1306

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

2012

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 07/01, 2012, and ending 06/30, 20 13

B Check if applicable:
- [ ] Address change
- [ ] Name change
- [ ] Initial return
- [ ] Terminated
- [X] Amended return
- [ ] Application pending

C Name of organization: UPMC

Doing Business As:

Number and street (or P O box if mail is not delivered to street address): 600 GRANT STREET, 58TH FLOOR

Room/suite:

City, town or post office, state, and ZIP code: PITTSBURGH, PA 15219

D Employer identification number: 25-1423657

E Telephone number: (412) 647-2345

G Gross receipts $ 1,395,308,254.

F Name and address of principal officer: EDWARD T. KARLOVICH
600 GRANT STREET PITTSBURGH, PA 15219

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

H(b) Are all affiliates included? [ ] Yes [ ] No

If "No," attach a list (see instructions)

H(c) Group exemption number ▶ 9707

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

J Website ▶ WWW.UPMC.COM

K Form of organization: [X] Corporation [ ] Trust [ ] Association [ ] Other ▶

L Year of formation 1982 M State of legal domicile PA

Part I Summary

1 Briefly describe the organization's mission or most significant activities
SUPPORT OF SUBSIDIARY TAX-EXEMPT HEALTHCARE, EDUCATION AND RESEARCH ORGANIZATIONS

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	24.
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 2012 (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	7,867,171.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0

RECEIVED IN CORRES IRS - OSC - 21 NOV 15 2021 OGDEN, UTAH

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	0	0
9	Program service revenue (Part VIII, line 2g)	112,061,018.	124,350,699.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	110,559,454.	302,620,627.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	2,567,263.	8,908,822.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	225,187,735.	435,880,148.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	891,672.	60,323,455.
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)	0	0
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 0		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	231,082,772.	257,581,082.
18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	231,974,444.	317,904,537.
19	Revenue less expenses Subtract line 18 from line 12	-6,786,709.	117,975,611.

STATUTE UNIT RECEIVED NOV 18 2021 TPR BRANCH OGDEN

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	4,617,510,837.	4,918,885,504.
21	Total liabilities (Part X, line 26)	4,165,889,432.	4,156,068,513.
22	Net assets or fund balances Subtract line 21 from line 20	451,621,405.	762,816,991.

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 — Date: 11 - 1 - 2021

▶ EDWARD T. KARLOVICH EXEC V.P. AND CFO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name: Robert Vuillemot	Preparer's signature	Date: 10-22-2021	Check [X] if self-employed	PTIN: P01283296
Firm's name ▶ ERNST & YOUNG US LLP			Firm's EIN ▶ 34-6565596	
Firm's address ▶ 2100 ONE PPG PLACE PITTSBURGH, PA 15222			Phone no 412 644-7800	

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

For Paperwork Reduction Act Notice, see the separate instructions

Form **990** (2012)

JSA
2E1010 1 000

2 c/108

Part III Statement of Program Service Accomplishments
Check if Schedule O contains a response to any question in this Part III X

1 Briefly describe the organization's mission
SUPPORT OF SUBSIDIARY TAX-EXEMPT HEALTHCARE, EDUCATION AND RESEARCH ORGANIZATIONS (SEE SCHEDULE O)

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 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 $ 317,904,537 including grants of $ 60,323,455) (Revenue $ 117,308,065)
SEE SCHEDULE O

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

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

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

4e **Total program service expenses** ▶ 317,904,537.

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2		X
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		X
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI*	11a	X	
b	Did the organization report an amount for investments-other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b	X	
c	Did the organization report an amount for investments-program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d	X	
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f	X	
12 a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*	12a		X
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional*	12b	X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14 a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Parts I and IV*	14b	X	
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Parts II and IV*	15	X	
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Parts III and IV*	16		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I (see instructions)*	17		X
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		X
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		X
20 a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	X	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23		X
24 a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K If "No," go to line 25*	24a	X	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		X
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		X
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		X
25 a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a	X	
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b	X	
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c	X	
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1*	34	X	
35 a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	X	
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35b	X	
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V **Statements Regarding Other IRS Filings and Tax Compliance**

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

			Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a 3,147		
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b 0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return .	2a 0		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b		
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)			
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?	3a	X	
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*	3b	X	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X	
b	If "Yes," enter the name of the foreign country ▶ ATTACHMENT 1			
	See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts			
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7	**Organizations that may receive deductible contributions under section 170(c).**			
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?	7a		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year 7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . .	7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? . . .	7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		X
9	**Sponsoring organizations maintaining donor advised funds.**			
a	Did the organization make any taxable distributions under section 4966?	9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b		
10	**Section 501(c)(7) organizations.** Enter			
a	Initiation fees and capital contributions included on Part VIII, line 12 . . . . . 10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities 10b			
11	**Section 501(c)(12) organizations.** Enter			
a	Gross income from members or shareholders 11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) 11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?	12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year 12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**			
a	Is the organization licensed to issue qualified health plans in more than one state?	13a		
	Note. See the instructions for additional information the organization must report on Schedule O			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans 13b			
c	Enter the amount of reserves on hand 13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a		X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*	14b		

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

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

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a 24		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
b	Enter the number of voting members included in line 1a, above, who are independent	1b 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?	2	X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? . . .	3		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		X
6	Did the organization have members or stockholders?	6		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	X	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	9		X

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

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

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ PA,

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

[X] Own website [ ] Another's website [X] Upon request [ ] Other *(explain in Schedule O)*

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶ EDWARD T KARLOVICH 600 GRANT STREET PITTSBURGH, PA 15219 (412)647-2345

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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			
(1) NONE SEE SCHEDULE O				X				0	0	0
(2)										
(3)										
(4)										
(5)										
(6)										
(7)										
(8)										
(9)										
(10)										
(11)										
(12)										
(13)										
(14)										

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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			
1b Sub-total ▶								0	0	0
c Total from continuation sheets to Part VII, Section A ▶								0	0	0
d Total (add lines 1b and 1c) ▶								0	0	0

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? *If "Yes," complete Schedule J for such individual*		X
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*		X
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*		X

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
SEE SCHEDULE O		

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ▶ 0

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f				
	g Noncash contributions included in lines 1a-1f $					
	h Total. Add lines 1a-1f		0			
Program Service Revenue		Business Code				
	2a INTEREST INCOME	900003	7,026,316		12,515	7,013,801
	b OTHER INCOME	900099	11,799,446	11,799,446		
	c EXP REIMB FROM SUBS	900099	105,524,937	105,508,619	16,318	
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f		124,350,699			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ATTACHMENT 2		94,470,532		-1,070,484	95,541,016
	4 Income from investment of tax-exempt bond proceeds		0			
	5 Royalties		0			
		(i) Real	(ii) Personal			
	6a Gross rents					
	b Less rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss)		0			
		(i) Securities	(ii) Other			
	7a Gross amount from sales of assets other than inventory	1,095,861,411	71,716,790			
	b Less cost or other basis and sales expenses	943,102,549	16,325,557			
	c Gain or (loss)	152,758,862	55,391,233			
	d Net gain or (loss)		208,150,095			208,150,095
	8a Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18 a					
	b Less direct expenses b					
	c Net income or (loss) from fundraising events		0			
	9a Gross income from gaming activities See Part IV, line 19 a					
	b Less direct expenses b					
	c Net income or (loss) from gaming activities		0			
	10a Gross sales of inventory, less returns and allowances a					
	b Less cost of goods sold b					
	c Net income or (loss) from sales of inventory		0			
	Miscellaneous Revenue	Business Code				
	11a SUBPART F INCOME FROM CAPTIVE INSURANCE	524298	8,908,822		8,908,822	
	b					
	c					
	d All other revenue					
	e Total. Add lines 11a-11d		8,908,822			
	12 Total revenue. See instructions		435,880,148	117,308,065	7,867,171	310,704,912

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)

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

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	59,467,205.	59,467,205.		
2 Grants and other assistance to individuals in the United States See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	856,250.	856,250.		
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	0			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	0			
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0			
9 Other employee benefits	0			
10 Payroll taxes	0			
11 Fees for services (non-employees)				
a Management	843,818.	843,818.		
b Legal	93,552.	93,552.		
c Accounting	0			
d Lobbying	0			
e Professional fundraising services See Part IV, line 17	0			
f Investment management fees	19,354,553.	19,354,553.		
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	2,729,369.	2,729,369.		
12 Advertising and promotion	0			
13 Office expenses	1,026,663.	1,026,663.		
14 Information technology	10,404,602.	10,404,602.		
15 Royalties	0			
16 Occupancy	18,820,118.	18,820,118.		
17 Travel	8,227.	8,227.		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	1,160.	1,160.		
20 Interest	117,938,424.	117,938,424.		
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	43,781,522.	43,781,522.		
23 Insurance	65,331.	65,331.		
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a AFFILIATE SUPPORT	22,102,825.	22,102,825.		
b PURCHASED SERVICES	6,243,447.	6,243,447.		
c LOSS ON DEFEASANCE OF DEBT	3,540,476.	3,540,476.		
d SUBSIDIARY PROGRAM SUPPORT	3,079,060.	3,079,060.		
e All other expenses	7,547,935.	7,547,935.		
25 **Total functional expenses** Add lines 1 through 24e	317,904,537.	317,904,537.		
26 **Joint costs** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)	0			

Part X Balance Sheet

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

				(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing		249,010.	1	248,828.
	2	Savings and temporary cash investments		64,883,526.	2	100,260,610.
	3	Pledges and grants receivable, net		0	3	0
	4	Accounts receivable, net		73,308,511.	4	7,559,579.
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		0	5	0
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		0	6	0
	7	Notes and loans receivable, net		10,212,730.	7	19,569,114.
	8	Inventories for sale or use		11,212,700.	8	10,218,937.
	9	Prepaid expenses and deferred charges		9,049,173.	9	15,466,229.
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 640,845,455.			
	b	Less accumulated depreciation	10b 303,932,476.	267,950,836.	10c	336,912,979.
	11	Investments - publicly traded securities ATCH 3		1,101,063,236.	11	1,239,328,230.
	12	Investments - other securities See Part IV, line 11		1,438,529,590.	12	1,471,039,195.
	13	Investments - program-related See Part IV, line 11		82,963,898.	13	94,763,238.
	14	Intangible assets		0	14	0
	15	Other assets See Part IV, line 11		1,558,087,627.	15	1,623,518,565.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		4,617,510,837.	16	4,918,885,504.
Liabilities	17	Accounts payable and accrued expenses		609,197,436.	17	663,708,941.
	18	Grants payable		0	18	0
	19	Deferred revenue		0	19	0
	20	Tax-exempt bond liabilities		2,532,447,544.	20	2,626,079,985.
	21	Escrow or custodial account liability Complete Part IV of Schedule D		0	21	0
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		0	22	0
	23	Secured mortgages and notes payable to unrelated third parties		263,917,759.	23	246,954,070.
	24	Unsecured notes and loans payable to unrelated third parties		71,000,000.	24	71,000,000.
	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		689,326,693.	25	548,325,517.
	26	**Total liabilities.** Add lines 17 through 25		4,165,889,432.	26	4,156,068,513.
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ X and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		451,616,630.	27	762,811,300.
	28	Temporarily restricted net assets		4,775.	28	5,691.
	29	Permanently restricted net assets		0	29	0
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☐ and complete lines 30 through 34				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building, or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		451,621,405.	33	762,816,991.
	34	Total liabilities and net assets/fund balances		4,617,510,837.	34	4,918,885,504.

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	435,880,148.
2	Total expenses (must equal Part IX, column (A), line 25)	2	317,904,537.
3	Revenue less expenses Subtract line 2 from line 1	3	117,975,611.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	451,621,405.
5	Net unrealized gains (losses) on investments	5	75,588,701.
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	117,631,274.
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	762,816,991.

Part XII Financial Statements and Reporting

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

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

Form **990** (2012)

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization	Employer identification number
UPMC	25-1423657

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

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

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

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

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

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

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

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

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

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

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

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

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

a ☐ Type I b ☐ Type II c ☒ Type III-Functionally integrated d ☐ Type III-Non-functionally integrated

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

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

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

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

h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(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 monetary support
			Yes	No	Yes	No	Yes	No	
(A) ATTACHMENT 1									
(B)									
(C)									
(D)									
(E)									
Total									238,091,187.

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

Schedule A (Form 990 or 990-EZ) 2012

JSA
2E1210 1 000

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 **Total support.** Add lines 7 through 10						

12 Gross receipts from related activities, etc (see instructions) 12

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) . . . . . 14 %

15 Public support percentage from 2011 Schedule A, Part II, line 14 . . . . . 15 %

16a **33 1/3% support test - 2012.** 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 - 2011.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . . . ▶ ☐

17a **10%-facts-and-circumstances test - 2012.** 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 - 2011.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization . . . . . ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions . . . . . ▶ ☐

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support.** (Add lines 9, 10c, 11, and 12)						

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

Section C. Computation of Public Support Percentage

15	Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16	Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2012** (line 10c, column (f) divided by line 13, column (f))	17	%
18	Investment income percentage from **2011** Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2012.** 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 - 2011** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

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

SCHEDULE A, PART IV

PART I - INFORMATION ABOUT SUPPORTED ORGANIZATIONS

SOME OF THE ENTITIES LISTED BELOW WERE INACTIVE DURING THE TAX YEAR ENDED JUNE 30, 2013. AS SUCH, NO MONETARY OR OTHER SUPPORT WAS PROVIDED TO THESE ORGANIZATIONS, THUS RENDERING NOTICE OF SUPPORT UNNECESSARY.

ATTACHMENT 1

SCHEDULE A, PART I - INFORMATION ABOUT SUPPORTED ORGANIZATIONS

(I) NAME OF SUPPORTED ORGANIZATION	(II) EIN	(III) TYPE OF ORGANIZATION	(IV) YES NO	(V) YES NO	(VI) YES NO	(VII) AMOUNT OF SUPPORT
UPMC PRESBYTERIAN SHADYSIDE	25-0965480	03	X	X	X	610,633
UPMC BRADDOCK	25-1800797	03	X	X	X	694,131
UPMC ST MARGARET	23-2875070	03	X	X	X	0
UPMC COMMUNITY PROVIDER SERVICES	25-1804746	09	X	X	X	0
UPMC PASSAVANT	25-0965451	03	X	X	X	0
UPMC BEDFORD	23-1396795	03	X	X	X	858,362
UPMC LEE	25-0613830	03	X	X	X	0
UPMC MCKEESPORT	25-0965423	03	X	X	X	9,402,840
UPMC HORIZON	25-0523970	03	X	X	X	0
MAGEE-WOMEN'S HOSPITAL OF UPMC	25-0965420	03	X	X	X	0
UPMC COMMUNITY MEDICINE INC	25-1727721	03	X	X	X	0
COMMUNITY PHYSICIAN SERVICES, INC	25-1722923	09	X	X	X	0
UNIVERSITY OF PITTSBURGH PHYSICIANS	23-2919472	03	X	X	X	0
UNIVERSITY OF PITTSBURGH	25-0965591	02	X	X	X	165,700,000
CHILDREN'S HOSPITAL OF PITTSBURGH OF UPMC	25-0402510	03	X	X	X	0
UPMC NORTHWEST	25-0489010	03	X	X	X	0
COMMUNITY CARE BEHAVIORAL HEALTH ORGANIZATION	25-1799823	09	X	X	X	0
UPMC SENIOR COMMUNITIES, INC	25-1574736	09	X	X	X	0
UPMC CENTER FOR HEALTH SECURITY	04-3770052	04	X	X	X	0

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

ATTACHMENT 1 (CONT'D)

SCHEDULE A, PART I - INFORMATION ABOUT SUPPORTED ORGANIZATIONS

(I) NAME OF SUPPORTED ORGANIZATION	(II) EIN	(III) TYPE OF ORGANIZATION	(IV) YES	(IV) NO	(V) YES	(V) NO	(VI) YES	(VI) NO	(VII) AMOUNT OF SUPPORT
UPMC FOR YOU	90-0174238	09		X	X		X		0
UPMC IMITS CENTER	20-8392908	07		X	X		X		0
UPMC MERCY	25-0965429	03		X	X		X		24,523,574
UPMC EAST	27-4814831	03		X	X		X		10,572,018
UPMC HAMOT	25-0965387	03		X	X		X		25,729,629
UPMC CENTER FOR HIGH-VALUE HEALTHCARE	45-2178782	07		X	X		X		0
TOTAL AMOUNT OF SUPPORT									238,091,187

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization: UPMC

Employer identification number: 25-1423657

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

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

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

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or education)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of an historically important land area
☐ Preservation of a certified historic structure

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

			Held at the End of the Tax Year
a	Total number of conservation easements	2a	
b	Total acreage restricted by conservation easements	2b	
c	Number of conservation easements on a certified historic structure included in (a)	2c	
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d	

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

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

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

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

(ii) Assets included in Form 990, Part X ▶ $ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

b Assets included in Form 990, Part X ▶ $

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

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

a ☐ 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 XIII

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 XIII and complete the following table.

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

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

b If "Yes," explain the arrangement in Part XIII Check here if the explanation has been provided in Part XIII ☐

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					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

a Board designated or quasi-endowment ▶_____%
b Permanent endowment ▶_____%
c Temporarily restricted endowment ▶_____%

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

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

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

4 Describe in Part XIII 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		84,061,245.		84,061,245.
b Buildings		339,299,388.	217,677,149.	121,622,239.
c Leasehold improvements		40,980,031.	20,083,008.	20,897,023.
d Equipment		43,390,727.	30,906,902.	12,483,825.
e Other		133,114,064.	35,265,417.	97,848,647.
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				336,912,979.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) CASH EQUIVALENTS	76,043,705.	COST
(B) LIMITED PARTNERSHIPS	1,394,995,490.	COST
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total *(Column (b) must equal Form 990, Part X, col (B) line 12)* ▶	1,471,039,195.	

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

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

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

(a) Description	(b) Book value
(1) OTHER TRUSTEED ASSETS	1,315,694.
(2) INVESTMENT IN SUBSIDIARIES	1,564,704,217.
(3) INVESTMENTS IN JOINT VENTURES	22,977,752.
(4) DEFERRED FINANCING COSTS	19,273,477.
(5) NURSING TUITION LOANS	1,011,231.
(6) OTHER ASSETS	9,703,700.
(7) DUE FROM EXEMPT SUBSIDIARY	354,413.
(8) NON HEDGE SWAP FMV ADJ	4,178,081.
(9)	
(10)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 15)* ▶	1,623,518,565.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DUE TO SUBSIDIARIES	166,541,874.
(3) PENSION MINIMUM LIABILITY	119,935,219.
(4) OTHER LONG TERM LIABILITIES	10,769,100.
(5) BONDS/OID/OIP/REBATE	65,767,690.
(6) CAPITAL LEASES	61,141,893.
(7) OTHER MISCELLANEOUS LIABILITIE	88,834,145.
(8) ASSET RETIREMENT OBLIGATIONS	8,958,575.
(9) HEDGE/NONHEDGE SWAP FMV ADJ	21,615,116.
(10) DUE TO MERCY HEALTH SYSTEM	4,761,905.
(11)	
Total *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	548,325,517.

2. FIN 48 (ASC 740) Footnote In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII X

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

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

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

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

Part XIII Supplemental Information

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

SEE PAGE 5

Part XIII Supplemental Information *(continued)*

PART X AND PART XI

UPMC HAS NO UNCERTAIN TAX POSITIONS RECORDED. TAX BENEFITS ARE RECOGNIZED WHEN IT IS MORE LIKELY THAN NOT THAT A TAX POSITION WILL BE SUSTAINED UPON EXAMINATION BY THE TAX AUTHORITIES BASED ON THE TECHNICAL MERITS OF THE POSITION. SUCH TAX POSITIONS ARE MEASURED AS THE LARGEST AMOUNT OF TAX BENEFIT THAT IS GREATER THAN 50% LIKELY TO BE REALIZED UPON ULTIMATE SETTLEMENT WITH THE TAX AUTHORITIES ASSUMING FULL KNOWLEDGE OF THE POSITION AND ALL RELEVANT FACTS. AS OF JUNE 30, 2013, UPMC DOES NOT HAVE ANY UNRECORDED TAX BENEFITS.

AN EXTERNAL AUDIT IS COMPLETED AT A CONSOLIDATED UPMC SYSTEM LEVEL ONLY, INCLUDING UPMC AND ALL TAXABLE AND TAX-EXEMPT SUBSIDIARES.

SCHEDULE F (Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
UPMC

Employer identification number
25-1423657

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

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e g , fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) CENTRAL AMERICA/CARIBBEAN			INVESTMENTS		27,997,771
(2) EAST ASIA AND THE PACIFIC			INVESTMENTS		544,612,669
(3) EUROPE			INVESTMENTS		495,659,664
(4) MIDDLE EAST AND NORTH AFRICA			INVESTMENTS		14,002,926
(5) NORTH AMERICA			INVESTMENTS		72,819,902
(6) RUSSIA/INDEPENDENT STATES			INVESTMENTS		20,043,368
(7) SOUTH AMERICA			INVESTMENTS		33,185,236
(8) SOUTH ASIA			INVESTMENTS		59,411,859
(9) SUB-SAHARAN AFRICA			INVESTMENTS		6,566,276
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total					1,274,299,671
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)					1,274,299,671

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than $5,000 Part II can be duplicated if additional space is needed

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			EUROPE/ICELAND/GREENLAND	LIVER RESEAR	856,250	WIRE TRANSFE		NONE	COST
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

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

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

Schedule F (Form 990) 2012

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

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

Part IV Foreign Forms

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

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

SCHEDULE F STATEMENT OF ACTIVITIES OUTSIDE THE UNITED STATES

PART 1, SECTION 3, COLUMN (D)

UPMC'S INVESTMENT PORTFOLIO INCLUDES FOREIGN SECURITIES AND SIMILAR

ASSETS THAT THE IRS REQUIRES TO BE REPORTED ON SCHEDULE F.

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
UPMC

Employer identification number
25-1423657

Part I General Information on Grants and Assistance

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

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

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000 Part II can be duplicated if additional space is needed

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) PITTSBURGH PROMISE 1901 CENTRE AVENUE PITTSBURGH, PA 15219	26-1982661	501(C)(3)	4,995,639				CHARITABLE DONATION
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

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

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

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22 Part III can be duplicated if additional space is needed

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

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

SCHEDULE I

PART 1, QUESTION 2 IT IS THE POLICY OF UPMC TO CONTRIBUTE FINANCIAL AND IN KIND SUPPORT TO TAX-EXEMPT ORGANIZATIONS AND AGENCIES THAT SUPPORT THE UPMC MISSION AND STRENGTHEN THE HEALTH AND QUALITY OF LIFE OF THOSE WHO LIVE AND WORK IN THE COMMUNITIES WE SERVE.

SCHEDULE K (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax-Exempt Bonds

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
UPMC

Employer identification number
25-1423657

Part I Bond Issues

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
							Yes	No	Yes	No	Yes	No
A	ALLEGHENY COUNTY HOSPITAL DEVELOPMENT AUTHORITY	25-1327925	01728AZU3	06/17/2003	85,365,588	SERIES 2003B SEE SCHEDULE O		X		X		X
B												
C												
D												

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired	64,630,000.			
2	Amount of bonds legally defeased				
3	Total proceeds of issue	83,365,588.			
4	Gross proceeds in reserve funds				
5	Capitalized interest from proceeds				
6	Proceeds in refunding escrows	43,094,700.			
7	Issuance costs from proceeds	872,724.			
8	Credit enhancement from proceeds				
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds	12,900,925.			
11	Other spent proceeds				
12	Other unspent proceeds				
13	Year of substantial completion	2003			

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?	X							
15	Were the bonds issued as part of an advance refunding issue?	X							
16	Has the final allocation of proceeds been made?	X							
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X							

Part III Private Business Use

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

SCHEDULE K (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax-Exempt Bonds

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

▶ Attach to Form 990 ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
UPMC

Employer identification number
25-1423657

Part I Bond Issues

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
							Yes	No	Yes	No	Yes	No
A												
B	ALLEGHENY COUNTY HOSPITAL DEVELOPMENT AUTHORITY	25-1327925	01728AH25	05/23/2007	225,000,000	SERIES 2007A SEE SCHEDULE O		X		X		X
C	ALLEGHENY COUNTY HOSPITAL DEVELOPMENT AUTHORITY	25-1327925	01728AN36	03/27/2008	511,862,616	SERIES 2008A SEE SCHEDULE O		X		X		X
D	ALLEGHENY COUNTY HOSPITAL DEVELOPMENT AUTHORITY	25-1327925	01728AQ58	06/19/2008	260,712,669	SERIES 2008B SEE SCHEDULE O		X		X		X

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired		126,750,000.	195,975,000.	53,320,000.
2	Amount of bonds legally defeased				
3	Total proceeds of issue		225,008,043.	511,879,113.	260,930,346.
4	Gross proceeds in reserve funds				
5	Capitalized interest from proceeds				
6	Proceeds in refunding escrows			15,189,824.	
7	Issuance costs from proceeds		1,938,921.	3,336,280.	1,709,978.
8	Credit enhancement from proceeds				
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds		53,339,385.	64,814,970.	140,162,295.
11	Other spent proceeds		5,234.		
12	Other unspent proceeds				
13	Year of substantial completion		2007	2008	2008

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?			X		X		X	
15	Were the bonds issued as part of an advance refunding issue?				X		X		X
16	Has the final allocation of proceeds been made?			X		X		X	
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?			X		X		X	

Part III Private Business Use

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

SCHEDULE K (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax-Exempt Bonds

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
UPMC

Employer identification number
25-1423657

Part I Bond Issues

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
							Yes	No	Yes	No	Yes	No
A	ALLEGHENY COUNTY HOSPITAL DEVELOPMENT AUTHORITY	25-1327925		03/24/2009	27,000,000	SERIES 2009A NOTE SEE SCHEDULE O		X		X		X
B	ALLEGHENY COUNTY HOSPITAL DEVELOPMENT AUTHORITY	25-1327925	01728AU87	06/03/2009	396,938,675	SERIES 2009A SEE SCHEDULE O		X		X		X
C	ALLEGHENY COUNTY HOSPITAL DEVELOPMENT AUTHORITY	25-1327925	01728AY83	03/24/2010	560,000,000	SERIES 2010B, C, D, F SEE SCHEDULE		X		X		X
D	ALLEGHENY COUNTY HOSPITAL DEVELOPMENT AUTHORITY	25-1327925	01728AY34	03/24/2010	748,942,403	SERIES 2010AE SEE SCHEDULE O		X		X		X

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired	15,540,015.	20,290,000.	4,885,000.	140,580,000.
2	Amount of bonds legally defeased				
3	Total proceeds of issue	27,004,102.	397,229,164.	560,000,000.	748,942,403.
4	Gross proceeds in reserve funds				
5	Capitalized interest from proceeds				
6	Proceeds in refunding escrows				
7	Issuance costs from proceeds	50,970.	4,540,042.	2,466,412.	6,699,702.
8	Credit enhancement from proceeds				
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds	26,953,132.	392,689,608.		
11	Other spent proceeds				
12	Other unspent proceeds				
13	Year of substantial completion	2009	2011	2010	2010
		Yes / No	Yes / No	Yes / No	Yes / No
14	Were the bonds issued as part of a current refunding issue?	No	No	Yes	Yes
15	Were the bonds issued as part of an advance refunding issue?	No	No	No	No
16	Has the final allocation of proceeds been made?	Yes	Yes	Yes	Yes
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	Yes	Yes	Yes	Yes

Part III Private Business Use

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

SCHEDULE K (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax-Exempt Bonds

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
UPMC

Employer identification number
25-1423657

Part I Bond Issues

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
							Yes	No	Yes	No	Yes	No
A	ALLEGHENY COUNTY HOSPITAL DEVELOPMENT AUTHORITY	25-1327925	01728A2M7	11/23/2011	107,026,893	SERIES 2011A SEE SCHEDULE O		X		X		X
B	MONROEVILLE FINANCE AUTHORITY	46-0569399	611530BC9	07/31/2012	389,110,690	SERIES 2012A SEE SCHEDULE O		X		X		X
C												
D												

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired	3,005,000.	3,385,000.		
2	Amount of bonds legally defeased				
3	Total proceeds of issue	107,026,893.	389,113,883.		
4	Gross proceeds in reserve funds				
5	Capitalized interest from proceeds				
6	Proceeds in refunding escrows				
7	Issuance costs from proceeds	1,026,893.	3,405,559.		
8	Credit enhancement from proceeds				
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds		204,010,889.		
11	Other spent proceeds				
12	Other unspent proceeds				
13	Year of substantial completion	2011	2012		

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?	X		X					
15	Were the bonds issued as part of an advance refunding issue?		X		X				
16	Has the final allocation of proceeds been made?	X		X					
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X					

Part III Private Business Use

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

Part III Private Business Use *(Continued)* SET 1

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?	X							
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?	X							
c Are there any research agreements that may result in private business use of bond-financed property?		X						
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶	.4000 %		%		%		%	
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶	%		%		%		%	
6 Total of lines 4 and 5	.4000 %		%		%		%	
7 Does the bond issue meet the private security or payment test?		X						
8a Has there been a sale or disposition of any of the bond-financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?	X							
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of	.9000 %		%		%		%	
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1 141-12 and 1 145-2?	X							
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1 141-12 and 1 145-2?	X							

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T?		X						
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?		X						
b Exception to rebate?	X							
c No rebate due?		X						
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?		X						
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X						
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								

Part III Private Business Use *(Continued)* SET 2

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?			X		X		X	
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?			X		X		X	
c Are there any research agreements that may result in private business use of bond-financed property?				X		X		X
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶	%		1.5000 %		.5000 %		.4000 %	
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶	%		%		%		%	
6 Total of lines 4 and 5	%		1.5000 %		.5000 %		.4000 %	
7 Does the bond issue meet the private security or payment test?				X		X		X
8a Has there been a sale or disposition of any of the bond-financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?				X	X		X	
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of	%		%		4.5000 %		2.5000 %	
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1 141-12 and 1 145-2?					X		X	
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1 141-12 and 1 145-2?			X		X		X	

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T?				X		X		X
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?				X		X		X
b Exception to rebate?			X			X		X
c No rebate due?				X	X		X	
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?			X			X		X
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?				X		X		X
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								

Part III Private Business Use *(Continued)* SET 3

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use of bond-financed property?		X	X		X		X	
b	If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?			X		X		X	
c	Are there any research agreements that may result in private business use of bond-financed property?		X		X		X		X
d	If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶		%		.5000 %		.6000 %		.5000 %
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶		%		%		%		%
6	Total of lines 4 and 5		%		.5000 %		.6000 %		.5000 %
7	Does the bond issue meet the private security or payment test?		X		X		X		X
8a	Has there been a sale or disposition of any of the bond-financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X		X	X		X	
b	If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of		%		%		%		.3000 %
c	If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1 141-12 and 1 145-2?					X		X	
9	Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1 141-12 and 1 145-2?	X		X		X		X	

Part IV Arbitrage

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has the issuer filed Form 8038-T?		X		X		X		X
2	If "No" to line 1, did the following apply?								
a	Rebate not due yet?	X		X		X		X	
b	Exception to rebate?		X		X		X		X
c	No rebate due?		X		X		X		X
	If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3	Is the bond issue a variable rate issue?		X		X	X			X
4a	Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X		X		X		X
b	Name of provider								
c	Term of hedge								
d	Was the hedge superintegrated?								
e	Was the hedge terminated?								

Part III Private Business Use *(Continued)* SET 4

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?	X		X					
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?	X		X					
c Are there any research agreements that may result in private business use of bond-financed property?		X		X				
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶	.6000 %		.5000 %		%		%	
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶	%		%		%		%	
6 Total of lines 4 and 5	.6000 %		.5000 %		%		%	
7 Does the bond issue meet the private security or payment test?		X		X				
8a Has there been a sale or disposition of any of the bond-financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?	X		X					
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of	4.5000 %		.1000 %		%		%	
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1 141-12 and 1 145-2?	X		X					
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1 141-12 and 1 145-2?	X		X					

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T?		X		X				
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?	X		X					
b Exception to rebate?		X		X				
c No rebate due?		X		X				
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?		X		X				
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X		X				
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								

Part IV Arbitrage *(Continued)*

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X						
b Name of provider								
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6 Were any gross proceeds invested beyond an available temporary period?		X						
7 Has the organization established written procedures to monitor the requirements of section 148?	X							

Part V Procedures To Undertake Corrective Action

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?	X							

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

Part IV Arbitrage *(Continued)*

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?				X		X		X
b Name of provider								
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6 Were any gross proceeds invested beyond an available temporary period?				X		X		X
7 Has the organization established written procedures to monitor the requirements of section 148?			X		X		X	

Part V Procedures To Undertake Corrective Action

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?			X		X		X	

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

Part IV Arbitrage *(Continued)*

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X		X		X		X
b Name of provider								
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6 Were any gross proceeds invested beyond an available temporary period?		X		X		X		X
7 Has the organization established written procedures to monitor the requirements of section 148?	X		X		X		X	

Part V Procedures To Undertake Corrective Action

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?	X		X		X		X	

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

Part IV Arbitrage *(Continued)*

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X		X				
b Name of provider								
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6 Were any gross proceeds invested beyond an available temporary period?		X		X				
7 Has the organization established written procedures to monitor the requirements of section 148?	X		X					

Part V Procedures To Undertake Corrective Action

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?	X		X					

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

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

SERIES 2008A

PART VI

$16,497.08 WAS EARNED IN THE CONSTRUCTION FUND DURING CONSTRUCTION AND SPENT ACCORDING TO THE PURPOSE OF THE BONDS. THE 15,189,824 AMOUNT IN PART 2, LINE 6 REPRESENTS TRANSFERRED PROCEEDS FROM THE ACHDA SERIES OF 1996 CHILDREN'S HOSPITAL OF PITTSBURGH BONDS THAT WERE ADVANCE REFUNDED BY THE ACHDA SERIES UPMC SERIES 2002A BONDS THAT WERE SUBSEQUENTLY CURRENT REFUNDED BY THE ACHDA UPMC SERIES 2008A BONDS. REBATE COMPUTATION PEFORMED ON JULY 1, 2013.

SERIES 2008B

PART VI

$217,677.34 WAS EARNED IN THE CONSTRUCTION FUND DURING CONSTRUCTION AND SPENT ACCORDING TO THE PURPOSE OF THE BONDS. REBATE COMPUTATION PERFORMED IN JULY 1, 2013.

SERIES 2009A NOTE

$4,102.38 WAS EARNED IN THE CONSTRUCTION FUND DURING CONSTRUCTION AND SPENT ACCORDING TO THE PURPOSE OF THE BONDS.

SERIES 2009A

$290,489.17 WAS EARNED IN THE CONSTRUCTION FUND DURING CONSTRUCTION AND

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

SPEND ACCORDING TO THE PURPOSE OF THE BONDS.

SERIES 2010AE

PART III, LINE 8C

$1,128,936 OF THE 2010AE BOND PROCEEDS WAS USED TO FINANCE VARIOUS PROPERTIES THAT HAVE BEEN SOLD TO A NONGOVERNMENTAL PERSON OTHER THAN A 501(C)(3) ORGANIZATION. REMEDIAL ACTION PURSUANT TO REGULATIONS 1.141-12 AND 1.145-2 HAS BEEN TAKEN WITH RESPECT TO ALL OF THESE SOLD PROPERTIES EXCEPT ONE, WHICH WAS FINANCED BY $4,500, OR 0.0%, OF THE 2010AE BOND PROCEEDS.

SERIES 2012

$3,193.27 WAS EARNED IN THE CONSTRUCTION FUND DURING CONSTRUCTION AND SPENT ACCORDING TO THE PURPOSE OF THE BONDS.

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

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

OMB No 1545-0047

2012

Open To Public Inspection

Name of the organization: UPMC

Employer identification number: 25-1423657

Part I **Excess Benefit Transactions** (section 501(c)(3) and section 501(c)(4) organizations only)
Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

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

2 Enter the amount of tax incurred by 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-EZ, Part V, line 38a or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization? To	From	(e) Original principal amount	(f) Balance due	(g) In default? Yes	No	(h) Approved by board or committee? Yes	No	(i) Written agreement? Yes	No
(1)												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												
(8)												
(9)												
(10)												
Total . . . . . ▶ $												

Part III **Grants or Assistance Benefiting Interested Persons.**
Complete if the organization answered "Yes" on Form 990, Part IV, line 27

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

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	(e) Sharing of organization's revenues? No
(1)						
(2)						
(3)						
(4)						
(5)						
(6)						
(7)						
(8)						
(9)						
(10)						

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

PART IV BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS

FOR PURPOSES OF SCHEDULE L, UPMC HAS OBTAINED AND REPORTED RELEVANT INFORMATION FROM INTERESTED PERSONS INCLUDING OFFICERS, KEY EMPLOYEES AND DIRECTORS OF UPMC. EACH OF THE TRANSACTIONS DESCRIBED IN SCHEDULE L PART IV WERE NEGOTIATED AT ARM'S LENGTH AND ARE BASED UPON FAIR VALUE. IN ACCORDANCE WITH APPLICABLE POLICIES AND PROCEDURES, INTERESTED PERSONS ABSTAINED FROM UPMC'S DECISION MAKING PROCESS WITH RESPECT TO EACH TRANSACTION. IN THE INTEREST OF FULL TRANSPARENCY THE DISCLOSURE AMOUNTS INCLUDE ALL UPMC SYSTEM-WIDE ACTIVITY (INCLUSIVE OF UPMC AND ALL SUBSIDIARIES) RATHER THAN ONLY UPMC PARENT ENTITY DISCRETE ACTIVITY. THEY ALSO REFLECT TRANSACTIONS FOR WHICH UPMC IS THE RECIPIENT OF FUNDS, AS WELL AS THE PAYOR OF FUNDS.

(A) NAME OF INTERESTED PERSON: BANK OF NEW YORK MELLON

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND THE ORGANIZATION: BOARD MEMBER MARK A. NORDENBERG IS A BOARD MEMBER OF INTERESTED PERSON

(C) AMOUNT OF TRANSACTION: $2,980,607

(D) DESCRIPTION OF TRANSACTION: BANK FEES

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

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

(E) SHARING OF ORGANIZATIONS REVENUE: NO

(A) NAME OF INTERESTED PERSON: BANK OF NEW YORK MELLON

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND THE ORGANIZATION: BOARD MEMBER MARK A. NORDENBERG IS A BOARD MEMBER OF INTERESTED PERSON

(C) AMOUNT OF TRANSACTION: $103,679

(D) DESCRIPTION OF TRANSACTION: INTEREST ON INVESTMENTS

(E) SHARING OF ORGANIZATIONS REVENUE: NO

(A) NAME OF INTERESTED PERSON: REBECCA KAUL

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND THE ORGANIZATION: FAMILY MEMBER OF UPMC PRESIDENT AND CEO JEFFREY ROMOFF

(C) AMOUNT OF TRANSACTION: $436,346

(D) DESCRIPTION OF TRANSACTION: COMPENSATION

(E) SHARING OF ORGANIZATIONS REVENUE: NO

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	(e) Sharing of organization's revenues? No
(1)						
(2)						
(3)						
(4)						
(5)						
(6)						
(7)						
(8)						
(9)						
(10)						

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

(A) NAME OF INTERESTED PERSON: SCOTT CINDRICH

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND THE ORGANIZATION: FAMILY MEMBER OF UPMC KEY EMPLOYEE ROBERT CINDRICH

(C) AMOUNT OF TRANSACTION: $170,703

(D) DESCRIPTION OF TRANSACTION: COMPENSATION

(E) SHARING OF ORGANIZATIONS REVENUE: NO

(A) NAME OF INTERESTED PERSON: ANDREW WHITE

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND THE ORGANIZATION: FAMILY MEMBER OF UPMC BOARD MEMBER HOWARD HANNA

(C) AMOUNT OF TRANSACTION: $66,994

(D) DESCRIPTION OF TRANSACTION: COMPENSATION

(E) SHARING OF ORGANIZATION REVENUES: NO

(A) NAME OF INTERESTED PERSON: PITTSBURGH STEELERS PREMIUM SEATS LP

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND THE ORGANIZATION: INTERESTED PERSON ENTITY PARTIALLY OWNED BY BOARD MEMBER ROBERT PAUL

(C) AMOUNT OF TRANSACTION: $127,748

Part IV **Business Transactions Involving Interested Persons.**
Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c

	(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization s revenues?	
					Yes	No
(1)						
(2)						
(3)						
(4)						
(5)						
(6)						
(7)						
(8)						
(9)						
(10)						

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

(D) DESCRIPTION OF TRANSACTION: EVENT SEATS

(E) SHARING OF ORGANIZATIONS REVENUE: NO

(A) NAME OF INTERESTED PERSON: WEST PENN AAA

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND THE ORGANIZATION: BOARD MEMBER RICHARD HAMILTON IS AN OFFICER OF INTERESTED PERSON

(C) AMOUNT OF TRANSACTION: $457,548

(D) DESCRIPTION OF TRANSACTION: SPACE RENTAL

(E) SHARING OF ORGANIZATIONS REVENUE: NO

(A) NAME OF INTERESTED PERSON: THE HITE COMPANY

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND THE ORGANIZATION. BOARD MEMBER ALAN GUTTMAN IS A DIRECTOR OF INTERESTED PERSON

(C) AMOUNT OF TRANSACTION: $1,786,104

(D) DESCRIPTION OF TRANSACTION: GOODS

(E) SHARING OF ORGANIZATIONS REVENUE: NO

Part IV **Business Transactions Involving Interested Persons.**
Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c

	(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
					Yes	No
(1)						
(2)						
(3)						
(4)						
(5)						
(6)						
(7)						
(8)						
(9)						
(10)						

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

(A) NAME OF INTERESTED PERSON: CHUBB GROUP OF INSURANCE COMPANIES

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND THE ORGANIZATION: BOARD MEMBER MARTIN MCGUINN IS A BOARD MEMBER OF INTERESTED PERSON

(C) AMOUNT OF TRANSACTION: $278,134

(D) DESCRIPTION OF TRANSACTION: INSURANCE

(E) SHARING OF ORGANIZATIONS REVENUE: NO

(A) NAME OF INTERESTED PERSON: ACE AMERICAN INSURANCE COMPANY

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND THE ORGANIZATION: BOARD MEMBER ROBERT HERNANDEZ IS A BOARD MEMBER OF INTERESTED PERSON

(C) AMOUNT OF TRANSACTION: $1,326,441

(D) DESCRIPTION OF TRANSACTION: INSURANCE

(E) SHARING OF ORGANIZATIONS REVENUE: NO

(A) NAME OF INTERESTED PERSON: LIA PELUSI

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND THE ORGANIZATION: FAMILY MEMBER OF UPMC BOARD MEMBER JOHN H. PELUSI

(C) AMOUNT OF TRANSACTION: $74,571

Part IV **Business Transactions Involving Interested Persons.**
Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

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

(D) DESCRIPTION OF TRANSACTION: COMPENSATION

(E) SHARING OF ORGANIZATIONS REVENUE: NO

(A) NAME OF INTERESTED PERSON: GIANT EAGLE CORPORATION

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND THE ORGANIZATION: BOARD MEMBER ALAN R. GUTTMAN IS A BOARD MEMBER OF INTERESTED PERSON

(C) AMOUNT OF TRANSACTION: $257,077

(D) DESCRIPTION OF TRANSACTION: MERCHANDISE

(E) SHARING OF ORGANIZATIONS REVENUE: NO

(A) NAME OF INTERESTED PERSON: BLACKROCK TOTAL RETURN FUND

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND THE ORGANIZATION: BOARD MEMBER ROBERT HERNANDEZ IS A BOARD MEMBER OF INTERESTED PERSON

(C) AMOUNT OF TRANSACTION: $251,867

(D) DESCRIPTION OF TRANSACTION: INVESTMENT MANAGEMENT FEES

(E) SHARING OF ORGANIZATIONS REVENUE: NO

(A) NAME OF INTERESTED PERSON: AMPCO-PGH. CORPORATION

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	(e) Sharing of organization's revenues? No
(1)						
(2)						
(3)						
(4)						
(5)						
(6)						
(7)						
(8)						
(9)						
(10)						

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

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND THE ORGANIZATION: BOARD MEMBER ROBERT A. PAUL IS CHAIRMAN AND CEO OF INTERESTED PERSON

(C) AMOUNT OF TRANSACTION: $1,209,304

(D) DESCRIPTION OF TRANSACTION: HEALTH INSURANCE

(E) SHARING OF ORGANIZATIONS REVENUE: NO

(A) NAME OF INTERESTED PERSON: BANK OF NEW YORK MELLON

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND THE ORGANIZATION: BOARD MEMBER MARK A. NORDENBERG IS A BOARD MEMBER OF INTERESTED PERSON

(C) AMOUNT OF TRANSACTION: $929,000

(D) DESCRIPTION OF TRANSACTION: HEALTH INSURANCE

(E) SHARING OF ORGANIZATIONS REVENUE: NO

(A) NAME OF INTERESTED PERSON: GREYCOURT AND COMPANY

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND THE ORGANIZATION: BOARD MEMBER MARK J. LASKOW IS MANAGING DIRECTOR OF INTERESTED

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	(e) Sharing of organization's revenues? No
(1)						
(2)						
(3)						
(4)						
(5)						
(6)						
(7)						
(8)						
(9)						
(10)						

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

PERSON

(C) AMOUNT OF TRANSACTION: $203,896

(D) DESCRIPTION OF TRANSACTION: HEALTH INSURANCE

(E) SHARING OF ORGANIZATIONS REVENUE: NO

(A) NAME OF INTERESTED PERSON: GUYASUTA INVESTMENT ADVISORS, INC.

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND THE ORGANIZATION: BOARD MEMBER NEIL Y. VAN HORN IS MANAGING DIRECTOR OF INTERESTED PERSON

(C) AMOUNT OF TRANSACTION: $136,247

(D) DESCRIPTION OF TRANSACTION: HEALTH INSURANCE

(E) SHARING OF ORGANIZATIONS REVENUE: NO

(A) NAME OF INTERESTED PERSON: HANNA HOLDINGS

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND THE ORGANIZATION: BOARD MEMBER HOWARD W. HANNA III IS CHAIRMAN AND CEO OF INTERESTED PERSON

(C) AMOUNT OF TRANSACTION: $801,570

Part IV **Business Transactions Involving Interested Persons.**
Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c

	(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
					Yes	No
(1)						
(2)						
(3)						
(4)						
(5)						
(6)						
(7)						
(8)						
(9)						
(10)						

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

(D) DESCRIPTION OF TRANSACTION: HEALTH INSURANCE

(E) SHARING OF ORGANIZATIONS REVENUE: NO

(A) NAME OF INTERESTED PERSON: HOWARD HANNA REAL ESTATE ASSOCIATED

(B) RELATIONSHIP BEWEEN INTERESTED PERSON AND THE ORGANIZATION: BOARD MEMBER HOWARD W. HANNA III IS CHAIRMAN AND CEO OF INTERESTED PERSON

(C) AMOUNT OF TRANSACTION: $799,575

(D) DESCRIPTION OF TRANSACTION HEALTH INSURANCE

(E) SHARING OF ORGANIZATIONS REVENUE: NO

(A) NAME OF INTERESTED PERSON: HOLLIDAY FENOGLIO FOWLER LP

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND THE ORGANIZATION: BOARD MEMBER JOHN H. PELUSI JR. IS MANAGING DIRECTOR OF INTERESTED PERSON

(C) AMOUNT OF TRANSACTION: $187,685

(D) DESCRIPTION OF TRANSACTION: HEALTH INSURANCE

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	(e) Sharing of organization's revenues? No
(1)						
(2)						
(3)						
(4)						
(5)						
(6)						
(7)						
(8)						
(9)						
(10)						

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

(E) SHARING OF ORGANIZATIONS REVENUE: NO

(A) NAME OF INTERESTED PERSON: GIANT EAGLE CORPORATION

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND THE ORGANIZATION: BOARD MEMBER ALAN R. GUTTMAN IS A BOARD MEMBER OF INTERESTED PERSON

(C) AMOUNT OF TRANSACTION: $191,736

(D) DESCRIPTION OF TRANSACTION: HEALTH INSURANCE

(E) SHARING OF ORGANIZATIONS REVENUE: NO

(A) NAME OF INTERESTED PERSON: C.A. CURTZE COMPANY

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND THE ORGANIZATION: BOARD MEMBER B. SCOTT KERN IS VICE PRESIDENT OF INTERESTED PERSON

(C) AMOUNT OF TRANSACTION: $2,098,467

(D) DESCRIPTION OF TRANSACTION: HEALTH INSURANCE

(E) SHARING OF ORGANIZATIONS REVENUE: NO

(A) NAME OF INTERESTED PERSON: ECHO REAL ESTATE SERVICES

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	(e) Sharing of organization's revenues? No
(1)						
(2)						
(3)						
(4)						
(5)						
(6)						
(7)						
(8)						
(9)						
(10)						

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

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND THE ORGANIZATION: BOARD MEMBER ROBERT PAUL IS A BOARD MEMBER OF INTERESTED PERSON

(C) AMOUNT OF TRANSACTION: $201,543

(D) DESCRIPTION OF TRANSACTION: HEALTH INSURANCE

(E) SHARING OF ORGANIZATIONS REVENUE: 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 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
UPMC

Employer identification number
25-1423657

PART I SUMMARY

LINE 1 - SUMMARY

UPMC IS THE PARENT ORGANIZATION OF A LARGE INTEGRATED HEALTHCARE DELIVERY SYSTEM CONSISTING OF CONTROLLED SUBSIDIARIES WITHIN THE MEANING OF SECTION 6033(H). UPMC'S PRIMARY MISSION IS THE ONGOING SUPPORT OF ALL SUBSIDIARIES IN ORDER TO ASSIST THEM IN ACCOMPLISHING THEIR EXEMPT EDUCATIONAL, HEALTHCARE, AND RESEARCH MISSIONS.

LINE 8 - CONTRIBUTIONS AND GRANTS: PURSUANT TO TREASURY REGULATION SECTION 1.6033-2(D)(5), UPMC HAS ELECTED TO REPORT INFORMATION RELATED TO ITS CONTRIBUTIONS AND GRANTS RECEIVED ON A CONSOLIDATED BASIS FOR ALL OF THE MEMBERS OF THE UPMC GROUP, INCLUDING THIS PARENT ORGANIZATION, ON THE RETURN OF UPMC GROUP, EIN 20-8295721.

PART III STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

UPMC IS THE PREMIER INTEGRATED HEALTH SYSTEM IN WESTERN PENNSYLVANIA AND ONE OF THE NATION'S LEADING ACADEMIC MEDICAL CENTERS. ITS CENTRAL MISSION IS TO PROVIDE OUTSTANDING, ACCESSIBLE CARE TO THE PEOPLE OF THIS REGION, WHILE SHAPING TOMORROW'S HEALTH CARE THROUGH CLINICAL INNOVATION, RESEARCH AND EDUCATION.

AS THE LARGEST NON-GOVERNMENTAL EMPLOYER IN THE COMMONWEALTH - WITH MORE THAN 62,000 EMPLOYEES WITHIN THE VARIOUS CONTROLLED HEALTH CARE ENTITIES, UPMC ENCOMPASSES 22 HOSPITALS, MORE THAN 400 OUTPATIENT SITES AND

DOCTORS' OFFICES, AND RETIREMENT AND LONG-TERM CARE FACILITIES. BY INTEGRATING ITS HEALTH CARE SERVICES WITH A MAJOR INSURANCE DIVISION THAT IS FOCUSED ON PROMOTING THE HEALTH OF ITS MEMBERS, UPMC HAS ADVANCED THE QUALITY AND EFFICIENCY OF HEALTH CARE, AND DEVELOPED INTERNATIONALLY RENOWNED PROGRAMS IN TRANSPLANTATION, CANCER, NEUROSURGERY, PSYCHIATRY, ORTHOPAEDICS, AND SPORTS MEDICINE, AMONG OTHERS. THESE HIGHLY SPECIALIZED SERVICES DRAW PATIENTS FROM ACROSS THE NATION AND AROUND THE WORLD. CLOSELY AFFILIATED WITH ITS ACADEMIC PARTNER, THE UNIVERSITY OF PITTSBURGH, UPMC REGULARLY RANKS AS ONE OF "AMERICA'S BEST HOSPITALS" IN U.S. NEWS & WORLD REPORT'S PRESTIGIOUS ANNUAL LISTING.

UPMC'S LARGEST OPERATING COMPONENT IS ITS PROVIDER SERVICES DIVISION, ENCOMPASSING A COMPREHENSIVE ARRAY OF CLINICAL CAPABILITIES. SERVING PRIMARILY WESTERN PENNSYLVANIA, THIS DIVISION INCLUDES ACADEMIC, COMMUNITY, AND REGIONAL HOSPITALS; PRE- AND POST-ACUTE CARE CAPABILITIES; SPECIALTY SERVICE LINES SUCH AS TRANSPLANTATION SERVICES, WOMEN'S HEALTH, BEHAVIORAL HEALTH, PEDIATRICS, CANCER CARE, AND REHABILITATION SERVICES; CONTRACT SERVICES, SUCH AS EMERGENCY MEDICINE, PHARMACY, AND LABORATORY; AND NEARLY 3,500 EMPLOYED PHYSICIANS WITH ASSOCIATED PRACTICES. UPMC'S ORGAN TRANSPLANT CENTER IS ONE OF THE LARGEST AND BUSIEST IN THE WORLD, PERFORMING MORE THAN 18,000 TRANSPLANTS SINCE 1981. THE UPMC CANCER CENTER NETWORK IS ALSO ONE OF THE LARGEST, WITH MORE THAN 35 LOCATIONS AND 200 AFFILIATED ONCOLOGISTS. UPMC'S EXPERTISE IN TRANSPLANTATION AND ONCOLOGY ARE KEY PARTS OF ITS GLOBALIZATION EFFORTS THROUGH ITS INTERNATIONAL AND COMMERCIAL SERVICES DIVISION, WHICH PROMOTES THE

EXCHANGE OF SCIENTIFIC KNOWLEDGE WORLDWIDE WHILE GENERATING REVENUE THAT IS REINVESTED IN WESTERN PENNSYLVANIA.

IN MANAGING ITS GLOBAL HEALTH ENTERPRISE, UPMC HAS TAKEN A LEADERSHIP ROLE IN GOOD CORPORATE GOVERNANCE PRACTICES - VOLUNTARILY ACHIEVING SARBANES-OXLEY CERTIFICATION FOR EIGHT YEARS IN A ROW, PUBLICLY RELEASING QUARTERLY FINANCIAL RESULTS WITHIN 60 DAYS OF EACH QUARTER'S CLOSE, AND CREATING ONE OF THE MOST STRINGENT INDUSTRY RELATIONSHIP POLICIES TO ENSURE THAT PHARMACEUTICAL AND MEDICAL DEVICE COMPANIES DO NOT NEGATIVELY INFLUENCE PATIENT CARE. THESE BUSINESS PRACTICES SET THE STAGE FOR DECISION MAKING THAT IS GOOD FOR UPMC AND THE COMMUNITIES IT SERVES.

HIGH-QUALITY, PATIENT-FOCUSED CARE

BY LEVERAGING RESOURCES AND EXPERTISE ACROSS ITS GLOBAL NETWORK, UPMC HAS ACHIEVED SIGNIFICANT GAINS IN THE DELIVERY OF HIGH-QUALITY, PATIENT-FOCUSED CARE. THE DONALD D. WOLFF, JR. CENTER FOR QUALITY, SAFETY, AND INNOVATION SUPPORTS THE TRANSFORMATION AND IMPROVEMENT OF PATIENT CARE DELIVERY AND OUTCOMES - THROUGH PARTNERSHIPS WITH SYSTEM LEADERSHIP, DISSEMINATION OF BEST PRACTICES, AND USE OF ADVANCED TECHNOLOGY. THE CENTER'S TEAM CONSISTS OF IMPROVEMENT SPECIALISTS, SYSTEMS ANALYSTS, A STATISTICIAN AND VARIED STAFF WHO FOCUS ON IMPROVING DATA QUALITY AND ANALYTICS, REDUCING READMISSIONS AND HOSPITAL-ACQUIRED INFECTIONS, AND INCREASING PATIENT AND EMPLOYEE SATISFACTION.

Name of the organization	Employer identification number
UPMC	25-1423657

SYSTEM-WIDE QUALITY INITIATIVES IN THE LAST FISCAL YEAR INCLUDED NEARLY 90 PROJECTS WITH NOTABLE STRIDES IN THE AREAS OF PATIENT SAFETY, BLOOD MANAGEMENT, PATIENT SATISFACTION, DATA ANALYTICS AND CARE COORDINATION. THIS WORK SPANNED UPMC'S HOSPITALS, SENIOR COMMUNITIES, INTERNATIONAL SITES, THE PHYSICIAN SERVICES DIVISION AND THE UPMC HEALTH PLAN.

INVESTMENTS IN TECHNOLOGY AND FACILITIES

UNDERPINNING UPMC'S QUALITY AND PATIENT SAFETY EFFORTS IS A ROBUST TECHNOLOGY INFRASTRUCTURE. IN 2013, UPMC RANKED NO. 1 IN THE INFORMATIONWEEK 500 LISTING OF THE NATION'S MOST INNOVATIVE TECHNOLOGY USERS ACROSS ALL INDUSTRIES. UPMC WAS ALSO NAMED ONE OF THE COUNTRY'S "MOST WIRED" HEALTH SYSTEMS FOR THE 15TH CONSECUTIVE YEAR- THE ONLY HEALTH CARE ORGANIZATION TO BE CONSISTENTLY RECOGNIZED WITH THAT DISTINCTION DURING THAT TIMEFRAME - ACCORDING TO HOSPITALS & HEALTH NETWORKS, THE JOURNAL OF THE AMERICAN HOSPITAL ASSOCIATION (AHA).

OVER THE PAST FIVE YEARS, UPMC HAS INVESTED MORE THAN $1.3 BILLION IN INFORMATION TECHNOLOGY TO IMPROVE THE CARE AND SAFETY OF ITS PATIENTS, AND ITS HOSPITALS ARE AMONG THE MOST ADVANCED USERS OF ELECTRONIC HEALTH RECORDS, AS MEASURED BY HIMSS ANALYTICS, A SUBSIDIARY OF THE HEALTHCARE INFORMATION AND MANAGEMENT SYSTEMS SOCIETY (HIMSS). CHILDREN'S HOSPITAL OF PITTSBURGH OF UPMC WAS THE FIRST PEDIATRIC FACILITY TO REACH STAGE 7, THE HIGHEST RATING LEVEL GIVEN BY HIMSS. UPMC IS ALSO PARTNERING WITH

LEADING TECHNOLOGY COMPANIES TO DEVELOP AND COMMERCIALIZE THE NEXT GENERATION OF HEALTH CARE INFORMATION TECHNOLOGY. FOR INSTANCE, UPMC AND GENERAL ELECTRIC ARE COLLABORATING TO DEVELOP NEW SOLUTIONS IN IMAGING INFORMATICS. TEAMS FROM UPMC AND GE, WORKING TOGETHER AT UPMC'S TECHNOLOGY DEVELOPMENT CENTER, WILL RE-IMAGINE IMAGING WORKFLOW USING CLOUD-BASED TECHNOLOGY TO IMPROVE THE WAY PROVIDERS INTERPRET, ACCESS AND ARCHIVE MRIS, CT SCANS AND OTHER IMAGING MODALITIES. IN KEEPING WITH ITS GOAL OF ENSURING ACCESS TO HIGH-QUALITY HEALTH CARE THROUGHOUT WESTERN PENNSYLVANIA, UPMC ALSO CONTINUES TO INVEST IN WORLD-CLASS FACILITIES AND CLINICAL SERVICES. IN FISCAL YEAR 2013, UPMC SPENT $503 MILLION ON CAPITAL IMPROVEMENT CAMPAIGNS.

SUPPORT FOR RESEARCH AND EDUCATION

IN CONCERT WITH ITS WORLD-RENOWNED ACADEMIC PARTNER, THE UNIVERSITY OF PITTSBURGH, UPMC IS TRANSLATING BIOMEDICAL RESEARCH INTO INNOVATIVE CLINICAL CARE, WHILE TRAINING THE CLINICIANS AND RESEARCHERS WHO WILL ADVANCE HEALTH CARE IN THE DECADES TO COME. UPMC'S FINANCIAL SUPPORT FOR RESEARCH AND EDUCATION, PRIMARILY AT THE UNIVERSITY OF PITTSBURGH, WAS $381 MILLION IN FISCAL YEAR 2013. UPMC'S ONGOING SUPPORT HAS AIDED THE UNIVERSITY IN BEING RANKED AMONG THE TOP 10 RECIPIENTS OF NATIONAL INSTITUTE OF HEALTH GRANTS SINCE 1998. THIS ACHIEVEMENT KEEPS BOTH ORGANIZATIONS ON THE CUTTING EDGE OF MEDICAL RESEARCH, WHILE BRINGING AN ADDITIONAL $431 MILLION OF NIH FUNDING TO THE REGION. THE RESULTS OF THIS RESEARCH ARE WIDELY SHARED WITH OTHER SCIENTISTS AND RESEARCHERS, LEADING

Name of the organization	Employer identification number
UPMC	25-1423657

TO DISCOVERIES AND IMPROVEMENTS IN HEALTH CARE PRACTICES THAT BENEFIT THE GENERAL PUBLIC. UPMC ALSO UNDERWRITES THE TRAINING OF NEARLY 1,800 MEDICAL RESIDENTS AND CLINICAL FELLOWS, OPERATES THREE SCHOOLS OF NURSING, OFFERS A TRAINING PROGRAM FOR RADIOLOGY TECHNICIANS, AND COORDINATES A WIDE ARRAY OF CONTINUING MEDICAL EDUCATION PROGRAMS TO ALLOW THE REGION'S MEDICAL COMMUNITY TO BUILD ITS COLLECTIVE EXPERTISE.

CARING FOR THE COMMUNITY

IN FISCAL YEAR 2013, UPMC SPENT $268 MILLION IN CHARITY CARE AND UNREIMBURSED AMOUNTS FOR PROGRAMS FOR THE POOR. THERE HAS BEEN A MAJOR FOCUS TO ENSURE THAT UPMC'S FINANCIAL ASSISTANCE PROGRAM IS EASILY ACCESSIBLE AND USER-FRIENDLY FOR PATIENTS IN NEED. UPMC OPERATES PURSUANT TO AN EXPANSIVE FINANCIAL ASSISTANCE POLICY THAT EXTENDS FREE OR DISCOUNTED HEALTH SERVICES TO UNINSURED AND UNDERINSURED INDIVIDUALS AND FAMILIES EARNING UP TO 400 PERCENT OF THE FEDERAL POVERTY LEVEL - AS MUCH AS $94,200 FOR A FAMILY OF FOUR IN 2013. THIS POLICY WAS DEEMED BY AN EXTERNAL STUDY TO CONSTITUTE A "BEST PRACTICE" AMONG HOSPITAL ORGANIZATIONS.

PART III STATMENT OF PROGRAM SERVICE ACCOMPLISHMENTS CONTINUED

ADDITIONALLY, IN FISCAL YEAR 2013, UPMC SPENT $241 MILLION TO COVER PAYMENT SHORTFALLS, WHERE THE COST OF SERVICE PROVIDED IS GREATER THAN THE REIMBURSEMENT PAYMENT PROVIDED, FOR THOSE ENROLLED BY MEDICARE.

Name of the organization	Employer identification number
UPMC	25-1423657

UPMC ANNUALLY PROVIDES OR CONTRIBUTES TO MORE THAN 3,000 COMMUNITY HEALTH IMPROVEMENT PROGRAMS AND SUBSIDIZED SERVICES. MANY OF THESE PROGRAMS TARGET THE UNMET NEEDS OF VULNERABLE POPULATIONS, ADDRESSING CHRONIC HEALTH PROBLEMS SUCH AS DIABETES, HEART DISEASE, AND CANCER, AS WELL AS SOCIAL ISSUES SUCH AS TEEN PREGNANCY, VIOLENCE AGAINST WOMEN, AND ELDERLY LIVING ALONE. THE COST OF THESE SERVICES, ALONG WITH CHARITABLE INITIATIVES AND DONATIONS THAT BENEFIT THE COMMUNITY, AMOUNTED TO $238 MILLION IN FISCAL YEAR 2013.

UPMC'S CONTRIBUTIONS TO WESTERN PENNSYLVANIA GO FAR BEYOND ITS TRADITIONAL ROLE AS THE REGION'S LARGEST PROVIDER OF HEALTH CARE. A CATALYST FOR ECONOMIC IMPROVEMENT, UPMC IS HELPING TO DEVELOP A BRIGHTER FUTURE FOR THE REGION, ONE BUILT ON MEDICINE, RESEARCH, AND TECHNOLOGY. THIS COMMITMENT INCLUDES A $100 MILLION PLEDGE TO THE PITTSBURGH PROMISE - $90 MILLION OF WHICH SERVES AS A CHALLENGE GRANT TO SPUR COMMUNITY-WIDE INVESTMENT TO RAISE A PERMANENT ENDOWMENT - TO HELP STUDENTS GRADUATING FROM PITTSBURGH PUBLIC SCHOOLS FURTHER THEIR EDUCATION AFTER HIGH SCHOOL. UPMC HAS CONTRIBUTED $45.5 MILLION TO DATE. (AN IN-DEPTH REPORT ON UPMC'S COMPREHENSIVE COMMUNITY BENEFITS IS AVAILABLE ON ITS WEBSITE.)

PART IV CHECKLIST OF REQUIRED SCHEDULES

LINE 2 AND LINE 12

LINE 2 - CONTRIBUTIONS AND GRANTS: PURSUANT TO TREASURY REGULATION SECTION 1.6033-2(D)(5), UPMC HAS ELECTED TO REPORT INFORMATION RELATED TO ITS CONTRIBUTIONS AND GRANTS ON A CONSOLIDATED BASIS FOR ALL OF THE

Name of the organization	Employer identification number
UPMC	25-1423657

MEMBERS OF THE UPMC GROUP, INCLUDING THIS PARENT ORGANIZATION, ON THE RETURN OF UPMC GROUP, EIN 20-8295721.

LINE 12 - AN EXTERNAL AUDIT IS COMPLETED AT A CONSOLIDATED UPMC SYSTEM LEVEL ONLY, INCLUDING UPMC AND ALL TAXABLE AND TAX EXEMPT SUBSIDIARIES.

PART VI GOVERNANCE, MANAGEMENT, DISCLOSURE

SECTION A,LINE 1,LINE 2, SECTION B, LINE 11,12C, 15A & B 16A & B

SECTION A, LINE 1 ALTHOUGH THE UPMC BOARD OF DIRECTORS IS INDEPENDENT IN FACT, 3 OF THE BOARD MEMBERS ARE REQUIRED TO BE REPORTED AS NOT INDEPENDENT FOR FORM 990 PURPOSES AS A RESULT OF AFFILIATION WITH COMPANIES PURCHASING HEALTH INSURANCE FROM UPMC HEALTH PLAN ON THE SAME TERMS AS THOSE OFFERED TO THE GENERAL PUBLIC.

SECTION A, LINE 2 DID ANY OFFICER, TRUSTEE, OR KEY EMPLOYEE HAVE A FAMILY RELATIONSHIP OR BUSINESS RELATIONSHIP WITH ANY OTHER OFFICER, DIRECTOR, TRUSTEE, OR KEY EMPLOYEE? FOR PURPOSES OF PART VI, LINE 2, UPMC HAS OBTAINED AND REPORTED RELEVANT INFORMATION FROM INTERESTED PERSONS INCLUDING DIRECTORS, OFFICERS, AND KEY EMPLOYEES OF UPMC AND OFFICERS AND KEY EMPLOYEES OF ALL GROUP SUBORDINATES, AND DIRECTORS OF GROUP SUBORDINATE ENTITIES WITH DECISION-MAKING BOARD AUTHORITY THAT IS INDEPENDENT FROM THAT OF UPMC PARENT. MULTIPLE UPMC OFFICERS, DIRECTORS, TRUSTEES, AND/OR KEY EMPLOYEES HAVE BUSINESS RELATIONSHIPS BY VIRTUE OF THE FACT THAT THEY ARE ALSO OFFICERS, DIRECTORS, TRUSTEES, AND/OR KEY EMPLOYEES OF UPMC SUBSIDIARIES AND AFFILIATES, WHICH ARE NOT SEPARATELY DISCLOSED BELOW. THE FOLLOWING UPMC OFFICERS, DIRECTORS, TRUSTEES, AND/OR

Name of the organization	Employer identification number
UPMC	25-1423657

KEY EMPLOYEES HAVE BUSINESS RELATIONSHIPS, AS REQUIRED TO BE DISCLOSED BY FORM 990 PART VI, SECTION A, LINE 2, BY VIRTUE OF THE FACT THAT THEY ARE ALSO OFFICERS, DIRECTORS, TRUSTEES, OR KEY EMPLOYEES OF OTHER UNRELATED TAXABLE ORGANIZATIONS.

BOD MEMBER/OFFICER/KEY EMPLOYEE. MCCRADY

RELATIONSHIP: BUSINESS

ASSOCIATED PERSON: HAMILTON

BOD MEMBER/OFFICER/KEY EMPLOYEE. HAMILTON

RELATIONSHIP: BUSINESS

ASSOCIATED PERSON: MCCRADY

SECTION B, LINE 11 THE COMPLETED FORM 990 WAS REVIEWED BY THE CHIEF FINANCIAL OFFICER, MEMBERS OF THE CORPORATE TAX DEPARTMENT, MEMBERS OF THE CORPORATE LEGAL DEPARTMENT, AND OTHER MEMBERS OF UPMC MANAGEMENT PRIOR TO ITS FILING. VARIOUS SECTIONS OF THE 990 WERE ALSO REVIEWED BY THE CHIEF EXECUTIVE OFFICER AND COMMITTEES OF THE FILING ORGANIZATION'S BOARD OF DIRECTORS, AS APPLICABLE. FOR EXAMPLE, THE EXECUTIVE COMPENSATION COMMITTEE OF THE BOARD REVIEWED SECTIONS RELATED TO COMPENSATION AND RELATED PARTY TRANSACTIONS. IN ADDITION, THE BOARD OF DIRECTORS ESTABLISHED A 990 SUBCOMMITTEE, COMPRISED OF THE CHAIRS OF THE BOARD, EXECUTIVE COMPENSATION COMMITTEE, ETHICS AND COMPLIANCE COMMITTEE, FINANCE COMMITTEE AND AUDIT COMMITTEE, WHICH REVIEWED THE ENTIRE COMPLETED FORM 990 PRIOR TO FILING. ADDITIONALLY, THE FORM 990 IS

Name of the organization	Employer identification number
UPMC	25-1423657

REVIEWED BY AN OUTSIDE INDEPENDENT PUBLIC ACCOUNTING FIRM WHO AS PART OF THE PROCESS SIGNS THE RETURN AS PAID PREPARER. AFTER THIS REVIEW BUT PRIOR TO FILING, THE FULL BOARD OF DIRECTORS WAS NOTIFIED THAT THE COMPLETED FORM 990 WAS AVAILABLE FOR REVIEW ON THE BOARD'S SECURE WEBSITE. ALSO PRIOR TO FILING, MANAGEMENT HELD A FORM 990 QUESTION AND ANSWER SESSION IN WHICH ALL MEMBERS OF THE FULL BOARD WERE INVITED TO PARTICIPATE.

SECTION B, LINE 12C: UPMC REQUIRES KEY EMPLOYED AND NON-EMPLOYED PERSONNEL TO COMPLY WITH ITS CONFLICT OF INTEREST POLICIES WHEN THEY ENGAGE IN UPMC-RELATED BUSINESS. INDIVIDUALS COVERED BY THE POLICIES INCLUDE: -UPMC BOARD MEMBERS, CORPORATE OFFICERS, AND KEY EMPLOYEES -UPMC PHYSICIANS AND NON-PHYSICIAN EMPLOYEES WHO HOLD A POSITION OF INFLUENCE -IDENTIFIED NON-EMPLOYED MEMBERS OF THE UPMC MEDICAL STAFF WHO HOLD A POSITION OF INFLUENCE -INDIVIDUALS CONDUCTING CLINICAL RESEARCH AT UPMC, WHETHER OR NOT THEY ARE EMPLOYED BY UPMC. THESE INDIVIDUALS ARE REQUIRED TO COMPLETE A QUESTIONNAIRE AT LEAST ANNUALLY, WHICH ALONG WITH OTHER DATA IS USED TO IDENTIFY POSSIBLE INDIVIDUAL AND INSTITUTIONAL CONFLICTS OF INTEREST. IF A POTENTIAL CONFLICT IS IDENTIFIED REGARDING A SPECIFIC UPMC ACTIVITY, THE CORPORATE COMPLIANCE DEPARTMENT, WITH THE ASSISTANCE OF THE LEGAL DEPARTMENT, EITHER DEVELOPS A WRITTEN PLAN DESIGNED TO PREVENT THE CONFLICT FROM INFLUENCING DECISIONS RELATED TO THAT ACTIVITY, OR REQUIRES THAT THE CONFLICTING RELATIONSHIP BE DIVESTED, AS APPROPRIATE. FOR EMPLOYED PERSONNEL AND NON-BOARD MEMBER, NON-EMPLOYED PERSONNEL, THE CONFLICT OF INTEREST IDENTIFICATION AND MANAGEMENT PROCESS

Name of the organization	Employer identification number
UPMC	25-1423657

IS ULTIMATELY OVERSEEN BY AN ETHICS AND COMPLIANCE COMMITTEE OF THE UPMC BOARD OF DIRECTORS ON BEHALF OF UPMC AND ALL OF ITS SUBSIDIARIES. POTENTIAL CONFLICT OF INTEREST TRANSACTIONS INVOLVING UPMC BOARD MEMBERS AND ENTITIES WITH WHICH THEY ARE AFFILIATED ARE MONITORED AND SUBJECT TO PRE-APPROVAL BY THE GOVERNANCE AND NOMINATING COMMITTEE OF THE UPMC BOARD OF DIRECTORS. IN ADDITION TO THE GENERAL CORPORATE AND BOARD POLICIES DESCRIBED ABOVE, UPMC HAS ALSO DEVELOPED AND IMPLEMENTED A SEPARATE TAX QUESTIONNAIRE DISTRIBUTED TO OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES ANNUALLY THAT SPECIFICALLY ADDRESSES DISCLOSURE REQUIREMENTS OF FORM 990.

SECTION B, LINE 15A AND B: TO SUPPORT UPMC'S MISSION AND AS SET FORTH IN THE UPMC BYLAWS, THE BOARD OF DIRECTORS HAS FORMED AN EXECUTIVE COMPENSATION COMMITTEE ("COMMITTEE") AND DELEGATED TO IT THE RESPONSIBILITY FOR ESTABLISHMENT AND IMPLEMENTATION OF OFFICER AND KEY EMPLOYEE TOTAL COMPENSATION PROGRAMS. AS PART OF THIS RESPONSIBILITY, AT LEAST ANNUALLY, THE COMMITTEE REPORTS TO THE BOARD OF DIRECTORS. WITH BOARD OF DIRECTORS APPROVAL, THE COMMITTEE HAS ADOPTED A FORMAL CHARTER, WHICH INCLUDES THE ESTABLISHMENT OF A COMPENSATION PHILOSOPHY AND RELATED POLICIES WITH RESPECT TO THE TOTAL COMPENSATION PAID BY UPMC TO ITS OFFICERS AND KEY EMPLOYEES. THE UPMC TOTAL COMPENSATION PROGRAM FOR OFFICERS AND KEY EMPLOYEES IS PREDICATED UPON AN INCENTIVE COMPENSATION COMPONENT. THIS COMPONENT IS BASED UPON THE ACCOMPLISHMENT OF PREDETERMINED PERFORMANCE GOALS AND OBJECTIVES WHICH FOCUS ON THE

Name of the organization	Employer identification number
UPMC	25-1423657

ACHIEVEMENT OF MULTIPLE ANNUAL AND THREE YEAR INDIVIDUAL AND GROUP PERFORMANCE CRITERIA IN THE CONTEXT OF APPROPRIATE RISK TAKING. THESE CRITERIA DIRECTLY SUPPORT UPMC'S MISSION AND INCLUDE: PATIENT QUALITY AND SATISFACTION, COMMUNITY BENEFITS, OPERATIONAL AND FINANCIAL STRENGTH, LEADERSHIP DEVELOPMENT, AND STRATEGIC BUSINESS INITIATIVES AMONG OTHERS. THE TOTAL COMPENSATION PROGRAM IS INTEGRATED WITH AND REINFORCES THE UPMC BUSINESS PLANNING CYCLE AS WELL AS MANAGEMENT DEVELOPMENT AND SUCCESSION PLANNING PROCESSES. IT IS THE COMMITTEE'S JUDGMENT THAT THE STRUCTURE OF THE TOTAL COMPENSATION PROGRAM IS VITAL TO, AND STRONGLY SUPPORTIVE OF, THE HIGH LEVEL OF ONGOING SUCCESS OF UPMC AND FOSTERS THE RETENTION OF CRITICAL OFFICER AND KEY EMPLOYEE TALENT. THE TOTAL COMPENSATION DETERMINATION PROCESS UTILIZED BY THE COMMITTEE IS INTENDED TO SATISFY THE "REBUTTABLE PRESUMPTION OF REASONABLENESS" AS SET FORTH IN THE REGULATIONS TO SECTION 4958 OF THE INTERNAL REVENUE CODE ("CODE"). THIS MEANS THAT COMPENSATION PROGRAMS AND LEVELS ARE APPROVED IN ADVANCE BY THE COMMITTEE WHICH IS COMPOSED ENTIRELY OF OUTSIDE DIRECTORS WHO DO NOT HAVE A CONFLICT OF INTEREST, AS DEFINED BY THE CODE, WITH RESPECT TO THE COMPENSATION PROGRAM AND LEVELS. THE COMMITTEE OBTAINS AND RELIES UPON A BROAD RANGE OF APPROPRIATE DATA AS TO COMPARABILITY PRIOR TO MAKING ITS DETERMINATIONS. THE COMMITTEE THEN CONTEMPORANEOUSLY DOCUMENTS, IN FORMAL MEETING MINUTES, THE BASIS AND REASONS FOR ITS DETERMINATIONS. THE TOTAL COMPENSATION PROGRAM IS DESIGNED AND ADMINISTERED IN ACCORDANCE WITH THE UPMC BYLAWS, SOUND BUSINESS PRACTICES, THE TENETS OF COMMON LAW BUSINESS JUDGMENT AND FIDUCIARY RESPONSIBILITY AS WELL AS ADHERENCE TO ALL RELEVANT FEDERAL, STATE AND LOCAL LAWS. IN ADDITION TO CODE SECTION 4958,

AS SET FORTH ABOVE, THIS INCLUDES BUT IS NOT LIMITED TO CODE SECTION 501(C)(3) AND THE APPLICABLE REGULATIONS THEREUNDER AS WELL AS ALL LAWS AND REGULATIONS PROHIBITING PRIVATE INURNMENT, PRIVATE BENEFIT TRANSACTIONS AND DISCRIMINATION. FURTHER, THE COMMITTEE HAS IDENTIFIED AND ADOPTED, AS APPROPRIATELY MODIFIED FOR UPMC, COMPENSATION PROGRAM "BEST PRACTICES" FROM THE BUSINESS WORLD E.G. SARBANES OXLEY, SEC, ETC. THE COMMITTEE BELIEVES THAT WHILE THESE PRACTICES ARE NOT REQUIRED IN THE TAX EXEMPT SECTOR, THEY ARE IN THE BEST INTERESTS OF THE ORGANIZATION AND FURTHER SUPPORT UPMC'S NONPROFIT MISSION. IN ACCORDANCE WITH THE ABOVE, DETERMINATION OF TOTAL COMPENSATION FOR THE CEO IS MADE EXCLUSIVELY BY THE COMMITTEE. DETERMINATION OF TOTAL COMPENSATION FOR OTHER OFFICERS AND KEY EMPLOYEES IS RECOMMENDED BY THE CEO AND SUBJECT TO REVIEW AND APPROVAL BY THE COMMITTEE. THE COMMITTEE, WHICH MEETS AT LEAST FOUR TIMES A YEAR, OBTAINS PROFESSIONAL ADVICE FROM ITS OWN EXPERTS, INCLUDING ACCOUNTANTS, EXECUTIVE COMPENSATION CONSULTANTS AND LEGAL COUNSEL.
SECTION B, LINE 16A AND B: UPMC HAS A FORMAL WRITTEN POLICY PERTAINING TO JOINT VENTURES BETWEEN UPMC TAX-EXEMPT ENTITIES AND TAXABLE ENTITIES. THE POLICY EMPLOYS AN INTERNAL PROCEDURE FOR REVIEW OF ALL TRANSACTIONS INVOLVING POTENTIAL PARTICIPATION IN JOINT VENTURES AND SIMILAR ARRANGEMENTS TO ENSURE THAT SUCH ENTITIES OPERATE IN ACCORDANCE WITH APPLICABLE IRS POLICIES AND WITHIN UPMC'S CHARITABLE PURPOSES.

PART VI GOVERNANCE, MANAGEMENT, DISCLOSURE
SECTION C, LINE 19 UPMC'S PUBLIC WEBSITE (WWW.UPMC.COM) MAKES ITS FINANCIAL RESULTS, CONFLICT OF INTEREST PROCESS, AND VARIOUS INFORMATION

Name of the organization	Employer identification number
UPMC	25-1423657

ABOUT GOVERNANCE AND OVERSIGHT AVAILABLE TO THE PUBLIC. ADDITIONAL INFORMATION MAY BE SUPPLIED UPON SPECIFIC REQUEST FOR DATA NOT POSTED TO THE WEB SITE.

PART VII COMPENSATION OF OFFICERS, DIRECTORS, TRUSTEES, KEY EMPLOYEES SECTION A AND SECTION B

SECTION A PURSUANT TO TREASURY REGULATION SECTION 1.6033-2(D)(5), UPMC HAS ELECTED TO REPORT OTHER INFORMATION ABOUT OFFICERS, DIRECTORS, TRUSTEES, KEY EMPLOYEES AND CERTAIN OTHER HIGHLY PAID EMPLOYEES ON A CONSOLIDATED BASIS FOR ALL OF THE MEMBERS OF THE UPMC GROUP, INCLUDING THIS PARENT ORGANIZATION, ON THE RETURN OF UPMC GROUP, EIN 20-8295721.

SECTION B PURSUANT TO TREASURY REGULATION SECTION 1.6033-2(D)(5), UPMC HAS ELECTED TO REPORT CERTAIN PROFESSIONAL CONTRACTORS AND CERTAIN OTHER CONTRACTORS ON A CONSOLIDATED BASIS FOR ALL OF THE MEMBERS OF THE UPMC GROUP, INCLUDING THIS PARENT ORGANIZATION, ON THE GROUP RETURN OF UPMC GROUP, EIN 20-8295721.

PART VIII STATEMENT OF REVENUE

LINE 1 - CONTRIBUTIONS AND GRANTS: PURSUANT TO TREASURY REGULATION SECTION 1.6033-2(D)(5), UPMC HAS ELECTED TO REPORT INFORMATION RELATED TO ITS CONTRIBUTIONS AND GRANTS RECEIVED ON A CONSOLIDATED BASIS FOR ALL OF THE MEMBERS OF THE UPMC GROUP, INCLUDING THIS PARENT ORGANIZATION, ON THE RETURN OF UPMC GROUP, EIN 20-8295721.

PART X BALANCE SHEET

SCHEDULE K PART I, DESCRIPTION OF PURPOSE, COLUMN (F) SERIES 2003B

Name of the organization	Employer identification number
UPMC	25-1423657

6/17/2003 THE PROCEEDS FROM THE SALE OF THE BONDS WERE USED BY UPMC TO UNDERTAKE A PROJECT CONSISTING OF FINANCING ALL OR A PORTION OF (1) THE COST OF REFUNDING THE AUTHORITY'S REDEEMED 1992B BONDS ISSUED 12/31/1992; (2) THE COSTS OF REFUNDING THE AUTHORITY'S OUTSTANDING HOSPITAL REVENUE REFUNDING BONDS, SERIES 1992 ISSUED 11/5/1992 (MAGEE-WOMENS HOSPITAL PROJECT) (THE "PRIOR MAGEE BONDS"); (3) THE COSTS OF REFUNDING THE BUTLER COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY'S OUTSTANDING HEALTH CENTER REVENUE REFUNDING BONDS, SERIES 1993 ISSUED 11/4/1993, PITTSBURGH LIFETIME CARE COMMUNITY (SHERWOOD OAKS PROJECT) (THE "PRIOR SHERWOOD OAKS BONDS", AND TOGETHER WITH THE PRIOR MAGEE BONDS AND THE REDEEMED 1992B BONDS, THE "REFUNDED BONDS"); (4) THE COSTS OF ACQUIRING, CONSTRUCTING AND EQUIPPING CERTAIN RENOVATIONS, IMPROVEMENTS, AND OTHER CAPITAL EXPENDITURES RELATING TO THE FACILITIES OF THE CORPORATION, INCLUDING ITS SUBSIDIARY HOSPITALS DEVOTED TO THEIR TAX-EXEMPT PURPOSES, INCLUDING THE REIMBURSEMENT OF PRIOR CAPITAL EXPENDITURES; AND (5) THE PAYMENT OF THE COSTS OF ISSUING THE BONDS.

SERIES 2004A 3/25/2004 THE PROCEEDS FROM THE SALE OF THE SERIES 2004A BONDS WERE USED BY UPMC TO PROVIDE A PORTION OF THE FUNDS NECESSARY TO UNDERTAKE A PROJECT CONSISTING OF: (I) REFINANCING OF (A) THE AUTHORITY'S HOSPITAL REVENUE NOTE, SERIES 2002 B-1 ISSUED 10/31/2002 (ST. FRANCIS ACQUISITION PROJECT) AND (B) THE AUTHORITY'S HOSPITAL REVENUE DRAWDOWN NOTE, SERIES 2002B-2 ISSUED 10/31/2002 (CHILDREN'S HOSPITAL RENOVATIONS PROJECT) (COLLECTIVELY, THE SERIES 2002 NOTES), AND (II) THE FINANCING OF CERTAIN COSTS OF CONSTRUCTION OF A NEW FACILITY FOR THE CORPORATION'S

Name of the organization	Employer identification number
UPMC	25-1423657

AFFILIATE, CHILDREN'S HOSPITAL OF PITTSBURGH OF UPMC HEALTH SYSTEM, INCLUDING THE REIMBURSEMENT OF PRIOR CAPITAL EXPENDITURES. THE SERIES 2002 NOTES WILL BE REPAID AND CANCELLED ON THE DATE OF ISSUANCE OF THE SERIES 2004A BONDS. ALL COSTS OF ISSUANCE AND ACCRUED INTEREST ON THE SERIES 2002 NOTES SHALL BE PAID BY UPMC.

SERIES 2007A 5/23/2007 REFUNDED ACHDA SERIES 1997A BONDS ISSUED 4/17/1997; PARTLY REFUNDED ACHDA SERIES 1997B BONDS ISSUED 11/3/1997; FINANCING THE COSTS OF ACQUIRING, CONSTRUCTING, AND EQUIPPING CERTAIN RENOVATIONS, IMPROVEMENT AND OTHER CAPITAL EXPENDITURES OF THE CORPORATION.

SERIES 2008A 03/27/2008 REFUNDED ACHDA SERIES 2002A BONDS ISSUED 3/27/2002; REFUNDED ACHDA SERIES 2003A BONDS ISSUED 3/6/2003; REFUNDED PHEFA SERIES 2003C BONDS ISSUED 12/11/2003; REFUNDED ACHDA SERIES 2004B BONDS ISSUED 11/18/2004; REFUNDED ACHDA SERIES 2005A BONDS ISSUED 11/17/2005; REFUNDED ACHDA SERIES 2007A3 BONDS ISSUED 5/23/2007; FUND VARIOUS CAPITAL PROJECTS.

SERIES 2008B 06/19/2008 THE PROCEEDS FROM THE SALE OF THE 2008B BONDS WERE USED BY UPMC TO UNDERTAKE A PROJECT CONSISTING OF (I) THE REFUNDING OF ALL OF THE AUTHORITY'S (1) HEALTH CENTER REVENUE REFUNDING BONDS, SERIES 1992B ISSUED 12/21/1992 (PRESBYTERIAN UNIVERSITY HEALTH SYSTEM, INC. PROJECT); (2) HEALTH CENTER REVENUE BONDS, SERIES 1998A ISSUED 4/2/1998 (UPMC HEALTH SYSTEM); AND (3) HEALTH CENTER REVENUE BONDS,

Name of the organization	Employer identification number
UPMC	25-1423657

SERIES 1998 ISSUED 3/24/1998 (CANTERBURY PLACE); (II) THE REFUNDING OF ALL OF THE ALLEGHENY COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY VARIABLE RATE DEMAND REVENUE REFUNDING BONDS, SERIES 2002C ISSUED 12/5/2002 (UPMC HEALTH SYSTEM); (III) FINANCING COSTS OF ACQUIRING, CONSTRUCTING AND EQUIPPING CERTAIN RENOVATIONS, IMPROVEMENTS AND OTHER CAPITAL EXPENDITURES RELATING TO THE FACILITIES OF THE CORPORATION, ITS SUBSIDIARY HOSPITALS, AND OTHER AFFILIATES DEVOTED TO THEIR TAX-EXEMPT PURPOSES, INCLUDING THE REIMBURSEMENT OF PRIOR CAPITAL EXPENDITURES, AND (IV) THE PAYMENT OF THE COSTS OF ISSUING THE 2008B BONDS.

SERIES 2009 NOTE 03/24/2009 THE PROCEEDS OF THE NOTE WILL BE LOANED TO UPMC PURSUANT TO THE FINANCING AGREEMENT AND USED (A) TO FINANCE CAPITAL EXPENDITURES OR REIMBURSE UPMC FOR PREVIOUSLY INCURRED CAPITAL EXPENDITURES FOR HOSPITAL AND/OR HEALTH CARE FACILITIES (THE "PROJECTS"); AND (B) TO PAY ALL OR A PORTION OF THE COSTS OF ISSUING THE NOTE.

SERIES 2009A 06/03/2009 THE PROCEEDS FROM THE SALE OF THE 2009A BONDS WILL BE USED BY THE CORPORATION TO UNDERTAKE ALL OR A PORTION OF A PROJECT CONSISTING OF (I) FINANCING THE COSTS OF ACQUIRING, CONSTRUCTING AND EQUIPPING CERTAIN RENOVATIONS, IMPROVEMENTS AND OTHER CAPITAL EXPENDITURES RELATING TO THE FACILITIES OF THE CORPORATION, ITS SUBSIDIARY HOSPITALS, AND OTHER AFFILIATES DEVOTED TO THEIR TAX-EXEMPT PURPOSES, INCLUDING THE REIMBURSEMENT OF PRIOR CAPITAL EXPENDITURES, AND (II) THE PAYMENT OF THE COSTS OF ISSUING THE 2009A BONDS.

Name of the organization	Employer identification number
UPMC	25-1423657

SERIES 2010B,C,D,F 3/24/2010 THE SERIES 2010B,C,D,F BONDS WERE ISSUED CONCURRENTLY WITH THE SERIES 2010A,E BONDS IN ORDER TO REFUND APPROXIMATELY $1.1 BILLION AGGREGRATE PRINCIPAL AMOUNT OF TAX-EXEMPT BONDS PREVIOUSLY ISSUED FOR THE BENEFIT OF THE CORPORATION OR ONE OF THE SUBSIDIARY HOSPITALS. THE PROCEEDS FROM THE SALE OF THE 2010B,C,D,F WILL BE USED FOR (I) THE REFUNDING OF ALL OR A PORTION OF THE PRINCIPAL OF VARIOUS TAX-EXEMPT BONDS PREVIOUSLY ISSUED BY THE AUTHORITY FOR THE BENEFIT OF THE CORPORATION OR ONE OF THE SUBSIDIARY HOSPITALS AND (II) THE PAYMENT OF ALL OR A PORTION OF THE COSTS OF ISSUING THE 2010B,C,D,F. IN CONJUNCTION WITH THE ISSUANCE OF THE SERIES 2010B,C,D,F BONDS, THE CORPORATION TERMINATED CERTAIN OF ITS DERIVATIVES CONTRACTS. THE SERIES 2010B,C,D,F PROCEEDS WERE USED TO REFUND THE FOLLOWING BOND ISSUES: PARTLY REFUNDED ACHDA SERIES 2005B BONDS ISSUED 11/17/2005; PARTLY REFUNDED ACHDA SERIES 2006A BONDS ISSUED 3/30/2006; PARTLY REFUNDED ACHDA SERIES 2007A2 BONDS ISSUED 5/23/2007; PARTLY REFUNDED ACHDA SERIES 2007C BONDS ISSUED 11/15/2007; PARTLY REFUNDED ACHDA SERIES 2007D BONDS ISSUED 11/15/2007; REFUNDED PART AND REISSUED REMAINING ACHDA SERIES 2007B BONDS ISSUED 7/18/2007; REISSUED ACHDA SERIES 2008 NOTE ISSUED 12/8/2008.

UPMC BOND SERIES 2010A,E ISSUERS: ALLEGHENY COUNTY HOSPITAL DEVELOPMENT AUTHORITY PENNSYLVANIA HIGHER EDUCATIONAL FACILITIES AUTHORITY ISSUER EIN: 25-1327925 23-2243852 CUSIP# 01728A Y34 70917R YX7 SERIES 2010A,E 3/24/2010 THE SERIES 2010A,E BONDS WERE ISSUED CONCURRENTLY WITH THE SERIES 2010B,C,D,F BONDS IN ORDER TO REFUND APPROXIMATELY $1.1 BILLION

Name of the organization	Employer identification number
UPMC	25-1423657

AGGREGRATE PRINCIPAL AMOUNT OF TAX-EXEMPT BONDS PREVIOUSLY ISSUED FOR THE BENEFIT OF THE CORPORATION OR ONE OF THE SUBSIDIARY HOSPITALS. THE PROCEEDS FROM THE SALE OF THE 2010A,E BONDS WILL BE USED FOR (I) THE REFUNDING OF ALL OR A PORTION OF THE PRINCIPAL OF VARIOUS TAX-EXEMPT BONDS PREVIOUSLY ISSUED BY THE AUTHORITY FOR THE BENEFIT OF THE CORPORATION OR ONE OF THE SUBSIDIARY HOSPITALS AND (II) THE PAYMENT OF ALL OR A PORTION OF THE COSTS OF ISSUING THE 2010A,E. IN CONJUNCTION WITH THE ISSUANCE OF THE SERIES 2010A,E BONDS, THE CORPORATION TERMINATED CERTAIN OF ITS DERIVATIVES CONTRACTS. THE SERIES 2010A,E PROCEEDS WERE USED TO REFUND THE FOLLOWING BOND ISSUES: REFUNDED ACHDA SERIES 1988B BONDS ISSUED 3/1/1988; REFUNDED ACHDA SERIES 1990 BONDS ISSUED 3/22/1990; PARTLY REFUNDED ACHDA SERIES MAGEE 1993 BONDS ISSUED 7/28/1993; PARTLY REFUNDED ACHDA SERIES 1998 B BONDS ISSUED 6/25/1998; PARTLY REFUNDED PHEFA SERIES 1999A BONDS ISSUED 3/4/1999; REFUNDED ACHDA SERIES 1999B BONDS ISSUED 4/21/1999; PARTLY REFUNDED PHEFA SERIES 2001A BONDS ISSUED 6/5/2001; PARTLY REFUNDED ACHDA SERIES 2005B BONDS ISSUED 11/17/2005; PARTLY REFUNDED ACHDA SERIES 2006A BONDS ISSUED 3/30/2006; PARTLY REFUNDED ACHDA SERIES 2007A2 BONDS ISSUED 5/23/2007; PARTLY REFUNDED ACHDA SERIES 2007C BONDS ISSUED 11/15/2007; PARTLY REFUNDED ACHDA SERIES 2007D BONDS ISSUED 11/15/2007.

SERIES 2011A 11/23/2011 THE SERIES 2011A BONDS WERE ISSUED TO REPAY A DRAW ON A LINE OF CREDIT FACILITY IN THE AMOUNT OF $106,000,000 WHICH UPMC MADE TO PAY A PORTION OF THE PRINCIPAL OF THE ACHDA SERIES 2008A BONDS WHICH MATURED ON SEPTEMBER 1, 2011 AND PAY ALL OR A PORTION OF THE

Name of the organization	Employer identification number
UPMC	25-1423657

COSTS OF ISSUING THE 2011A BONDS.

PART X BALANCE SHEET

SERIES 2012 07/31/2012 CURRENT REFUNDING OF FOUR SERIES OF OUTSTANDING BONDS, CONSISTING OF (I) PHEFA SERIES 1999A ISSUED 3/4/1999, (II) ACHDA UPMC SENIOR COMMUNITIES, INC. SERIES 2003 ISSUED 7/1/2003, (III) ACIDA SERIES 2004A ISSUED 3/25/2004, AND (IV) ERIE COUNTY HOSPITAL AUTHORITY HAMOT HEALTH FOUNDATION SERIES 2008 ISSUED 7/1/2008; PAY THE COSTS OF THE CONSTRUCTION, ACQUISITION AND INSTALLATION OF VARIOUS CAPITAL IMPROVEMENTS TO BE LOCATED AT THE HEALTHCARE AND RELATED FACILITIES OR PORTIONS THEREOF OWNED AND OR OPERATED BY UPMC IN THE CITY OF PITTSBURGH AND THE MUNICIPALITY OF MONROEVILLE; AND PAY THE COSTS ASSOCIATED WITH THE ISSUANCE OF THE 2012 BONDS.

SCHEDULE K, PART II, BOND SERIES 2007A BOND DEFEASANCE DISCLOSURE THE 2007A BONDS ARE COMPRISED OF THREE SUBSERIES WHICH ARE THE 2007A1, 2007A2 AND 2007A3. THE SUBSERIES 2007A2 WAS REFUNDED BY THE SERIES 2010AE AND THE SERIES 2010BCDF BONDS. THE SUBSERIES 2007A3 WAS REFUNDED BY THE SERIES 2008A BONDS. THE AMOUNTS ON SCHEDULE K PART 2, LINES 1 THROUGH 7 WERE PRORATED BY THE REMAINING BOND SUBSERIES 2007A1. AND 2007A3. THE SUBSERIES 2007A2 WAS REFUNDED BY THE SERIES 2010AE AND THE SERIES 2010BCDF BONDS. THE SUBSERIES 2007A3 WAS REFUNDED BY THE SERIES 2008A BONDS. THE AMOUNTS ON SCHEDULE K PART 2, LINES 1 THROUGH 7 WERE PRORATED BY THE REMAINING BOND SUBSERIES 2007A1.

Name of the organization: UPMC

Employer identification number: 25-1423657

PART XI RECONCILIATION OF NET ASSETS

LINE 9 OTHER CHANGES IN NET ASSETS OR FUND BALANCES

NET TRANSFERS FROM EXEMPT SUBSIDIARIES	61,601,208
MINIMUM PENSION LIABILITY ADJUSTMENT	44,317,660
OTHER CHANGES TO FUND BALANCE	255,841
ASSET IMPAIRMENT	11,456,565
TOTAL OTHER CHANGES IN NET ASSETS OR FUND BALANCES	117,631,274

PART XII FINANCIAL STATEMENTS AND REPORTING

QUESTION 2B AN EXTERNAL AUDIT IS COMPLETED AT A CONSOLIDATED SYSTEM LEVEL ONLY, INCLUDING UPMC AND ALL TAXABLE AND TAX-EXEMPT SUBSIDIARIES. SCHEDULE J COMPENSATION INFORMATION PURSUANT TO TREASURY REGULATION SECTION 1.6033-2(D)(5), UPMC HAS ELECTED TO REPORT COMPENSATION AND OTHER INFORMATION ABOUT OFFICERS, DIRECTORS, TRUSTEES, KEY EMPLOYEES AND CERTAIN OTHER HIGHLY PAID EMPLOYEES ON A CONSOLIDATED BASIS FOR ALL THE THE MEMBERS OF THE GROUP, INCLUDING THE PARENT ORGANIZATION, ON THE GROUP RETURN OF UPMC GROUP, EIN 20-8295721.

REASON FOR AMENDING THE 2021 FORM 990

PART I, PART VI, PART VIII, PART X, PART XI, SCHEDULE D, PRIOR YEAR,PART I UPMC IS AMENDING ITS 2012 FORM 990 TO REPORT CORRECTED UNRELATED BUSINESS INCOME ("UBI") INFORMATION RELATED TO SUBPART F INCOME FROM CAPTIVE INSURANCE COMPANIES.

A CLAIM WAS FILED BY FORBES REINSURANCE COMPANY, LTD., CATHEDRAL (RE)INSURANCE COMPANY, LTD. AND PANTHER REINSURANCE COMPANY, LTD. (100%)

FULLY OWNED BY UPMC, THE PARENT ORGANIZATION) SEEKING A REFUND OF THREE PRIOR YEAR EXCISE TAX PAYMENTS AND SEEKING EXEMPTION FROM THE TAX UNDER THE INTEGRAL PART DOCTRINE. THIS DOCTRINE ARGUES THAT A TAX-EXEMPT PARENT ORGANIZATION AND ITS CONTROLLED TAX EXEMPT AFFILIATES ARE ONE ECONOMIC UNIT AND LACK SUFFICIENT RISK TRANSFER TO BE CONSIDERED INSURANCE FOR TAX PURPOSES. ALSO, MEDICAL MALPRACTICE INSURANCE IS A STATUTORY REQUIREMENT AND AN INTEGRAL PART OF HOSPITAL OPERATIONS AND A CAPTIVE STRUCTURE IS MEANS OF MEETING AND FUNDING THIS REQUIREMENT AND LACKS A PROFIT MOTIVE. A FAVORABLE RULING WAS GRANTED BY THE INTERNAL REVENUE SERVICE.

AS A RESULT OF THIS RULING, THE AMOUNT OF SUBPART F INCOME REPORTED ON THE FORM 990 AND THE CORRESPONDING UNRELATED BUSINESS INCOME ORIGINALLY REPORTED CHANGED. THE TAX YEAR 2012 FORM 990, TAX YEAR 2012 FORM 990-T AND THE CORRESPONDING FORM 5471 FOR FORBES REINSURANCE COMPANY, LTD., CATHEDRAL (RE) INSURANCE COMPANY, LTD. AND PANTHER REINSURANCE COMPANY, LTD. HAVE ALL BEEN AMENDED TO APPROPRIATELY REFLECT THIS CHANGE.

AS A RESULT OF THE UPDATES DETAILED ABOVE, THE AMENDED 2012 FORM 990 HAS THE FOLLOWING CHANGES.

CURRENT YEAR

FORM & LINE NUMBER	AMENDED RETURN	ORIGINAL RETURN	DIFFERENCE
FORM 990 - PART I			
LINE 7A ..	7,867,171	7,542,519	324,652
LINE 11	8,908,822	16,961,199	-8,052,377

Name of the organization: UPMC

Employer identification number: 25-1423657

FORM & LINE NUMBER	AMENDED RETURN	ORIGINAL RETURN	DIFFERENCE
FORM 990 - PART I - CONTINUED			
LINE 12	435,880,148	443,932,525	-8,052,377
LINE 19	117,975,611	126,027,988	-8,052,377
LINE 21	4,156,068,513	4,148,651,772	7,416,741
LINE 22	762,816,991	770,233,732	-7,416,741
FORM 990 - PART VI, SECTION C			
LINE 20	EDWARD KARLOVICH ROBERT DEMICHIEI RETIREMENT 12/2019		
FORM 990 - PART VIII			
LINE 11A, COLUMN A	8,908,822	16,961,199	-8,052,377
LINE 11A, COLUMN C	8,908,822	8,584,170	324,652
LINE 11A, COLUMN D	0	8,377,029	-8,377,029
LINE 11E, COLUMN A	8,908,822	16,961,199	-8,052,377
LINE 12, COLUMN A	435,880,148	443,932,525	-8,052,377
LINE 12, COLUMN C	7,867,171	7,542,519	324,652
LINE 12, COLUMN D	310,704,912	319,081,941	-8,377,029
FORM 990 - PART X			
LINE 25	548,325,517	540,908,776	7,416,741
LINE 26	4,156,068,513	4,148,651,772	7,416,741
LINE 27	762,811,300	770,228,041	-7,416,741

Name of the organization: UPMC

Employer identification number: 25-1423657

FORM & LINE NUMBER	AMENDED RETURN	ORIGINAL RETURN	DIFFERENCE
FORM 990 - PART X - CONTINUED			
LINE 33	762,816,991	770,233,732	-7,416,741
FORM 990 - PART XI			
LINE 1	435,880,148	443,932,525	-8,052,377
LINE 3	117,975,611	126,027,988	-8,052,377
LINE 4	451,621,405	450,985,769	635,636
LINE 10	762,816,991	770,233,732	-7,416,741
FORM 990 - SCHEDULE D, PART X			
LINE 1(2)	166,541,874	159,125,133	7,416,741
TOTAL	548,325,517	540,908,776	7,416,741

PRIOR YEAR

FORM & LINE NUMBER	AMENDED RETURN	ORIGINAL RETURN	DIFFERENCE
FORM 990 - PART I			
LINE 11	2,567,263	1,931,627	635,636
LINE 12	225,187,735	224,552,099	635,636
LINE 19	-6,786,709	-7,422,345	635,636
LINE 21	4,165,889,432	4,166,525,068	-635,636
LINE 22	451,621,405	450,985,769	635,636

Name of the organization: UPMC

Employer identification number: 25-1423657

PRIOR YEAR - CONTINUED

FORM & LINE NUMBER	AMENDED RETURN	ORIGINAL RETURN	DIFFERENCE
FORM 990 - PART X			
LINE 25	689,326,693	689,962,329	-635,636
LINE 26	4,165,889,432	4,166,525,068	-635,636
LINE 27	451,616,630	450,980,994	635,636
LINE 33	451,621,405	450,985,769	635,636

ATTACHMENT 1

FORM 990, PART V, LINE 4B - FOREIGN COUNTRIES

ITALY

IRELAND

CAYMAN ISLANDS

CYPRUS

CHINA

UNITED KINGDOM

ATTACHMENT 2

FORM 990, PART VIII - INVESTMENT INCOME

DESCRIPTION	(A) TOTAL REVENUE	(B) RELATED OR EXEMPT REVENUE	(C) UNRELATED BUSINESS REV.	(D) EXCLUDED REVENUE
INVESTMENTS INCOME	94,470,532.		-1,070,484.	95,541,016.
TOTALS	94,470,532.		-1,070,484.	95,541,016.

Name of the organization: UPMC

Employer identification number: 25-1423657

ATTACHMENT 3

FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE
PUBLIC TRADED SECURITIES		1,101,063,236.	1,239,328,230.
	TOTALS	1,101,063,236.	1,239,328,230.

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
UPMC

Employer identification number
25-1423657

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	(g) No
(1) UPMC SENIOR COMMUNITIES, INC 25-1574736 600 GRANT STREET PITTSBURGH, PA 15219	SR LIVING	PA	501(C)(3)	9	UPMC	X	
(2) PITTSBURGH LIFETIME CARE COMMUNITY 25-1335247 600 GRANT STREET PITTSBURGH, PA 15219	CCRC	PA	501(C)(3)	9	UPMC SENIOR	X	
(3) CANTERBURY PLACE 25-0965334 600 GRANT STREET PITTSBURGH, PA 15219	SR LIVING	PA	501(C)(3)	11(A) I	UPMC SENIOR	X	
(4) SENECA PLACE 72-1562844 600 GRANT STREET PITTSBURGH, PA 15219	SR LIVING	PA	501(C)(3)	9	UPMC SENIOR	X	
(5) SHADYSIDE HOSPITAL SUPPORTING FOUNDATION 26-0303394 600 GRANT STREET PITTSBURGH, PA 15219	FOUNDATION	PA	501(C)(3)	11(A) I	N/A		X
(6) UPMC LEE 25-0613830 600 GRANT STREET PITTSBURGH, PA 15219	INACTIVE	PA	501(C)(3)	3	UPMC	X	
(7) COMMUNITY PHYSICIAN SERVICES, INC 25-1722923 600 GRANT STREET PITTSBURGH, PA 15219	INACTIVE	PA	501(C)(3)	9	UPMC	X	

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
UPMC

Employer identification number
25-1423657

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	(g) No
(1) UNIVERSITY OF PITTSBURGH 25-0965591 4200 FIFTH AVENUE PITTSBURGH, PA 15260	UNIVERSITY	PA	501(C)(3)	2	N/A		X
(2) PITTSBURGH CARE PARTNERSHIP, INC 25-1753852 2400 ARDMORE BOULEVARD PITTSBURGH, PA 15221	HEALTHCARE	PA	501(C)(3)	9	UPMC	X	
(3) UPMC CENTER FOR HIGH VALUE HEALTHCARE 45-2178782 600 GRANT STREET PITTSBURGH, PA 15219	RESEARCH	PA	501(C)(3)	7	UPMC	X	
(4) CLINICALCONNECT HIE 27-4585032 600 GRANT STREET PITTSBURGH, PA 15219	TECHNOLOGY	PA	501(C)(3)	11(B)II	UPMC	X	
(5) UPMC HAMOT 25-0965387 201 STATE STREET ERIE, PA 16550	HCSPITAL	PA	501(C)(3)	3	UPMC	X	
(6) KANE COMMUNITY HCSPITAL 25-0998168 4372 ROUTE 6 KANE, PA 16735	HCSPITAL	PA	501(C)(3)	3	UPMC HAMOT	X	
(7) REGIONAL HEALTH SERVICES, INC 25-1403958 300 STATE STREET ERIE, PA 16507	OUTPATIENT SV	PA	501(C)(3)	9	UPMC HAMOT	X	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
(1) LILIANE S KAUFMANN MOB ASSOC 600 GRANT STREET	MOB	PA	UPMC PRESBY/SHA	RELATED	0	0		X		X		93 5136
(2) SENECA HILLS ASSISTED LIVING, 600 GRANT STREET	ASST LIVING	PA	UPMC SR COMMUNI	RELATED	0	0		X		X		100 0000
(3) ST MARGARET MEDICAL ARTS ASSO 600 GRANT STREET	MOB	PA	UPMC SR COMMUNI	RELATED	0	0		X		X		100 0000
(4) CORE NETWORK, LLC 25-1786209 600 GRANT STREET	PHYSICAL THER	PA	UPMC COMM PROVI	RELATED	0	0		X		X		76 0090
(5) UPMC JEFFERSON REGIONAL HOME H 600 GRANT STREET	HEALTHCARE SV	PA	UPMC COMM PROVI	RELATED	0	0		X		X		64 9800
(6) LIFE HOME CARE, L P 25-184783 600 GRANT STREET	HEALTHCARE SV	PA	UPMC COMM PROV	RELATED	0	0		X		X		100 0000
(7) SHADYSIDE MEDICAL CENTER ASSOC 600 GRANT STREET	MOB	PA	MEDICAL CTR PRO	RELATED	0	0		X		X		100 0000

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity? Yes	(i) No
(1) H C PHARMACY CENTRAL, INC 25-1364192 600 GRANT STREET PITTSBURGH, PA 15219	PHARMACY CO O	PA	VARIOUS	C	0	0	78 5714	X	
(2) CHILDREN'S COMMUNITY CARE 25-1781887 600 GRANT STREET PITTSBURGH, PA 15219	PEDIATRIC SVC	PA	CHILDREN'S HOSP	C	0	0	100 0000	X	
(3) UPMC CANCER CENTERS IRELAND LIMITED 6TH FLOOR BEACON HOSPITAL DUBLIN 18 SANDYFORD, EI	CANCER TREATM	EI	UPMC INT'L HOLD	C	0	0	100 0000	X	
(4) UPMC CANCER CENTERS HOLDING COMPANY, INC 25-1877017 600 GRAMT STREET PITTSBURGH, PA 15219	HOLDING CO	PA	UPMC	C	0	76,702,054	100 0000	X	
(5) HEMATOLOGY ONCOLOGY ASSOC 42-1648357 600 GRANT STREET PITTSBURGH, PA 15219	HEALTHCARE	PA	UPMC CC HOLDING	C	0	0	100 0000	X	
(6) ONCOLOGY HEMATOLOGY ASSOC 25-1762980 600 GRANT STREET PITTSBURGH, PA 15219	HEALTHCARE	PA	UPMC CC HOLDING	C	0	0	100 0000	X	
(7) TRI-STATE NEUROSURGICAL ASSOC-UPMC INC 25-1458655 600 GRANT STREET PITTSBURGH, PA 15219	HEALTHCARE	PA	UPMC CC HOLDING	C	0	0	100 0000	X	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
(1) UPMC ITALY S R L PIAZZA SETT ANGELI 10 90134	HEALTHCARE	IT	UPMC OVERSEAS	RELATED	0	0		X		X		100 0000
(2) CHARTWELL, PA LP 25-1729714 600 GRANT STREET	HOME THERAPY	PA	UPMC COMM PROV	RELATED	0	0		X		X		83 1000
(3) HAMOT-KCH REAL ESTATE VENTURE, 300 STATE STREET ERIE, PA 1650	MEDICAL OFFIC	PA	UPMC HAMOT	RELATED	0	0		X		X		100 0000
(4) HAMOT SURGERY CENTER, LLC 25-1 200 STATE STREET ERIE, PA 1655	AMBULATORY SU	PA	UPMC HAMOT	RELATED	0	0		X		X		51 0000
(5) LIFE CARE HOME SERVICES OF NW 1647 SASSAFRAS STREET	HOME HEALTH S	PA	UPMC HAMOT	RELATED	0	0		X		X		100 0000
(6) EPN-HAMOT URGENT CARE, LLC 27- 600 GRANT STREET	URGENT CARE	PA	VARIOUS	RELATED	0	0		X	0	X		100 0000
(7) MOUNTAIN VIEW MEDICAL ONCOLOGY 600 GRANT STREET	HEALTHCARE	PA	UPMC MCKEESPORT	RELATED	0	0		X		X		51 0000

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity? Yes	(i) No
(1) RENAISSANCE FAMILY PRACTICE-UPMC INC 26-2942406 600 GRANT STREET PITTSBURGH, PA 15219	HEALTHCARE	PA	UPMC CC HOLDING	C	0	0	100 0000	X	
(2) UPMC HOLDING COMPANY, INC 25-1777713 600 GRANT STREET PITTSBURGH, PA 15219	HOLDING CORP	PA	UPMC	C	23,978,567	299,820,341	100 0000	X	
(3) UPMC COVERAGE PRODUCTS, INC 25-1777710 600 GRANT STREET PITTSBURGH, PA 15219	HOLDING CORP	PA	UPMC HOLDING CO	C	0	0	100 0000	X	
(4) FREEDOM INSURANCE COMPANY 03-0308944 600 GRANT STREET PITTSBURGH, PA 15219	INSURANCE	VT	UPMC COV PRODS	C	0	0	100 0000	X	
(5) TRI-CENTURY INSURANCE CO 25-1500739 600 GRANT STREET PITTSBURGH, PA 15219	INSURANCE	PA	UPMC COV PRODS	C	0	0	100 0000	X	
(6) UPMC INSURANCE AGENCY INC 25-1883237 600 GRANT STREET PITTSBURGH, PA 15219	INSURANCE	PA	UPMC COV PRODS	C	0	0	100 0000	X	
(7) UPMC HEALTH BENEFITS, INC 25-1844144 600 GRANT STREET PITTSBURGH, PA 15219	HEALTH INSURANCE	PA	UPMC COV PRODS	C	0	0	100 0000	X	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
(1)												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity? Yes	(i) No
(1) UPMC HEALTH NETWORK, INC 72-1527566 600 GRANT STREET PITTSBURGH, PA 15219	HEALTH INSURANCE	PA	UPMC COV PRODS	C	0	0	100 0000	X	
(2) UPMC HEALTH PLAN, INC 23-2813536 600 GRANT STREET PITTSBURGH, PA 15219	HEALTH INSURANCE	PA	UPMC COV PRODS	C	0	0	88 6600	X	
(3) UPMC BENEFIT MANAGEMENT SERVICES, INC 25-1769564 600 GRANT STREET PITTSBURGH, PA 15219	WORKER'S COMP	PA	UPMC COV PRODS	C	0	0	100 0000	X	
(4) UPMC DIVERSIFIED SERVICES, INC 25-1778454 600 GRANT STREET PITTSBURGH, PA 15219	HOLDING CORP	PA	UPMC HOLDING CO	C	0	0	100 0000	X	
(5) MONROEVILLE SPECIALTY CLINIC 25-1666087 600 GRANT STREET PITTSBURGH, PA 15219	HEALTHCARE	PA	UPMC HOLDING	C	0	0	100 0000	X	
(6) MEDICAL ARCHIVAL SYSTEMS 23-2912501 600 GRANT STREET PITTSBURGH, PA 15219	SOFTWARE DEV&	DE	UPMC HOLDING CO	C	0	0	90 0000	X	
(7) PRESBY HEALTH RESOURCE MGMT 25-1422155 600 GRANT STREET PITTSBURGH, PA 15219	HEALTHCARE	PA	UPMC DIVERSIFIE	C	0	0	100 0000	X	

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

	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
(1)													
(2)													
(3)													
(4)													
(5)													
(6)													
(7)													

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

	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity? Yes	(i) No
(1)	BIOTRONICS, INC 25-1843500 600 GRANT STREET PITTSBURGH, PA 15219	EQUIP MAINTEN	PA	UPMC DIVERSIFIE	C	0	0	100 0000	X	
(2)	MEDICAL CENTER PROPERTIES, INC 25-1796940 600 GRANT STREET PITTSBURGH, PA 15219	REAL ESTATE	PA	UPMC HOLDING CO	C	0	0	100 0000	X	
(3)	RX PARTNERS, INC 25-1801966 600 GRANT STREET PITTSBURGH, PA 15219	RETAIL SERVIC	PA	UPMC DIVERSIFIE	C	0	0	100 0000	X	
(4)	UPMC ENVIRONMENTAL RESEARCH CENTER 20-4309237 600 GRANT STREET PITTSBURGH, PA 15219	INACTIVE	PA	STRAT BUSINESS	C	0	0	100 0000	X	
(5)	ASKESIS DEVELOPMENT GROUP, INC 54-1625585 600 GRANT STREET PITTSBURGH, PA 15219	SOFTWARE DEVE	DE	N/A	C	6,063,206	3,525,570	70 0000	X	
(6)	PANTHER REINSURANCE COMPANY, LTD P O BOX 1109 GRAND CAYMAN, CAYMAN ISLANDS CJ	INSURANCE	CJ	CATHEDRAL (RE)	C	0	0	100 0000	X	
(7)	FORBES REINSURANCE COMPANY LTD P O BOX 1109 GRAND CAYMAN, CAYMAN ISLANDS CJ	INSURANCE	CJ	UPMC	C	47,299,841	161,239,105	100 0000	X	

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

	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
(1)													
(2)													
(3)													
(4)													
(5)													
(6)													
(7)													

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

	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity? Yes	(i) No
(1)	CATHEDRAL (RE) INSURANCE COMPANY LTD P O BOX 1109 GRAND CAYMAN, CAYMAN ISLANDS CJ	INSURANCE	CJ	FORBES REINSURA	C	0	0	100 0000	X	
(2)	UPMC INTERNATIONAL HEALTH INITIATIVES 84-1706741 600 GRANT STREET PITTSBURGH, PA 15219	INACTIVE	PA	UPMC INT'L HOLD	C	0	0	100 0000	X	
(3)	UPMC IRELAND LIMITED 6TH FLOOR BEACON HOSPITAL DUBLIN 18 SANDYFORD, EI	HEALTHCARE SU	EI	UPMC INT'L HOLD	C	0	0	100 0000	X	
(4)	UPMC UNITED KINGDOM, LTD 98-0571026 C/O NAIR&CO 11TH FLOOR WHITEFRIARS BS1 2 LEWINS MEAD, BRI	SOFTWARE LICE	UK	UPMC INT'L HOLD	C	0	0	100 0000	X	
(5)	UPMC CYPRUS HOLDINGS, LTD JULIA HOUSE 3 THEMISTOCLES DERVIS CY 106 NICOSIA, CY	HEALTHCARE SU	CY	UPMC INT'L HOLD	C	0	0	100 0000	X	
(6)	UPMC CYPRUS LTD JULIA HOUSE 3 THEMISTOCLES DERVIS CY 106 NICOSIA, CY	HEALTHCARE SU	CY	UPMC CYPRUS HOL	C	0	0	100 0000	X	
(7)	UPMC BEACON SANDYFORD LIMITED STE 36, BEACON HALL, BEACON COURT DUBLIN SANDYFORD, EI	HOSPITAL OPER	ID	UPMC IRELAND LT	C	0	0	70 0000	X	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
(1)												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity? Yes	(i) No
(1) UPMC BCS LIMITED STE 36 BEACON HALL, BEACON COURT DUBLIN SANDYFORD, EI	HOLDING COMPA	EI	UPMC BEACON SAN	C	0	0	100 0000	X	
(2) UPMC BMGS LIMITED STE 36, BEACON HALL, BEACON COURT DUBLIN SANDYFORD, EI	TRIOLOGY LEAS	EI	UPMC BEACON SAN	C	0	0	100 0000	X	
(3) UPMC BHSH LIMITED BEACON HALL, THE MALL AT BEACON CRT DUBL SANDYFORD, EI	HOLDING COMPA	EI	UPMC BEACON SAN	C	0	0	100 0000	X	
(4) KANE ANESTHESIA PROFESSIONAL SERVICES 05-0555457 4372 ROUTE 6 KANE, PA 16735	ANESTHESIA SV	PA	KANE COMMUNITY	C	0	0	100 0000	X	
(5) BAYFRONT REGIONAL DEVELOPMENT CORP 25-1401388 300 STATE STREET, SUITE 100 ERIE, PA 16507	RE HOLDINGS C	PA	UPMC HAMOT	C	0	0	100 0000	X	
(6) BAYSIDE DEVELOPMENT CORP 25-1401386 300 STATE STREET, SUITE 100 ERIE, PA 16507	REAL ESTATE/P	PA	BAYFRONT REG DE	C	0	0	100 0000	X	
(7) 21ST CENTURY BIODEFENSE, INC 26-3806281 600 GRANT STREET PITTSBURGH, PA 15219	HEALTHCARE	PA	UPMC	C	0	0	100 0000	X	

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

	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
(1)													
(2)													
(3)													
(4)													
(5)													
(6)													
(7)													

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

	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity? Yes	(i) No
(1)	EVOLENT HEALTH, INC 45-3084136 600 GRANT STREET PITTSBURGH, PA 15219	HEALTHCARE SU	DE	UPMC	C	8,365,175	9,781,721	60 0000	X	
(2)	UPMC WORK ALLIANCE, INC 45-2825053 600 GRANT STREET PITTSBURGH, PA 15219	INSURANCE	PA	UPMC COV PRODS	C	0	0	100 0000	X	
(3)	UPMC CANADA TECHNOLOGIES LIMITED 600 GRANT STREET PITTSBURGH, PA 15219	SOFTWARE	CA	UPMC INT'L HOLD	C	0	0	100 0000	X	
(4)	ALLIED ORTHOPEDICS APPLIANCES, INC 16-1092951 335 E 3RD STREET JAMESTOWN, NY 14701	MED APPLIANCES	PA	LIFE CARE HOME	C	0	0	100 0000	X	
(5)	UPMC HEALTH COVERAGE, INC 46-2824537 600 GRANT STREET PITTSBURGH, PA 15219	INSURANCE	PA	UPMC COV PRODS	C	0	0	100 0000	X	
(6)	UPMC HEALTH OPTIONS, INC 46-2824626 600 GRANT STREET PITTSBURGH, PA 15219	INSURANCE	PA	UPMC HEALTH NET	C	0	0	100 0000	X	
(7)										

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

			Yes	No
Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule				
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a	X	
b	Gift, grant, or capital contribution to related organization(s)	1b	X	
c	Gift, grant, or capital contribution from related organization(s)	1c		X
d	Loans or loan guarantees to or for related organization(s)	1d		X
e	Loans or loan guarantees by related organization(s)	1e		X
f	Dividends from related organization(s)	1f		
g	Sale of assets to related organization(s)	1g		X
h	Purchase of assets from related organization(s)	1h		X
i	Exchange of assets with related organization(s)	1i		X
j	Lease of facilities, equipment, or other assets to related organization(s)	1j	X	
k	Lease of facilities, equipment, or other assets from related organization(s)	1k		X
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l		X
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m		X
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	X	
o	Sharing of paid employees with related organization(s)	1o		X
p	Reimbursement paid to related organization(s) for expenses	1p	X	
q	Reimbursement paid by related organization(s) for expenses	1q	X	
r	Other transfer of cash or property to related organization(s)	1r		X
s	Other transfer of cash or property from related organization(s)	1s	X	

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-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	ASKESIS	A	15,262.	COST
(2)	CENTER FOR EMERGENCY MEDICINE OF WESTERN PA	A	1,878,948.	COST
(3)	COMMUNITY CARE BEHAVIORAL HEALTH ORGANIZATION	A	4,035,289.	COST
(4)	MEDICAL ARCHIVAL SYSTEM, INC.	A	142,947.	COST
(5)	PITTSBURGH LIFETIME CARE COMMUNITY	A	866,454.	COST
(6)	SHADYSIDE MEDICAL CENTER ASSOCIATES	A	180,852.	COST

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

			Yes	No
Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule				
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a		
b	Gift, grant, or capital contribution to related organization(s)	1b		
c	Gift, grant, or capital contribution from related organization(s)	1c		
d	Loans or loan guarantees to or for related organization(s)	1d		
e	Loans or loan guarantees by related organization(s)	1e		
f	Dividends from related organization(s)	1f		
g	Sale of assets to related organization(s)	1g		
h	Purchase of assets from related organization(s)	1h		
i	Exchange of assets with related organization(s)	1i		
j	Lease of facilities, equipment, or other assets to related organization(s)	1j		
k	Lease of facilities, equipment, or other assets from related organization(s)	1k		
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l		
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m		
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		
o	Sharing of paid employees with related organization(s)	1o		
p	Reimbursement paid to related organization(s) for expenses	1p		
q	Reimbursement paid by related organization(s) for expenses	1q		
r	Other transfer of cash or property to related organization(s)	1r		
s	Other transfer of cash or property from related organization(s)	1s		

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-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	CHARTWELL PA, LP	A	47,612.	COST
(2)	CHILDREN'S HOSPITAL OF PITTSBURGH OF THE UPMC	A	286,894.	COST
(3)	CHILDREN'S COMMUNITY CARE	A	123,773.	COST
(4)	CORE NETWORK, LLC	A	357,740.	COST
(5)	UPMC EAST	A	143,355.	COST
(6)	EBENEFITS SOLUTIONS, LLC	A	103,892.	COST

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

			Yes	No
Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule				
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a		
b	Gift, grant, or capital contribution to related organization(s)	1b		
c	Gift, grant, or capital contribution from related organization(s)	1c		
d	Loans or loan guarantees to or for related organization(s)	1d		
e	Loans or loan guarantees by related organization(s)	1e		
f	Dividends from related organization(s)	1f		
g	Sale of assets to related organization(s)	1g		
h	Purchase of assets from related organization(s)	1h		
i	Exchange of assets with related organization(s)	1i		
j	Lease of facilities, equipment, or other assets to related organization(s)	1j		
k	Lease of facilities, equipment, or other assets from related organization(s)	1k		
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l		
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m		
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		
o	Sharing of paid employees with related organization(s)	1o		
p	Reimbursement paid to related organization(s) for expenses	1p		
q	Reimbursement paid by related organization(s) for expenses	1q		
r	Other transfer of cash or property to related organization(s)	1r		
s	Other transfer of cash or property from related organization(s)	1s		

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-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	UPMC EMERGENCY MEDICINE INC	A	142,779.	COST
(2)	H.C. PHARMACY CENTRAL INC.	A	231,354.	COST
(3)	CLINICALCONNECT HIE	A	31,654.	COST
(4)	UPMC COMMUNITY PROVIDER SERVICES	A	290,591.	COST
(5)	UPMC BENEFIT MANAGEMENT SERVICES, INC.	A	681,638.	COST
(6)	UPMC HEALTH PLAN INC.	A	5,830,022.	COST

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

			Yes	No
Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule				
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a	-	
b	Gift, grant, or capital contribution to related organization(s)	1b		
c	Gift, grant, or capital contribution from related organization(s)	1c		
d	Loans or loan guarantees to or for related organization(s)	1d		
e	Loans or loan guarantees by related organization(s)	1e		
f	Dividends from related organization(s)	1f		
g	Sale of assets to related organization(s)	1g		
h	Purchase of assets from related organization(s)	1h		
i	Exchange of assets with related organization(s)	1i		
j	Lease of facilities, equipment, or other assets to related organization(s)	1j		
k	Lease of facilities, equipment, or other assets from related organization(s)	1k		
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l		
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m		
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		
o	Sharing of paid employees with related organization(s)	1o		
p	Reimbursement paid to related organization(s) for expenses	1p		
q	Reimbursement paid by related organization(s) for expenses	1q		
r	Other transfer of cash or property to related organization(s)	1r		
s	Other transfer of cash or property from related organization(s)	1s		

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-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	LIFE HOME CARE, LP	A	45,777.	COST
(2)	MAGEE-WOMENS HOSPITAL OF UPMC	A	209,265.	COST
(3)	UPMC VISITING NURSES ASSOCIATION	A	31,145.	COST
(4)	ONCOLOGY-HEMATOLOGY ASSOCIATION, INC.	A	31,122.	COST
(5)	UNIVERSITY OF PITTSBURGH CANCER INSTITUTE CAN	A	562,780.	COST
(6)	UPMC PRESBYTERIAN SHADYSIDE	A	6,255,725.	COST

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

			Yes	No
Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule				
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a		
b	Gift, grant, or capital contribution to related organization(s)	1b		
c	Gift, grant, or capital contribution from related organization(s)	1c		
d	Loans or loan guarantees to or for related organization(s)	1d		
e	Loans or loan guarantees by related organization(s)	1e		
f	Dividends from related organization(s)	1f		
g	Sale of assets to related organization(s)	1g		
h	Purchase of assets from related organization(s)	1h		
i	Exchange of assets with related organization(s)	1i		
j	Lease of facilities, equipment, or other assets to related organization(s)	1j		
k	Lease of facilities, equipment, or other assets from related organization(s)	1k		
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l		
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m		
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		
o	Sharing of paid employees with related organization(s)	1o		
p	Reimbursement paid to related organization(s) for expenses	1p		
q	Reimbursement paid by related organization(s) for expenses	1q		
r	Other transfer of cash or property to related organization(s)	1r		
s	Other transfer of cash or property from related organization(s)	1s		

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-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	STRATEGIC BUSINESS INITIATIVES, LLC	A	107,943.	COST
(2)	SBI QUALIFYING SOLUTIONS, LLC	A	342,283.	COST
(3)	UPMC ST. MARGARET	A	268,598.	COST
(4)	SIMMEDICAL LLC	A	16,318.	COST
(5)	UNIVERSITY PITTSBURGH PHYSICIANS	A	5,857,618.	COST
(6)	UPMC COMMUNITY MEDICINE INC.	A	826,802.	COST

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

			Yes	No
Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule				
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a	-	
b	Gift, grant, or capital contribution to related organization(s)	1b		
c	Gift, grant, or capital contribution from related organization(s)	1c		
d	Loans or loan guarantees to or for related organization(s)	1d		
e	Loans or loan guarantees by related organization(s)	1e		
f	Dividends from related organization(s)	1f		
g	Sale of assets to related organization(s)	1g		
h	Purchase of assets from related organization(s)	1h		
i	Exchange of assets with related organization(s)	1i		
j	Lease of facilities, equipment, or other assets to related organization(s)	1j		
k	Lease of facilities, equipment, or other assets from related organization(s)	1k		
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l		
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m		
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		
o	Sharing of paid employees with related organization(s)	1o		
p	Reimbursement paid to related organization(s) for expenses	1p		
q	Reimbursement paid by related organization(s) for expenses	1q		
r	Other transfer of cash or property to related organization(s)	1r		
s	Other transfer of cash or property from related organization(s)	1s		

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-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	MONROEVILLE SPECIALTY CLINIC, INC.	A	829,133.	COST
(2)	TRI-STATE NEUROSURGICAL ASSOCIATES - UPMC	A	11,247.	COST
(3)	UPMC EAST	B	10,572,018.	COST
(4)	UPMC MERCY	B	24,523,575.	COST
(5)	UPMC HAMOT	B	25,729,629.	COST
(6)	UPMC MCKEESPORT	B	9,402,840.	COST

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

			Yes	No
Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule				
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a	-	
b	Gift, grant, or capital contribution to related organization(s)	1b		
c	Gift, grant, or capital contribution from related organization(s)	1c		
d	Loans or loan guarantees to or for related organization(s)	1d		
e	Loans or loan guarantees by related organization(s)	1e		
f	Dividends from related organization(s)	1f		
g	Sale of assets to related organization(s)	1g		
h	Purchase of assets from related organization(s)	1h		
i	Exchange of assets with related organization(s)	1i		
j	Lease of facilities, equipment, or other assets to related organization(s)	1j		
k	Lease of facilities, equipment, or other assets from related organization(s)	1k		
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l		
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m		
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		
o	Sharing of paid employees with related organization(s)	1o		
p	Reimbursement paid to related organization(s) for expenses	1p		
q	Reimbursement paid by related organization(s) for expenses	1q		
r	Other transfer of cash or property to related organization(s)	1r		
s	Other transfer of cash or property from related organization(s)	1s		

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-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	UPMC PRESBYTERIAN SHADYSIDE	B	2,750,683.	COST
(2)	UPMC BEDFORD	B	858,363.	COST
(3)	UPMC BRADDOCK	B	694,132.	COST
(4)	EPN - HAMOT URGENT CARE LLC	B	335,019.	COST
(5)	KANE COMMUNITY HOSPITAL	B	1,846,408.	COST
(6)	UNIVERSITY OF PITTSBURGH PHYSICIANS	B	1,021,604.	COST

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

			Yes	No
Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule				
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a		
b	Gift, grant, or capital contribution to related organization(s)	1b		
c	Gift, grant, or capital contribution from related organization(s)	1c		
d	Loans or loan guarantees to or for related organization(s)	1d		
e	Loans or loan guarantees by related organization(s)	1e		
f	Dividends from related organization(s)	1f		
g	Sale of assets to related organization(s)	1g		
h	Purchase of assets from related organization(s)	1h		
i	Exchange of assets with related organization(s)	1i		
j	Lease of facilities, equipment, or other assets to related organization(s)	1j		
k	Lease of facilities, equipment, or other assets from related organizations)	1k		
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l		
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m		
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		
o	Sharing of paid employees with related organization(s)	1o		
p	Reimbursement paid to related organization(s) for expenses	1p		
q	Reimbursement paid by related organization(s) for expenses	1q		
r	Other transfer of cash or property to related organization(s)	1r		
s	Other transfer of cash or property from related organization(s)	1s		

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-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	UPMC BEDFORD	P	77,112.	COST
(2)	H.C. PHARMACY CENTRAL, INC.	P	108,726.	COST
(3)	UPMC PRESBYTERIAN SHADYSIDE	P	14,050.	COST
(4)	UNIVERSITY OF PITTSBURGH PHYSICIANS	P	53,010.	COST
(5)	UNIVERSITY OF PITTS CANCER INST CANCER SVCS	Q	836,707.	COST
(6)	UNIVERSITY OF PITTSBURGH PHYSICIANS	Q	9,080,755.	COST

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

			Yes	No
Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule				
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a		
b	Gift, grant, or capital contribution to related organization(s)	1b		
c	Gift, grant, or capital contribution from related organization(s)	1c		
d	Loans or loan guarantees to or for related organization(s)	1d		
e	Loans or loan guarantees by related organization(s)	1e		
f	Dividends from related organization(s)	1f		
g	Sale of assets to related organization(s)	1g		
h	Purchase of assets from related organization(s)	1h		
i	Exchange of assets with related organization(s)	1i		
j	Lease of facilities, equipment, or other assets to related organization(s)	1j		
k	Lease of facilities, equipment, or other assets from related organization(s)	1k		
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l		
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m		
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		
o	Sharing of paid employees with related organization(s)	1o		
p	Reimbursement paid to related organization(s) for expenses	1p		
q	Reimbursement paid by related organization(s) for expenses	1q		
r	Other transfer of cash or property to related organization(s)	1r		
s	Other transfer of cash or property from related organization(s)	1s		

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-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	UPMC COMMUNITY PROVIDER SERVICES	Q	1,151,320.	COST
(2)	UPMC COMMUNITY MEDICINE, INC.	Q	1,311,858.	COST
(3)	UPMC HORIZON	Q	650,445.	COST
(4)	UPMC BEDFORD MEMORIAL	Q	359,916.	COST
(5)	UPMC NORTHWEST	Q	551,202.	COST
(6)	MAGEE-WOMENS HOSPITAL OF UPMC	Q	11,280,870.	COST

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

			Yes	No
Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule				
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a		
b	Gift, grant, or capital contribution to related organization(s)	1b		
c	Gift, grant, or capital contribution from related organization(s)	1c		
d	Loans or loan guarantees to or for related organization(s)	1d		
e	Loans or loan guarantees by related organization(s)	1e		
f	Dividends from related organization(s)	1f		
g	Sale of assets to related organization(s)	1g		
h	Purchase of assets from related organization(s)	1h		
i	Exchange of assets with related organization(s)	1i		
j	Lease of facilities, equipment, or other assets to related organization(s)	1j		
k	Lease of facilities, equipment, or other assets from related organization(s)	1k		
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l		
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m		
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		
o	Sharing of paid employees with related organization(s)	1o		
p	Reimbursement paid to related organization(s) for expenses	1p		
q	Reimbursement paid by related organization(s) for expenses	1q		
r	Other transfer of cash or property to related organization(s)	1r		
s	Other transfer of cash or property from related organization(s)	1s		

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-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	UPMC PASSAVANT	Q	4,594,455.	COST
(2)	UPMC ST. MARGARET	Q	3,064,963.	COST
(3)	CHILDREN'S HOSPITAL OF PITTSBURGH OF UPMC	Q	4,658,390.	COST
(4)	UPMC MCKEESPORT	Q	839,396.	COST
(5)	UPMC MERCY	Q	2,992,789.	COST
(6)	UPMC FOR YOU	Q	902,395.	COST

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

			Yes	No
Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule				
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a		
b	Gift, grant, or capital contribution to related organization(s)	1b		
c	Gift, grant, or capital contribution from related organization(s)	1c		
d	Loans or loan guarantees to or for related organization(s)	1d		
e	Loans or loan guarantees by related organization(s)	1e		
f	Dividends from related organization(s)	1f		
g	Sale of assets to related organization(s)	1g		
h	Purchase of assets from related organization(s)	1h		
i	Exchange of assets with related organization(s)	1i		
j	Lease of facilities, equipment, or other assets to related organization(s)	1j		
k	Lease of facilities, equipment, or other assets from related organization(s)	1k		
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l		
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m		
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		
o	Sharing of paid employees with related organization(s)	1o		
p	Reimbursement paid to related organization(s) for expenses	1p		
q	Reimbursement paid by related organization(s) for expenses	1q		
r	Other transfer of cash or property to related organization(s)	1r		
s	Other transfer of cash or property from related organization(s)	1s		

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-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	COMMUNITY CARE BEHAVIORAL HEALTH	Q	899,619.	COST
(2)	UPMC BENEFIT MANAGEMENT SERVICES, INC.	Q	385,426.	COST
(3)	UPMC HEALTH PLAN INC.	Q	683,513.	COST
(4)	UPMC HEALTH NETWORK INC.	Q	662,615.	COST
(5)	CATHEDRAL (RE) INSURANCE COMPANY LTD	Q	98,395.	COST
(6)	FORBES REINSURANCE COMPANY LTD	Q	74,592.	COST

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

			Yes	No
Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule				
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a		
b	Gift, grant, or capital contribution to related organization(s)	1b		
c	Gift, grant, or capital contribution from related organization(s)	1c		
d	Loans or loan guarantees to or for related organization(s)	1d		
e	Loans or loan guarantees by related organization(s)	1e		
f	Dividends from related organization(s)	1f		
g	Sale of assets to related organization(s)	1g		
h	Purchase of assets from related organization(s)	1h		
i	Exchange of assets with related organization(s)	1i		
j	Lease of facilities, equipment, or other assets to related organization(s)	1j		
k	Lease of facilities, equipment, or other assets from related organization(s)	1k		
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l		
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m		
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		
o	Sharing of paid employees with related organization(s)	1o		
p	Reimbursement paid to related organization(s) for expenses	1p		
q	Reimbursement paid by related organization(s) for expenses	1q		
r	Other transfer of cash or property to related organization(s)	1r		
s	Other transfer of cash or property from related organization(s)	1s		

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-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	MONROEVILLE SPECIALTY CLINIC, INC.	Q	69,131.	COST
(2)	TRI-STATE NEUROSURGICAL ASSOCIATES-UPMC, INC.	Q	55,102.	COST
(3)	UPMC HOLDING COMPANY, INC.	Q	1,088,836.	COST
(4)	RENAISSANCE FAMILY PRACTICE-UPMC INC.	Q	110,376.	COST
(5)	UPMC PRESBYTERIAN SHADYSIDE	Q	33,858,208.	COST
(6)	UPMC EMERGENCY MEDICINE, INC.	Q	55,969.	COST

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

			Yes	No
Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule				
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a		
b	Gift, grant, or capital contribution to related organization(s)	1b		
c	Gift, grant, or capital contribution from related organization(s)	1c		
d	Loans or loan guarantees to or for related organization(s)	1d		
e	Loans or loan guarantees by related organization(s)	1e		
f	Dividends from related organization(s)	1f		
g	Sale of assets to related organization(s)	1g		
h	Purchase of assets from related organization(s)	1h		
i	Exchange of assets with related organization(s)	1i		
j	Lease of facilities, equipment, or other assets to related organization(s)	1j		
k	Lease of facilities, equipment, or other assets from related organization(s)	1k		
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l		
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m		
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		
o	Sharing of paid employees with related organization(s)	1o		
p	Reimbursement paid to related organization(s) for expenses	1p		
q	Reimbursement paid by related organization(s) for expenses	1q		
r	Other transfer of cash or property to related organization(s)	1r		
s	Other transfer of cash or property from related organization(s)	1s		

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-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	UPMC EAST	Q	489,507.	COST
(2)	ERIE PHYSICIANS NETWORK-UPMC, INC.	Q	71,555.	COST
(3)	UPMC HAMOT	Q	470,431.	COST
(4)	STRATEGIC BUSINESS INITIATIVES, LLC	Q	233,697.	COST
(5)	CHILDREN'S HOSPITAL OF PITTSBURGH OF UPMC	S	19,321,030.	COST
(6)	UPMC HORIZON	S	834,134.	COST

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

			Yes	No
Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule				
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a		
b	Gift, grant, or capital contribution to related organization(s)	1b		
c	Gift, grant, or capital contribution from related organization(s)	1c		
d	Loans or loan guarantees to or for related organization(s)	1d		
e	Loans or loan guarantees by related organization(s)	1e		
f	Dividends from related organization(s)	1f		
g	Sale of assets to related organization(s)	1g		
h	Purchase of assets from related organization(s)	1h		
i	Exchange of assets with related organization(s)	1i		
j	Lease of facilities, equipment, or other assets to related organization(s)	1j		
k	Lease of facilities, equipment, or other assets from related organization(s)	1k		
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l		
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m		
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		
o	Sharing of paid employees with related organization(s)	1o		
p	Reimbursement paid to related organization(s) for expenses	1p		
q	Reimbursement paid by related organization(s) for expenses	1q		
r	Other transfer of cash or property to related organization(s)	1r		
s	Other transfer of cash or property from related organization(s)	1s		

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-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	MAGEE-WOMENS HOSPITAL OF UPMC	S	68,599,039.	COST
(2)	UPMC PASSAVANT	S	26,702,461.	COST
(3)	UPMC NORTHWEST	S	11,813,965.	COST
(4)	UPMC ST. MARGARET	S	5,540,428.	COST
(5)	COMMUNITY CARE BEHAVIORAL HEALTH ORGANIZATION	S	5,365,360.	COST
(6)				

Part VI **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 37)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization See instructions regarding exclusion for certain investment partnerships

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

Schedule R (Form 990) 2012

JSA
2E1310 1 000

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

SCHEDULE R - RELATED ORGANIZATIONS AND UNRELATED PARTNERSHIPS

PART II - IDENTIFICATION OF RELATED TAX-EXEMPT ORGANIZATIONS

THE FOLLOWING IS A LIST OF RELATED ORGANIZATIONS THAT ARE PART OF THE

UPMC GROUP EXEMPTION:

COMMUNITY FAMILY HEALTH CENTERS

UNIVERSITY OF PITTS. CANCER INSTITUTE CANCER SRVCS.

UNIVERSITY OF PITTSBURGH PHYSICIANS

UPMC COMMUNITY PROVIDER SERVICES

UPMC COMMUNITY MEDICINE, INC.

UPMC EMERGENCY MEDICINE, INC.

UPMC HORIZON

UPMC HORIZON COMMUNITY HEALTH FOUNDATION

UPMC INTERNATIONAL HOLDINGS, INC.

UPMC OVERSEAS, INC.

CRANBERRY PLACE

HEALTH CENTER DEVELOPMENT

SUGAR CREEK STATION

THE HERITAGE SHADYSIDE

UNIVERSITY HEALTH CENTER OF PITTSBURGH

UPMC BEDFORD MEMORIAL

UPMC NORTHWEST

UPMC VISITING NURSES ASSOCIATION

UPMC CENTER FOR HEALTH SECURITY

MAGEE-WOMENS HOSPITAL OF UPMC

PASSAVANT PROFESSIONAL ASSOCIATES, INC.

UPMC PASSAVANT

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

UPMC ST. MARGARET

CHILDRENS' HOSPITAL OF PITTSBURGH OF UPMC

UPMC BRADDOCK

UPMC MCKEESPORT

UPMC OCCUPATIONAL MEDICINE, INC.

UPMC PRESBYTERIAN SHADYSIDE

UPMC MERCY

UPMC IMITS

UPMC EAST

UPMC FOR YOU, INC.

COMMUNITY CARE BEHAVIORAL HEALTH ORGANIZATION

CENTER FOR EMERGENCY MEDICINE OF WESTERN PA

ERIE PHYSICIANS NETWORK - UPMC, INC.

DONOHUE & ALLEN CARDIOLGY - UPMC INC.

PART V TRANSACTIONS WITH RELATED ORGANIZATIONS

PART V IN GENERAL THE CASH MANAGEMENT POLICY OF UPMC IS TO TRANSFER ALL EXCESS FUNDS AVAILABLE FROM EXEMPT SUBSIDIARIES TO UPMC, THE PARENT ENTITY. THESE ARE NOT CONSIDERED A TRANSFER OF NET ASSETS FOR WHICH DISCLOSURE IS REQUIRED IF 25% OR MORE OF NET ASSETS ARE TRANSFERRED.