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Form **990**
 Department of the Treasury
 Internal Revenue Service

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

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

OMB No 1545-0047
2011
Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 10-01-2011 and ending 09-30-2012

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

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

Doing Business As

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

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

D Employer identification number
 04-3358566

E Telephone number
 (508) 334-0496

G Gross receipts \$ 289,656,031

F Name and address of principal officer
 TODD A KEATING
 306 BELMONT STREET
 WORCESTER, MA 01604

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

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

H(c) Group exemption number ▶ 3642

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

J Website: ▶ WWW.UMASSMEMORIAL.ORG

K Form of organization Corporation Trust Association Other ▶

L Year of formation 1998 **M** State of legal domicile MA

Part I Summary

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

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

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	12
5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	0
6 Total number of volunteers (estimate if necessary)	6	0
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	-5,142
b Net unrelated business taxable income from Form 990-T, line 34	7b	-5,142

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	6,025,631	3,233,936
9 Program service revenue (Part VIII, line 2g)	180,835,966	190,420,787
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	7,438,354	-1,590,881
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,903,970	2,829,358
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	196,203,921	194,893,200

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0	0
14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0	0
16a Professional fundraising fees (Part IX, column (A), line 11e)	1,602,995	1,127,995
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,127,995		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	200,322,218	220,325,900
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	201,925,213	221,453,895
19 Revenue less expenses Subtract line 18 from line 12	-5,721,292	-26,560,695

	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	182,508,694	206,354,442
21 Total liabilities (Part X, line 26)	65,099,642	87,390,521
22 Net assets or fund balances Subtract line 21 from line 20	117,409,052	118,963,921

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

 Signature of officer

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

2013-07-18
 Date

Paid Preparer's Use Only

Preparer's signature ▶ ALAN GAROFALO Date

Check if self-employed

Preparer's taxpayer identification number (see instructions) P00744592

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ FEELEY & DRISCOLL PC
 200 PORTLAND STREET
 BOSTON, MA 02114

EIN ▶ 04-2684828

Phone no ▶ (617) 742-7788

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III Yes No

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

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
If "Yes," describe these changes on Schedule O

4 Describe the 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 \$ 153,140,256 including grants of \$) (Revenue \$ 191,831,088)
TO SUPPORT THE ADVANCEMENT OF THE KNOWLEDGE, EDUCATION, AND RESEARCH AND THE PRACTICE OF HEALTH CARE RELATED SERVICES THROUGH THE OVERSIGHT OF UMASS MEMORIAL HEALTH CARE OPERATIONS AND THE EFFICIENT DELIVERY OF SUPPORT SERVICES

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

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

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

4e Total program service expenses \$ 153,140,256

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A.</i> <input checked="" type="checkbox"/>	Yes	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? <input checked="" type="checkbox"/>	Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I.</i> <input checked="" type="checkbox"/>		No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II.</i> <input checked="" type="checkbox"/>	Yes	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III.</i> <input checked="" type="checkbox"/>		No
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? <i>If "Yes," complete Schedule D, Part I.</i> <input checked="" type="checkbox"/>		No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? <i>If "Yes," complete Schedule D, Part II.</i> <input checked="" type="checkbox"/>		No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III.</i> <input checked="" type="checkbox"/>		No
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV.</i> <input checked="" type="checkbox"/>		No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i> <input checked="" type="checkbox"/>	Yes	
11 If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i> <input checked="" type="checkbox"/>	Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i> <input checked="" type="checkbox"/>	Yes	
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i> <input checked="" type="checkbox"/>		No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i> <input checked="" type="checkbox"/>		No
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i> <input checked="" type="checkbox"/>	Yes	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X.</i> <input checked="" type="checkbox"/>	Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i> <input checked="" type="checkbox"/>		No
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.</i> <input checked="" type="checkbox"/>	Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>		No
14a Did the organization maintain an office, employees, or agents outside of the United States?		No
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? <i>If "Yes," complete Schedule F, Part I.</i>		No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S? <i>If "Yes," complete Schedule F, Part II and IV.</i>		No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S? <i>If "Yes," complete Schedule F, Part III and IV.</i>		No
17 Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I.</i> <input checked="" type="checkbox"/>	Yes	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II.</i> <input checked="" type="checkbox"/>	Yes	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III.</i> <input checked="" type="checkbox"/>		No
20a Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H.</i>		No
b If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. All Form 990 filers that operated one or more hospitals must attach audited financial statements.		
	20b	

Part IV Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21		No
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a	Yes	
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	Yes	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a	Yes	
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)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b	Yes	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, question text, sub-questions (1a, 1b, etc.), and Yes/No columns. Includes questions 1a-14a regarding Form 1096, W-2G, Form W-3, federal employment tax returns, unrelated business gross income, foreign country interests, prohibited tax shelter transactions, annual gross receipts, and charitable trusts.

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

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year (17); 1b Enter the number of voting members included in line 1a, above, who are independent (12); 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? (Yes); 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? (No); 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? (No); 5 Did the organization become aware during the year of a significant diversion of the organization's assets? (No); 6 Did the organization have members or stockholders? (Yes); 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? (Yes); 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? (Yes); 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: 8a The governing body? (Yes); 8b Each committee with authority to act on behalf of the governing body? (Yes); 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O (No).

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates? (No); 10b 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?; 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? (Yes); 11b Describe in Schedule O the process, if any, used by the organization to review the Form 990; 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 (Yes); 12b Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? (Yes); 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done (Yes); 13 Did the organization have a written whistleblower policy? (Yes); 14 Did the organization have a written document retention and destruction policy? (Yes); 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? 15a The organization's CEO, Executive Director, or top management official (Yes); 15b Other officers or key employees of the organization (Yes); If "Yes," to line 15a or 15b, describe the process in Schedule O (see instructions); 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? (No); 16b 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?

Section C. Disclosure

- 17 List the States with which a copy of this Form 990 is required to be filed MA
18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
Own website [] Another's website [] Upon request [x]
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. See Additional Data Table.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization.
ROBERT FELDMANN
306 BELMONT STREET
WORCESTER, MA 01604
(508) 334-0496

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

(A) Name and Title	(B) Average hours per week 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	Former			
See Additional Data Table										
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)							0	9,889,053	3,938,868	

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 **0**

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	Yes	
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	Yes	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	Yes	

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization 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
XEROX BUSINESS SERVICES LLC PO BOX 201322 DALLAS, TX 75320	I/S MANAGEMENT SERVICES	24,583,775
UNIVERSAL HOSPITAL SERVICES INC PO BOX 86 MINNEAPOLIS, MN 554860940	MANAGE/SERVICE EQUIPMENT	3,132,754
NUANCE TRANSCRIPTION SERVICES PO BOX 7247-7343 PHILADELPHIA, PA 19170	TRANSCRIPTION SERVICES	2,203,807
MORRISON MAHONEY LLP 270 SUMMER STREET BOSTON, MA 02210	LEGAL SERVICES	1,118,106
MIRICK O'CONNELL 100 FRONT STREET WORCESTER, MA 01608	LEGAL SERVICES	1,071,560

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **33**

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	584,044				
	d	Related organizations 1d					
	e	Government grants (contributions) 1e	172,911				
	f	All other contributions, gifts, grants, and similar amounts not included above 1f	2,476,981				
	g	Noncash contributions included in lines 1a-1f \$ <u>5,049</u>					
	h	Total. Add lines 1a-1f ▶	3,233,936				
Program Service Revenue	2a	SYSTEM ALLOCATION REVE	561000	151,817,302	151,817,302		
	b	AFFILIATE RELATED PROG	561000	34,778,915	34,778,915		
	c	OTHER PSR	561000	3,824,570	3,824,570		
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f ▶		190,420,787			
Other Revenue	3	Investment income (including dividends, interest and other similar amounts) ▶		3,862,259	-5,142	3,867,401	
	4	Income from investment of tax-exempt bond proceeds . . . ▶					
	5	Royalties ▶		68,376		68,376	
	6a		(i) Real				
			(ii) Personal				
		b	Less rental expenses				
		c	Rental income or (loss)				
	d	Net rental income or (loss) ▶					
	7a		(i) Securities	88,949,909	3,541		
			(ii) Other				
		b	Less cost or other basis and sales expenses	94,406,590	0		
		c	Gain or (loss)	-5,456,681	3,541		
	d	Net gain or (loss) ▶		-5,453,140		-5,453,140	
	8a		Gross income from fundraising events (not including \$ <u>584,044</u> 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 . . . ▶					
10a		Gross sales of inventory, less returns and allowances a					
	b	Less cost of goods sold b					
	c	Net income or (loss) from sales of inventory . . . ▶					
	Miscellaneous Revenue	Business Code					
11a	MISCELLANEOUS INCOME	561000	1,410,301	1,410,301			
b	SUBLEASE INCOME	561000	1,350,681		1,350,681		
c							
d	All other revenue						
e	Total. Add lines 11a-11d ▶		2,760,982				
12	Total revenue. See Instructions ▶		194,893,200	191,831,088	-5,142	-166,682	

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				
2	Grants and other assistance to individuals in the United States See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees				
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages				
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9	Other employee benefits				
10	Payroll taxes				
11	Fees for services (non-employees)				
a	Management				
b	Legal	1,313,566		1,313,566	
c	Accounting	879,021		879,021	
d	Lobbying	771,341	771,341		
e	Professional fundraising See Part IV, line 17	1,127,995			1,127,995
f	Investment management fees	423,056		423,056	
g	Other	20,316,797	10,971,070	9,345,727	
12	Advertising and promotion	1,187,441	1,187,441		
13	Office expenses	19,357,068	10,452,817	8,904,251	
14	Information technology	44,016,117	44,016,117		
15	Royalties				
16	Occupancy	6,034,204	3,258,470	2,775,734	
17	Travel	485,271	485,271		
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	168,990	91,255	77,735	
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	829	448	381	
23	Insurance	29,611,581	29,611,581		
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	SYSTEM OVERHEAD ACTIVIT	73,673,550	39,783,717	33,889,833	
b	PURCHASED SERVICES	15,168,465	9,959,672	5,208,793	
c	ACTUARIAL INCREASE IN P	3,194,927		3,194,927	
d	PROFESSIONAL SERVICES	2,076,744	1,121,442	955,302	
e					
f	All other expenses	1,646,932	1,429,614	217,318	
25	Total functional expenses. Add lines 1 through 24f	221,453,895	153,140,256	67,185,644	1,127,995
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing	1,496,811	1	6,258,287
	2 Savings and temporary cash investments	11,794,092	2	4,116,306
	3 Pledges and grants receivable, net	1,836,910	3	646,353
	4 Accounts receivable, net	379,433	4	4,075,715
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	4,390,281	9	5,006,375
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	93,618		
	b Less accumulated depreciation	87,402	7,045	10c 6,216
	11 Investments—publicly traded securities	126,648,501	11	146,334,969
	12 Investments—other securities See Part IV, line 11	33,844,271	12	37,033,173
	13 Investments—program-related See Part IV, line 11	120,000	13	120,000
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	1,991,350	15	2,757,048
16 Total assets. Add lines 1 through 15 (must equal line 34)	182,508,694	16	206,354,442	
Liabilities	17 Accounts payable and accrued expenses	24,902,248	17	32,175,180
	18 Grants payable		18	
	19 Deferred revenue	400,309	19	412,679
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	39,797,085	25	54,802,662
	26 Total liabilities. Add lines 17 through 25	65,099,642	26	87,390,521
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	65,327,640	27	60,533,111
	28 Temporarily restricted net assets	27,069,458	28	32,219,971
	29 Permanently restricted net assets	25,011,954	29	26,210,839
	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	117,409,052	33	118,963,921	
34 Total liabilities and net assets/fund balances	182,508,694	34	206,354,442	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	194,893,200
2	Total expenses (must equal Part IX, column (A), line 25)	2	221,453,895
3	Revenue less expenses Subtract line 2 from line 1	3	-26,560,695
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	117,409,052
5	Other changes in net assets or fund balances (explain in Schedule O)	5	28,115,564
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	118,963,921

Part XII Financial Statements and Reporting

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

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

SCHEDULE A (Form 990 or 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2011

Open to Public Inspection

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.

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

Employer identification number
04-3358566

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

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

- 1 A church, convention of churches, or association of churches section 170(b)(1)(A)(i).
2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E)
3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state
5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II)
6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi) (Complete Part II)
8 A community trust described in section 170(b)(1)(A)(vi) (Complete Part II)
9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2). (Complete Part III)
10 An organization organized and operated exclusively to test for public safety See section 509(a)(4).
11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h
a Type I b Type II c Type III - Functionally integrated d Type III - Other
e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box
g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

Table with 2 columns: Yes, No. Rows: 11g(i), 11g(ii), 11g(iii)

- (i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?
(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)

Table with 7 columns: (i) Name of supported organization, (ii) EIN, (iii) Type of organization, (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?

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

(Complete only if you checked the box on line 5, 7, or 8 of Part I 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.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public Support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV.) Do not include gain or loss from the sale of capital assets						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (See instructions)					12	

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

14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	14	
15 Public Support Percentage for 2010 Schedule A, Part II, line 14	15	

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 **b 33 1/3% support test—2010.** If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization **17a 10%-facts-and-circumstances test—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 **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 **18 Private Foundation** If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions

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

(Complete only if you checked the box on line 9 of Part I 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 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
- 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
- 20 Private Foundation** If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions

Part IV **Supplemental Information.** Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

SCHEDULE C (Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No 1545-0047

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

Department of the Treasury Internal Revenue Service

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, line 35c (Proxy Tax), then

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

Name of the organization UMass Memorial Health Care Inc (Parent)

Employer identification number

04-3358566

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

- 1 Provide a description of the organization's direct and indirect political campaign activities on behalf of or in opposition to candidates for public office 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?
4a Was a correction made?
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?
5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments

Table with 5 columns: (a) Name, (b) Address, (c) EIN, (d) Amount paid from filing organization's funds, (e) Amount of political contributions received and promptly and directly delivered to a separate political organization.

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														
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width: 50%; text-align: left;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </tbody> </table>	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		
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 non-taxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots non-taxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

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

	(a)		(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			
a Volunteers?		No	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		No	
c Media advertisements?		No	
d Mailings to members, legislators, or the public?		No	
e Publications, or published or broadcast statements?		No	
f Grants to other organizations for lobbying purposes?	Yes		25,187
g Direct contact with legislators, their staffs, government officials, or a legislative body?		No	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?	Yes		746,154
i Other activities? If "Yes," describe in Part IV		No	
j Total lines 1c through 1i			771,341
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

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

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

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

Part IV Supplemental Information

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

Identifier	Return Reference	Explanation
EXPLANATION OF LOBBYING ACTIVITIES	PART II-B, LINE 1	UMASS MEMORIAL HEALTH CARE, INC PAYS DUES TO THESE RESPECTIVE ORGANIZATIONS, WHO IN TURN, LOBBY ON BEHALF OF ITS MEMBERS SOME PORTION OF DUES MAY BE UTILIZED FOR LOBBYING

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2011

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

Name of the organization UMass Memorial Health Care Inc (Parent)

Employer identification number 04-3358566

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

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4: Total number at end of year, Aggregate contributions to (during year), Aggregate grants from (during year), 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?
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

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

- 1 Purpose(s) of conservation easements held by the organization (check all that apply): Preservation of land for public use, Protection of natural habitat, Preservation of open space, Preservation of an historically importantly land area, Preservation of a certified historic structure.

2 Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

Table with 2 columns: Description, Held at the End of the Year. Rows 2a-2d: Total number of conservation easements, Total acreage restricted by conservation easements, Number of conservation easements on a certified historic structure included in (a), Number of conservation easements included in (c) acquired after 8/17/06.

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

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

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

(ii) Assets included in Form 990, Part X

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1

b Assets included in Form 990, Part X

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

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

- a** Public exhibition
- b** Scholarly research
- c** Preservation for future generations
- d** Loan or exchange programs
- e** Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

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

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

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

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

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

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

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance	34,479,956	36,676,864	34,701,644	34,201,797	
b Contributions	1,198,886	158,165	622,721	76,330	
c Investment earnings or losses	3,963,333	-936,731	1,795,326	-5,733	
d Grants or scholarships					
e Other expenditures for facilities and programs	1,417,563	1,418,342	442,827	-429,250	
f Administrative expenses					
g End of year balance	38,224,612	34,479,956	36,676,864	34,701,644	

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

- a** Board designated or quasi-endowment
- b** Permanent endowment 69.000 %
- c** Term endowment 31.000 %

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

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

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

Part VI 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				
b Buildings				
c Leasehold improvements		2,900	2,900	0
d Equipment		90,718	84,502	6,216
e Other				
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				6,216

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	194,893,200
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	221,453,895
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-26,560,695
4	Net unrealized gains (losses) on investments	4	24,822,631
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	3,292,933
9	Total adjustments (net) Add lines 4 - 8	9	28,115,564
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	1,554,869

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	225,922,954
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	16,088,298
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	15,479,162
e	Add lines 2a through 2d	2e	31,567,460
3	Subtract line 2e from line 1	3	194,355,494
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	423,056
b	Other (Describe in Part XIV)	4b	114,650
c	Add lines 4a and 4b	4c	537,706
5	Total Revenue Add lines 3 and 4c . (This should equal Form 990, Part I, line 12)	5	194,893,200

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

1	Total expenses and losses per audited financial statements	1	227,643,603
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	6,612,787
e	Add lines 2a through 2d	2e	6,612,787
3	Subtract line 2e from line 1	3	221,030,816
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	423,056
b	Other (Describe in Part XIV)	4b	23
c	Add lines 4a and 4b	4c	423,079
5	Total expenses Add lines 3 and 4c . (This should equal Form 990, Part I, line 18)	5	221,453,895

Part XIV Supplemental Information

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

Identifier	Return Reference	Explanation
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	UMASS MEMORIAL'S ENDOWMENT CONSISTS OF APPROXIMATELY 160 INDIVIDUAL FUNDS ESTABLISHED FOR A VARIETY OF PURPOSES. NET ASSETS ASSOCIATED WITH ENDOWMENT FUNDS ARE CLASSIFIED AND REPORTED BASED ON THE EXISTENCE OR ABSENCE OF DONOR IMPOSED RESTRICTIONS. UMASS MEMORIAL HAS INTERPRETED UPMIFA AS REQUIRING THE PRESERVATION OF THE ORIGINAL GIFT AS OF THE GIFT DATE OF THE DONOR-RESTRICTED ENDOWMENT FUNDS ABSENT EXPLICIT DONOR STIPULATIONS TO THE CONTRARY. AS A RESULT, UMASS MEMORIAL CLASSIFIES AS PERMANENTLY RESTRICTED NET ASSETS, (A) THE ORIGINAL VALUE OF GIFTS DONATED TO THE PERMANENT ENDOWMENT, (B) THE ORIGINAL VALUE OF SUBSEQUENT GIFTS TO THE PERMANENT ENDOWMENT, AND (C) ACCUMULATIONS TO THE PERMANENT ENDOWMENT MADE IN ACCORDANCE WITH THE DIRECTION OF THE APPLICABLE DONOR GIFT INSTRUMENT AT THE TIME THE ACCUMULATION IS ADDED TO THE FUND. THE REMAINING PORTION OF THE DONOR-RESTRICTED ENDOWMENT FUND THAT IS NOT CLASSIFIED IN PERMANENTLY RESTRICTED NET ASSETS IS CLASSIFIED AS TEMPORARILY RESTRICTED NET ASSETS UNTIL THOSE AMOUNTS ARE APPROPRIATED FOR EXPENDITURE BY UMASS MEMORIAL IN A MANNER CONSISTENT WITH THE STANDARD OF PRUDENCE BY UPMIFA. IN ACCORDANCE WITH UPMIFA, UMASS MEMORIAL CONSIDERS THE FOLLOWING FACTORS IN MAKING A DETERMINATION TO APPROPRIATE OR ACCUMULATED ENDOWMENT FUNDS - THE DURATION AND PRESERVATION OF THE FUND - THE PURPOSES OF UMASS MEMORIAL AND THE DONOR RESTRICTED ENDOWMENT FUND - GENERAL ECONOMIC CONDITIONS - THE POSSIBLE EFFECT OF INFLATION AND DEFLATION - THE EXPECTED TOTAL RETURN FROM INCOME AND THE APPRECIATION OF INVESTMENTS - OTHER RESOURCES OF THE ORGANIZATION - THE INVESTMENT POLICIES OF THE ORGANIZATION.
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X	FIN 48 FOOTNOTE INCOME TAXES - UMASS MEMORIAL FOLLOWS A TWO-STEP APPROACH FOR THE FINANCIAL STATEMENT RECOGNITION AND MEASUREMENT OF A TAX POSITION TAKEN OR EXPECTED TO BE TAKEN ON A TAX RETURN. THE SUBSTANTIAL MAJORITY OF UMASS MEMORIAL AND ITS AFFILIATE ENTITIES ARE RECOGNIZED BY THE INTERNAL REVENUE SERVICE AS TAX-EXEMPT UNDER SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE. ACCORDINGLY, THESE ENTITIES WILL NOT INCUR ANY LIABILITY FOR FEDERAL INCOME TAXES EXCEPT FOR TAX ON UNRELATED BUSINESS INCOME. CERTAIN AFFILIATES ARE TAXABLE ENTITIES. THE MEASUREMENT OF THE AMOUNTS RECORDED AS A PROVISION FOR INCOME TAXES BASED UPON THE AFOREMENTIONED APPROACH IS NOT MATERIAL AND IS RECORDED AS PART OF SUPPLIES AND OTHER EXPENSE IN THE ACCOMPANYING CONSOLIDATED FINANCIAL STATEMENTS OF OPERATIONS. UMASS MEMORIAL DOES NOT BELIEVE IT HAS TAKEN ANY SIGNIFICANT UNCERTAIN TAX POSITIONS.
PART XI, LINE 8 - OTHER ADJUSTMENTS		CHANGE IN BENEFICIAL INTEREST IN PERPETUAL TRUSTS 1,120,295 K-1 ACTIVITY FROM PARTNERSHIPS 23 MISCELLANEOUS -3 NET ASSETS RELEASED FROM RESTRICTIONS FOR OPERATIONS 1,667,172 TEMPORARY RESTRICTED FUND EXPENDITURES -5,287,048 TRANSFERS FROM RELATED PARTIES 5,792,494 TOTAL TO SCHEDULE D, PART XI, LINE 8 3,292,933
		PART XII, LINE 2D \$15,479,162 REVENUE RELATED TO COMMONWEALTH PROFESSIONAL ASSURANCE COMPANY, LTD A WHOLLY OWNED SUBSIDIARY PART XII, LINE 4B \$1,781,822 RESTRICTED REVENUE (\$1,667,172) NET ASSETS RELEASED FROM RESTRICTIONS PART XIII, LINE 2D (\$6,612,787) EXPENSES RELATED TO COMMONWEALTH PROFESSIONAL ASSURANCE COMPANY, LTD A WHOLLY OWNED SUBSIDIARY PART XIII, LINE 4B \$23 K-1 ACTIVITY

Additional Data

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

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
TIFF ABSOLUTE RETURN POOL CLASS A (SHARES 2,878)	10,893,710	F
GMO MULTI-STRATEGY FUND (OFFSHORE) LP (SHARES 6,572,802)	6,572,802	F
TIFF PRIVATE EQUITY PARTNERS 2006/2007 (SHARES 1,286,870)	1,286,870	F
FRANK RUSSELL GLOBAL PRIVATE EQUITY FUND (SHARES 227,704)	227,704	F
MPPLTD PORTFOLIO CLASS A (SHARES 1,979)	181,267	F
AETOS CAPITAL LONG/SHORT STRATEGIES (SHARES 32,440)	3,242,354	F
AETOS CAPITAL DISTRESSED STRATEGIES (SHARES 10,687)	1,348,744	F
AETOS CAPITAL MULTI-STRATEGY ARBITRAGE (SHARES 17,848)	1,951,015	F
TIFF ABSOLUTE RETURN POOL CLASS C (SHARES 1,773)	3,101,004	F
MET WEST ENHANCED TALF STRATEGY FUND (SHARES 979,680)	979,680	F
BENEFICIAL INTEREST	7,248,023	F

SCHEDULE G (Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2011

Open to Public Inspection

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.

Department of the Treasury Internal Revenue Service

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

Employer identification number

04-3358566

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

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

- a Mail solicitations
b Internet and e-mail solicitations
c Phone solicitations
d In-person solicitations
e Solicitation of non-government grants
f Solicitation of government grants
g Special fundraising events

2a Did the organization have a written or oral agreement with any individual... 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.

Table with 6 columns: (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. Includes entry for UMASS MEMORIAL FOUNDATION INC.

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

MA

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

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events
		<u>WINTER BALL</u> (event type)	<u>GOLF TOURNAMENT</u> (event type)	<u>4</u> (total number)	(Add col (a) through col (c))
Revenue	1 Gross receipts	703,770	103,655	132,860	940,285
	2 Less Charitable contributions	411,704	66,613	105,727	584,044
	3 Gross income (line 1 minus line 2)	292,066	37,042	27,133	356,241
Direct Expenses	4 Cash prizes				
	5 Non-cash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	292,066	37,042	27,133	356,241
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				(356,241)
11 Net income summary Combine lines 3 and 10 in column (d) ▶				0	

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

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

9 Enter the state(s) in which the organization operates gaming activities _____

a Is the organization licensed to operate gaming activities in each of these states? Yes No

b If "No," Explain _____

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

b If "Yes," Explain _____

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

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No

13 Indicate the percentage of gaming activity operated in

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

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

Name ▶

Address ▶

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

b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____

c If "Yes," enter name and address

Name ▶

Address ▶

16 Gaming manager information

Name ▶

Gaming manager compensation ▶ \$

Description of services provided ▶

Director/officer Employee Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

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

Identifier	ReturnReference	Explanation
EXPLANATION OF FUNDRAISING PAYMENTS	SCHEDULE G, PART I, LINE 2B, COLUMN (V)	PART I, LINE 2B, COLUMN (III) UMASS MEMORIAL FOUNDATION, INC IS IDENTIFIED AS THE ADMINISTRATOR OF THE PHILANTHROPIC ACTIVITIES OF THE REPORTING ENTITIES OF UMASS MEMORIAL HEALTH CARE, INC THIS INCLUDES THE COORDINATION OF ALL CHARITABLE WORK AND THE MANAGEMENT OF OFFICE OPERATIONS TO SUPPORT FUNDRAISING INCLUDING THE FOLLOWING PROCEDURES 1) ACTIVE DEVELOPMENT WORK 2) DONOR RELATIONS AND COMMUNICATIONS 3) SERVICES TO UMASS MEMORIAL STAFF 4) CONTRIBUTION REPORTS, DONOR RECORD FILES 5) TRANSFER OF CONTRIBUTIONS RECEIVED (CONTRIBUTIONS RECEIVED BY THE FOUNDATION THAT ARE DELEGATED TO A UMASS MEMORIAL REPORTING ENTITY ARE DEPOSITED INTO A DESIGNATED ACCOUNT OF THE RESPECTIVE REPORTING ENTITY UPON RECEIPT) 6) EXPENDITURES OF CONTRIBUTIONS UMASS MEMORIAL HEALTH CARE, INC PAYS UMASS MEMORIAL FOUNDATION, INC ITS PRORATA SHARE OF OPERATING EXPENSES BASED ON THE SPLIT OF UMASS MEMORIAL CONTRIBUTION RECEIPTS VERSUS THE OVERALL TOTAL CONTRIBUTION RECEIPTS AS COLLECTED BY THE FOUNDATION PART II, COLUMN (C) OTHER EVENTS (4 EVENTS REPORTED) ARE 1) K J VUONA GOLF 2) PINK LIGHTING THE WAY 3) STAR GALA 4) LILY'S PAD

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2011

Open to Public Inspection

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

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

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

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

Employer identification number

04-3358566

Part I Questions Regarding Compensation

	Yes	No
1a		
1b	Yes	
2	Yes	
3		
4a		No
4b	Yes	
4c		No
5a		No
5b		No
6a		No
6b		No
7		No
8		No
9		

- 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 checked="" type="checkbox"/> Tax idemnification and gross-up payments | <input checked="" type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e g , maid, chauffeur, chef) |

b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all 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 organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" 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 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.

5 For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

a The organization?

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 Regs 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)?

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
	PART I, LINE 1A	SPLIT DOLLAR GROSS UP CALCULATIONS TO JOHN O'BRIEN AND WALTER ETTINGER ARE TREATED AS TAXABLE COMPENSATION
	PART I, LINE 4B	NAME OF PARTICIPANTS IN OR RECEIVING PAYMENT FROM A SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN EXECUTIVES DOUGLAS S BROWN \$35,635 FINBERG, ROBERT W, M D \$0 TODD A KEATING \$40,228 O'BRIEN, JOHN G \$0 SUBTOTAL EXECUTIVES \$75,863 KEY EMPLOYEES ANDERSON, MILTON C \$0 BLUTE, MICHAEL, M D \$0 BRECKLE, GEORGE, PH D \$31,590 BOLLAND, KATHERINE \$0 DALEY, JENNIFER, M D \$0 DIAMOND, VICTORIA \$22,832 ETTINGER, WALTER H, M D \$70,618 FAIRCHILD, DAVID, M D \$0 FISHER, BARBARA \$0 HYLKA, SHARON \$37,734 KLUGMAN, ROBERT, M D \$36,365 KRUGER, NANCY \$36,955 LAPRIORE, CHERYL M \$0 PHILLIPS, ROBERT A, M D \$74,455 RANDOLPH, JOHN \$0 WEBB, PATRICIA \$25,301 SUBTOTAL KEY EMPLOYEES \$335,850 FORMER O/D OR KEY EMPLOYEES ANDREW SUSSMAN \$56,183 SUBTOTAL FORMER EMPLOYEES \$56,183 TOTAL - ALL \$467,896
SUPPLEMENTAL INFORMATION	PART III	ROBERT W FINBERG, M D RECEIVED COMPENSATION FOR HIS SERVICES RELATED TO MEDICAL RESEARCH, EDUCATION OF MEDICAL STUDENTS AND RESIDENT TRAINING FROM AN UNRELATED ORGANIZATION THE NAME OF THE UNRELATED ORGANIZATION IS UMASS MEDICAL SCHOOL ROBERT W FINBERG, M D \$290,601 PART II - DISCLOSURES 1) JOHN O'BRIEN'S RETIREMENT AND OTHER DEFERRED COMPENSATION AMOUNT INCLUDES A CONTINGENT DEFERRED COMPENSATION ACCRUAL OF \$928,633 WHICH REMAINS THE PROPERTY OF UMASS MEMORIAL UNTIL AND UNLESS THE TERMS OF THE DEFERRED AGREEMENT ARE FULFILLED 2) THE ABOVE DIRECTORS RECEIVE NO COMPENSATION FOR THEIR ROLE AS DIRECTORS ALL COMPENSATION RECEIVED RELATES TO THEIR POSITION AS A PHYSICIAN/ADMINISTRATOR

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

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
FINBERG ROBERT W MD	(i)	0	0	0	0	0	0	0
	(ii)	239,776	51,593	0	117,989	30,161	439,519	0
O'BRIEN JOHN G	(i)	0	0	0	0	0	0	0
	(ii)	924,603	249,750	170,629	994,409	19,064	2,358,455	0
OKIKE O NSIDINANYA MD	(i)	0	0	0	0	0	0	0
	(ii)	365,324	20,701	0	28,008	26,801	440,834	0
BROWN DOUGLAS S	(i)	0	0	0	0	0	0	0
	(ii)	361,891	142,242	35,635	161,396	22,712	723,876	35,635
KEATING TODD A	(i)	0	0	0	0	0	0	0
	(ii)	463,493	108,306	40,228	241,922	16,096	870,045	40,228
ANDERSON MILTON C	(i)	0	0	0	0	0	0	0
	(ii)	128,288	7,788	9,000	14,494	7,969	167,539	0
BLUTE MICHAEL MD	(i)	0	0	0	0	0	0	0
	(ii)	516,074	125,508	0	109,030	32,998	783,610	0
BOLLAND KATHARINE	(i)	0	0	0	0	0	0	0
	(ii)	216,382	55,263	0	24,830	18,979	315,454	0
BRECKLE GEORGE PHD	(i)	0	0	0	0	0	0	0
	(ii)	293,540	69,697	31,590	114,000	24,531	533,358	31,590
DALEY JENNIFER MD	(i)	0	0	0	0	0	0	0
	(ii)	457,364	101,308	0	104,524	33,263	696,459	0
DIAMOND VICTORIA	(i)	0	0	0	0	0	0	0
	(ii)	253,561	69,009	22,832	125,007	27,510	497,919	22,832
ETTINGER WALTER H MD	(i)	0	0	0	0	0	0	0
	(ii)	713,931	187,233	75,588	313,312	21,518	1,311,582	70,618
FAIRCHILD DAVID MD	(i)	0	0	0	0	0	0	0
	(ii)	199,275	19,471	0	21,725	11,040	251,511	0
FISHER BARBARA	(i)	0	0	0	0	0	0	0
	(ii)	242,945	63,877	0	101,787	22,846	431,455	0
HYLKA SHARON	(i)	0	0	0	0	0	0	0
	(ii)	297,856	79,784	37,734	254,150	21,518	691,042	37,734
KLUGMAN ROBERT MD	(i)	0	0	0	0	0	0	0
	(ii)	380,638	92,637	36,365	254,472	23,558	787,670	36,365
KRUGER NANCY	(i)	0	0	0	0	0	0	0
	(ii)	287,629	62,212	56,277	47,051	11,324	464,493	36,955
LAPRIORE CHERYL M	(i)	0	0	0	0	0	0	0
	(ii)	211,340	44,285	0	35,716	21,426	312,767	0

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
PHILLIPS ROBERT A MD	(i)	0	0	0	0	0	0	0
	(ii)	590,517	147,499	74,455	253,043	12,597	1,078,111	74,455
RANDOLPH JOHN T	(i)	0	0	0	0	0	0	0
	(ii)	190,451	46,132	0	138,821	24,518	399,922	0
SUSSMAN ANDREW J	(i)	0	0	0	0	0	0	0
	(ii)	0	0	188,246	591	0	188,837	56,183

Schedule L (Form 990 or 990-EZ)

Transactions with Interested Persons

OMB No 1545-0047

2011

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

Name of the organization UMass Memorial Health Care Inc (Parent)

Employer identification number 04-3358566

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

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

Table with 3 main columns: (a) Name of disqualified person, (b) Description of transaction, (c) Corrected? (Yes/No)

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958
3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

Table with 7 main columns: (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?

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

Table with 3 main columns: (a) Name of interested person, (b) Relationship between interested person and the organization, (c) Amount of grant or type of assistance

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
See Additional Data Table					

Part V Supplemental Information

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

Identifier	Return Reference	Explanation
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Additional Data

Software ID:

Software Version:

EIN: 04-3358566

Name: UMASS MEMORIAL HEALTH CARE INC (PARENT)

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction \$	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
SUSAN ETTINGER	CMG - FAMILY MEMBER OF WALTER ETTINGER, KEY EMPLOYEE	29,066	EMPLOYMENT ARRANGEMENT		No
ROBERT KLUGMAN MD	KEY EMPLOYEE	217,697	RENTAL OF PROPERTY - EXPENSE		No
WILLIAM F SULLIVAN SR	BOD - CMMIC, LABS, VENTURES, CRIR	46,452	INDEPENDENT CONTRACTOR ARRANGEMENT		No
JOHN BUDD	BOD - PARENT, MED CTR, LABS, VENTURES, CRIR, CMMIC	621,379	INDEPENDENT CONTRACTOR ARRANGEMENT		No
KATHERINE COOLIDGE	BOD - WING, CURRENT DIRECTOR	63,910	INDEPENDENT CONTRACTOR ARRANGEMENT		No
ELAINE GRANVILLE RN	UMMMC, FAMILY MEMBER OF CHERYL LAPRIORE, KEY EMPLOYEE	61,511	EMPLOYMENT ARRANGEMENT		No
KATHLEEN HYLKA	UMM CAPITAL PLANNING - FAMILY MEMBER OF SHARON HYLKA, KEY EMPLOYEE	95,396	EMPLOYMENT ARRANGEMENT		No

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

**Open to Public
Inspection**

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

Employer identification number

04-3358566

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 2	UMMHC 2012 BUDD, JOHN (BOARD MEMBER) HAS BUSINESS RELATIONSHIPS WITH PAUL D'ONFRO & ARTHUR BERGERON BUDD, JOHN (BOARD MEMBER) HAS BOARD RELATIONSHIP WITH HARVARD PILGRIM HEALTH CARE PHILLIPS, ROBERT (KEY EMPLOYEE) HAS A FAMILY RELATIONSHIP WITH JULIA ANDRIENI

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

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7A	THE MAJORITY OF ENTITIES IN THE CONSOLIDATED GROUP HAVE A SOLE MEMBER (WHICH IS ALSO WITHIN THE CONSOLIDATED GROUP) THAT ELECTS THE BOARD OF TRUSTEES. THERE ARE NO CLASSES OF TRUSTEES. THE MAJORITY OF THE ENTITIES RESERVE TO THE MEMBER THE POWER TO REMOVE TRUSTEES, TO FILL VACANCIES, AND TO INCREASE OR DECREASE THE SIZE OF THE BOARD.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7B	THE MAJORITY OF THE ENTITIES IN THE CONSOLIDATED GROUP HAVE A SOLE MEMBER (WHICH IS ALSO WITHIN THE CONSOLIDATED GROUP) WITH THE RIGHT TO APPROVE OR RATIFY DECISIONS OF THE ENTITY, WHICH IS EXERCISED BY THAT MEMBER'S BOARD OF TRUSTEES. THERE ARE NO CLASSES OF TRUSTEES OR MEMBERS. THUS, THE VOTING RIGHTS OF A MEMBER BOARD ARE ABSOLUTE. GENERALLY, THE SOLE MEMBER OF EACH ENTITY RESERVES THE POWER TO APPROVE MAJOR TRANSACTIONS, TO MERGE, CONSOLIDATE OR LIQUIDATE THE CORPORATION'S ASSETS, TO ADOPT ANNUAL OPERATING AND CAPITAL BUDGETS AND AMENDMENTS, TO ENTER INTO LOAN AGREEMENTS AND/OR GUARANTIES, TO APPOINT AND/OR ELECT THE PRESIDENT AND/OR CEO, TO ELECT AND/OR APPOINT AND REMOVE TRUSTEES, FILL VACANCIES, TO INCREASE OR DECREASE THE SIZE OF THE BOARD, AND TO APPROVE UNBUDGETED EXPENDITURES.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	SECTIONS OF THE CORE FORM 990 RELATE TO EXECUTIVE COMPENSATION AND, SCHEDULE J ARE REVIEWED IN DETAIL WITH THE ORGANIZATION'S COMPENSATION COMMITTEE OF THE BOARD THE COMPLIANCE COMMITTEE OF THE BOARD REVIEWS ALL CONTENT ASSOCIATED WITH SCHEDULE L THE AUDIT COMMITTEE OF THE BOARD REVIEWS THE FORM 990, INCLUDING THE ABOVE SCHEDULES AND RECOMMENDS THE FORM 990 TO THE FULL BOARD FOR APPROVAL THE FULL BOARD IS GIVEN ACCESS TO THE FORM 990

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

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

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	UMASS MEMORIAL MAKES IT GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC AS REQUIRED BY APPLICABLE STATE AND FEDERAL LAWS, AND BY REQUEST ON A CASE-BY-CASE BASIS

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	NET UNREALIZED GAINS ON INVESTMENTS 24,822,631 CHANGE IN BENEFICIAL INTEREST IN PERPETUAL TRUSTS 1,120,295 K-1 ACTIVITY FROM PARTNERSHIPS 23 MISCELLANEOUS -3 NET ASSETS RELEASED FROM RESTRICTIONS FOR OPERATIONS 1,667,172 TEMPORARY RESTRICTED FUND EXPENDITURES -5,287,048 TRANSFERS FROM RELATED PARTIES 5,792,494 TOTAL TO FORM 990, PART XI, LINE 5 28,115,564

Identifier	Return Reference	Explanation
	PAGE 12, PART XI, LINE 2C	THE ORGANIZATION'S FINANCIAL STATEMENTS WERE AUDITED BY AN INDEPENDENT ACCOUNTING FIRM ON A CONSOLIDATED BASIS THE ORGANIZATION HAS AN AUDIT COMMITTEE RESPONSIBLE FOR OVERSIGHT OF THE AUDIT OF ITS FINANCIAL STATEMENTS AS WELL AS THE SELECTION OF AN INDEPENDENT ACCOUNTING FIRM

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2011

**Open to Public
Inspection**

▶ **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.**

Department of the Treasury
Internal Revenue Service

Name of the organization

UMASS MEMORIAL HEALTH CARE INC (PARENT)

Employer identification number

04-3358566

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
(1) UMASS MEMORIAL FOUNDATION INC 333 SOUTH STREET SHREWSBURY, MA 01545 04-3108190	FUNDRAISING SUPPORT	MA	501(C)(3)	11C	N/A		No
(2) HEALTH ALLIANCE REALTY CORPORATION 60 HOSPITAL ROAD LEOMINISTER, MA 01473 04-2560754	REAL ESTATE MANAGEMENT	MA	501(C)(2)	N/A	N/A		No

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) UMASS MEMORIAL INVESTMENT PARTNERSHIP LLP ONE BIOTECH PARK 365 PLANTATION ST WORCESTER, MA 01605 04-3530755	INVESTMENT MANAGEMENT	MA	N/A	EXCLUDED 514	50,133,627	381,543,563		No	-11,240	Yes		100 000 %
(2) UMASS MEMORIAL MARLBOROUGH MRI OF MARLBOROUGH LLC 157 UNION STREET MARLBOROUGH, MA 01752 20-2293995	MAGNETIC RESONANCE IMAGING	MA	MARLBOROUGH HOSPITAL	RELATED	536,518	334,535		No			No	56 000 %
(3) UMASS MEMORIAL HEALTH ALLIANCE MRI CENTER LLC 60 HOSPITAL ROAD LEOMINSTER, MA 01453 04-3561571	MAGNETIC RESONANCE IMAGING	MA	N/A	RELATED	1,009,909	1,171,958		No			No	60 000 %

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) COMMONWEALTH PROFESSIONAL ASSURANCE CO LTD PO BOX 1051 GT GRAND CAYMAN CJ 98-0226143	INSURANCE	CJ	N/A	C	42,023,049	168,998,436	100 000 %
(2) MEMORIAL OFFICE CONDOMINIUM TRUST 306 BELMONT STREET WORCESTER, MA 01604 04-6616900	CONDOMINIUM ASSOCIATION	MA	UMASS MEMORIAL MEDICAL CENTER INC	T	27,752	487,211	53 690 %
(3) BIO-LAB INC 215 WEST STREET MILFORD, MA 01757 04-2708828	CLINICAL LABORATORY	MA	UMASS MEMORIAL HEALTH VENTURES INC	S	683,897	1,030,489	100 000 %
(4) 116 BELMONT ST INC CO APPLETON CORP 57 SUFFOLK STREET HOLYOKE, MA 01040 04-2717865	CONDOMINIUM ASSOCIATION	MA	UMM REALTY	C	237,313	153,886	63 040 %

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

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

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

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties **(iv)** rent from a controlled entity
- 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)

	Yes	No
1a		No
1b	Yes	
1c	Yes	
1d		No
1e		No
1f		No
1g		No
1h		No
1i		No
1j	Yes	
1k		No
1l	Yes	
1m		No
1n	Yes	
1o	Yes	
1p		No
1q	Yes	
1r	Yes	

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) See Additional Data Table			
(2)			
(3)			
(4)			
(5)			
(6)			

Part VII Supplemental Information

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

Identifier**Return Reference****Explanation****Schedule R (Form 990) 2011**

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

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

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount Involved (\$)	(d) Method of determining amount involved
(1) COMMONWEALTH PROFESSIONAL ASSURANCE COMPANY LTD	L	26,543,893	FAIR VALUE
(2) UMASS MEMORIAL MEDICAL CENTER INC	B	3,577,677	FAIR VALUE
(3) UMASS MEMORIAL MEDICAL GROUP INC	Q	96,997	FAIR VALUE
(4) UMASS MEMORIAL MEDICAL GROUP INC	L	3,941,023	FAIR VALUE
(5) UMASS MEMORIAL MEDICAL GROUP INC	N	932,361	FAIR VALUE
(6) WING MEMORIAL HOSPITAL CORPORATION	Q	300,000	FAIR VALUE
(7) UMASS MEMORIAL REALTY INC	J	4,354,039	FAIR VALUE
(8) UMASS MEMORIAL FOUNDATION INC	O	1,127,995	FAIR VALUE
(9) UMASS MEMORIAL HEALTH VENTURES INC	P	324,523	FAIR VALUE
(10) UMASS MEMORIAL LABORATORIES INC	P	1,536,890	FAIR VALUE
(11) UMASS MEMORIAL REALTY INC	P	369,565	FAIR VALUE
(12) MARLBOROUGH HOSPITAL	P	2,055,662	FAIR VALUE
(13) THE CLINTON HOSPITAL ASSOCIATION	P	1,525,993	FAIR VALUE
(14) WING MEMORIAL HOSPITAL CORPORATION	P	1,942,603	FAIR VALUE
(15) WING MEMORIAL HOSPITAL CORPORATION	N	102,648	FAIR VALUE
(16) CENTRAL NEW ENGLAND HEALTH ALLIANCE INC	P	2,389,423	FAIR VALUE
(17) UMASS MEMORIAL MEDICAL CENTER INC	P	136,580,498	FAIR VALUE
(18) UMASS MEMORIAL MEDICAL GROUP INC	P	38,031,793	FAIR VALUE
(19) CENTRAL MASSACHUSETTS MAGNETIC IMAGING CENTER INC	P	108,087	FAIR VALUE
(20) COMMUNITY HEALTHLINK INC	P	577,462	FAIR VALUE

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

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount Involved (\$)	(d) Method of determining amount involved
(21) COMMONWEALTH PROFESSIONAL ASSURANCE COMPANY LTD	P	20,052,061	FAIR VALUE
(22) UMASS MEMORIAL MEDICAL CENTER INC	C	6,201,996	FAIR VALUE
(23) UMASS MEMORIAL MEDICAL GROUP INC	R	63,360	FAIR VALUE

Additional Data

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

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
FINBERG ROBERT W MD DIRECTOR, UMASS MEMORIAL HEALTH CARE, INC	20 00	X						0	291,369	148,150
O'BRIEN JOHN G PRESIDENT & CEO, DIRECTOR, UMASS MEMORIAL HEALTH C	40 00	X		X				0	1,344,982	1,013,473
OKIKE O NSIDINANYA MD DIRECTOR, UMASS MEMORIAL HEALTH CARE, INC	40 00	X						0	386,025	54,809
BENNETT DAVID L CHAIRPERSON, UMASS MEMORIAL HEALTH CARE, INC	1 00	X						0	0	0
BENNETT RICHARD K DIRECTOR, UMASS MEMORIAL HEALTH CARE, INC	1 00	X						0	0	0
BERKEY DENNIS D EMERITUS TRUSTEE, UMASS MEMORIAL HEALTH CARE, INC	1 00	X						0	0	0
BERRY SARAH G EMERITA TRUSTEE, UMASS MEMORIAL HEALTH CARE, INC	1 00	X						0	0	0
BUDD JOHN H DIRECTOR, UMASS MEMORIAL HEALTH CARE, INC	1 00	X						0	0	0
COLLINS MICHAEL MD DIRECTOR, UMASS MEMORIAL HEALTH CARE, INC	1 00	X						0	0	0
CORNELL LOIS D DIRECTOR, UMASS MEMORIAL HEALTH CARE, INC	1 00	X						0	0	0
D'ALELIO EDWARD DIRECTOR, UMASS MEMORIAL HEALTH CARE, INC	1 00	X						0	0	0
DAVIS DIX F EMERITUS TRUSTEE, UMASS MEMORIAL HEALTH CARE, INC	1 00	X						0	0	0
FLOTTE TERENCE MD DIRECTOR, UMASS MEMORIAL HEALTH CARE, INC	1 00	X						0	0	0
JACOBSON M HOWARD EMERITUS TRUSTEE, UMASS MEMORIAL HEALTH CARE, INC	1 00	X						0	0	0
KANGAS PAUL DIRECTOR, UMASS MEMORIAL HEALTH CARE, INC	1 00	X						0	0	0
LENHARDT STEPHEN W SR EMERITUS TRUSTEE, UMASS MEMORIAL HEALTH CARE, INC	1 00	X						0	0	0
MACNEILL HARRIS L DIRECTOR, UMASS MEMORIAL HEALTH CARE, INC	1 00	X						0	0	0
MCMULLEN CYNTHIA M EDD EMERITA TRUSTEE, UMASS MEMORIAL HEALTH CARE, INC	1 00	X						0	0	0
MCNAMARA MARY ELLEN DIRECTOR, UMASS MEMORIAL HEALTH CARE, INC	1 00	X						0	0	0
PARRY EDWARD J III VICE CHAIRPERSON, UMASS MEMORIAL HEALTH CARE, INC	1 00	X						0	0	0
PEDERSON THORU EMERITUS TRUSTEE, UMASS MEMORIAL HEALTH CARE, INC	1 00	X						0	0	0
SEYMOUR-ROUTE PAULETTE PHD DIRECTOR, UMASS MEMORIAL HEALTH CARE, INC	1 00	X						0	0	0
SIMMONS IRINA DIRECTOR, UMASS MEMORIAL HEALTH CARE, INC	1 00	X						0	0	0
WILSON JACK DIRECTOR, UMASS MEMORIAL HEALTH CARE, INC	1 00	X						0	0	0
YOUNG LYNDA M EMERITA TRUSTEE, UMASS MEMORIAL HEALTH CARE, INC	1 00	X						0	0	0

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
BROWN DOUGLAS S SECRETARY, UMASS MEMORIAL HEALTH CARE, INC	40 00			X				0	539,768	184,108
KEATING TODD A TREASURER & CFO, DIRECTOR, UMASS MEMORIAL HEALTH C	40 00			X				0	612,027	258,018
ANDERSON MILTON C SR VP, CHIEF OF HR	40 00				X			0	145,076	22,463
BLUTE MICHAEL MD DIRECTOR, UNTIL 3/31/12, CANCER CENTER OF EXCELLEN	40 00				X			0	641,582	142,028
BOLLAND KATHARINE VP, DEPUTY GENERAL COUNSEL	40 00				X			0	271,645	43,809
BRENCKLE GEORGE PHD SR VP, CHIEF INFORMATION OFFICER	40 00				X			0	394,827	138,531
DALEY JENNIFER MD EXECUTIVE VP, CHIEF OPERATING OFFICER	40 00				X			0	558,672	137,787
DIAMOND VICTORIA SR VP, OPERATIONS	40 00				X			0	345,402	152,517
ETTINGER WALTER H MD PRESIDENT - MEDICAL CENTER, UNTIL 1/20/12	40 00				X			0	976,752	334,830
FAIRCHILD DAVID MD SR VP, CLINICAL INTEGRATION	40 00				X			0	218,746	32,765
FISHER BARBARA SR VP, OPERATIONS	40 00				X			0	306,822	124,633
HYLKA SHARON SR VP, HOSPITAL ADMIN	40 00				X			0	415,374	275,668
KLUGMAN ROBERT MD CHIEF QUALITY OFFICER	40 00				X			0	509,640	278,030
KRUGER NANCY SR VP, CHIEF NURSING OFFICER	40 00				X			0	406,118	58,375
LAPRIORE CHERYL M CHIEF OF STAFF	40 00				X			0	255,625	57,142
PHILLIPS ROBERT A MD MED DIR, HEART & VASCULAR COE	40 00				X			0	812,471	265,640
RANDOLPH JOHN T VP, CHIEF COMPLIANCE OFFICER	40 00				X			0	236,583	163,339
WEBB PATRICIA SR VP, CHIEF HR OFFICER, UNTIL 1/2/11	40 00				X			0	31,301	52,162
SUSSMAN ANDREW J FORMER SR VP, CHIEF OPS OFFICER, MED CTR, UNTIL 8	0 00						X	0	188,246	591