program Service Revenue					
2a ADMINISTRATIVE FEE	Business Code				
	561000	546,256,453	546,256,453		
b					
c					
d					
e					
f All other program service revenue					
g Total. Add lines 2a-2f		546,256,453			
Other Revenue					
3 Investment income (including dividends, interest, and other similar amounts)		4,606,189			4,606,189
4 Income from investment of tax-exempt bond proceeds		124,740			124,740
5 Royalties		473,068			473,068
6a Gross rents	(i) Real				
	1,252,233				
b Less rental expenses					
c Rental income or (loss)	1,252,233				
d Net rental income or (loss)			1,252,233		1,252,233
7a Gross amount from sales of assets other than inventory	(i) Securities				
	-3,385,808				
b Less cost or other basis and sales expenses					
c Gain or (loss)	-3,385,808				
d Net gain or (loss)			-3,385,808	-217,852	-3,167,956
8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c)					
See Part IV, line 18	a				
b Less direct expenses	b				
c Net income or (loss) from fundraising events		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		0			
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		0			
Miscellaneous Revenue	Business Code				
11a MANAGEMENT SERVICE	561000	5,930,908		5,930,908	
b CHILD CARE REVENUE	624410	1,256,721			1,256,721
c INTEREST REVENUE	900003	6,259,000		6,259,000	
d All other revenue					
e Total. Add lines 11a-11d		13,446,629			
12 Total revenue. See instructions		760,631,585	546,256,453	11,972,056	4,544,995

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21 .	115,032,652.	115,032,652.		
2 Grants and other assistance to individuals in the United States See Part IV, line 22.	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16.	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	5,636,088.		5,636,088.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	291,879,323.		291,017,615.	861,708.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	24,252,899.		24,252,899.	
9 Other employee benefits	40,797,386.		40,542,762.	254,624.
10 Payroll taxes	22,275,490.		22,275,490.	
11 Fees for services (non-employees)				
a Management	0			
b Legal	17,983,772.		17,983,772.	
c Accounting	1,584,234.		1,584,100.	134.
d Lobbying	1,955,510.		1,955,510.	
e Professional fundraising services See Part IV, line 17	210,639.			210,639.
f Investment management fees	0			
g Other	43,622,642.	1,185,991.	42,101,560.	335,091.
12 Advertising and promotion	3,907,292.		3,907,292.	
13 Office expenses	18,819,115.		18,751,111.	68,004.
14 Information technology	36,454,122.		36,454,122.	
15 Royalties.	0			
16 Occupancy	27,060,429.		26,675,910.	384,519.
17 Travel	2,198,570.		2,153,699.	44,871.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	801,431.		788,492.	12,939.
20 Interest	103,206,932.		103,206,932.	
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	40,374,868.		40,374,868.	
23 Insurance	797,349.		797,349.	
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a MEALS-----	1,508,063.		1,484,984.	23,079.
b NON CAPITAL EQUIPMENT-----	406,995.		406,995.	
c OTHER RESEARCH EXPENSES-----	3,370,349.		3,370,349.	
d SYSTEM DEVELOPMENT FUNDING-----		140,372,000.	-140,372,000.	
e All other expenses _ ATTACHMENT_4-----	125,579,581.	40,000.	125,537,258.	2,323.
25 Total functional expenses Add lines 1 through 24e	929,715,731.	256,630,643.	670,887,157.	2,197,931.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here □ if following SOP 98-2 (ASC 958-720).	0			

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets				
1	Cash - non-interest-bearing	0	1	0
2	Savings and temporary cash investments.	37,467,376.	2	115,274,315.
3	Pledges and grants receivable, net	19,482,310.	3	15,755,598.
4	Accounts receivable, net	43,560,045.	4	23,077,461.
5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		0	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)		0	6
7	Notes and loans receivable, net	1,958,167,209.	7	2,305,967,794.
8	Inventories for sale or use	0	8	0
9	Prepaid expenses and deferred charges	4,143,483.	9	4,285,522.
10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	445,794,522.	
b	Less accumulated depreciation	10b	123,351,872.	
		335,876,808.	10c	322,442,650.
11	Investments - publicly traded securities	0	11	0
12	Investments - other securities See Part IV, line 11	813,918,746.	12	774,535,139.
13	Investments - program-related See Part IV, line 11	0	13	0
14	Intangible assets	0	14	0
15	Other assets See Part IV, line 11	370,998,476.	15	224,463,241.
16	Total assets. Add lines 1 through 15 (must equal line 34)	3,583,614,453.	16	3,785,801,720.
Liabilities				
17	Accounts payable and accrued expenses	894,980,451.	17	940,281,306.
18	Grants payable	0	18	0
19	Deferred revenue	0	19	0
20	Tax-exempt bond liabilities	2,421,771,338.	20	2,620,091,286.
21	Escrow or custodial account liability Complete Part IV of Schedule D	0	21	0
22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	0	22	0
23	Secured mortgages and notes payable to unrelated third parties	0	23	0
24	Unsecured notes and loans payable to unrelated third parties	0	24	0
25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	387,879,312.	25	502,584,914.
26	Total liabilities. Add lines 17 through 25	3,704,631,101.	26	4,062,957,506.
Net Assets or Fund Balances				
	Organizations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
27	Unrestricted net assets	-136,597,591.	27	-292,648,600.
28	Temporarily restricted net assets	14,430,943.	28	14,342,814.
29	Permanently restricted net assets	1,150,000.	29	1,150,000.
	Organizations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 30 through 34.			
30	Capital stock or trust principal, or current funds		30	
31	Paid-in or capital surplus, or land, building, or equipment fund		31	
32	Retained earnings, endowment, accumulated income, or other funds		32	
33	Total net assets or fund balances	-121,016,648.	33	-277,155,786.
34	Total liabilities and net assets/fund balances	3,583,614,453.	34	3,785,801,720.

Part XI Reconciliation of Net AssetsCheck 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	760,631,585.
2	Total expenses (must equal Part IX, column (A), line 25)	2	929,715,731.
3	Revenue less expenses Subtract line 2 from line 1	3	-169,084,146.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	-121,016,648.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	12,945,008.
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	-277,155,786.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII.

- 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?
 b Were the organization's financial statements audited by an independent accountant?
 c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O
 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 separate basis
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
 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

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

SCHEDULE A
(Form 990 or 990-EZ)

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

2011

Open to Public
Inspection

Name of the organization

PARTNERS HEALTHCARE SYSTEM, INC.

Employer identification number

04-3230035

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 3 31/3 % 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 3 31/3% 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?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 - (ii) A family member of a person described in (i) above?
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s)

	Yes	No
11g(I)		
11g(II)		
11g(III)		

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ

Schedule A (Form 990 or 990-EZ) 2011

Schedule A (Form 990 or 990-EZ) 2011

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	117,293,782	131,286,751	291,715,447	222,666,904	197,858,081	960,820,965
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	117,293,782	131,286,751	291,715,447	222,666,904	197,858,081	960,820,965
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						960,820,965

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	117,293,782	131,286,751	291,715,447	222,666,904	197,858,081	960,820,965
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	26,851,546	21,851,217	21,763,893	19,377,376	19,902,859	109,746,891
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						1,070,567,856
12 Gross receipts from related activities, etc (see instructions)					12	2,365,555,131
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	89.75 %
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	88.33 %
16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input checked="" type="checkbox"/>		
b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
17a 10%-facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 10%-facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► <input type="checkbox"/>		

Schedule A (Form 990 or 990-EZ) 2011

Part III Support Schedule for Organizations Described in Section 509(a)(2)(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II
If the organization fails to qualify under the tests listed below, please complete Part II)**Section A. Public Support**

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

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6.						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support. (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%
19a 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		

Schedule A (Form 990 or 990-EZ) 2011

Part IV 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)

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

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.

2011

**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 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of organization

PARTNERS HEALTHCARE SYSTEM, INC.

Employer identification number

04-3230035

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 function 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-
(1)	-			
(2)	-			
(3)	-			
(4)	-			
(5)	-			
(6)	-			

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ

Schedule C (Form 990 or 990-EZ) 2011

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 (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)
- B Check ► if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)			
b Total lobbying expenditures to influence a legislative body (direct lobbying)			
c Total lobbying expenditures (add lines 1a and 1b)			
d Other exempt purpose expenditures			
e Total exempt purpose expenditures (add lines 1c and 1d)			
f Lobbying nontaxable amount Enter the amount from the following table in both columns			
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:		
Not over \$500,000	20% of the amount on line 1e		
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000		
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000		
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000		
Over \$17,000,000	\$1,000,000		
g Grassroots nontaxable amount (enter 25% of line 1f)			
h Subtract line 1g from line 1a If zero or less, enter -0-			
i Subtract line 1f from line 1c If zero or less, enter -0-			
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?		<input type="checkbox"/> Yes	<input type="checkbox"/> 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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column (e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Schedule C (Form 990 or 990-EZ) 2011

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)		(b)
	Yes	No	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		X	
a Volunteers?	X		
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		X	
c Media advertisements?		X	
d Mailings to members, legislators, or the public?		X	
e Publications, or published or broadcast statements?		X	
f Grants to other organizations for lobbying purposes?		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body?	X		1,955,510.
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		X	
i Other activities?		X	
j Total Add lines 1c through 1i			1,955,510.
2 a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
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 carry over 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) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1
2 Section 162(e) nondeductible 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, Part II-A, and Part II-B, line

1 Also, complete this part for any additional information

SEE PAGE 4

Part IV Supplemental Information (continued)

LOBBYING EXPENSES

PART II-B

THE CORPORATION MAY ON OCCASION REVIEW PROPOSED LEGISLATION FOR THE PURPOSE OF DETERMINING THE EFFECT UPON ITS TAX-EXEMPT PURPOSES. THE CORPORATION MAY ON OCCASION ALSO APPEAR BEFORE A LEGISLATIVE COMMITTEE, CONFER WITH LEGISLATORS OR OTHERWISE ATTEMPT TO INFLUENCE LEGISLATION. HOWEVER, IT WILL NOT PARTICIPATE, IN ANY WAY, IN POLITICAL CAMPAIGNS.

THE CORPORATION'S INVOLVEMENT IN LEGISLATIVE ACTIVITIES CONSTITUTES AN INSUBSTANTIAL PART OF ITS ACTIVITIES.

**SCHEDULE D
(Form 990)**Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**

OMB No 1545-0047

2011**Open to Public
Inspection**

Name of the organization

PARTNERS HEALTHCARE SYSTEM, INC.

Employer identification number

04-3230035

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

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 can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? 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)	
<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year	
a Total number of conservation easements	Held at the End of the Tax Year
b Total acreage restricted by conservation easements	2a
c Number of conservation easements on a certified historic structure included in (a)	2b
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2c
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► -----	2d
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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 section 170(h)(4)(B)(ii)?	<input type="checkbox"/> Yes <input type="checkbox"/> 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 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items
- b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items
- (i) Revenues included in Form 990, Part VIII, line 1 ► \$ -----
- (ii) Assets included in Form 990, Part X ► \$ -----
- 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 (ASC 958) relating to these items
- a Revenues included in Form 990, Part VIII, line 1 ► \$ -----
- b Assets included in Form 990, Part X ► \$ -----

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

Schedule D (Form 990) 2011

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

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

a <input type="checkbox"/> Public exhibition	d <input type="checkbox"/> Loan or exchange programs
b <input type="checkbox"/> Scholarly research	e <input type="checkbox"/> Other _____
c <input type="checkbox"/> Preservation for future generations	

- 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
1c		
1d		
1e		
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	5,162,396.	5,110,800.	4,740,375.	4,556,070.	
b Contributions	189,373.	171,858.	157,159.	166,083.	
c Net investment earnings, gains, and losses	447,400.	51,596.	370,425.	231,385.	
d Grants or scholarships					
e Other expenditures for facilities and programs	189,373.	171,858.	157,159.	213,163.	
f Administrative expenses					
g End of year balance	5,609,796.	5,162,396.	5,110,800.	4,740,375.	

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

a Board designated or quasi-endowment ► 80.0000 %

b Permanent endowment ► 20.0000 %

c Temporarily restricted endowment ► %

The percentages in lines 2a, 2b, and 2c should equal 100%

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

(i) unrelated organizations
(ii) related organizations

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

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	26,849,708.	17,526,693.		44,376,401.
b Buildings	19,905,206.	29,702,911.	9,181,616.	40,426,502.
c Leasehold improvements		26,859,802.	13,069,392.	13,790,410.
d Equipment		193,244,658.	101,100,864.	92,143,794.
e Other		131,705,544.		131,705,543.

Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)). ► 322,442,650.

Schedule D (Form 990) 2011

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) INVESTED CASH EQUIVALENTS	101,102,365.	FMV
(B) EQUITIES	11,904,925.	FMV
(C) U. S. GOV'T & FIXED INCOME SEC.	4,445,972.	FMV
(D) PRIVATE PARTNERSHIPS & OTHER	179,999.	COST
(E) INV IN PARTNERS POOLED INV ACC	656,901,878.	COST
(F)		
(G)		
(H)		
(I)		
Total (Column (b) must equal Form 990, Part X, col (B) line 12) ►	774,535,139.	

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

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

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

(a) Description	(b) Book value
(1) DEFERRED FINANCING COSTS	26,397,602.
(2) INVESTMENT IN PARTNERSHIP	11,957,717.
(3) OTHER ASSETS	35,767,348.
(4) CASH SURRENDER LIFE INSURANCE	6,852,698.
(5) DUE FROM AFFILIATES	132,127,876.
(6) SECURITIES LENDING ARRANGEMENT	11,360,000.
(7)	
(8)	
(9)	
(10)	
Total (Column (b) must equal Form 990, Part X, col (B) line 15) ►	224,463,241.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) THIRD PARTY PAYER SETTLEMENT ACCR.	-6,122,227.
(3) UNEXPENDED FUNDS ON RESEARCH G	685,660.
(4) TAXABLE BONDS, SERIES C & SERIES P	508,021,481.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ►	502,584,914.

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 (ASC 740)

Schedule D (Form 990) 2011

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

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

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

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

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

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

Part XIV Supplemental Information

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

INTENDED USE OF ENDOWMENT FUNDS

PART V, LINE 4

THE ENDOWMENT FUNDS OF PARTNERS HEALTHCARE SYSTEM, INC. ARE USED IN

FURTHERANCE OF THE ORGANIZATION'S TAX-EXEMPT MISSION.

Part XIV Supplemental Information (continued)

**SCHEDULE F
(Form 990)****Statement of Activities Outside the United States**

OMB No 1545-0047

2011**Open to Public
Inspection**Department of the Treasury
Internal Revenue Service

Name of the organization

PARTNERS HEALTHCARE SYSTEM, INC.

Employer identification number
04-3230035**Part I General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b

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

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States

3 Activities per Region (The following Part I, line 3 table can be duplicated if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) CENTRAL AMERICA/CARIBBEAN			PROGRAM SERVICES	JOINTLY OWNED FOR INS	572,163
(2) EAST ASIA AND THE PACIFIC			PROGRAM SERVICES	PAT CARE, RES & EDUC	437,900
(3) EUROPE			PROGRAM SERVICES	PAT CARE, RES & EDUC	394,792
(4) MIDDLE EAST AND NORTH AFRICA	4		PROGRAM SERVICES	PAT CARE, RES & EDUC	76,136
(5) NORTH AMERICA			PROGRAM SERVICES	PAT CARE, RES & EDUC	104,989
(6) RUSSIA/INDEPENDENT STATES			PROGRAM SERVICES	PAT CARE, RES & EDUC	140,865
(7) SOUTH AMERICA			PROGRAM SERVICES	PAT CARE, RES & EDUC	444
(8) SOUTH ASIA			PROGRAM SERVICES	PAT CARE, RES & EDUC	35,450
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total.		4			1,762,739
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)		4			1,762,739

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

Schedule F (Form 990) 2011

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Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Check this box if no one recipient received more than \$5,000. □ ►

	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, Other)
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ▲ ►

3 Enter total number of other organizations or entities

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 16.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

- 1 Was the organization a U S transferor of property to a foreign corporation during the tax year? If "Yes,"
the organization may be required to file Form 926, Return by a U S Transferor of Property to a Foreign Corporation (see Instructions for Form 926) Yes No
- 2 Did the organization have an interest in a foreign trust during the tax year? If "Yes,"
the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U S Owner (see Instructions for Forms 3520 and 3520-A) Yes No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? If "Yes,"
the organization may be required to file Form 5471, Information Return of U S Persons With Respect To Certain Foreign Corporations (see Instructions for Form 5471) Yes No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? If "Yes,"
the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621) Yes No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? If "Yes,"
the organization may be required to file Form 8865, Return of U S Persons With Respect To Certain Foreign Partnerships (see Instructions for Form 8865) Yes No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? If "Yes,"
the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713) Yes No

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds), Part I, line 3, column (f) (accounting method, amounts of investments vs expenditures per region), Part II, line 1 (accounting method), Part III (accounting method), and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions)

ACCOUNTING METHOD

PART I, LINE 3

THE ORGANIZATION USES THE BOOK VALUE METHOD TO REPORT FOREIGN EXPENDITURES TO BE CONSISTENT WITH THE REPORTING USED FOR THE FINANCIAL STATEMENTS.

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No. 1545-0047

2011

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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

Name of the organization

PARTNERS HEALTHCARE SYSTEM, INC.

Employer Identification number

04-3230035

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

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

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

- | | |
|--|---|
| a <input checked="" type="checkbox"/> Mail solicitations | e <input checked="" type="checkbox"/> Solicitation of non-government grants |
| b <input checked="" type="checkbox"/> Internet and email solicitations | f <input checked="" type="checkbox"/> Solicitation of government grants |
| c <input checked="" type="checkbox"/> Phone solicitations | g <input type="checkbox"/> Special fundraising events |
| d <input checked="" type="checkbox"/> In-person solicitations | |

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

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?	(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
		Yes	No		
1 DEVELOPMENT COMMUNICATION ASSOCIATES INC.	FUNDRAISING STRATEGY		X	110,353.	
2 PGCALC	FUNDRAISING STRATEGY		X	98,283.	
3 THE WAYLAND GROUP	FUNDRAISING STRATEGY		X	2,003.	
4					
5					
6					
7					
8					
9					
10					
Total				210,639.	

3 List all states in which the organization is registered or licensed to solicit contributions 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 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000

	(a) Event #1 (event type)	(b) Event #2 (event type)	(c) Other Events (total number)	(d) Total events (add col (a) through col (c))
Revenue	1 Gross receipts			
	2 Less Charitable contributions			
	3 Gross income (line 1 minus line 2).			
Direct Expenses	4 Cash prizes			
	5 Noncash prizes			
	6 Rent/facility costs			
	7 Food and beverages			
	8 Entertainment			
	9 Other direct expenses			
	10 Direct expense summary Add lines 4 through 9 in column (d)			► ()
	11 Net income summary Combine line 3, column (d), and line 10			► ()

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 Noncash 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 line 1, column d, and line 7			► ()

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 _____

Schedule G (Form 990 or 990-EZ) 2011

- 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
 - b An outside facility
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ► _____

Address ► _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? 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 of the third party

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 to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

Part IV Supplemental Information. Complete this part to provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions)

SCHEDULE I
(Form 990)

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

Department of the Treasury
Internal Revenue Service

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

► Attach to Form 990.

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Inspection

OMB No 1545-0047

2011

Name of the organization
PARTNERS HEALTHCARE SYSTEM, INC.
Name of the organization

Employer identification number
04-3230035

Part II General Information on Grants and Assistance

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

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

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

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) MASS_INSIGHT	18 TREMONT STREET BOSTON, MA 02108	04-3369687	501(C) (3)	35,000.				COMMUNITY BENEFITS PROGRAM
(2) BOSTON_PUBLIC_HEALTH_COMMISSION	1010 MASSACHUSETTS AVENUE BOSTON, MA 02118	043-316655	501(C) (1)	20,000				COMMUNITY BENEFITS PROGRAM
(3) COALITION_FOR_SCHOOL_BASED_HEALTH_CENTERS	40 COURT STREET BOSTON, MA 02108	04-3527138	501(C) (1)	10,000				COMMUNITY BENEFITS PROGRAM
(4) COMMUNITY_SERVICE_CARE_INC	P O BOX 300010 JAMAICA PLAIN, MA 02130	04-2754281	501(C) (3)	6,000				COMMUNITY BENEFITS PROGRAM
(5) BOSTON_HEALTHCARE_FOR_THE_HOMELESS	780 ALBANY STREET BOSTON, MA 02118	04-3160480	501(C) (1)	192,954				COMMUNITY BENEFITS PROGRAM
(6) MATTAPAN_COMMUNITY_HEALTH_CENTER	1425 BLUE HILL AVENUE MATTAPAN, MA 02126	04-2544151	501(C) (1)	215,500				COMMUNITY BENEFITS PROGRAM
(7) PROJECT_BREAD_SUMMER_FOOD_PROGRAM	145 BORDER STREET EAST BOSTON, MA 02128	04-2931195	501(C) (3)	20,000				COMMUNITY BENEFITS PROGRAM
(8) MASS_PUBLIC_HEALTH_ASSOCIATION	434 JAMAICAWAY JAMAICA PLAIN, MA 02130	04-2326503	501(C) (1)	35,000				COMMUNITY BENEFITS PROGRAM
(9) JOINT_COMMITTEE_FOR_CHILDREN'S_HEALTHCARE	EVERETT CITY HALL EVERETT, MA 02149	10-0001184	501(C) (1)	20,000				COMMUNITY BENEFITS PROGRAM
(10) CAMP_HARBOR_VIEW_FOUNDATION	200 CLARENDON STREET BOSTON, MA 02116	75-3235491	501(C) (3)	125,000				COMMUNITY BENEFITS PROGRAM
(11) UPHAMS_CORNER_COMMUNITY_HEALTH	500 COLUMBIA ROAD DORCHESTER, MA 02125	04-2708670	501(C) (1)	940,175				COMMUNITY BENEFITS PROGRAM
(12) MASS_league_of_COMMUNITY_HEALTH_CENTERS	40 COURT STREET BOSTON, MA 02108	04-2507409	501(C) (1)	322,484				COMMUNITY BENEFITS PROGRAM

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

3 Enter total number of other organizations listed in the line 1 table

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

Schedule I (Form 990) (2011)

SCHEDULE I
(Form 990)

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

Department of the Treasury
Internal Revenue Service

OMB No. 1545-0047

2011

**Open to Public
Inspection**

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

► Attach to Form 990.

Name of the organization
PARTNERS HEALTHCARE SYSTEM, INC.

Name of the organization
Employer identification number

04-3230035

Part I General Information on Grants and Assistance

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

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

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

1	1(a) Name and address of organization or government	1(b) EIN	1(c) IRS section if applicable	1(d) Amount of cash grant	1(e) Amount of non-cash assistance	1(f) Method of valuation (book, FMV, appraisal, other)	1(g) Description of non-cash assistance	1(h) Purpose of grant or assistance
1	(1) <u>HEALTH CARE FOR ALL</u> 30 WINTER STREET, BOSTON, MA 02108	04-3071598	501(C)(1)	222,000				COMMUNITY BENEFITS PROGRAM
	(2) <u>LYNN COMMUNITY HEALTH CENTER</u> 269 UNION STREET LYNN, MA 01901	04-2525066	501(C)(1)	823,864				COMMUNITY BENEFITS PROGRAM
	(3) <u>INSTITUTE FOR COMMUNITY HEALTH</u> 101 STATION LANDING MEDFORD, MA 02155	04-3543853	501(C)(1)	220,000				COMMUNITY BENEFITS PROGRAM
	(4) <u>SOUTH BOSTON COMMUNITY HEALTH CENTER</u> 409 W BROADWAY ST SOUTH BOSTON, MA 02127	04-2682152	501(C)(1)	155,000				COMMUNITY BENEFITS PROGRAM
	(5) <u>CURE</u> 223 WEST ERIE STREET CHICAGO, IL 60654	36-42533176	501(C)(3)	50,000				COMMUNITY BENEFITS PROGRAM
	(6) <u>KENNETH B. SCHNARTZ CENTER</u> 205 PORTLAND STREET BOSTON, MA 02114	04-2697983	501(C)(3)	25,000				COMMUNITY BENEFITS PROGRAM
	(7) <u>COMMUNITY WORKS</u> 25 WEST STREET BOSTON, MA 02111	04-2762623	501(C)(3)	31,000				COMMUNITY BENEFITS PROGRAM
	(8) <u>WHITIER STREET HEALTH CENTER</u> 1125 TREMONT STREET ROXBURY, MA 02120	04-2619517	501(C)(1)	40,000				COMMUNITY BENEFITS PROGRAM
	(9) <u>HEALTH LAW ADVOCATES</u> 30 WINTER STREET BOSTON, MA 02108	04-3298116	501(C)(3)	25,000				COMMUNITY BENEFITS PROGRAM
	(10) <u>GBO</u> 594 COLUMBIA ROAD DORCHESTER, MA 02125	04-3355553	501(C)(3)	25,000				COMMUNITY BENEFITS PROGRAM
	(11) <u>AMERICAN HEART ASSOCIATION</u> 7272 GREENVILLE AVENUE DALLAS, TX 75231	13-5613797	501(C)(3)	20,000				COMMUNITY BENEFITS PROGRAM
	(12) <u>BRIDGE OVER TROUBLED WATERS</u> 47 WEST STREET BOSTON, MA 02111	04-2472126	501(C)(3)	10,000				COMMUNITY BENEFITS PROGRAM

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

- 3 Enter total number of other organizations listed in the line 1 table

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

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SCHEDULE I
(Form 990)

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

Department of the Treasury
Internal Revenue Service
Name of the organization

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

2011

**Open to Public
Inspection**

OMB No 1545-0047

Name of the organization

PARTNERS HEALTHCARE SYSTEM, INC.

[Part II] General Information on Grants and Assistance

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

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

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

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) <u>PINE STREET INN</u> 434 HARRISON AVENUE BOSTON, MA 02118	04-2516093	501(C) (3)		10,000				COMMUNITY BENEFITS PROGRAM
(2) <u>MASS ASSOCIATION FOR MENTAL HEALTH</u> 130 BOWDOIN STREET BOSTON, MA 02108	04-2104711	501(C) (1)		35,000				COMMUNITY BENEFITS PROGRAM
(3) <u>SOUTH END CHC</u> 1601 WASHINGTON STREET BOSTON, MA 02118	04-2456134	501(C) (1)		25,000				COMMUNITY BENEFITS PROGRAM
(4) <u>DIMOCK CHC</u> 55 DIMOCK STREET ROXBURY, MA 02119	04-3487835	501(C) (1)		25,000				COMMUNITY BENEFITS PROGRAM
(5) <u>ABCD</u> 178 TREMONT STREET BOSTON, MA 02111	23-7225337	501(C) (3)		15,000				COMMUNITY BENEFITS PROGRAM
(6) <u>BCL</u> 60 TEMPLE PLACE, 5TH FLOOR BOSTON, MA 02111	04-2546595	501(C) (3)		32,500				COMMUNITY BENEFITS PROGRAM
(7) <u>THE FUND FOR BOSTON NEIGHBORHOODS</u> 75 ARLINGTON STREET BOSTON, MA 02116	04-6185609	501(C) (3)		10,000				COMMUNITY BENEFITS PROGRAM
(8) <u>THE BOSTON FOUNDATION</u> 75 ARLINGTON STREET BOSTON, MA 02116	04-2104021	501(C) (3)		10,000				COMMUNITY BENEFITS PROGRAM
(9) <u>HOSPITALITY HOMES</u> P O BOX 15265 BOSTON, MA 02215	04-3204112	501(C) (3)		10,000				COMMUNITY BENEFITS PROGRAM
(10) <u>UNITED WAY</u> 51 SLEEPER STREET BOSTON, MA 02210	04-2382233	501(C) (3)		25,000				COMMUNITY BENEFITS PROGRAM
(11) <u>NATIONAL ALLIANCE FOR THE MENTALLY ILL</u> 400 WEST CUMMING'S PARK WOBURN, MA 01801	04-2777012	501(C) (3)		18,000				COMMUNITY BENEFITS PROGRAM
(12) <u>AIDS ACTION</u> 75 AMORY STREET BOSTON, MA 02119	22-2707246	501(C) (3)		7,500				COMMUNITY BENEFITS PROGRAM

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

3 Enter total number of other organizations listed in the line 1 table

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

Schedule I (Form 990) (2011)

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service
Name of the organization

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

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

► Attach to Form 990.

2011

Open to Public
Inspection

Name of the organization

PARTNERS HEALTHCARE SYSTEM, INC.

Part I General Information on Grants and Assistance

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

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

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

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non- cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) HARVARD STREET HEALTH CENTER 632 BLUE HILL AVENUE DORCHESTER, MA 02121	04-2600042	501(C)(1)		10,000				COMMUNITY BENEFITS PROGRAM
(2) BIG SISTER ASSOCIATION 161 MASSACHUSETTS AVENUE BOSTON, MA 02115	04-2150651	501(C)(3)		10,000				COMMUNITY BENEFITS PROGRAM
(3) THE NEW ENGLAND COUNCIL 19 STUART STREET BOSTON, MA 02116	04-1661090	501(C)(3)		15,000				COMMUNITY BENEFITS PROGRAM
(4) BOSTON PUBLIC SCHOOLS 26 COURT STREET BOSTON, MA 02108	04-2080791	501(C)(1)		85,000				COMMUNITY BENEFITS PROGRAM
(5) JEWISH VOCATIONAL SERVICE 29 WINTER STREET BOSTON, MA 02108	04-2104357	501(C)(3)		6,667				COMMUNITY BENEFITS PROGRAM
(6) HALE RESERVATION 80 CARBY STREET WESTWOOD, MA 02090	04-2111550	501(C)(3)		25,000				COMMUNITY BENEFITS PROGRAM
(7) MASSACHUSETTS BUSINESS ALLIANCE FOR EDUCATI 400 ATLANTIC AVENUE BOSTON, MA 02110	04-3274599	501(C)(3)		6,500				COMMUNITY BENEFITS PROGRAM
(8) EDWARD M. KENNEDY HEALTH CAREERS ACADEMY 110 THE FENWAY BOSTON, MA 02115	04-3418167	501(C)(3)		15,000				COMMUNITY BENEFITS PROGRAM
(9) CHARLESTOWN RECOVERY HOUSE 15 BUNKER HILL STREET CHARLESTOWN, MA 02129	04-3505037	501(C)(3)		25,000				COMMUNITY BENEFITS PROGRAM
(10) RPC SOCIAL IMPACT CENTER 328 WARREN STREET ROXBURY, MA 02119	04-3506648	501(C)(3)		15,000				COMMUNITY BENEFITS PROGRAM
(11) THE AMERICAN IRISH FUND 211 CONGRESS STREET BOSTON, MA 02110	25-1306992	501(C)(3)		15,000				COMMUNITY BENEFITS PROGRAM
300 FRANK OGAWA PLAZA OAKLAND, CA 94612	25-1904312	501(C)(3)		6,500				COMMUNITY BENEFITS PROGRAM

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

- 3 Enter total number of other organizations listed in the line 1 table

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

Schedule I (Form 990) (2011)

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service
Name of the organization

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

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

► Attach to Form 990.

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization

PARTNERS HEALTHCARE SYSTEM, INC.

Part I General Information on Grants and Assistance

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

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

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

1	2	3	4	5	6	7	8	9	10	11	12
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance				
(1) HIGHER GROUND - ROXBURY COMMUNITY HEALTH INC 38A WARREN STREET ROXBURY, MA 02119	27-36660369	501(C)(1)	50,000								
(2) BOSTON SCHOLAR ATHLETE PROGRAM 65 ALBERTON STREET BOSTON, MA 02119	27-3987854	501(C)(3)	9,000								
(3) PARTNERS CONTINUING CARE, INC 800 BOYLSTON STREET BOSTON, MA 02451	26-00003495	501(C)(3)	103,645,000								
(4) MASSACHUSETTS GENERAL PHYSICIANS ORGANIZATION 55 FRUIT STREET BOSTON, MA 02114	04-2807148	501(C)(3)	35,000								
(5) -----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----
(6) -----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----
(7) -----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----
(8) -----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----
(9) -----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----
(10) -----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----
(11) -----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----
(12) -----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----

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

3 Enter total number of other organizations listed in the line 1 table

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

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Schedule I (Form 990) (2011)

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▲

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1					
2					
3					
4					
5					
6					
7					

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

SCHEDULE I, PART I, LINE 2

PARTNERS HEALTHCARE SYSTEM, INC. MAKES DONATIONS TO VARIOUS TAX-EXEMPT ORGANIZATIONS. THESE DONATIONS CAN BE USED BY THE RECIPIENT ONLY IN FURTHERANCE OF THEIR TAX-EXEMPT MISSION.

**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, line 23.

► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2011Open to Public
Inspection

Name of the organization

PARTNERS HEALTHCARE SYSTEM, INC.

Employer Identification number

04-3230035

Part I Questions Regarding Compensation

- 1a** Check the appropriate 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

<input type="checkbox"/>	First-class or charter travel	<input type="checkbox"/>	Housing allowance or residence for personal use
<input type="checkbox"/>	Travel for companions	<input type="checkbox"/>	Payments for business use of personal residence
<input type="checkbox"/>	Tax indemnification and gross-up payments	<input checked="" type="checkbox"/>	Health or social club dues or initiation fees
<input type="checkbox"/>	Discretionary spending account	<input checked="" type="checkbox"/>	Personal services (e.g., maid, chauffeur, chef)

- b** If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

- 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?

- 3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III

<input type="checkbox"/>	Compensation committee	<input type="checkbox"/>	Written employment contract
<input type="checkbox"/>	Independent compensation consultant	<input checked="" type="checkbox"/>	Compensation survey or study
<input type="checkbox"/>	Form 990 of other organizations	<input checked="" type="checkbox"/>	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?
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?
c Participate in, or receive payment from, an equity-based compensation arrangement?
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only section 501(c)(3) and 501(c)(4) organizations 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?
b Any related organization?
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?
b Any related organization?
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

- 8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

- 9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b	X	
2	X	
4a	X	
4b	X	
4c	X	
5a	X	
5b	X	
6a	X	
6b	X	
7	X	
8	X	
9		

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

Schedule J (Form 990) 2011

Schedule J (Form 990) 2011

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) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(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 as deferred in prior Form 990
	(I) Base compensation	(II) Bonus & incentive compensation	(III) Other reportable compensation				
1 NESLI BASGOZ, M.D.	\$ 241,552.	16,883.	13,305.	\$ 33,865.	\$ 6,823.	312,428.	0
2 GARY L. GOTTLIEB, M.D.,	\$ 1,362,861.	140,000.	592,421.	33,861.	34,057.	2,163,200.	0
3 JOSEPH LOSCALZO, M.D.,	\$ 541,807.	66,397.	3,236.	33,863.	22,060.	667,363.	0
4 MAURY E. MCCOUGH, M.D.	\$ 437,991.	66,746.	32,199.	39,471.	29,380.	605,787.	0
5 ANDREW L. WARSHAW, M.D.	\$ 469,603.	167,538.	416,770.	33,862.	30,608.	1,118,381.	0
6 BEVERLY WOO, M.D.	\$ 157,798.	3,758.	16,885.	23,761.	17,838.	220,040.	0
7 MAUREEN GOOGIN	\$ 128,720.	500.	35,467.	11,654.	16,974.	193,315.	0
8 PETER K. MARKELL	\$ 1,032,243.	101,000.	243,143.	333,862.	25,250.	1,735,498.	0
9 MICHAEL T. MANNING	\$ 448,389.	297,950.	71,766.	30,269.	25,589.	873,963.	0
10 JAMES W. NOGA	\$ 393,831.	91,697.	105,616.	47,894.	31,074.	670,112.	0
11 DENNIS D. COLLING	\$ 458,396.	50,000.	164,838.	33,864.	32,390.	739,488.	0
12 TIMOTHY G. FERRIS, M.D.	\$ 425,000.	91,170.	38,964.	33,864.	16,959.	605,957.	0
13 BRENT L. HENRY, ESQ.	\$ 558,900.	60,000.	194,175.	33,862.	15,777.	862,714.	0
14 THOMAS H. LEE, M.D.	\$ 721,760.	73,101.	51,969.	36,610.	47,270.	930,710.	0
15 G. ALLEN PECKHAM	\$ 422,640.	45,000.	142,914.	33,861.	23,828.	668,243.	0
16 THOMAS P. GLYNN, PH.D.	\$ 965,463.	0.	0.	0.	0.	965,463.	0

Schedule J (Form 990) 2011

Schedule J (Form 990) 2011

Page 2

Part III 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) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(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 as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 MARY C. LALONDE, ESQ.	(i) 135,446. (ii) 0	(i) 10,500. (ii) 0	(i) 8,797. (ii) 0	(i) 14,721. (ii) 0	(i) 27,223. (ii) 0	(i) 196,687. (ii) 0	(i) 0 (ii) 0
2 JAY B. PIEPER	(i) 109,750. (ii) 0	(i) 286,132. (ii) 0	(i) 226,446. (ii) 0	(i) 18,381. (ii) 0	(i) 7,097. (ii) 0	(i) 647,806. (ii) 0	(i) 0 (ii) 0
3	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0
4	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0
5	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0
6	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0
7	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0
8	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0
9	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0
10	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0
11	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0
12	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0
13	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0
14	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0
15	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0
16	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0	(i) 0 (ii) 0

Schedule J (Form 990) 2011

Schedule J (Form 990) 2011

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, Lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information

Page 3

PARTICIPATION IN A SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN

PART I, LINE 4B

THESE AMOUNTS ARE ALREADY INCLUDED IN THE COMPENSATION DISCLOSED ON

SCHEDULE J, PART II

GARY L. GOTTLIEB, M.D. M.B.A - \$512,726

PETER K. MARKELL - \$185,157

DENNIS D. COLLING - \$99,536

G. ALLEN PECKHAM - \$97,122

BRENT L. HENRY, ESQ. - \$128,079

ANDREW L. WARSHAW, M.D. - \$334,792

JAY B. PEEPER - \$71,813

TRUSTEE COMPENSATION

PART II & SCHEDULE J-2

TRUSTEES RECEIVE NO COMPENSATION OR CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS FOR SERVICE ON THE BOARD OR ITS COMMITTEES. BOARD MEMBERS WHO ARE ALSO EMPLOYED BY THE CORPORATION OR A PARTNERS AFFILIATE RECEIVE COMPENSATION ONLY FOR THEIR SERVICES AS EMPLOYEES.

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

§ 409A DOCUMENT CORRECTION UNDER § VI.B OF NOTICE 2010-6

PART III

PARTNERS HEALTHCARE SYSTEM, INC. (EMPLOYER) §409A DOCUMENT CORRECTION

UNDER § VI.B OF NOTICE 2010-6 SERVICE RECIPIENT ATTACHMENT - EIN

04-32230035

SERVICE PROVIDER AND TAXPAYER IDENTIFICATION NUMBER:

THE NAME AND SOCIAL SECURITY NUMBER OF THE NINE (9) PLAN PARTICIPANTS ARE
AVAILABLE UPON REQUEST.

DATE OF CORRECTION: DECEMBER 6, 2012

EMPLOYMENT AGREEMENT: EMPLOYMENT AGREEMENT

AMOUNT INVOLVED: NO AMOUNT IS INVOLVED WITH REGARD TO THE DOCUMENT
FAILURE.

SERVICE PROVIDER AND TAXPAYER IDENTIFICATION NUMBER:

THE NAME AND SOCIAL SECURITY NUMBER OF THE ONE (1) PLAN PARTICIPANT IS
AVAILABLE UPON REQUEST.

DATE OF CORRECTION: DECEMBER 11, 2012

EMPLOYMENT AGREEMENT: EMPLOYMENT AGREEMENT

Part II Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

AMOUNT INVOLVED: NO AMOUNT IS INVOLVED WITH REGARD TO THE DOCUMENT FAILURE.

THE DOCUMENT FAILURES ARE ELIGIBLE FOR CORRECTION UNDER THE TERMS OF § VI.B OF NOTICE 2010-6 WITH RESPECT TO FAILURES TO COMPLY WITH § 409A OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED. THE EMPLOYER HAS TAKEN ALL ACTIONS REASONABLY REQUIRED AND HAS OTHERWISE MET ALL REQUIREMENTS FOR SUCH CORRECTION AS OF THE LAST DAY OF THE EMPLOYER'S TAXABLE YEAR IN WHICH THE CORRECTION IS MADE.

RECEIPT OF SEVERANCE PAYMENTS

PART I, LINE 4A

THOMAS P. GLYNN, PH.D. - \$821,567

SCHEDULE K
(Form 990)

SERIES D, E, F, G5 – SEE SCHEDULE K PART VI

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax-Exempt Bonds

► Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.

► Attach to Form 990. ► See separate instructions.

Name of the organization

PARTNERS HEALTHCARE SYSTEM, INC.

Open to Public Inspection

Employer identification number

04-3230035

OMB No 1545-0047
2011

► Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.

► Attach to Form 990. ► See separate instructions.

Part III Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased	(h) On behalf of issuer
A MHEFA PARTNERS HEALTHCARE SYSTEM, INC SERIES D	04-2456011	57585K3N6	05/28/2003	343,630,000	SERIES D – SEE SCHEDULE K PART VI	X	X
B MHEFA PARTNERS HEALTHCARE SYSTEM, INC SERIES E	04-2456011	57585K4Q8	06/12/2003	62,476,437	SERIES E – SEE SCHEDULE K PART VI	X	X
C MHEFA PARTNERS HEALTHCARE SYSTEM, INC SERIES F	04-2456011	57586CGN9	06/10/2005	411,566,153	SERIES F – SEE SCHEDULE K PART VI	X	X
D MHEFA PARTNERS HEALTHCARE SYSTEM, INC SERIES G-5	04-2456011	57586CCZL2	06/07/2007	326,508,722	SERIES G5 – SEE SCHEDULE K PART VI	X	X

Part III Proceeds

	A	B	C	D
1 Amount of bonds retired	240,130,000.	42,745,000.	32,300,000.	26,570,000.
2 Amount of bonds legally defeased		10,370,000.		
3 Total proceeds of issue	344,268,619.	62,476,437.	419,448,101.	329,345,063.
4 Gross proceeds in reserve funds				
5 Capitalized interest from proceeds	15,436,586.		18,398,432.	9,382,534.
6 Proceeds in refunding escrows	2,026,416.	272,039.	2,671,595.	2,338,149.
7 Issuance costs from proceeds			2,650,000.	
8 Credit enhancement from proceeds				
9 Working capital expenditures from proceeds	249,756,929.		326,493,380.	164,128,012.
10 Capital expenditures from proceeds	77,048,688.	62,204,398.	69,234,694.	153,496,369.
11 Other spent proceeds				
12 Other unspent proceeds				
13 Year of substantial completion	2005	1994	2007	2009
	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?	X	X	X	X
15 Were the bonds issued as part of an advance refunding issue?	X	X	X	X
16 Has the final allocation of proceeds been made?	X	X	X	X
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X	X	X	X

Part III Private Business Use

	A	B	C	D
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?	Yes	No	Yes	No
2 Are there any lease arrangements that may affect business use of bond-financed property?	X	X	X	X

Schedule K (Form 990) 2011

SCHEDULE K
(Form 990)

SERIES G, H, I, J - SEE SCHEDULE K PART VI

OMB No 1545-0047
2011

Department of the Treasury
Internal Revenue Service

Name of the organization
PARTNERS HEALTHCARE SYSTEM, INC.

Supplemental Information on Tax-Exempt Bonds

► Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.

► Attach to Form 990. ► See separate instructions.

Part I	Bond Issues	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased	(h) On behalf of issuer	(i) Pooled financing
		A MHEFA PARTNERS HEALTHCARE SYSTEM G-1, G-2, G-3, G-4, G-6	04-2456011	57586CZWB	06/07/2007	380,000,000	SERIES G1, G2, G3, G4, G6 SEE PART VI	X	X	X
		B MHEFA PARTNERS HEALTHCARE SYSTEM, INC SERIES H	04-2456011	57586CW27	04/01/2008	171,320,000	SERIES H - SEE SCHEDULE K PART VI	X	X	X
		C MHEFA PARTNERS HEALTHCARE SYSTEM, INC SERIES I	04-2456011	57586EHR5	05/14/2009	229,977,036	SERIES I - SEE SCHEDULE K PART VI	X	X	X
		D MHEFA PARTNERS HEALTHCARE SYSTEM, INC SERIES J	04-2456011	57586ENK3	01/05/2010	509,178,736	SERIES J - SEE SCHEDULE K PART VI	X	X	X

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired	225,000,000.			17,150,000.
2	Amount of bonds legally defeased				
3	Total proceeds of issue	386,190,828.	171,320,000.	229,981,250.	509,258,319.
4	Gross proceeds in reserve funds				
5	Capitalized interest from proceeds		20,479,076.		
6	Proceeds in refunding escrows				
7	Issuance costs from proceeds		2,776,552.	420,000.	2,556,080.
8	Credit enhancement from proceeds		4,696,147.		116,071.
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds		358,239,054.		227,309,098.
11	Other spent proceeds			170,900,000.	249,983,765.
12	Other unspent proceeds				254,123,487.
13	Year of substantial completion				2010
		Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?	X	X		X
15	Were the bonds issued as part of an advance refunding issue?		X		X
16	Has the final allocation of proceeds been made?	X	X	X	X
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X	X	X	X

Part III Private Business Use

	A	B	C	D
1	Was the organization a partner in a partnership or a member of an LLC, which owned property financed by tax-exempt bonds?			
2	Are there any lease arrangements that may result in private business use of bond-financed property?	X	X	X

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

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Schedule K (Form 990) 2011

**SCHEDULE K
(Form 990)****2011**Department of the Treasury
Internal Revenue ServiceName of the organization
PARTNERS HEALTHCARE SYSTEM, INC.**Supplemental Information on Tax-Exempt Bonds**

► Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.

► Attach to Form 990. ► See separate instructions.

Name of the organization							Employer identification number		
PARTNERS HEALTHCARE SYSTEM, INC.							04-3230035		

Bond Issues

Panel	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased	(h) On behalf of issuer	(i) Pooled financing
A	MDEA PARTNERS HEALTHCARE SYSTEM, INC. SERIES K	04-3431814	57583R6W0	01/13/2011	436,019,104	SERIES K - SEE SCHEDULE K PART VI	Yes	No	Yes
B	MDEA PARTNERS HEALTHCARE SYSTEM, INC. SERIES L	04-3431814	57583UW7	01/04/2012	353,501,227	SERIES L - SEE SCHEDULE K PART VI	X	X	X
C									
D									

Panel**Proceeds**

	A	B	C	D
1 Amount of bonds retired .....	.....	610,000.		
2 Amount of bonds legally defeased .....	.....		
3 Total proceeds of issue .....	.....	436,030,814.	353,317,750.	
4 Gross proceeds in reserve funds .....	.....		
5 Capitalized interest from proceeds .....	.....		
6 Proceeds in refunding escrows .....	.....		
7 Issuance costs from proceeds .....	.....	3,523,063.	3,056,210.	
8 Credit enhancement from proceeds .....	.....		
9 Working capital expenditures from proceeds .....	.....		
10 Capital expenditures from proceeds .....	.....	201,342,457.	260,903,277.	
11 Other spent proceeds .....	.....	231,165,294.	78,483,798.	
12 Other unspent proceeds .....	.....		
13 Year of substantial completion .....	.....	2011	2012	
14 Were the bonds issued as part of a current refunding issue?	Yes	No	Yes	No
15 Were the bonds issued as part of an advance refunding issue?	X		X	
16 Has the final allocation of proceeds been made?	X		X	
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X	

Panel**Private Business Use**

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

Schedule K (Form 990) 2011

Part V Private Business Use (Continued)

	SERIES D, E, F, G5 - SEE SCHEDULE K PART VI			
	A	B	C	D
	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?	X		X	No
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?				X
c Are there any research agreements that may result in private business use of bond-financed property?	X			
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?			X	X
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government	%	%	%	%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government	%	%	%	%
6 Total of lines 4 and 5	%	%	%	%
7 Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X		X	X

Part VI Arbitrage

	A	B	C	D
	Yes	No	Yes	No
1 Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?	X		X	X
2 Is the bond issue a variable rate issue?	X		X	X
3a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?	X		X	X
b Name of provider			BEAR STEENS CAPITAL	
c Term of hedge		32.200	35.000	
d Was the hedge superintegrated?	X		X	
e Was the hedge terminated?	X		X	
4a Were gross proceeds invested in a guaranteed investment contract (GIC)?	X		X	X
b Name of provider			TRINITY PLUS	CITIGROUP FINANCIAL
c Term of GIC		2.400	1.800	1.700
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?	X		X	X
5 Were any gross proceeds invested beyond an available temporary period?	X	X	X	X
6 Did the bond issue qualify for an exception to rebate?	X	X	X	X

Part VII Procedures To Undertake Corrective Action

Check the box if the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations

Part VII Supplemental Information. Complete this part to provide additional information for responses to questions on Schedule K (see instructions).

Part III Private Business Use (Continued)

SERIES G, H, I, J - SEE SCHEDULE K PART VI

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

Part IV Arbitrage

	A	B	C	D
	Yes	No	Yes	No
1 Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?	X		X	X
2 Is the bond issue a variable rate issue?	X		X	X
3a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?	X		X	X
b Name of provider	SOLDMAN SACHS CAP	MERRILL LYNCH CAP		
c Term of hedge	35.000	35.000		
d Was the hedge superintrogated?	X		X	X
e Was the hedge terminated?	X		X	X
4a Were gross proceeds invested in a guaranteed investment contract (GIC)?	X	X	X	X
b Name of provider	CITIGROUP FINANCIAL	CITIGROUP FINANCIAL		
c Term of GIC	1.700	.800		
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?	X	X	X	X
5 Were any gross proceeds invested beyond an available temporary period?	X	X	X	X
6 Did the bond issue qualify for an exception to rebate?	X		X	X

Part V Procedures To Undertake Corrective Action

Check the box if the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations

Yes No

Part VI Supplemental Information Complete this part to provide additional information for responses to questions on Schedule K (see instructions).

Part III **Private Business Use (Continued)**

	SERIES K, L - SEE SCHEDULE K PART				
	A Yes	A No	B Yes	B No	C Yes
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X		X	
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?					
c Are there any research agreements that may result in private business use of bond-financed property?					
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?					
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government					
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government	%	%	%	%	%
6 Total of lines 4 and 5	%	%	%	%	%
7 Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X	X			

Part IV **Arbitrage**

	A Yes	A No	B Yes	B No	C Yes	C No	D Yes	D No
1 Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?		X		X				
2 Is the bond issue a variable rate issue?	X			X				
3a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?	X			X				
b Name of provider	MERRILL LYNCH CAP 35,000							
c Term of hedge		X						
d Was the hedge superintegrated?		X						
e Was the hedge terminated?		X						
4a Were gross proceeds invested in a guaranteed investment contract (GIC)?	X			X				
b Name of provider								
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
5 Were any gross proceeds invested beyond an available temporary period?	X		X					
6 Did the bond issue qualify for an exception to rebate?	X		X					

Part V **Procedures To Undertake Corrective Action**

Check the box if the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations Yes No

Part VI **Supplemental Information.** Complete this part to provide additional information for responses to questions on Schedule K (see instructions).

FEDERAL FOOTNOTES

FORM 990, SCHEDULE K, PART VI - TAX EXEMPT BOND INFORMATION

SERIES D

FINANCING A PORTION OF THE CONSTRUCTION OF NEW SPACE IN AN AMBULATORY CARE BUILDING AND A PORTION OF THE CONSTRUCTION OF A PARKING GARAGE; AND THE ACQUISITION AND INSTALLATION OF CAPITAL EQUIPMENT AND CONSTRUCTION OF IMPROVEMENTS AND RENOVATIONS TO EXISTING FACILITIES. REFINANCING MASSACHUSETTS HEALTH & EDUCATIONAL FACILITIES AUTHORITY VARIABLE RATE DEMAND REVENUE BONDS, BRIGHAM AND WOMEN'S HOSPITAL ISSUE, SERIES A, ISSUED 12/31/85. REFINANCING MASSACHUSETTS HEALTH & EDUCATIONAL FACILITIES AUTHORITY REVENUE BONDS, MASSACHUSETTS GENERAL HOSPITAL ISSUE, SERIES F, ISSUED 12/2/92. REFINANCING MASSACHUSETTS HEALTH & EDUCATIONAL FACILITIES AUTHORITY REVENUE BONDS, BRIGHAM AND WOMEN'S HOSPITAL ISSUE, SERIES E, ISSUED 10/12/93.

SERIES E

REFINANCING MASSACHUSETTS HEALTH & EDUCATIONAL FACILITIES AUTHORITY REVENUE BONDS, MASSACHUSETTS GENERAL HOSPITAL ISSUE, SERIES G, ISSUED 8/31/93.

SERIES F

FINANCING A PORTION OF THE FOLLOWING PROJECTS: TENANT IMPROVEMENTS AND FIT OUT OF LEASED SPACE; CONSTRUCTION AND RENOVATION OF OPERATING ROOMS AT AN AMBLUATORY SURGERY CENTER; RENOVATIONS TO VARIOUS CLINICAL AREAS. FINANCING A PORTION OF THE FOLLOWING PROJECTS: ACQUISITION OF A FACILITY AND A SMALL PARCEL OF VACANT LAND; CONSTRUCTION OF A CARDIOVASCULAR CENTER; THE ACQUISITION AND INSTALLATION OF CAPITAL EQUIPMENT AND CONSTRUCTION OF IMPROVEMENTS AND RENOVATIONS TO VARIOUS EXISTING FACILITIES. FINANCING A PORTION OF THE CONSTRUCTION AND RENOVATION OF FACILITIES. FINANCING THE ACQUISITION AND IMPROVEMENTS OF A PORTION OF A BUILDING AND INSTALLATION OF CAPITAL EQUIPMENT THEREIN. REFINANCING MASSACHUSETTS HEALTH & EDUCATIONAL FACILITIES AUTHORITY REVENUE BONDS, NEWTON-WELLESLEY HOSPITAL ISSUE, SERIES E, ISSUED 9/20/95.

FEDERAL FOOTNOTES

SERIES G

FINANCING A PORTION OF CONSTRUCTION OF A CARDIOVASCULAR CENTER. FINANCING THE FOLLOWING PROJECTS: A PORTION OF THE CONSTRUCTION OF A BUILDING AND A RECEIVING DOCK; A PORTION OF THE COST OF ACQUISITION OF CONDOMINIUM UNITS; AND RENOVATIONS TO CLINICAL SPACE. FINANCING RENOVATIONS AND IMPROVEMENTS TO INPATIENT CLINICAL AREAS. FINANCING A PORTION OF THE FOLLOWING PROJECTS: CONSTRUCTION AND EQUIPPING OF AN AMBULATORY CARE CENTER; THE ACQUISITION AND INSTALLATION OF A SYSTEM-WIDE REVENUE MANAGEMENT SYSTEM. REFINANCING MASSACHUSETTS HEALTH & EDUCATIONAL FACILITIES AUTHORITY REVENUE BONDS, PARTNERS HEALTHCARE SYSTEM ISSUE, SERIES A, ISSUED 9/18/97. REFINANCING MASSACHUSETTS HEALTH & EDUCATIONAL FACILITIES AUTHORITY REVENUE BONDS, PARTNERS HEALTHCARE SYSTEM ISSUE, SERIES B, ISSUED 4/28/99. REFINANCING MASSACHUSETTS HEALTH & EDUCATIONAL FACILITIES AUTHORITY REVENUE BONDS, NEWTON-WELLESLEY HOSPITAL ISSUE, SERIES G, ISSUED 2/6/97.

SERIES H

REFINANCING MASSACHUSETTS HEALTH & EDUCATIONAL FACILITIES AUTHORITY REVENUE BONDS, PARTNERS HEALTHCARE SYSTEM ISSUE, SERIES G-1 AND G-3, ISSUED 6/28/07. REFINANCING MASSACHUSETTS HEALTH & EDUCATIONAL FACILITIES AUTHORITY VARIABLE RATE DEMAND REVENUE BONDS, NEWTON-WELLESLEY HOSPITAL ISSUE, SERIES F, ISSUED 11/16/1995.

SERIES I

FINANCING A PORTION OF THE FIT-OUT AND EQUIPPING OF AN AMBULATORY CARE CENTER. FINANCING A PORTION OF THE FOLLOWING PROJECTS: THE CONSTRUCTION OF A BUILDING AND A RECEIVING DOCK; CONSTRUCTION AND EQUIPPING OF A MULTI-SPECIALTY AMBLUATORY CARE CENTER; AND RENOVATIONS TO CLINICAL SPACE. FINANCING RENOVATIONS AND IMPROVEMENTS TO INPATIENT CLINICAL AREAS. FINANCING A PORTION OF THE COST OF RENOVATIONS, EQUIPPING AND FURNISHING OF CLINICAL SPACE TO HOUSE A CANCER CENTER. FINANCING A PORTION OF THE FOLLOWING PROJECTS: THE ACQUISITION AND INSTALLATION OF A SYSTEM-WIDE REVENUE MANAGEMENT SYSTEM AND AN ACUTE CARE DOCUMENTATION MANAGEMENT SYSTEM.

FEDERAL FOOTNOTES

SERIES J

FINANCING A PORTION OF THE FOLLOWING PROJECTS: THE CONSTRUCTION OF A BUILDING AND A RECEIVING DOCK; CONSTRUCTION AND EQUIPPING OF A MULTI-SPECIALTY AMBLUATORY CARE CENTER; AND RENOVATIONS TO CLINICAL SPACE. FINANCING RENOVATIONS AND IMPROVEMENTS TO INPATIENT CLINICAL AREAS. FINANCING A PORTION OF THE FOLLOWING PROJECTS: THE ACQUISITION AND INSTALLATION OF A SYSTEM-WIDE REVENUE MANAGEMENT SYSTEM AND AN ACUTE CARE DOCUMENTATION MANAGEMENT SYSTEM. FINANCING RENOVATIONS AND IMPROVEMENTS TO AN EMERGENCY DEPARTMENT. FINANCING THE ACQUISITION OF AND IMPROVEMENTS TO A HOSPITAL FACILITY. FINANCING PLANNING COSTS INCLUDING ENVIRONMENTAL REMEDIATION COSTS ASSOCIATED WITH THE DEVELOPMENT OF A NEW REHABILITATION HOSPITAL FACILITY. REFINANCING MASSACHUSETTS HEALTH & EDUCATIONAL FACILITIES AUTHORITY REVENUE BONDS, PARTNERS HEALTHCARE SYSTEM ISSUE, SERIES G-4, ISSUED 6/28/07. REFINANCING MASSACHUSETTS HEALTH & EDUCATIONAL FACILITIES AUTHORITY REVENUE BONDS, PARTNERS HEALTHCARE SYSTEM ISSUE, SERIES A, ISSUED 9/18/97. REFINANCING MASSACHUSETTS HEALTH & EDUCATIONAL FACILITIES AUTHORITY REVENUE BONDS, PARTNERS HEALTHCARE SYSTEM ISSUE, SERIES B, ISSUED 4/28/99.

SERIES K

FINANCING RENOVATIONS AND IMPROVEMENTS TO AN EMERGENCY DEPARTMENT. FINANCING A PORTION OF THE FOLLOWING PROJECTS: THE CONSTRUCTION OF A BUILDING AND A RECEIVING DOCK; CONSTRUCTION AND EQUIPPING OF A MULTI-SPECIALTY AMBLUATORY CARE CENTER; AND RENOVATIONS TO CLINICAL SPACE. FINANCING PLANNING COSTS INCLUDING ENVIRONMENTAL REMEDIATION COSTS ASSOCIATED WITH THE DEVELOPMENT OF A NEW REHABILITATION HOSPITAL FACILITY. FINANCING A PORTION OF THE FOLLOWING PROJECTS: THE ACQUISITION AND INSTALLATION OF A SYSTEM-WIDE REVENUE MANAGEMENT SYSTEM AND AN ACUTE CARE DOCUMENTATION MANAGEMENT SYSTEM. REFINANCING MASSACHUSETTS HEALTH & EDUCATIONAL FACILITIES AUTHORITY REVENUE BONDS, PARTNERS HEALTHCARE SYSTEM ISSUE, SERIES C, ISSUED 4/26/01. REFINANCING MASSACHUSETTS HEALTH & EDUCATIONAL FACILITIES AUTHORITY REVENUE BONDS, PARTNERS HEALTHCARE SYSTEM ISSUE, SERIES D-1, D-2 AND D-4, ISSUED 5/28/03.

FEDERAL FOOTNOTES

SERIES L
FINANCING RENOVATIONS AND IMPROVEMENTS TO AN EMERGENCY DEPARTMENT.
FINANCING PLANNING COSTS INCLUDING ENVIRONMENTAL REMEDIATION COSTS
ASSOCIATED WITH THE DEVELOPMENT OF A NEW REHABILITATION HOSPITAL
FACILITY. FINANCING A PORTION OF THE FOLLOWING PROJECTS: THE
ACQUISITION AND INSTALLATION OF A SYSTEM-WIDE REVENUE MANAGEMENT
SYSTEM AND AN ACUTE CARE DOCUMENTATION MANAGEMENT SYSTEM. FINANCING
PLANNING COSTS AND CONSTRUCTION OF BUILDING TO HOUSE CLINICAL AND
RESEARCH SPACE AND UNDERGROUND PARKING SPACES. FINANCING THE
CONSTRUCTION OF AN UNDERGROUND PARKING FACILITY. FINANCING THE
ACQUISITION OF LAND AND BUILDING TO HOUSE WET AND DRY RESEARCH SPACE,
AND PARKING GARAGE. FINANCING THE ACQUISITION, RENOVATION, EQUIPPING
AND FURNISHING OF AN OUTPATIENT SURGICAL CENTER. REFINANCING
MASSACHUSETTS HEALTH & EDUCATIONAL FACILITIES AUTHORITY REVENUE
BONDS, PARTNERS HEALTHCARE SYSTEM ISSUE, SERIES B, ISSUED 4/28/99.
REFINANCING MASSACHUSETTS HEALTH & EDUCATIONAL FACILITIES AUTHORITY
REVENUE BONDS, PARTNERS HEALTHCARE SYSTEM ISSUE, SERIES C, ISSUED
4/26/01. REFINANCING MASSACHUSETTS HEALTH & EDUCATIONAL FACILITIES
AUTHORITY REVENUE BONDS, PARTNERS HEALTHCARE SYSTEM ISSUE, SERIES E,
ISSUED 6/12/03.

PART II PROCEEDS
LINE 3
TOTAL PROCEEDS INCLUDE INVESTMENT EARNINGS.

PART III PRIVATE BUSINESS USE
COLUMN B
SERIES E: NOT APPLICABLE PURSUANT TO THE INSTRUCTIONS, AS THE BOND
ISSUE CONSISTED OF THE REFUNDING OF A PRE-JANUARY 1, 2003 ISSUE.

PART IV ARBITRAGE
LINE 1
FORM 8038-T HAS NOT BEEN FILED AS ARBITRAGE REBATE PAYMENTS HAVE NOT
BEEN REQUIRED.

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, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.
► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No. 1545-0047

2011

Open To Public
Inspection

Name of the organization

PARTNERS HEALTHCARE SYSTEM, INC.

Employer identification number

04-3230035

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

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

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?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
(1)										
(2)										
(3)										
(4)										
(5)										
(6)										
(7)										
(8)										
(9)										
(10)										
Total				► \$						

Part III Grants or Assistance Benefiting 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 and type of assistance
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule L (Form 990 or 990-EZ) 2011

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
(1) L CONNORS	FAMILY - CONNORS	126,195.	SALARY-BRIGHAM & WOMEN'S PHYS		X
(2) D SHTASEL	FAMILY - GOTTLIEB	210,248.	SALARY-MASS GENERAL PHYS. ORG		X
(3) A MORIARTY	FAMILY - MORIARTY	150,637	SALARY-BRIGHAM & WOMEN'S HOSP		X
(4) J CUNNINGHAM	FAMILY - WOO	181,984	SALARY-BRIGHAM & WOMEN'S PHYS		X
(5) J BRYANT	FAMILY - WOO	241,370	SALARY-BRIGHAM & WOMEN'S HOSP		X
(6) E WOO	FAMILY - WOO	234,555	SALARY-MASS GENERAL PHYS ORG		X
(7) B WOO	FAMILY - WOO	256,090	SALARY-MASS GENERAL PHYS ORG		X
(8) COVIDIEN	CONNORS - DIRECTOR	25,034,740	HEALTH PRODUCTS		X
(9) BANK OF AMERICA	FINUCANE - OFFICER	1,842,421	BANKING		X
(10) BANK OF AMERICA	GIFFORD - DIRECTOR	1,842,421	BANKING		X

Part V Supplemental Information

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

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) Share of organization's revenues?	
				Yes	No
(1) NSTAR	GIFFORD - DIRECTOR	19,544,943.	UTILITIES		X
(2) MEDICALIS	HOLMAN - DIRECTOR	1,949,101.	DECISION SUPPORT		X
(3) THERMOFISHER	MANZI - DIRECTOR	15,164,678.	PRODUCTS		X
(4) CRICO	MORIARTY - DIRECTOR	91,665,352	INSURANCE		X
(5) CRICO	MINEHAN - DIRECTOR	91,665,352	INSURANCE		X
(6) BECTON, DICKINSON & COMPANY	MINEHAN - DIRECTOR	15,988,445	MEDICAL SUPPLIES		X
(7) ABIOMED	TERMEER - DIRECTOR	799,000.	PRODUCTS & SERVICES		X
(8) MEDSIM	TERMEER - DIRECTOR	349,996	PRODUCTS & SERVICES		X
(9) FOREST LABORATORIES/FOREST PHARMAC	BASGOZ - DIRECTOR	338,834	PRODUCTS		X
(10) CRICO	MARKELL - OFFICER	91,665,352	INSURANCE		X

Part V Supplemental Information

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

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) Share of organization's revenues?	
				Yes	No
(1) CRICO	LAWRENCE - DIRECTOR	91,665,352.	INSURANCE	X	
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

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

Supplemental Information to Form 990 or 990-EZ

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

Name of the organization

PARTNERS HEALTHCARE SYSTEM, INC.

Employer identification number

04-3230035

STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

FORM 990, PART III, LINE 4A

PARTNERS HEALTHCARE SYSTEM, INC., (PARTNERS) ESTABLISHED IN MARCH 1994,

IS THE CORPORATION OVERSEEING THE AFFILIATION OF BRIGHAM AND WOMEN'S

HEALTH CARE, THE MASSACHUSETTS GENERAL HOSPITAL, NSMC HEALTHCARE, INC.,

NEWTON-WELLESLEY HEALTH CARE SYSTEM, INC. AND PARTNERS CONTINUING CARE,

INC. PARTNERS IS DEVELOPING AN INTEGRATED HEALTH CARE DELIVERY SYSTEM

THROUGHOUT THE REGION THAT OFFERS PATIENTS A CONTINUUM OF COORDINATED,

HIGH-QUALITY CARE. THE SYSTEM INCLUDES PRIMARY CARE PHYSICIANS AND

SPECIALISTS, COMMUNITY HOSPITALS, THE TWO FOUNDING ACADEMIC MEDICAL

CENTERS (MGH AND BWH) AND OTHER HEALTH-RELATED ENTITIES. PARTNERS IS

CREATING A FRAMEWORK IN WHICH ALL ASPECTS OF THE HEALTH CARE DELIVERY

SYSTEM ARE COORDINATED BETWEEN AND AMONG PROVIDERS AND FACILITIES.

PARTNERS IMPROVES THE QUALITY OF HEALTH CARE AND FURTHER SERVES THE

PUBLIC AT LARGE BY SUPPORTING ITS MEMBER ORGANIZATIONS SO THAT THEY MAY

PURSUE THEIR TEACHING AND RESEARCH MISSIONS.

THE MEMBER ORGANIZATIONS OF PARTNERS HAVE JOINED TOGETHER IN A COMMITMENT

TO SERVE THE COMMUNITY. TOGETHER, THESE ORGANIZATIONS ARE DEDICATED TO

ENHANCING PATIENT CARE, TEACHING AND RESEARCH, AND TO TAKING A LEADERSHIP

ROLE AS AN INTEGRATED HEALTH CARE SYSTEM.

PARTNERS IS COMMITTED TO LEADING THE WAY IN DESIGNING INTEGRATED PATIENT

AND FAMILY-CENTERED CARE WITH THE GOALS OF ENHANCING THE QUALITY OF

Name of the organization

PARTNERS HEALTHCARE SYSTEM, INC.

Employer identification number

04-3230035

PATIENT CARE AND SLOWING THE INCREASE IN HEALTH CARE COSTS.

PARTNERS HAS LAUNCHED A SERIES OF STRATEGIC INITIATIVES TO REDESIGN CARE WITH AN EMPHASIS ON IMPROVING QUALITY AND AFFORDABILITY.

MULTI-DISCIPLINARY TEAMS FROM PARTNERS AND FROM PARTNERS HEALTHCARE HOSPITALS WERE ASSEMBLED TO DEVELOP AND IMPLEMENT STRATEGIES FOR CHANGE, FOCUSING ON THE FOLLOWING KEY AREAS:

CARE REDESIGN: INITIATIVES THAT SEEK IMPROVEMENT IN PATIENT QUALITY AND OUTCOMES WHILE REDUCING THE COST TO DELIVER THOSE OUTCOMES.

PATIENT AFFORDABILITY: INITIATIVES TO MANAGE COST GROWTH AND REDUCE PER UNIT COSTS IN DIRECT PATIENT CARE AND OVERHEAD.

ADDITIONAL AND ONGOING INITIATIVES INCLUDE THE FOLLOWING:

PROMOTING PAYMENT SYSTEMS THAT SUPPORT MORE INTEGRATED, PATIENT-CENTERED CARE.

PROVIDING POPULATION HEALTH MANAGEMENT FOR THE SICKEST PATIENT GROUPS.

DELIVERING SAFETY ACROSS THE CONTINUUM OF CARE.

REDESIGNING PRIMARY CARE.

MAXIMIZING THE USE OF NEW INFORMATION TECHNOLOGY.

PLEASE VISIT

[HTTP://WWW.PARTNERS.ORG/ABOUT/PHILANTHROPY/COMMITMENT-TO-GIVING/DEFAULT.ASPX](http://www.partners.org/about/philanthropy/commitment-to-giving/default.aspx)

FOR MORE INFORMATION ABOUT SPECIFIC PARTNERS' PROGRAMS AND INITIATIVES.

FORM 990 REVIEW

Name of the organization

PARTNERS HEALTHCARE SYSTEM, INC.

Employer identification number

04-3230035

FORM 990, PART VI, SECTION B, LINE 11B

THE FORM 990 WAS PREPARED AND REVIEWED BY THE PARTNERS HEALTHCARE SYSTEM, INC. (PHS) TAX DEPARTMENT. CERTAIN KEY SECTIONS WERE ALSO REVIEWED BY THE PHS EXECUTIVE VICE PRESIDENT OF ADMINISTRATION AND FINANCE, CFO AND TREASURER; THE PHS VICE PRESIDENT OF HUMAN RESOURCES AND BY THE PHS GENERAL COUNSEL. THE EXECUTIVE VICE PRESIDENT OF ADMINISTRATION AND FINANCE, CFO AND TREASURER REVIEWED AND SIGNED THE FORM 990. THE COMPENSATION DISCLOSURES WERE PRESENTED TO AND DISCUSSED WITH THE PHS COMPENSATION COMMITTEE AT THE MAY 2, 2013 MEETING. THE PROCESS FOR PREPARING AND REVIEWING FORM 990 WAS DISCUSSED AT THE MAY 8, 2013 MEETING OF THE AUDIT COMMITTEE OF THE PHS BOARD OF DIRECTORS. THE FINAL FILING VERSION OF THE FORM 990 WAS PROVIDED TO EACH VOTING BOARD MEMBER PRIOR TO FILING.

AUDITED FINANCIAL STATEMENTS

FORM 990, PART XII, LINE 2C

THE ORGANIZATION'S FINANCIAL STATEMENTS ARE AUDITED BY AN INDEPENDENT AUDITOR AS A PART OF A CONSOLIDATED AUDIT OF PARTNERS HEALTHCARE SYSTEM, INC. AND AFFILIATES. THE PARTNERS HEALTHCARE SYSTEM AUDIT COMMITTEE OF THE BOARD ASSUMES OVERSIGHT FOR THE FINANCIAL STATEMENT AUDIT.

PUBLIC AVAILABILITY OF FINANCIAL STATEMENTS AND GOVERNING DOCUMENTS

PART VI, SECTION C, LINE 19

THE ORGANIZATION'S GOVERNING DOCUMENTS ARE FILED WITH MASSACHUSETTS SECRETARY OF STATE AND THE FINANCIAL STATEMENTS ARE FILED WITH MASSACHUSETTS ATTORNEY GENERAL, ALL OF WHICH ARE OPEN TO PUBLIC

Name of the organization

PARTNERS HEALTHCARE SYSTEM, INC.

Employer identification number

04-3230035

INSPECTION.

PROCESS FOR DETERMINING COMPENSATION

FORM 990, PART VI, LINE 15A&B

THE ORGANIZATION HAS A BOARD LEVEL COMPENSATION COMMITTEE THAT REVIEWS AND APPROVES THE COMPENSATION FOR ALL LISTED OFFICERS AND KEY EMPLOYEES EXCEPT THE SECRETARY. THE COMMITTEE IS COMPRISED OF MEMBERS OF THE BOARD WHO ARE NOT EMPLOYED BY THE ORGANIZATION, AND NO MEMBER MAY PARTICIPATE IN THE REVIEW AND APPROVAL OF COMPENSATION IF THE MEMBER HAS A CONFLICT OF INTEREST WITH RESPECT TO THAT COMPENSATION ARRANGEMENT. THE COMMITTEE RELIES ON DATA, PROVIDED BY AN INDEPENDENT COMPENSATION CONSULTANT, WHICH INCLUDES COMPARABLE COMPENSATION FOR SIMILARLY QUALIFIED PERSONS, IN FUNCTIONALLY COMPARABLE POSITIONS, AT SIMILARLY SITUATED ORGANIZATIONS.

THE DELIBERATIONS AND DECISIONS OF THE COMMITTEE ARE DOCUMENTED IN MINUTES OF THE MEETING. THIS REVIEW PROCESS OCCURS ON AN ANNUAL BASIS.

CONFLICT OF INTEREST POLICY

FORM 990, PART VI, SECTION B, LINE 12C

FOR PURPOSES OF ITS ANNUAL TAX FILING, PARTNERS HEALTHCARE HAS AN ANNUAL QUESTIONNAIRE PROCESS FOR OBTAINING INFORMATION ON INTERESTS THAT MAY GIVE RISE TO CONFLICTS FROM ALL OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES. IN ADDITION, IN CONNECTION WITH PARTNERS' CONFLICT OF INTEREST POLICY, THE PARTNERS OFFICE FOR INTERACTIONS WITH INDUSTRY AND OFFICE OF GENERAL COUNSEL WORK TOGETHER TO PERIODICALLY DISTRIBUTE, COLLECT AND REVIEW DISCLOSURE STATEMENTS FROM THESE INDIVIDUALS. THE INFORMATION ON EACH SUCH DISCLOSURE IS REVIEWED BY EACH INDIVIDUAL'S

Name of the organization

PARTNERS HEALTHCARE SYSTEM, INC.

Employer identification number

04-3230035

SUPERVISOR (WHO IN THE CASE OF DIRECTORS AND TRUSTEES IS DEEMED TO CONSIST OF THE CHAIRMAN OF THE BOARD AND THE ENTITY'S PRESIDENT/CEO, WHO REVIEW THE DISCLOSURES WITH THE ASSISTANCE OF THE GENERAL COUNSEL OR ATTORNEY REPRESENTATIVES OF HIS OFFICE).

PARTNERS HAS A CONFLICT OF INTEREST POLICY THAT APPLIES TO ALL ENTITIES IN THE SYSTEM, AND WHICH IS DESIGNED TO: (1) IDENTIFY RELATIONSHIPS AND CONDUCT THAT CREATE EITHER CONFLICTS OF INTEREST OR CONFLICTS OF COMMITMENT; (2) ESTABLISH A SYSTEM FOR DISCLOSENG AND RESOLVING POTENTIAL CONFLICTS; AND (3) ENSURE THAT TRANSACTIONS ARE NEGOTIATED AT ARM'S LENGTH AND THAT PAYMENTS ARE AT FAIR MARKET VALUE. UNDER OUR POLICY, WHEN A CONFLICT ARISES, THE INDIVIDUAL ASSOCIATED WITH THE OUTSIDE ENTITY IN QUESTION MUST PROVIDE FULL DISCLOSURE AND COMPLETELY RECUSE HIM/HERSELF FROM ANY INSTITUTIONAL DECISION-MAKING ABOUT THE TRANSACTION.

IN APPROPRIATE CIRCUMSTANCES, (I) THE CORPORATION MUST CONSIDER AT LEAST TWO ALTERNATIVE DISINTERESTED COMPETITIVE PROPOSALS; OR MUST DETERMINE THAT TWO SUCH COMPETITIVE PROPOSALS DO NOT EXIST OR THAT IT WOULD BE IMPRACTICAL TO ELICIT OR CONSIDER SUCH COMPETITIVE PROPOSALS; AND (II) THE CORPORATION MUST DETERMINE THAT, NOTWITHSTANDING THE APPARENT CONFLICT, THE TRANSACTION IS FAIR AND REASONABLE TO THE CORPORATION AND IS IN THE BEST INTERESTS OF THE CORPORATION. A WRITTEN RECORD MUST BE MADE OF THESE DETERMINATIONS. FURTHERMORE, TRANSACTIONS THAT PRESENT PARTICULARLY SIGNIFICANT CONFLICTS ARE REVIEWED BY AN INDEPENDENT COMMITTEE OF PARTNERS, WHICH REVIEW IS ALSO DOCUMENTED. CONFLICTS OF COMMITMENT BY THE PARTNERS PRESIDENT AND CEO ARE ADDRESSED BY REQUIRING OUTSIDE ACTIVITIES TO BE APPROVED BY THE PARTNERS BOARD CHAIR.

Name of the organization PARTNERS HEALTHCARE SYSTEM, INC.	Employer identification number 04-3230035
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JOINT VENTURE POLICY

FORM 990, PART VI, SECTION B, LINE 16B

PARTNERS HEALTHCARE SYSTEM, INC. AND AFFILIATES ADOPTED A WRITTEN POLICY
DURING FISCAL YEAR 2013.

DECISIONS OF GOVERNING BODY SUBJECT TO MEMBER APPROVAL

FORM 990, PART VI, SECTION A, LINES 7A&B

PURSUANT TO THE CORPORATE BYLAWS OF THE ORGANIZATION, THE AUTHORITY FOR
THE FOLLOWING ACTIONS IS RESERVED TO THE MEMBERS OF THE ORGANIZATION:

- MEMBERS SHALL DETERMINE THE NUMBER OF PHS DIRECTORS AND SHALL ELECT PHS DIRECTORS. MEMBERS MAY, BY A VOTE, INCREASE THE NUMBER OF PHS DIRECTORS. MEMBERS MAY DECREASE THE NUMBER OF PHS DIRECTORS, BUT ONLY TO ELIMINATE VACANCIES EXISTING BY REASON OF THE DEATH, RESIGNATION OR REMOVAL OF ONE OR MORE ELECTED PHS DIRECTORS.
- MEMBERS MAY REMOVE A PHS DIRECTOR WITH OR WITHOUT CAUSE BY VOTE.
- MEMBERS MAY AMEND PHS BYLAWS IN WHOLE OR IN PART OR MAY REPEAL AND ADOPT NEW BYLAWS. MEMBERS MAY ADOPT, AMEND OR REPEAL ANY BYLAW, INCLUDING ANY BYLAWS ADOPTED, AMENDED OR REPEALED BY THE DIRECTORS.

PURSUANT TO THE LAWS OF MASSACHUSETTS, THE AUTHORITY FOR THE FOLLOWING ACTIONS IS RESERVED TO THE MEMBER OF THE ORGANIZATION:

- AMEND OR RESTATE THE ARTICLES OF ORGANIZATION
- CONSOLIDATION OR MERGER
- SALE, LEASE, EXCHANGE OR DISPOSITION OF ALL OR SUBSTANTIALLY ALL OF THE ORGANIZATIONS PROPERTY OR ASSETS.

BUSINESS AND FAMILY RELATIONSHIPS

Name of the organization PARTNERS HEALTHCARE SYSTEM, INC.	Employer identification number 04-3230035
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FORM 990, PART VI, SECTION A, LINE 2

PETER MARKELL & RICHARD HOLBROOK - BUSINESS RELATIONSHIP

G. MARSHALL MORIARTY, CATHY MINEHAN, PETER MARKELL & EDWARD LAWRENCE -
BUSINESS RELATIONSHIP

CHARLES GIFFORD & ANNE FINUCANE - BUSINESS RELATIONSHIP

INDEPENDENT VOTING BOARD MEMBERS

PART VI, LINE 1B

PARTNERS HEALTHCARE SYSTEM, INC. SEEKS TO HAVE A BOARD THAT IS COMPOSED OF INDIVIDUALS WITH THE REQUISITE EXPERTISE AND COMMUNITY REPRESENTATION SO THAT IT MAY EFFECTIVELY GOVERN. DURING THIS REPORTING PERIOD, SOME MEMBERS OF THE BOARD, WHO CONTRIBUTE IMPORTANT EXPERTISE AND DIVERSE PERSPECTIVE, MAY HAVE BEEN AFFILIATED WITH AN ORGANIZATION THAT WAS INVOLVED IN A TRANSACTION REPORTED ON SCHEDULE L. IN SOME INSTANCES, THESE TRANSACTIONS INVOLVED ESSENTIAL PRODUCTS AND SERVICES FOR WHICH THE VENDOR CHOSEN WAS A LEADING NATIONAL OR REGIONAL SOURCE. THREE SUCH VENDORS ARE NATIONALLY-KNOWN SUPPLIERS OF HEALTH-CARE AND/OR RESEARCH-RELATED PRODUCTS; ANOTHER IS A PRIMARY REGIONAL SUPPLIER OF ELECTRICITY. IN ADDITION, MULTIPLE BOARD MEMBERS SIT ON THE BOARD OF OUR JOINTLY-OWNED CAPTIVE LIABILITY INSURANCE COMPANY. AS DESCRIBED ON THIS SCHEDULE O, PARTNERS HEALTHCARE SYSTEM, INC. HAS A CONFLICT OF INTEREST POLICY TO ADDRESS INSTANCES WHERE PARTNERS HEALTHCARE SYSTEM, INC. MAY BE INVOLVED, DIRECTLY OR INDIRECTLY, IN A TRANSACTION WITH A MEMBER OF THE BOARD. THIS POLICY PROTECTS AGAINST UNDUE INFLUENCE BY BOARD MEMBERS AND ASSISTS THE BOARD IN MAKING DECISIONS THAT ARE IN THE BEST INTERESTS OF PARTNERS HEALTHCARE SYSTEM, INC.

Name of the organization

PARTNERS HEALTHCARE SYSTEM, INC.

Employer identification number

04-3230035

OTHER CHANGES IN NET ASSETS OR FUND BALANCES

PART XI, LINE 5

OTHER CHANGES IN NET ASSETS OR FUND BALANCES RELATE TO NET UNREALIZED GAIN/(LOSS) ON INVESTMENTS, CHANGE IN FUNDED STATUS OF DEFINED BENEFIT PLANS, CHANGE IN FAIR VALUE OF HEDGING INTEREST RATE SWAPS, AND OTHER CHANGES IN NET ASSETS.

OTHER EXPENSES

PART IX, LINE 24E

OTHER EXPENSES INCLUDE A ONE-TIME CHARGE OF \$112,041,874 RELATED TO A SHIFT IN STRATEGIC DIRECTION FOR PARTNERS CLINICAL INFORMATION SYSTEMS.

EXECUTIVE COMMITTEE

PART VI, SECTION A, LINE 1A

THE EXECUTIVE COMMITTEE HAS ALL OF THE RESPONSIBILITIES AND AUTHORITY OF THE DIRECTORS DURING INTERVALS BETWEEN MEETINGS OF THE DIRECTORS EXCEPT FOR THE POWERS SPECIFIED IN SECTION 55 OF MASSACHUSETTS GENERAL LAWS, CHAPTER 156B. THE COMMITTEE CONSISTS OF THREE TO FIVE DIRECTORS OF THE CORPORATION APPOINTED ANNUALLY BY THE BOARD OF DIRECTORS.

ATTACHMENT 1FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

PARTNERS HEALTHCARE SYSTEM, INC. (PARTNERS) IS COMMITTED TO SERVING THE COMMUNITY AND IS DEDICATED TO ENHANCING PATIENT CARE, TEACHING AND RESEARCH, AND TO TAKING A LEADERSHIP ROLE AS AN INTEGRATED HEALTH CARE SYSTEM. PARTNERS RECOGNIZES THAT INCREASING VALUE AND CONTINUOUSLY IMPROVING QUALITY ARE ESSENTIAL TO MAINTAINING EXCELLENCE.

Name of the organization PARTNERS HEALTHCARE SYSTEM, INC.	Employer identification number 04-3230035
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ATTACHMENT 2FORM 990, PART VI, LINE 17 - STATES

CA, CO,

FL, GA, ME, MD, MA,

NH, NC, PA,

TX, VT, VA, WI,

ATTACHMENT 3990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
ACCENTURE, LLP P.O. BOX 70629 CHICAGO, IL 60673	CONSULTING SERVICES	16,745,393.
HILL HOLIDAY CONNORS COSMOPULOS INC. LOCKBOX 6939 PHILADELPHIA, PA 19170-6939	ADVERTISING SERVICES	3,339,630.
NETVERSANT NEW ENGLAND, INC. 100 FRANKLIN DRIVE BOSTON, MA 02110	TECHNOLOGICAL SVCS.	2,558,000.
SOLARIS DEVELOPMENT, INC. 63 DRUMLIN ROAD NEWTON, MA 02459	CONSULTING SERVICES	2,487,623.
FISH & RICHARDSON, P.C. P.O. BOX 3295 BOSTON, MA 02241-3295	LEGAL SERVICES	2,014,743.
TOTAL COMPENSATION		<u>27,145,389.</u>

ATTACHMENT 4

Name of the organization

PARTNERS HEALTHCARE SYSTEM, INC.

Employer identification number

04-3230035

ATTACHMENT 4 (CONT'D)FORM 990, PART IX - OTHER EXPENSES

<u>DESCRIPTION</u>	(A) <u>TOTAL EXPENSES</u>	(B) <u>PROGRAM SERVICE EXP.</u>	(C) <u>MANAGEMENT AND GENERAL</u>	(D) <u>FUNDRAISING EXPENSES</u>
BAD DEBT	40,000.	40,000.		
MISCELLANEOUS EXPENSES	10,354,156.		10,351,833.	2,323.
IMPAIRMENT EXPENSE - NONREC.	112,041,874.		112,041,874.	
PROGRAM SUPPORT/SUBSIDY EXP.	3,143,551.		3,143,551.	
TOTALS	<u>125,579,581.</u>	<u>40,000.</u>	<u>125,537,258.</u>	<u>2,323.</u>

ATTACHMENT 5FORM 990, PART X - NOTES AND LOANS RECEIVABLE

BORROWER: THE BRIGHAM AND WOMEN'S HOSPITAL, INC.
 INTEREST RATE: 4.120000
 MATURITY DATE: 09/15/2040
 PURPOSE OF LOAN: PARTNERS CAPITAL FRAMEWORK LOAN

BEGINNING BALANCE DUE	690,985,626.
ENDING BALANCE DUE	<u>755,028,515.</u>

BORROWER: THE GENERAL HOSPITAL CORPORATION
 INTEREST RATE: 4.120000
 MATURITY DATE: 08/15/2040
 PURPOSE OF LOAN: PARTNERS CAPITAL FRAMEWORK LOAN

BEGINNING BALANCE DUE	500,554,374.
ENDING BALANCE DUE	<u>491,309,221.</u>

Name of the organization

PARTNERS HEALTHCARE SYSTEM, INC.

Employer identification number

04-3230035

ATTACHMENT 5 (CONT'D)

BORROWER: THE MASSACHUSETTS GENERAL HOSPITAL
 INTEREST RATE: 4.120000
 MATURITY DATE: 09/15/2040
 PURPOSE OF LOAN: PARTNERS CAPITAL FRAMEWORK LOAN

BEGINNING BALANCE DUE 201,126,545.
 ENDING BALANCE DUE 241,266,086.

BORROWER: THE MASSACHUSETTS GENERAL HOSPITAL
 INTEREST RATE: 4.120000
 MATURITY DATE: 06/30/2037
 PURPOSE OF LOAN: PROPERTY ACQUISITION

BEGINNING BALANCE DUE 100,000,000.
 ENDING BALANCE DUE 100,000,000.

Name of the organization

PARTNERS HEALTHCARE SYSTEM, INC.

Employer identification number

04-3230035

ATTACHMENT 5 (CONT'D)

BORROWER: THE MCLEAN HOSPITAL CORPORATION
 INTEREST RATE: 4.120000
 MATURITY DATE: 06/15/2015
 PURPOSE OF LOAN: PARTNERS CAPITAL FRAMEWORK LOAN

BEGINNING BALANCE DUE 13,551,636.
 ENDING BALANCE DUE 23,071,407.

BORROWER: THE SPAULDING REHABILITATION HOSPITAL
 INTEREST RATE: 4.120000
 MATURITY DATE: 02/15/2038
 PURPOSE OF LOAN: PARTNERS CAPITAL FRAMEWORK LOAN

BEGINNING BALANCE DUE 19,933,578.
 ENDING BALANCE DUE 15,525,407.

Name of the organization PARTNERS HEALTHCARE SYSTEM, INC.	Employer identification number 04-3230035
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ATTACHMENT 5 (CONT'D)

BORROWER: REHAB. HOSPITAL OF THE CAPE & ISLANDS
 INTEREST RATE: 4.120000
 MATURITY DATE: 06/15/2025
 PURPOSE OF LOAN: PARTNERS CAPITAL FRAMEWORK LOAN

BEGINNING BALANCE DUE	10,772,017.
ENDING BALANCE DUE	<u>10,144,023.</u>

BORROWER: BRIGHAM AND WOMEN'S FAULKNER HOSPITAL
 INTEREST RATE: 4.120000
 MATURITY DATE: 06/15/2032
 PURPOSE OF LOAN: PARTNERS CAPITAL FRAMEWORK LOAN

BEGINNING BALANCE DUE	22,037,669.
ENDING BALANCE DUE	<u>19,471,678.</u>

Name of the organization PARTNERS HEALTHCARE SYSTEM, INC.	Employer identification number 04-3230035
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ATTACHMENT 5 (CONT'D)

BORROWER: NORTH SHORE MEDICAL CENTER, INC.
 INTEREST RATE: 4.120000
 MATURITY DATE: 06/15/2039
 PURPOSE OF LOAN: PARTNERS CAPITAL FRAMEWORK LOAN

BEGINNING BALANCE DUE	197,847,311.
ENDING BALANCE DUE	<u>222,285,167.</u>

BORROWER: NEWTON-WELLESLEY HOSPITAL
 INTEREST RATE: 4.120000
 MATURITY DATE: 09/15/2040
 PURPOSE OF LOAN: PARTNERS CAPITAL FRAMEWORK LOAN

BEGINNING BALANCE DUE	166,869,474.
ENDING BALANCE DUE	<u>171,088,570.</u>

Name of the organization

PARTNERS HEALTHCARE SYSTEM, INC.

Employer identification number

04-3230035

ATTACHMENT 5 (CONT'D)

BORROWER: FRC, INC.
 INTEREST RATE: 4.120000
 MATURITY DATE: 06/15/2024
 PURPOSE OF LOAN: PARTNERS CAPITAL FRAMEWORK LOAN

BEGINNING BALANCE DUE 5,585,732.
 ENDING BALANCE DUE 4,939,369.

BORROWER: SHAUGHNESSY - KAPLAN REHAB. HOSPITAL
 INTEREST RATE: 4.120000
 MATURITY DATE: 01/15/2023
 PURPOSE OF LOAN: PARTNERS CAPITAL FRAMEWORK LOAN

BEGINNING BALANCE DUE 2,183,879.
 ENDING BALANCE DUE 1,720,419.

Name of the organization

PARTNERS HEALTHCARE SYSTEM, INC.

Employer identification number

04-3230035

ATTACHMENT 5 (CONT'D)

BORROWER: PARTNERS HOME CARE, INC.

INTEREST RATE: 4.120000

MATURITY DATE: 12/15/2012

PURPOSE OF LOAN: PARTNERS CAPITAL FRAMEWORK LOAN

BEGINNING BALANCE DUE	83,584.
ENDING BALANCE DUE	<u>8,760.</u>

BORROWER: THE MGH INSTITUTE OF HEALTH PROFESSIONS

INTEREST RATE: 4.120000

MATURITY DATE: 06/15/2031

PURPOSE OF LOAN: PARTNERS CAPITAL FRAMEWORK LOAN

BEGINNING BALANCE DUE	19,346,304.
ENDING BALANCE DUE	<u>21,212,750.</u>

Name of the organization

PARTNERS HEALTHCARE SYSTEM, INC.

Employer identification number

04-3230035

ATTACHMENT 5 (CONT'D)

BORROWER: PARTNERS CONTINUING CARE, INC.
 INTEREST RATE: 4.120000
 MATURITY DATE: 09/15/2014
 PURPOSE OF LOAN: PARTNERS CAPITAL FRAMEWORK LOAN

BEGINNING BALANCE DUE	3,289,480.
ENDING BALANCE DUE	<u>2,219,722.</u>

BORROWER: NANTUCKET COTTAGE HOSPITAL
 INTEREST RATE: 4.120000
 MATURITY DATE: 12/16/2012
 PURPOSE OF LOAN: WORKING CAPITAL

BEGINNING BALANCE DUE	4,000,000.
ENDING BALANCE DUE	<u>4,000,000.</u>

Name of the organization PARTNERS HEALTHCARE SYSTEM, INC.	Employer identification number 04-3230035
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ATTACHMENT 5 (CONT'D)

BORROWER:	THE GENERAL HOSPITAL CORPORATION
INTEREST RATE:	3.535000
MATURITY DATE:	07/01/2012
PURPOSE OF LOAN:	NON-FRAMEWORK LOAN PENSION
ENDING BALANCE DUE	<u>111,604,200.</u>

BORROWER:	MASSACHUSETTS GENERAL PHYSICIANS ORG.
INTEREST RATE:	3.535000
MATURITY DATE:	07/01/2021
PURPOSE OF LOAN:	NON-FRAMEWORK LOAN PENSION
ENDING BALANCE DUE	<u>16,923,000.</u>

Name of the organization

PARTNERS HEALTHCARE SYSTEM, INC.

Employer identification number

04-3230035

ATTACHMENT 5 (CONT'D)

BORROWER:	THE MCLEAN HOSPITAL CORPORATION
INTEREST RATE:	3.535000
MATURITY DATE:	07/01/2021
PURPOSE OF LOAN:	NON-FRAMEWORK LOAN PENSION
ENDING BALANCE DUE	10,188,900.

BORROWER:	THE SPAULDING REHABILITATION HOSPITAL
INTEREST RATE:	3.535000
MATURITY DATE:	07/01/2021
PURPOSE OF LOAN:	NON-FRAMEWORK LOAN PENSION
ENDING BALANCE DUE	5,004,600.

Name of the organization

PARTNERS HEALTHCARE SYSTEM, INC.

Employer identification number

04-3230035

ATTACHMENT 5 (CONT'D)

BORROWER:	PARTNERS HOSPICE, INC.
INTEREST RATE:	3.535000
MATURITY DATE:	07/01/2021
PURPOSE OF LOAN:	NON-FRAMEWORK LOAN PENSION
ENDING BALANCE DUE	<u>2,889,200.</u>

BORROWER:	SPAULDING HOSPITAL - CAMBRIDGE, INC.
INTEREST RATE:	3.535000
MATURITY DATE:	07/01/2021
PURPOSE OF LOAN:	NON-FRAMEWORK LOAN PENSION
ENDING BALANCE DUE	<u>2,365,300.</u>

Name of the organization PARTNERS HEALTHCARE SYSTEM, INC.	Employer identification number 04-3230035
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ATTACHMENT 5 (CONT'D)

BORROWER:	FRC, INC.
INTEREST RATE:	3.535000
MATURITY DATE:	07/01/2021
PURPOSE OF LOAN:	NON-FRAMEWORK LOAN PENSION
ENDING BALANCE DUE	<u>701,500.</u>

BORROWER:	THE BRIGHAM AND WOMEN'S HOSPITAL, INC.
INTEREST RATE:	3.535000
MATURITY DATE:	07/01/2021
PURPOSE OF LOAN:	NON-FRAMEWORK LOAN PENSION
ENDING BALANCE DUE	<u>59,522,800.</u>

Name of the organization

PARTNERS HEALTHCARE SYSTEM, INC.

Employer identification number

04-3230035

ATTACHMENT 5 (CONT'D)

BORROWER:	BRIGHAM AND WOMEN'S PHYSICIANS ORG.
INTEREST RATE:	3.535000
MATURITY DATE:	07/01/2021
PURPOSE OF LOAN:	NON-FRAMEWORK LOAN PENSION
ENDING BALANCE DUE	<u>7,477,200.</u>

BORROWER:	NORTH SHORE MEDICAL CENTER, INC.
INTEREST RATE:	3.535000
MATURITY DATE:	07/01/2021
PURPOSE OF LOAN:	NON-FRAMEWORK LOAN PENSION
ENDING BALANCE DUE	<u>6,000,000.</u>

TOTAL BEGINNING NOTES AND LOANS RECEIVABLE	<u>1,958,167,209.</u>
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TOTAL ENDING NOTES AND LOANS RECEIVABLES	<u>2,305,967,794.</u>
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SCHEDULE R
 (Form 990)

Related Organizations and Unrelated Partnerships

 Department of the Treasury
 Internal Revenue Service

 Name of the organization
PARTNERS HEALTHCARE SYSTEM, INC.

- 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
2011
 Open to Public
 Inspection

 Name of the organization
PARTNERS HEALTHCARE SYSTEM, INC.

 Employer identification number
04-3230035
Part I **Identification of Disregarded Entities** (Complete if the organization answered "Yes" to 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
(1) PARTNERS HEALTHCARE INTERNATIONAL, LLC	20-5281203 800 BOYLSTON STREET BOSTON, MA 02199	MED TRAINING	MA	12,234,443.	10,610,334.	PHS					
(2) PD PRODUCTIONS LLC	56-2383458 101 MERRIMAC STREET, 3RD FLOOR BOSTON, MA 02114	MED EDUCATION	MA	0	0	PHS					
(3) PARTNERS PRIVATE CARE, LLC	26-3871702 1101 WORCESTER ROAD FRAMINGHAM, MA 01701	HOME HEALTH	MA	0	0	PHC					
(4) GENESISIGHT, LLC	46-1081053 101 HUNTINGTON AVENUE BOSTON, MA 02199	R & D	MA	0	0	PHS					
(5)											
(6)											

Part II **Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" to 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 entity?
												Yes	No
(1) THE MASSACHUSETTS GENERAL HOSPITAL (MGH)	04-1564655 55 FRUIT STREET BOSTON, MA 02114	HEALTHCARE	MA	501 (C) (3)	7	PHS						X	
(2) THE GENERAL HOSPITAL CORPORATION	04-2697983 55 FRUIT STREET BOSTON, MA 02114	HEALTHCARE	MA	501 (C) (3)	3	MGH						X	
(3) MASSACHUSETTS GENERAL PHYSICIANS ORG	04-2807148 55 FRUIT STREET BOSTON, MA 02114	HEALTHCARE	MA	501 (C) (3)	9	MGH						X	
(4) THE MGH HEALTH SERVICES CORPORATION	22-2717383 55 FRUIT STREET BOSTON, MA 02114	HEALTHCARE	MA	501 (C) (3)	11A	MGH							
(5) THE MGH INSTITUTE OF HEALTH PROFESSIONS	04-2868893 36 FIRST AVENUE CHARLESTOWN, MA 02129	MED EDUCATION	MA	501 (C) (3)	2	MGH							
(6) MCLEAN HEALTHCARE, INC (MHC)	20-4572876 115 MILL STREET BELMONT, MA 02478	ADMIN SUPPORT	MA	501 (C) (3)	11A	MGH							
(7) THE MCLEAN HOSPITAL CORPORATION	04-2697981 115 MILL STREET BELMONT, MA 02478	HEALTHCARE	MA	501 (C) (3)	3	MHC							

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

Schedule R (Form 990) 2011

**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.

Name of the organization

PARTNERS HEALTHCARE SYSTEM, INC.

OMB No. 1545-0047

2011Open to Public
InspectionName of the organization
PARTNERS HEALTHCARE SYSTEM, INC.
Employer identification number
04-3230035
Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to 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
(1) _____	_____	_____	_____	_____	_____
(2) _____	_____	_____	_____	_____	_____
(3) _____	_____	_____	_____	_____	_____
(4) _____	_____	_____	_____	_____	_____
(5) _____	_____	_____	_____	_____	_____
(6) _____	_____	_____	_____	_____	_____

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to 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 entity?
(1) MARTHA'S VINEYARD HOSPITAL, INC. (MVH) LINTON LANE, P. O. BOX 1477 OAK BLUFFS, MA 02557	04-2104691 HEALTHCARE	MA	501 (C) (3)	3	MGH	Yes X
(2) WNR, INC 1 LINTON LANE OAK BLUFFS, MA 02557	04-3419920 NURSING SVCS.	MA	501 (C) (3)	9	MVH	X
(3) NANTUCKET COTTAGE HOSPITAL (NCH) 57 PROSPECT STREET NANTUCKET, MA 02554	04-2103823 HEALTHCARE	MA	501 (C) (3)	3	MGH	X
(4) NANTUCKET COTTAGE HOSPITAL FOUNDATION 57 PROSPECT STREET NANTUCKET, MA 02554	04-3829745 ADMIN SUPPORT	MA	501 (C) (3)	11A	NCH	X
(5) BRIGHAM AND WOMEN'S HEALTH CARE (BWHC) 75 FRANCIS STREET BOSTON, MA 02115	04-2921338 ADMIN SUPPORT	MA	501 (C) (3)	7	PHS	X
(6) THE BRIGHAM AND WOMEN'S HOSPITAL (BWH) 75 FRANCIS STREET BOSTON, MA 02115	04-2312909 HEALTHCARE	MA	501 (C) (3)	3	BWHC	X
(7) BIOSCIENCES RESEARCH FOUNDATION, INC. 75 FRANCIS STREET BOSTON, MA 02115	22-2483849 PROMOTE RES.	MA	501 (C) (3)	11A	BWHC	X

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Schedule R (Form 990) 2011

SCHEDULE R
(Form 990)
2011

 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.

Name of the organization

PARTNERS HEALTHCARE SYSTEM, INC.

Employer identification number

04-3230035

Part II Identification of Disregarded Entities (Complete if the organization answered "Yes" to 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
(1) _____	_____	_____	_____	_____	_____
(2) _____	_____	_____	_____	_____	_____
(3) _____	_____	_____	_____	_____	_____
(4) _____	_____	_____	_____	_____	_____
(5) _____	_____	_____	_____	_____	_____
(6) _____	_____	_____	_____	_____	_____

Part III Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to 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 entity?	Yes	No
(1) BWH RESEARCH, INC 75 FRANCIS STREET BOSTON, MA 02115 04-3011445	MED RESEARCH	MA	501 (C) (3)	11A	BWHC	X		
(2) BRIGHAM COMMUNITY PRACTICES, INC 75 FRANCIS STREET BOSTON, MA 02115 22-2588069	HEALTHCARE	MA	501 (C) (3)	9	BWHC	X		
(3) BRIGHAM AND WOMEN'S PHYS ORG (BWPO) 75 FRANCIS STREET BOSTON, MA 02115 04-3466314	HEALTHCARE	MA	501 (C) (3)	9	BWHC	X		
(4) BWH ANESTHESIA RES & EDUC FOUNDATION 75 FRANCIS STREET BOSTON, MA 02115 04-3492603	MED RES & EDU	MA	501 (C) (3)	7	BWPO	X		
(5) BRIGHAM MEDICAL RES & EDUC. FOUNDATION 75 FRANCIS STREET BOSTON, MA 02115 04-3539249	MED RES & EDU	MA	501 (C) (3)	11A	BWPO	X		
(6) BRIGHAM & WOMEN'S OB-GYN RES & EDU 75 FRANCIS STREET BOSTON, MA 02115 04-3494863	MED RES & EDU	MA	501 (C) (3)	7	BWPO	X		
(7) BRIGHAM PATHOLOGY RES & EDU FOUNDATION 75 FRANCIS STREET BOSTON, MA 02115 04-3541111	MED RES & EDU	MA	501 (C) (3)	11A	BWPO	X		

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

Schedule R (Form 990) 2011

**SCHEDULE R
(Form: 990)**Department of the Treasury
Internal Revenue ServiceName of the organization
PARTNERS HEALTHCARE SYSTEM, INC.

- 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.

Related Organizations and Unrelated Partnerships**2011**Open to Public
InspectionName of the organization
PARTNERS HEALTHCARE SYSTEM, INC.
Employer identification number
04-32230035**Part I****Identification of Disregarded Entities** (Complete if the organization answered "Yes" to 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
(1) _____	_____	_____	_____	_____	_____
(2) _____	_____	_____	_____	_____	_____
(3) _____	_____	_____	_____	_____	_____
(4) _____	_____	_____	_____	_____	_____
(5) _____	_____	_____	_____	_____	_____
(6) _____	_____	_____	_____	_____	_____

Part II**Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" to 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 (if section 501(c)(3))	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	Yes	No
(1) BRIGHAM RADIOLOGY RES & EDU FOUNDATION 75 FRANCIS STREET BOSTON, MA 02115	04-3425905	MED RES & EDU MA	501(C) (3)	11A	BWPO		X	
(2) BWH RADIATION ONCOLOGY RES. & EDU FOUND 75 FRANCIS STREET BOSTON, MA 02115	03-0411731	MED RES & EDU MA	501(C) (3)	7	BWPO		X	
(3) BRIGHAM AND WOMEN'S FAULKNER HOSP (BWFH) 1133 CENTRE STREET BOSTON, MA 02130	04-2768256	HEALTHCARE MA	501(C) (3)	3	BWHC		X	
(4) WEST ROXBURY MEDICAL GROUP, INC 18-28 CENTRE STREET BOSTON, MA 02132	04-3148310	HEALTHCARE MA	501(C) (3)	11A	BWFH		X	
(5) FAULKNER BREAST CENTRE, INC 1133 CENTRE STREET BOSTON, MA 02130	04-3195325	HEALTHCARE MA	501(C) (3)	11A	BWFH		X	
(6) FAULKNER COMMUNITY MEDICAL CORPORATION 1133 CENTRE STREET BOSTON, MA 02130	04-3235613	HEALTHCARE MA	501(C) (3)	11A	BWFH		X	
(7) VILLAGE MANOR NURSING HOME, INC 1133 CENTRE STREET BOSTON, MA 02130	04-2775265	NURSING HOME MA	501(C) (3)	3	BWFH		X	

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Schedule R (Form 990) 2011

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.

 Name of the organization
PARTNERS HEALTHCARE SYSTEM, INC.

 Employer identification number
04-3230035

 OMB No 1545-0047
2011

 Open to Public
 Inspection

Part II **Identification of Disregarded Entities** (Complete if the organization answered "Yes" to 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
(1) _____	_____	_____	_____	_____	_____
(2) _____	_____	_____	_____	_____	_____
(3) _____	_____	_____	_____	_____	_____
(4) _____	_____	_____	_____	_____	_____
(5) _____	_____	_____	_____	_____	_____
(6) _____	_____	_____	_____	_____	_____

Part III **Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" to 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 entity?
(1) PARTNERS CONTINUING CARE, INC (PCC) PRUDENTIAL TOWER, 800 BOYLSTON BOSTON, MA 02199	26-0003495 ADMIN SUPPORT	MA	501 (C) (3)	11A	PHS	Yes X
(2) SPAULDING REHABILITATION HOSPITAL CORP 300 FIRST AVENUE CHARLESTOWN, MA 02129	04-2551124 HEALTHCARE	MA	501 (C) (3)	3	PCC	X
(3) REHAB HOSPITAL OF THE CAPE & ISLANDS 311 SERVICE ROAD EAST SANDWICH, MA 02537	04-3071419 HEALTHCARE	MA	501 (C) (3)	3	PCC	X
(4) SHAWNESSY-KAPLAN REHABILITATION HOSP. DOVE AVENUE SALEM, MA 01970	04-3067082 HEALTHCARE	MA	501 (C) (3)	3	PCC	X
(5) PARTNERS HOME CARE, INC (PHC) 281 WINTER STREET WALTHAM, MA 02451	04-2918280 HOME HEALTH	MA	501 (C) (3)	9	PCC	X
(6) PARTNERS HOSPICE, INC 46 WOERT AVENUE #102	04-2730504 WALTHAM, MA 02453	MA	501 (C) (3)	7	PHC	X
(7) FRC, INC. 101 MERRIMAC STREET BOSTON, MA 02114	22-2632121 HEALTHCARE	MA	501 (C) (3)	3	PCC	X

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Schedule R (Form 990) 2011

**SCHEDULE R
(Form 990)****2011**Department of the Treasury
Internal Revenue ServiceName of the organization
PARTNERS HEALTHCARE SYSTEM, INC.

► 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.

Related Organizations and Unrelated Partnerships**Part I** **Identification of Disregarded Entities** (Complete if the organization answered "Yes" to 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
(1) _____	_____	_____	_____	_____	_____
(2) _____	_____	_____	_____	_____	_____
(3) _____	_____	_____	_____	_____	_____
(4) _____	_____	_____	_____	_____	_____
(5) _____	_____	_____	_____	_____	_____
(6) _____	_____	_____	_____	_____	_____

Part II **Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" to 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 entity?
(1) NSMC HEALTHCARE, INC. (NSHC) 81 HIGHLAND AVENUE SALEM, MA 01970	04-3294420 ADMIN SUPPORT MA	04-3399616 HEALTHCARE MA	501 (C) (3)	11A	PHS	X
(2) NORTH SHORE MEDICAL CENTER, INC 81 HIGHLAND AVENUE SALEM, MA 01970	04-3080484 ADMIN SUPPORT MA	04-3080484 HEALTHCARE MA	501 (C) (3)	3	NSHC	X
(3) NORTH SHORE PHYSICIANS GROUP, INC. 81 HIGHLAND AVENUE SALEM, MA 01970	04-2103611 ADMIN SUPPORT MA	04-2103611 HEALTHCARE MA	501 (C) (3)	11A	NSHC	X
(4) NEWTON-WELLESLEY HEALTHCARE SYSTEM (NWHC) 2014 WASHINGTON STREET NEWTON, MA 02462	20-4295282 ADMIN SUPPORT MA	20-4295282 HEALTHCARE MA	501 (C) (3)	11A	PHS	X
(5) NEWTON-WELLESLEY HOSPITAL 2014 WASHINGTON STREET NEWTON, MA 02462	22-2560501 ADMIN SUPPORT MA	22-2560501 HEALTHCARE MA	501 (C) (3)	3	NWHC	X
(6) NEWTON-WELLESLEY AMBULATORY SERVICES 2014 WASHINGTON STREET NEWTON, MA 02462	04-3455952 FUNDRAISING MA	04-3455952 FUNDRAISING MA	501 (C) (3)	7	NWHC	X
(7) NEWTON-WELLESLEY HOSP CHARITABLE FOUND 2014 WASHINGTON STREET NEWTON, MA 02462	501 (C) (3)	501 (C) (3)	501 (C) (3)	11A	NWHC	X

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Schedule R (Form 990) 2011

**SCHEDULE R
(Form 990)**
Related Organizations and Unrelated Partnerships

 Department of the Treasury
 Internal Revenue Service

- 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.

Name or the organization
PARTNERS HEALTHCARE SYSTEM, INC.Employer identification number
04-3230035
Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to 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
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to 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 entity?	Yes	No
(1) NEWTON-WELLESLEY CHILDREN'S CORNER, INC 2014 WASHINGTON STREET NEWTON, MA 02462	CHILD CARE	MA	501 (C) (3)	9	NWHC		X	
(2) PARTNERS MEDICAL INTERNATIONAL, INC 100 CAMBRIDGE STREET BOSTON, MA 02114	MED. TRAINING	MA	501 (C) (3)	11A	PHS		X	
(3) THE FRIENDS OF THE BRIGHAM & WOMEN'S HOS 75 FRANCIS STREET BOSTON, MA 02115	FUNDRAISING	MA	501 (C) (3)	11A	BWHC		X	
(4) SPAULDING HOSPITAL - CAMBRIDGE, INC 1575 CAMBRIDGE STREET CAMBRIDGE, MA 02138	HOSPITAL	MA	501 (C) (3)	3	PCC		X	
(5)								
(6)								
(7)								

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

Schedule R (Form 990) 2011

Part III **Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to 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 allocation?	(i) Code v-JBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	(k) Percentage ownership
							Yes	No	Yes	No
(1) PHS_BAY_COLONY_FUND_LLP-13-3 245 PARK AVENUE, NY, NY 10167	INVESTMENTS	DE	EPIA	EXCLUDED	-48,901	582,970	X	-13,009	X	7 1372
(2)										
(3)										
(4)										
(5)										
(6)										
(7)										

Part IV **Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" to 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) BSC, INC 75 FRANCIS STREET BOSTON, MA 02115	04-2987478	COMMUNICATION	MA	BHHC	C	0	0
(2) PARTNERS COMMUNITY HEALTHCARE, INC 800 BOYLSTON STREET BOSTON, MA 02199	04-3236175	HEALTHCARE	MA	PHS	C	222,864,438	116,833,098.
(3) NEWTON-WELLESLEY PHYSICIAN HOSPITAL ORG 2014 WASHINGTON STREET NEWTON, MA 02462	04-3209749	HEALTHCARE	MA	NRHC	C	4,567,394	11,430,238
(4)							
(5)							
(6)							
(7)							

Part IV Transactions With Related Organizations (Complete if the organization answered "Yes" to 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 of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity
- b Gift, grant, or capital contribution to related organization(s)
- c Gift, grant, or capital contribution from related organization(s)
- d Loans or loan guarantees to or for related organization(s)
- e Loans or loan guarantees by related organization(s)

- f Sale of assets to related organization(s)
- g Purchase of assets from related organization(s)
- h Exchange of assets with related organization(s)
- i Lease of facilities, equipment, or other assets to related organization(s)

- j Lease of facilities, equipment, or other assets from related organization(s)
- k Performance of services or membership or fundraising solicitations for related organization(s)
- l Performance of services or membership or fundraising solicitations by related organization(s)
- m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- n Sharing of paid employees with related organization(s)

- o Reimbursement paid to related organization(s) for expenses
- p Reimbursement paid by related organization(s) for expenses

- q Other transfer of cash or property to related organization(s)
- r Other transfer of cash or property from related organization(s)

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)	THE MASSACHUSETTS GENERAL HOSPITAL	1A (I)	13,003,465.	FMV
(2)	THE GENERAL HOSPITAL CORPORATION	1A (I)	20,620,680.	FMV
(3)	NEWTON-WELLESLEY HOSPITAL	1A (I)	6,135,289.	FMV
(4)	NANTUCKET COTTAGE HOSPITAL	1A (I)	194,631.	FMV
(5)	THE BRIGHAM AND WOMEN'S HOSPITAL	1A (I)	26,844,753.	FMV
(6)	THE MCLEAN HOSPITAL CORPORATION	1A (I)	747,342.	FMV

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to 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 of this schedule

- 1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?
- a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity
 - b Gift, grant, or capital contribution to related organization(s)
 - c Gift, grant, or capital contribution from related organization(s)
 - d Loans or loan guarantees to or for related organization(s)
 - e Loans or loan guarantees by related organization(s),
 - f Sale of assets to related organization(s)
 - g Purchase of assets from related organization(s)
 - h Exchange of assets with related organization(s)
 - i Lease of facilities, equipment, or other assets to related organization(s)
 - j Lease of facilities, equipment, or other assets from related organization(s)
 - k Performance of services or membership or fundraising solicitations for related organization(s)
 - l Performance of services or membership or fundraising solicitations by related organization(s)
 - m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
 - n Sharing of paid employees with related organization(s)
 - o Reimbursement paid to related organization(s) for expenses
 - p Reimbursement paid by related organization(s) for expenses
 - q Other transfer of cash or property to related organization(s)
 - r Other transfer of cash or property from related organization(s)

- 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) THE SPAULDING REHABILITATION HOSPITAL CORP | 1A (I) | 560,911. | FMV |
| (2) REHABILITATION HOSPITAL OF THE CAPE & ISLANDS | 1A (I) | 432,244. | FMV |
| (3) BRIGHAM AND WOMEN'S FAULKNER HOSPITAL, INC. | 1A (I) | 852,847. | FMV |
| (4) NORTH SHORE MEDICAL CENTER | 1A (I) | 8,879,308. | FMV |
| (5) FRC, INC. | 1A (I) | 215,091. | FMV |
| (6) PARTNERS HOME CARE, INC. | 1A (I) | 1,125. | FMV |

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to 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 of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity
- b Gift, grant, or capital contribution to related organization(s)
- c Gift, grant, or capital contribution from related organization(s)
- d Loans or loan guarantees to or for related organization(s)
- e Loans or loan guarantees by related organization(s)
- f Sale of assets to related organization(s)
- g Purchase of assets from related organization(s)
- h Exchange of assets with related organization(s)
- i Lease of facilities, equipment, or other assets to related organization(s)
- j Lease of facilities, equipment, or other assets from related organization(s)
- k Performance of services or membership or fundraising solicitations for related organization(s)
- l Performance of services or membership or fundraising solicitations by related organization(s)
- m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- n Sharing of paid employees with related organization(s)
- o Reimbursement paid to related organization(s) for expenses
- p Reimbursement paid by related organization(s) for expenses
- q Other transfer of cash or property to related organization(s)
- r Other transfer of cash or property from related organization(s)

- 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) PARTNERS CONTINUING CARE | 1A(I) | 115,558. | FMV |
| (2) SHAUGHNESSY-KAPLAN REHABILITATION HOSPITAL | 1A(I) | 81,334. | FMV |
| (3) THE MGH INSTITUTE OF HEALTH PROFESSIONS | 1A(I) | 155,913. | FMV |
| (4) PARTNERS CONTINUING CARE | 1B | 103,645,000. | FMV |
| (5) BRIGHAM AND WOMEN'S HEALTH CARE, INC. | 1C | 44,404,070. | FMV |
| (6) THE MASSACHUSETTS GENERAL HOSPITAL | 1C | 54,284,553. | FMV |

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to 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 of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity
- b Gift, grant, or capital contribution to related organization(s)
- c Gift, grant, or capital contribution from related organization(s)
- d Loans or loan guarantees to or for related organization(s)
- e Loans or loan guarantees by related organization(s)
- f Sale of assets to related organization(s)
- g Purchase of assets from related organization(s)
- h Exchange of assets with related organization(s)
- i Lease of facilities, equipment, or other assets to related organization(s)
- j Lease of facilities, equipment, or other assets from related organization(s)
- k Performance of services or membership or fundraising solicitations for related organization(s)
- l Performance of services or membership or fundraising solicitations by related organization(s)
- m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- n Sharing of paid employees with related organization(s)
- o Reimbursement paid to related organization(s) for expenses
- p Reimbursement paid by related organization(s) for expenses
- q Other transfer of cash or property to related organization(s)
- r Other transfer of cash or property from related organization(s)

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) THE MASSACHUSETTS GENERAL HOSPITAL	1C	13,892,611.	FMV
(2) THE BRIGHAM AND WOMEN'S HOSPITAL	1C	41,354,355.	FMV
(3) MCLEAN HEALTHCARE SYSTEM	1C	3,063,389.	FMV
(4) NSMC HEALTHCARE	1C	8,885,598.	FMV
(5) NEWTON-WELLESLEY HOSPITAL	1C	9,017,118.	FMV
(6) NEWTON-WELLESLEY HEALTH CARE SYSTEM	1C	8,342,892.	FMV

Part IV Transactions With Related Organizations (Complete if the organization answered "Yes" to 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 of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a Receipt of (i) interest, (ii) annuities, (iii) royalties or (iv) rent from a controlled entity
- b Gift, grant, or capital contribution to related organization(s)
- c Gift, grant, or capital contribution from related organization(s)
- d Loans or loan guarantees to or for related organization(s)
- e Loans or loan guarantees by related organization(s)
- f Sale of assets to related organization(s)
- g Purchase of assets from related organization(s)
- h Exchange of assets with related organization(s)
- i Lease of facilities, equipment, or other assets to related organization(s)
- j Lease of facilities, equipment, or other assets from related organization(s)
- k Performance of services or membership or fundraising solicitations for related organization(s)
- l Performance of services or membership or fundraising solicitations by related organization(s)
- m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- n Sharing of paid employees with related organization(s)
- o Reimbursement paid to related organization(s) for expenses
- p Reimbursement paid by related organization(s) for expenses
- q Other transfer of cash or property to related organization(s)
- r Other transfer of cash or property from related organization(s)

- 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) PARTNERS CONTINUING CARE | 1C | 7,364,434. | FMV |
| (2) THE BRIGHAM AND WOMEN'S HOSPITAL | 1D | 50,641,000. | FMV |
| (3) THE GENERAL HOSPITAL CORPORATION | 1D | 6,580,000. | FMV |
| (4) THE MCLEAN HOSPITAL CORPORATION | 1D | 13,516,000. | FMV |
| (5) NORTH SHORE MEDICAL CENTER | 1D | 73,700,000. | FMV |
| (6) NEWTON-WELLESLEY HOSPITAL | 1D | 10,000,000. | FMV |

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to 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 of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity
- b Gift, grant, or capital contribution to related organization(s)
- c Gift, grant, or capital contribution from related organization(s)
- d Loans or loan guarantees to or for related organization(s)
- e Loans or loan guarantees by related organization(s)
- f Sale of assets to related organization(s)
- g Purchase of assets from related organization(s)
- h Exchange of assets with related organization(s)
- i Lease of facilities, equipment, or other assets to related organization(s)
- j Lease of facilities, equipment, or other assets from related organization(s)
- k Performance of services or membership or fundraising solicitations for related organization(s)
- l Performance of services or membership or fundraising solicitations by related organization(s)
- m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- n Sharing of paid employees with related organization(s)
- o Reimbursement paid to related organization(s) for expenses
- p Reimbursement paid by related organization(s) for expenses
- q Other transfer of cash or property to related organization(s)
- r Other transfer of cash or property from related organization(s)

- 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-1) | (c)
Amount involved | (d)
Method of determining amount involved |
|-----|--|-------------------------------|------------------------|--|
| (1) | THE MGH INSTITUTE OF HEALTH PROFESSIONS | 1D | 3,000,000. | FMV |
| (2) | THE MASSACHUSETTS GENERAL HOSPITAL | 1J | 944,370. | FMV |
| (3) | THE MASSACHUSETTS GENERAL HOSPITAL CORPORATION | 1K | 6,197,928. | FMV |
| (4) | THE GENERAL HOSPITAL CORPORATION | 1K | 174,184,714. | FMV |
| (5) | MASSACHUSETTS GENERAL PHYSICIANS ORGANIZATION | 1K | 6,223,979. | FMV |
| (6) | THE SPAULDING REHABILITATION HOSPITAL CORP | 1K | 8,079,189. | FMV |

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to 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 of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity
- b Gift, grant, or capital contribution to related organization(s)
- c Gift, grant, or capital contribution from related organization(s)
- d Loans or loan guarantees to or for related organization(s)
- e Loans or loan guarantees by related organization(s).
- f Sale of assets to related organization(s)
- g Purchase of assets from related organization(s)
- h Exchange of assets with related organization(s)
- i Lease of facilities, equipment, or other assets to related organization(s)
- j Lease of facilities, equipment, or other assets from related organization(s)
- k Performance of services or membership or fundraising solicitations for related organization(s)
- l Performance of services or membership or fundraising solicitations by related organization(s)
- m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- n Sharing of paid employees with related organization(s)
- o Reimbursement paid to related organization(s) for expenses
- p Reimbursement paid by related organization(s) for expenses
- q Other transfer of cash or property to related organization(s)
- r Other transfer of cash or property from related organization(s)

- 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) | (b)
Transaction type (a-r) | (c)
Amount involved | (d)
Method of determining amount involved |
|---|-------------------------------|------------------------|--|
| (1) PARTNERS HOME CARE | 1K | 3,358,168. | FMV |
| (2) FRC, INC. | 1K | 755,118. | FMV |
| (3) SPAULDING HOSPITAL - CAMBRIDGE | 1K | 2,332,604. | FMV |
| (4) REHABILITATION HOSPITAL OF THE CAPE & ISLANDS | 1K | 1,617,545. | FMV |
| (5) PARTNERS CONTINUING CARE | 1K | 803,631. | FMV |
| (6) MARTHAS VINEYARD HOSPITAL | 1K | 345,988. | FMV |

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to 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 of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity
- b Gift, grant, or capital contribution to related organization(s)
- c Gift, grant, or capital contribution from related organization(s)
- d Loans or loan guarantees to or for related organization(s)
- e Loans or loan guarantees by related organization(s)
- f Sale of assets to related organization(s)
- g Purchase of assets from related organization(s)
- h Exchange of assets with related organization(s)
- i Lease of facilities, equipment, or other assets to related organization(s)
- j Lease of facilities, equipment, or other assets from related organization(s)
- k Performance of services or membership or fundraising solicitations for related organization(s)
- l Performance of services or membership or fundraising solicitations by related organization(s)
- m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- n Sharing of paid employees with related organization(s)
- o Reimbursement paid to related organization(s) for expenses
- p Reimbursement paid by related organization(s) for expenses
- q Other transfer of cash or property to related organization(s)
- r Other transfer of cash or property from related organization(s)

- 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-f) | (c) Amount involved | (d) Method of determining amount involved |
|---|----------------------------|---------------------|---|
| (1) NANTUCKET COTTAGE HOSPITAL | 1K | 1,098,155. | FMV |
| (2) THE MCLEAN HOSPITAL CORPORATION | 1K | 10,393,323. | FMV |
| (3) THE MGH INSTITUTE OF HEALTH PROFESSIONS | 1K | 818,344. | FMV |
| (4) THE MGH HEALTH SERVICES CORPORATION | 1K | 61,213. | FMV |
| (5) THE BRIGHAM AND WOMEN'S HOSPITAL | 1K | 143,345,921. | FMV |
| (6) BRIGHAM AND WOMEN'S PHYSICIANS ORGANIZATION | 1K | 4,204,906. | FMV |

Part IV Transactions With Related Organizations (Complete if the organization answered "Yes" to 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 of this schedule

- 1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?
- a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity
 - b Gift, grant, or capital contribution to related organization(s)
 - c Gift, grant, or capital contribution from related organization(s)
 - d Loans or loan guarantees to or for related organization(s)
 - e Loans or loan guarantees by related organization(s)
 - f Sale of assets to related organization(s)
 - g Purchase of assets from related organization(s)
 - h Exchange of assets with related organization(s)
 - i Lease of facilities, equipment, or other assets to related organization(s)
 - j Lease of facilities, equipment, or other assets from related organization(s)
 - k Performance of services or membership or fundraising solicitations for related organization(s)
 - l Performance of services or membership or fundraising solicitations by related organization(s)
 - m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
 - n Sharing of paid employees with related organization(s)
 - o Reimbursement paid to related organization(s) for expenses
 - p Reimbursement paid by related organization(s) for expenses
 - q Other transfer of cash or property to related organization(s)
 - r Other transfer of cash or property from related organization(s)

- 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 (b-r) | (c)
Amount involved | (d)
Method of determining amount involved |
|---|-------------------------------|------------------------|--|
| (1) BRIGHAM AND WOMEN'S FAULKNER HOSPITAL, INC. | 1K | 9,857,974. | FMV |
| (2) NORTH SHORE MEDICAL CENTER | 1K | 34,034,474. | FMV |
| (3) SHAUGHNESSY-KAPLAN REHABILITATION HOSPITAL | 1K | 1,918,368. | FMV |
| (4) NEWTON-WELLESLEY HOSPITAL | 1K | 21,322,827. | FMV |
| (5) PARTNERS COMMUNITY HEALTHCARE | 1K | 5,930,908. | FMV |
| (6) | | | |

Part IV 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) Predominant income related, unrelated, excluded from tax under section 512-514)	(e) Are all partners in section 501(c)(3) organizations? Yes No	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	(k) Percentage ownership		
											Yes	No
(1) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(2) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(3) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(4) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(5) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(6) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(7) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(8) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(9) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(10) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(11) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(12) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(13) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(14) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(15) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(16) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____

Part VII Supplemental Information

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