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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2012

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 10-01-2012 , 2012, and ending 09-30-2013

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

C Name of organization
Partners HealthCare System Inc

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
Prudential Tower
800 Boylston Street Suite

City or town, state or country, and ZIP + 4
Boston, MA 02199

D Employer identification number
04-3230035

E Telephone number
(617) 724-9841

G Gross receipts $ 961,678,677

F Name and address of principal officer
Gary L Gottlieb MD MBA
800 Boylston Street
Boston, MA 02199

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

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

H(c) Group exemption number ▶

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

J Website: ▶ http www partners org

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

L Year of formation 1993

M State of legal domicile MA

Part I Summary

1 Briefly describe the organization's mission or most significant activities
Partners HealthCare System, Inc is committed to serving the community and is dedicated to enhancing patient care, teaching and research, and to taking a leadership role as an integrated health care system

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

Activities & Governance

3	Number of voting members of the governing body (Part VI, line 1a)	**3**	18
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	7
5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	**5**	6,448
6	Total number of volunteers (estimate if necessary)	**6**	0
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	11,790,651
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	-236

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	197,858,081	295,077,034
9	Program service revenue (Part VIII, line 2g)	546,256,453	576,882,979
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,345,121	74,931,561
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	15,171,930	14,787,103
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	760,631,585	961,678,677
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	115,032,652	82,299,681
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)	384,841,186	405,231,116
16a	Professional fundraising fees (Part IX, column (A), line 11e)	210,639	125,477
b	Total fundraising expenses (Part IX, column (D), line 25) ▶2,400,590		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	429,631,254	331,472,262
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	929,715,731	819,128,536
19	Revenue less expenses Subtract line 18 from line 12	-169,084,146	142,550,141

Revenue

Expenses

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	3,785,801,720	4,249,396,529
21	Total liabilities (Part X, line 26)	4,062,957,506	4,253,990,833
22	Net assets or fund balances Subtract line 21 from line 20	-277,155,786	-4,594,304

Net Assets or Fund Balances

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: 2014-08-07

PETER K MARKELL CFO & Treasurer
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission

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

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 $ 229,511,572 including grants of $ 82,299,681) (Revenue $ 576,882,979)

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** ▶ 229,511,572

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4	Yes	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21 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		No
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	Yes	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI*	11a	Yes	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b	Yes	
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d		No
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e	Yes	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f		No
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*	12a		No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional*	12b	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a	Yes	
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	Yes	
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		No
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Parts III and IV*	16		No
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I (see instructions)*	17	Yes	
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		No
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		No
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)*

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . .	1a	4,349		
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		Yes	
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	6,448		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **Note.** If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b		Yes	
3a	Did the organization have unrelated business gross income of $1,000 or more during the year? . . .	3a		Yes	
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*	3b		Yes	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a			No
b	If "Yes," enter the name of the foreign country ▶ _____ See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . .	5a			No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b			No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c			
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? . . .	6a			No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b			
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?	7a		Yes	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		Yes	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c			No
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e			No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .	7f			No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g			
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h			
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8			
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?	9a			
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b			
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12 . . .	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?	12a			
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** See the instructions for additional information the organization must report on Schedule O	13a			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a			No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .	14b			

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

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

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	**1a**	18		
	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**	7		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?			**2** Yes	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? .			**3**	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?			**4**	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets? .			**5**	No
6	Did the organization have members or stockholders?			**6** Yes	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?			**7a** Yes	
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** Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?			**8a** Yes	
b	Each committee with authority to act on behalf of the governing body?			**8b** Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*			**9**	No

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

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

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed ▶ AL , AR , CA , CO , FL , GA , HI , KS , LA , ME , MD , MA , MS , NH , NJ , NY , NC , ND , PA , TX , VT , VA , WV , WI

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

☐ Own website ☐ Another's website ☑ Upon request ☐ 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 ▶ PARTNERS FIN-TAX DIR 529 MAIN STREET 5TH FLOOR Charlestown, MA (617) 724-9841

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

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

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

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

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

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

☐ Check this box if 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			
See Additional Data Table										

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

(A) Name and Title	(B) Average hours per week (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** . . . . . ▶										
c **Total from continuation sheets to Part VII, Section A** . . . . ▶										
d **Total (add lines 1b and 1c)** . . . . . ▶								13,638,267	1,448,643	1,345,366

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 ▶887

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

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
Huron Consulting Group Inc , 3005 Momentum Place CHICAGO IL 606895330	Consulting Services	25,829,630
Accenture LLP , PO Box 70629 CHICAGO IL 60673	Consulting Services	19,929,323
Randstad , PO Box 7247-6655 PHILADELPHIA PA 191706655	Staffing Services	6,946,872
Deloitte Consulting LLP , PO Box 7247-6447 PHILADELPHIA PA 191706447	Consulting Services	4,293,017
Netversant New England Inc , PO Box 201782 DALLAS TX 753201782	Technological Svcs	3,758,720
2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶120		

Part VIII Statement of Revenue

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

				(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	288,312,128			
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	6,764,906			
	g	Noncash contributions included in lines 1a-1f $					
	h	**Total.** Add lines 1a-1f		295,077,034			
Program Service Revenue			Business Code				
	2a	ADMINISTRATIVE FEE	561000	576,882,979	576,882,979		
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	**Total.** Add lines 2a–2f		576,882,979			
	3	Investment income (including dividends, interest, and other similar amounts)		5,289,094			5,289,094
	4	Income from investment of tax-exempt bond proceeds		101,098			101,098
	5	Royalties		454,530			454,530
			(i) Real / (ii) Personal				
	6a	Gross rents	1,175,850 /				
	b	Less rental expenses	/				
	c	Rental income or (loss)	1,175,850 / 0				
	d	Net rental income or (loss)		1,175,850			1,175,850
			(i) Securities / (ii) Other				
	7a	Gross amount from sales of assets other than inventory	69,541,369 /				
	b	Less cost or other basis and sales expenses	/				
	c	Gain or (loss)	69,541,369 /				
	d	Net gain or (loss)		69,541,369		15,541	69,525,828
Other Revenue	8a	Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18	a				
	b	Less direct expenses	b				
	c	Net income or (loss) from fundraising events		0			
	9a	Gross income from gaming activities See Part IV, line 19	a				
	b	Less direct expenses	b				
	c	Net income or (loss) from gaming activities		0			
	10a	Gross sales of inventory, less returns and allowances	a				
	b	Less cost of goods sold	b				
	c	Net income or (loss) from sales of inventory		0			
		Miscellaneous Revenue	Business Code				
	11a	MANAGEMENT SERVICE	561000	5,516,110		5,516,110	
	b	CHILD CARE REVENUE	624410	1,381,613			1,381,613
	c	INTEREST REVENUE	900003	6,259,000		6,259,000	
	d	All other revenue					
	e	**Total.** Add lines 11a–11d		13,156,723			
	12	**Total revenue.** See Instructions		961,678,677	576,882,979	11,790,651	77,928,013

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 . . . . . ☐

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	82,299,681	82,299,681		
2 Grants and other assistance to individuals in the United States See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	8,203,840		8,203,840	
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	298,065,885		297,166,546	899,339
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	33,915,786		33,915,786	
9 Other employee benefits	41,185,131		40,900,919	284,212
10 Payroll taxes	23,860,474		23,860,474	
11 Fees for services (non-employees)				
a Management	0			
b Legal	25,981,386		25,981,386	
c Accounting	1,584,100		1,584,100	
d Lobbying	2,126,493		2,126,493	
e Professional fundraising services See Part IV, line 17	125,477			125,477
f Investment management fees	0			
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	18,176,021		17,650,768	525,253
12 Advertising and promotion	4,401,455		4,401,250	205
13 Office expenses	20,024,140		19,955,038	69,102
14 Information technology	39,469,041		39,469,041	
15 Royalties . .	306,051		306,051	
16 Occupancy	27,187,619		26,790,092	397,527
17 Travel	3,592,617		3,569,296	23,321
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	493,576		499,696	-6,120
20 Interest	116,379,073		116,379,073	
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	43,813,734		43,813,734	
23 Insurance	1,071,163		1,071,163	
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a MEALS	2,011,573		1,960,570	51,003
b NON CAPITAL EQUIPMENT	209,358		209,358	
c OTHER RESEARCH EXPENSES	11,220,792		11,220,792	
d SYSTEM DEVELOPMENT FUNDING		145,764,000	-145,764,000	
e All other expenses	13,424,070	1,447,891	11,944,908	31,271
25 **Total functional expenses.** Add lines 1 through 24e	819,128,536	229,511,572	587,216,374	2,400,590
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)				

Part X Balance Sheet

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

				(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing		0	1	0
	2	Savings and temporary cash investments		115,274,315	2	114,299,068
	3	Pledges and grants receivable, net		15,755,598	3	11,693,250
	4	Accounts receivable, net		23,077,461	4	24,086,978
	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		2,305,967,794	7	2,841,307,380
	8	Inventories for sale or use		0	8	0
	9	Prepaid expenses and deferred charges		4,285,522	9	10,521,341
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 461,254,043			
	b	Less accumulated depreciation	10b 128,274,637	322,442,650	10c	332,979,406
	11	Investments—publicly traded securities		0	11	0
	12	Investments—other securities See Part IV, line 11		774,535,139	12	732,670,450
	13	Investments—program-related See Part IV, line 11		0	13	0
	14	Intangible assets		0	14	0
	15	Other assets See Part IV, line 11		224,463,241	15	181,838,656
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		3,785,801,720	16	4,249,396,529
Liabilities	17	Accounts payable and accrued expenses		940,281,306	17	779,565,623
	18	Grants payable		0	18	0
	19	Deferred revenue		0	19	0
	20	Tax-exempt bond liabilities		2,620,091,286	20	2,571,501,420
	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		0	23	0
	24	Unsecured notes and loans payable to unrelated third parties		0	24	0
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		502,584,914	25	902,923,790
	26	**Total liabilities.** Add lines 17 through 25		4,062,957,506	26	4,253,990,833
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		-292,648,600	27	-18,297,770
	28	Temporarily restricted net assets		14,342,814	28	12,553,466
	29	Permanently restricted net assets		1,150,000	29	1,150,000
		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		-277,155,786	33	-4,594,304
	34	Total liabilities and net assets/fund balances		3,785,801,720	34	4,249,396,529

Part XI Reconcilliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	961,678,677
2	Total expenses (must equal Part IX, column (A), line 25)	2	819,128,536
3	Revenue less expenses Subtract line 2 from line 1	3	142,550,141
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	-277,155,786
5	Net unrealized gains (losses) on investments	5	4,071,533
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	125,939,808
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	-4,594,304

Part XII Financial Statements and Reporting

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

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☑ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		No
	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	Yes	
	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	Yes	
	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		No
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		

Additional Data

Software ID:
Software Version:
EIN: 04-3230035
Name: Partners HealthCare System Inc

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

(A) Name and Title	(B) Average hours per week (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			
Neslı Basgoz MD Dırector	1 0 50 0	X						0	267,623	42,036
Anne M Fınucane Dırector	1 0 1 0	X						0	0	0
Charles K Gifford Dırector	1 0 1 0	X						0	0	0
Gary L Gottlıeb MD MBA Presıdent/CEO/Dırector	50 0	X		X				2,546,497	0	69,871
Rıchard E Holbrook Dırector	1 0 1 0	X						0	0	0
Albert A Holman III Dırector	1 0 1 0	X						0	0	0
Edward P Lawrence Esq Chaırman	1 0	X						0	0	0
Jay O Lght PhD Dırector	1 0	X						0	0	0
Joseph Loscalzo MD PhD Dırector	1 0 50 0	X						0	626,976	61,798
Stanley J Lukowskı Dırector (10/01/12-01/22/13)	1 0 1 0	X						0	0	0
Jım Manzı Dırector	1 0	X						0	0	0
Maury E McGough MD Dırector	1 0 50 0	X						0	554,044	74,163
Carol C McMullen Dırector	1 0 1 0	X						0	0	0
Cathy E Mınehan Dırector	1 0 1 0	X						0	0	0
G Marshall Morıarty Esq Dırector	1 0 1 0	X						0	0	0
Scott A Schoen Dırector (02/26/13-09/30/13)	1 0 1 0	X						0	0	0
Henrı A Termeer Dırector	1 0 1 0	X						0	0	0
Dorothy A Terrell Dırector	1 0 1 0	X						0	0	0
Gwıll York Dırector (07/01/13-09/30/13)	1 0 1 0	X						0	0	0
Maureen Goggın Secretary	50 0			X				166,008	0	31,619
Peter K Markell Executıve VP, CFO & Treasurer	50 0 1 0			X				3,526,635	0	360,680
John R Barker Chıef Investment Officer	50 0				X			687,387	0	2,326
James W Noga Vıce Presıdent & CIO	50 0				X			561,440	0	251,377
Dennıs D Collıng Vıce Presıdent	50 0					X		715,809	0	76,680
Tımothy G Ferrıs MD Vıce Presıdent	50 0					X		767,246	0	52,856

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

(A) Name and Title	(B) Average hours per week (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			
Brent L Henry Esq General Counsel	50 0 1 0					X		942,360	0	51,105
Michael S Jellinek MD Chief of Clinical Affairs	50 0 1 0					X		1,273,601	0	74,114
Thomas H Lee MD Network Presdient	50 0					X		864,597	0	71,803
Mary C Lalonde Esq Former Officer	50 0						X	145,947	0	44,287
Thomas P Glynn PhD Former Key	1 0						X	762,655	0	23,034
Michael T Manning Former Key	50 0						X	502,849	0	57,617
Jay B Pieper Former Key	23 0						X	175,236	0	0

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SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
Partners HealthCare System Inc

Employer identification number
04-3230035

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

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

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

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

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

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

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

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

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

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

9 ☐ An organization that normally receives (1) more than 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	
Total									

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 ")	131,286,751	291,715,447	222,666,904	197,858,081	295,077,034	1,138,604,217
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 **Total.** Add lines 1 through 3	131,286,751	291,715,447	222,666,904	197,858,081	295,077,034	1,138,604,217
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)						0
6 **Public support.** Subtract line 5 from line 4						1,138,604,217

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	131,286,751	291,715,447	222,666,904	197,858,081	295,077,034	1,138,604,217
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	21,851,217	21,763,893	19,377,376	19,902,859	20,177,295	103,072,640
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						0
11 **Total support** (Add lines 7 through 10)						1,241,676,857

12	Gross receipts from related activities, etc (see instructions)	12	2,538,176,629

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

Section C. Computation of Public Support Percentage

14	Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	91 699 %
15	Public support percentage for 2011 Schedule A, Part II, line 14	15	89 749 %

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 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).

Facts And Circumstances Test

Explanation

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SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

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

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

OMB No 1545-0047

2012

Open to Public Inspection

If the organization answered "Yes" to Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered "Yes" to Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered "Yes" to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

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

Name of the organization	**Employer identification number**
Partners HealthCare System Inc	04-3230035

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

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV

2 Political expenditures ▶ $ _____

3 Volunteer hours _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ $ _____

2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ $ _____

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ **Yes** ☐ **No**

4a Was a correction made? ☐ **Yes** ☐ **No**

b If "Yes," describe in Part IV

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ $ _____

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ $ _____

3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ▶ $ _____

4 Did the filing organization file **Form 1120-POL** for this year? ☐ **Yes** ☐ **No**

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

(a) Name	**(b)** Address	**(c)** EIN	**(d)** Amount paid from filing organization's funds If none, enter -0-	**(e)** Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-

Part II-A **Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).**

A Check ▶ ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)

B Check ▶ ☐ if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)		
b Total lobbying expenditures to influence a legislative body (direct lobbying)		
c Total lobbying expenditures (add lines 1a and 1b)		
d Other exempt purpose expenditures		
e Total exempt purpose expenditures (add lines 1c and 1d)		
f Lobbying nontaxable amount Enter the amount from the following table in both columns		
g Grassroots nontaxable amount (enter 25% of line 1f)		
h Subtract line 1g from line 1a If zero or less, enter -0-		
i Subtract line 1f from line 1c If zero or less, enter -0-		

If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:
Not over $500,000	20% of the amount on line 1e
Over $500,000 but not over $1,000,000	$100,000 plus 15% of the excess over $500,000
Over $1,000,000 but not over $1,500,000	$175,000 plus 10% of the excess over $1,000,000
Over $1,500,000 but not over $17,000,000	$225,000 plus 5% of the excess over $1,500,000
Over $17,000,000	$1,000,000

j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? ☐ Yes ☐ No

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

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

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.		(a) Yes	(a) No	(b) Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a	Volunteers?		No	
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	Yes		
c	Media advertisements?		No	
d	Mailings to members, legislators, or the public?	Yes		0
e	Publications, or published or broadcast statements?		No	
f	Grants to other organizations for lobbying purposes?		No	
g	Direct contact with legislators, their staffs, government officials, or a legislative body?	Yes		2,126,493
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		No	
i	Other activities?		No	
j	Total Add lines 1c through 1i			2,126,493
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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

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

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

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

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, Part II-A (affiliated group list), Part II-A, line 2, and Part II-B, line 1 Also, complete this part for any additional information

Identifier	Return Reference	Explanation
Lobbying Expenses	Part II-B	The Corporation may on occasion contact its employees with a voluntary opportunity to participate in the conversation to protect against cuts in Federal funding that would have an adverse impact on the Corporation and its Affiliates as well as the pace of medical advances, the economy, and the global competitiveness of the Corporation The Corporation may on occasion review proposed legislation for the purpose of determining the effect upon its tax-exempt purposes The Corporation may on occasion also appear before a legislative committee, confer with legislators or otherwise attempt to influence legislation However, it will not participate, in any way, in political campaigns The Corporation's involvement in legislative activities constitutes an insubstantial part of its activities

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 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
Partners HealthCare System Inc

Employer identification number
04-3230035

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) ☐ Preservation of an historically important land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ Preservation of open space

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

		Held at the End of the Year
a	Total number of conservation easements	2a
b	Total acreage restricted by conservation easements	2b
c	Number of conservation easements on a certified historic structure included in (a)	2c
d	Number of conservation easements included in (c) acquired after 8/17/06, 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	b (c) Two years back	(d) Three years back	(e) Four years back
1a	Beginning of year balance	5,609,796	5,162,396	5,110,800	4,740,375	4,556,070
b	Contributions	199,812	189,373	171,858	157,159	166,083
c	Net investment earnings, gains, and losses	507,611	447,400	51,596	370,425	231,385
d	Grants or scholarships					
e	Other expenditures for facilities and programs	247,360	189,373	171,858	157,159	213,163
f	Administrative expenses					
g	End of year balance	6,069,859	5,609,796	5,162,396	5,110,800	4,740,375

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

- a Board designated or quasi-endowment ▶ 81 000 %
- b Permanent endowment ▶ 19 000 %
- c Temporarily restricted endowment ▶ 0 %

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

4 Describe in Part 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	27,376,692	22,099,657		49,476,349
b Buildings	19,390,411	29,710,661	10,556,328	38,544,744
c Leasehold improvements		27,544,702	15,022,732	12,521,970
d Equipment		205,411,541	102,695,577	102,715,964
e Other		129,720,379	0	129,720,379
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				332,979,406

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) INVESTED CASH EQUIVALENTS	53,783,666	F
(B) EQUITIES	8,217,949	F
(C) U S GOV'T & FIXED INCOME SEC	4,919,969	F
(D) PRIVATE PARTNERSHIPS & OTHER	216,999	C
(E) INV IN PARTNERS POOLED INV ACC	665,531,867	F
Total. *(Column (b) must equal Form 990, Part X, col (B) line 12)* ▶	732,670,450	

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

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. *(Column (b) 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
Total. *(Column (b) must equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	

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

1 (a) Description of liability	(b) Book value
Federal income taxes	0
THIRD PARTY PAYER SETTLEMENT ACCR	0
UNEXPENDED FUNDS ON RESEARCH G	216,244
SECURITIES LENDING ARRANGEMENT	-1,167,151
TAXABLE BONDS, SERIES C & SERIES P	903,874,697
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	902,923,790

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 ☐

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

Identifier	Return Reference	Explanation
Intended Use of Endowment Funds	Part V, Line 4	The endowment funds of Partners HealthCare System, Inc are used in furtherance of the organization's tax-exempt mission
FIN 48 Footnote	Part X, Line 2	Partners HealthCare System, Inc does not have a FIN 48 Footnote disclosure in the consolidated audited financial statements

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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
Partners HealthCare System Inc

Employer identification number
04-3230035

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

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

2 **For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of grant funds outside the United States.

3 Activites 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
	See Add'l Data					
3a	Sub-total	0	4			1,283,983
b	Total from continuation sheets to Part I					
c	**Totals** (add lines 3a and 3b)	0	4			1,283,983

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 of non-cash assistance	**(h)** Description of non-cash assistance	**(i)** Method of valuation (book, FMV, appraisal, other)

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

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

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

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)

Part IV Foreign Forms

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

Part V Supplemental Information

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

Identifier	ReturnReference	Explanation
Accounting method	Part I, Line 3	The organization uses the book value method to report foreign expenditures to be consistent with the reporting used for the financial statements

Additional Data

Software ID:
Software Version:
EIN: 04-3230035
Name: Partners HealthCare System Inc

Form 990 Schedule F Part I - Activities Outside The United States

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i e , fundraising, program services, 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 region
Central America and the Caribbean	0	0	Program Services	Jointly Owned For Ins	555,622
East Asia and the Pacific	0	0	Program Services	Pat Care, Res & Educ	143,869
Europe (Including Iceland and Greenland)	0	0	Program Services	Pat Care, Res & Educ	236,924

Form 990 Schedule F Part I - Activities Outside The United States

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i e , fundraising, program services, 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 region
Middle East and North Africa	0	4	Program Services	Pat Care, Res & Educ	58,462
North America	0	0	Program Services	Pat Care, Res & Educ	225,044
South America	0	0	Program Services	Pat Care, Res & Educ	399

Form 990 Schedule F Part I - Activities Outside The United States

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i e , fundraising, program services, 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 region
South Asia	0	0	Program Services	Pat Care, Res & Educ	63,663

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SCHEDULE G (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than $15,000 on Form 990-EZ, line 6a. Form 990-EZ filers are not required to complete this part.

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
Partners HealthCare System Inc

Employer identification number
04-3230035

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

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

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

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☑ **Yes** ☐ **No**

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions? Yes	(iii) No	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
PGCalc 129 Mount Auburn Street Cambridge, MA 02138	FUNDRAISING STRATEGY		No	0	80,738	0
The Wayland Group 323 Boston Post Road Sudbury, MA 01776	FUNDRAISING STRATEGY		No	0	44,739	0
Total . . . . . ▶				0	125,477	0

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

DE, ID, IN, MA, MT, NE, NV, NH, TX, WY

Part II **Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than $15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than $5,000.

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

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

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

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

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

b If "No," explain _____

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

b If "Yes," explain _____

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

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

13 Indicate the percentage of gaming activity operated in

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

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

Name ▶ .....

Address ▶ .....

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

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

c If "Yes," enter name and address of the third party

Name ▶ .....

Address ▶ .....

16 Gaming manager information

Name ▶ .....

Gaming manager compensation ▶ $ .....

Description of services provided ▶ .....

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

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

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

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

Identifier	Return Reference	Explanation

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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
Partners HealthCare System Inc

Employer identification number
04-3230035

Part I General Information on Grants and Assistance

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

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

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Part II can be duplicated if additional space is needed.

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
See Additional Data Table							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . . . ▶ 66

3 Enter total number of other organizations listed in the line 1 table . . . . . ▶ 2

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

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

Identifier	Return Reference	Explanation
Schedule I, Part I, Line 2		Partners HealthCare System, Inc makes donations to various tax-exempt organizations These donations can be used by the recipient only in furtherance of their tax-exempt mission

Additional Data

Return to Form

Software ID:
Software Version:
EIN: 04-3230035
Name: Partners HealthCare System Inc

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Mass Assoc of School-Based Health Care40 Court Street Boston, MA 02108	04-3527138	501(c)(3)	10,000				Community Benefits
Community Service Care Inc PO Box 300010 Jamaica Plain, MA 02130	04-2754281	501(c)(3)	6,000				Community Benefits

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Boston HealthCare for the Homeless Program729 Massachusetts Avenue Boston, MA 02118	04-3160480	501(c)(3)	200,260				Community Benefits
Mattapan Community Health Center Inc1575 Blue Hill Avenue Mattapan, MA 02126	04-2544151	501(c)(3)	222,516				Community Benefits

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Project Bread - The Walk for Hunger Inc145 Border Street East Boston, MA 02128	04-2931195	501(c)(3)	25,000				Community Benefits
Massachusetts Public Health Association101 Tremont Street Boston, MA 02108	04-2326503	501(c)(3)	35,000				Community Benefits

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Camp Harbor View Foundation Inc200 Clarendon Street Boston, MA 02116	75-3235491	501(c)(3)	1,100,000				Community Benefits Program
Upham's Corner Community Health Center Inc500 Columbia Road Dorchester, MA 02125	04-2708670	501(c)(3)	623,356				Community Benefits Program

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Mass League of Community Health Centers40 Court Street Boston, MA 02108	04-2507409	501(c)(3)	777,230				Community Benefits Program
Health Care for All Inc30 Winter Street Boston, MA 02108	04-3071598	501(c)(3)	208,500				Community Benefits Program

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Lynn Community Health Inc 269 Union Street Lynn, MA 01901	04-2525066	501(c)(3)	873,364				Community Benefits Program
Institute for Community Health Inc101 Station Landing Medford, MA 02155	04-3543853	501(c)(3)	440,000				Community Benefits Program

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
South Boston Community Health Center Inc409 W Broadway St South Boston, MA 02127	04-2682152	501(c)(3)	135,000				Community Benefits Program
Citizens United for Research in Epilepsy223 West Erie Street Chicago, IL 60654	36-4253176	501(c)(3)	15,000				Community Benefits Program

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
The Massachusetts General Hospital205 Portland Street Boston, MA 02114	04-1564655	501(c)(3)	43,167				Community Benefits Program
Community Works Inc25 West Street Boston, MA 02111	04-2762623	501(c)(3)	31,000				Community Benefits Program

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
American Heart Association Inc7272 Greenville Avenue Dallas,TX 75231	13-5613797	501(c)(3)	25,000				Community Benefits Program
Pine Street Inn Inc444 Harrison Avenue Boston,MA 02118	04-2516093	501(c)(3)	60,000				Community Benefits Program

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
The Mass Association for Mental Health130 Bowdoin Street Boston, MA 02108	04-2104711	501(c)(3)	25,000				Community Benefits Program
South End Community Health Center Inc1601 Washington Street Boston, MA 02118	04-2456134	501(c)(3)	25,000				Community Benefits Program

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Action for Boston Community Development178 Tremont Street Boston, MA 02111	04-2304133	501(c)(3)	20,000				Community Benefits Program
Boston Center for Independent Living Inc (BCIL)60 Temple Place 5th Floor Boston, MA 02111	04-2546595	501(c)(3)	32,500				Community Benefits Program

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
The Fund for Boston NeighborhoodsPO Box 961555 Boston, MA 02196	04-6185609	501(c)(3)	10,000				Community Benefits Program
The Boston FoundationPO Box 961555 Boston, MA 02196	04-2104021	501(c)(3)	19,167				Community Benefits Program

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Hospitality Homes IncPO Box 15265 Boston, MA 02215	04-3204112	501(c)(3)	15,000				Community Benefits Program
United Way of Mass Bay Inc PO Box 51381 Boston, MA 022051381	04-2382233	501(c)(3)	110,000				Community Benefits Program

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
National Alliance on Mental Illness of Mass400 West Cummings Park Woburn, MA 01801	04-2777012	501(c)(3)	10,000				Community Benefits Program
AIDS Action Committee of Massachusetts Inc75 Amory Street Boston, MA 02119	22-2707246	501(c)(3)	7,500				Community Benefits Program

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Big Sister Association of Greater Boston161 Massachusetts Avenue Boston, MA 02115	04-2150651	501(c)(3)	33,000				Community Benefits Program
Boston Public School Teachers Retirement F26 Court Street Boston, MA 02108	04-2080791	501(c)(11)	85,000				Community Benefits Program

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Massachusetts Business Alliance for Educ400 Atlantic Avenue Boston, MA 02110	04-3274599	501(c)(3)	10,000				Community Benefits Program
Charlestown Recovery House IncPO Box 290175 Charlestown, MA 02129	04-3505037	501(c)(3)	25,000				Community Benefits Program

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
The American Ireland Fund 211 Congress Street Boston, MA 02110	25-1306992	501(c)(3)	10,000				Community Benefits Program
Health Career Connection Inc300 Frank Ogawa Plaza Oakland, CA 94612	25-1904312	501(c)(3)	13,000				Community Benefits Program

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Boston's Higher Ground Inc 384 Warren Street Roxbury, MA 02119	27-3660369	501(c)(3)	10,000				Community Benefits Program
Boston Scholar Athlete Program Inc65 Allerton Street Boston, MA 02119	27-3987854	501(c)(3)	25,000				Community Benefits Program

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Cairdes Inc30 Monisa Kay Drive Plymouth, MA 02360	02-0538771	501(c)(3)	7,500				Community Benefits Program
Greater Boston Chamber of Commerce265 Franklin Street Boston, MA 02110	04-1103090	501(c)(3)	25,250				Community Benefits Program

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Northeastern University - Fitz Youth Sports InstPO Box 835 Winchester, MA 01890	04-1679980	501(c)(3)	120,000				Community Benefits Program
Boston Symphony Orchestra Inc301 Massachusetts Avenue Boston, MA 02115	04-2103550	501(c)(3)	5,500				Community Benefits Program

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Combined Jewish Philanthropies of Greater126 High Street Boston, MA 02110	04-2103559	501(c)(3)	15,000				Community Benefits Program
Arthritis Foundation New England Region29 Crafts Street Newton, MA 02458	04-2113261	501(c)(3)	28,334				Community Benefits Program

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Justice Resource Institute Inc150 Gould Street Needham, MA 02494	04-2526357	501(c)(3)	50,000				Community Benefits Program
Codman Square Health Center Inc637 Washington Street Dorchester, MA 02124	04-2678774	501(c)(3)	25,000				Community Benefits Program

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Alzheimers Disease and Related Disorders480 Pleasant Street Watertown, MA 02472	04-2731194	501(c)(3)	20,000				Community Benefits Program
Asian Community Development CorporationOne Ashburton Place Boston, MA 02108	04-2988263	501(c)(3)	15,000				Community Benefits Program

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Friends of Children's Trust Fund Inc55 Court Street 4th Floor Boston, MA 02108	04-3123184	501(c)(3)	15,000				Community Benefits Program
Pathways to Wellness Inc 1601 Washington Street Boston, MA 02118	04-3131334	501(c)(3)	30,000				Community Benefits Program

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Brockton Neighborhood Health Center Inc63 Main Street Brockton, MA 02125	04-3165044	501(c)(3)	10,000				Community Benefits Program
Alliance for Inclusion and Prevention Inc105 Cummins Highway Roslindale, MA 02131	04-3285237	501(c)(3)	16,000				Community Benefits Program

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
National Association of Corporate Directors10 Back Bay River Road Amesbury, MA 01913	04-3370584	501(c)(3)	10,000				Community Benefits Program
Lawyers' Committee for Civil Rights294 Washington Street Boston, MA 02018	04-3490614	501(c)(3)	25,000				Community Benefits Program

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Partners in Health a Nonprofit Corporation888 Commonwealth Avenue Boston, MA 02215	04-3567502	501(c)(3)	50,000				Community Benefits Program
Girls' Latin SchoolBoston Latin Academy205 Townsend St Boston, MA 02121	04-6001380	501(c)(1)	15,000				Community Benefits Program

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
University of Massachusetts Foundation Inc100 Morrissey Boulevard Boston, MA 02125	04-6013152	501(c)(3)	12,500				Community Benefits Program
Catholic Schools Foundation Inc260 Franklin Street Boston, MA 02110	22-2485502	501(c)(3)	50,000				Community Benefits Program

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
ROCA Inc101 Park Street Chelsea, MA 02150	22-3223641	501(c)(3)	12,500				Community Benefits Program
Dorchester House Multi-Service Center Inc1353 Dorchester Avenue Dorchester, MA 02122	23-7125970	501(c)(3)	10,000				Community Benefits Program

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
East Boston Neighborhood Health Center Corp10 Gove Street East Boston, MA 02128	23-7425849	501(c)(3)	25,000				Community Benefits Program
Edward M Kennedy Institute for the US400 Atlantic Avenue Boston, MA 02110	27-0963869	501(c)(3)	25,000				Community Benefits Program

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Partners Continuing Care Inc 800 Boylston Street Boston, MA 02199	26-0003495	501(c)(3)	62,648,494				To Support its Tax Exempt Affiliates
The Spaulding Rehabilitation Hospital Corp300 First Avenue Charlestown, MA 02129	04-2551124	501(c)(3)	1,422,356				To Support its Tax Exempt Affiliates

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Rehabilitation Hospital of the Cape and I311 Service Road East Sandwich, MA 02537	04-3071419	501(c)(3)	389,090				To Support its Tax Exempt Affiliates
Partners Home Care Inc281 Winter Street Waltham, MA 02451	04-2918280	501(c)(3)	3,166,403				To Support its Tax Exempt Affiliates

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
Spaulding Hospital - Cambridge Inc1575 Cambridge Street Cambridge, MA 02138	27-0273715	501(c)(3)	825,687				To Support its Tax Exempt Affiliates
WNR Inc1 Linton Lane Oak Bluffs, MA 02557	04-3419920	501(c)(3)	1,000,000				To Support its Tax Exempt Affiliates

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
FRC Inc70 Fulton Street Boston, MA 02109	22-2632121	501(c)(3)	940,918				To Support its Tax Exempt Affiliates
One Fund Boston Inc53 State Street Boston, MA 02109	46-2547157	501(c)(3)	1,000,000				Community Benefits Program

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
Partners HealthCare System Inc

Employer identification number
04-3230035

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items			
	☐ First-class or charter travel	☐ Housing allowance or residence for personal use		
	☐ Travel for companions	☐ Payments for business use of personal residence		
	☐ Tax idemnification and gross-up payments	☑ Health or social club dues or initiation fees		
	☐ Discretionary spending account	☑ Personal services (e g , maid, chauffeur, chef)		
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	**1b**	Yes	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	**2**	Yes	
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III			
	☑ Compensation committee	☐ Written employment contract		
	☑ Independent compensation consultant	☑ Compensation survey or study		
	☑ Form 990 of other organizations	☑ Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization			
a	Receive a severance payment or change-of-control payment?	**4a**	Yes	
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**	Yes	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	**4c**		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	**5a**		No
b	Any related organization?	**5b**		No
	If "Yes," to line 5a or 5b, describe in Part III			
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	**6a**		No
b	Any related organization?	**6b**		No
	If "Yes," to line 6a or 6b, describe in Part III			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	**7**		No
8	Were any amounts reported in Form 990, Part VII, paid or accured pursuant to a contract that was subject to the initial contract exception described in Regulations section 53 4958-4(a)(3)? If "Yes," describe in Part III	**8**		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	**9**		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual

(A) Name and Title	**(B)** Breakdown of W-2 and/or 1099-MISC compensation			**(C)** Retirement and other deferred compensation	**(D)** Nontaxable benefits	**(E)** Total of columns (B)(i)-(D)	**(F)** Compensation reported as deferred in prior Form 990
	(i) Base compensation	**(ii)** Bonus & incentive compensation	**(iii)** Other reportable compensation				
See Additional Data Table							

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
Payment or reimbursement of expenses	Part I, Line 1a	Health or social club dues or initiation fees were provided to an officer In addition, financial planning services were provided to one of the highest compensated employees Both of these payments were made pursuant to a written policy and both were treated as taxable compensation
Receipt of Severance Payments	Part I, Line 4a	Thomas P Glynn, Ph D - $684,639
Participation in a Supplemental Nonqualified Retirement Plan	Part I, Line 4b	These amounts are already included in the compensation disclosed on Schedule J, Part II Gary L Gottlieb, M D M B A - $652,722 Peter K Markell - $354,027 Dennis D Colling - $129,462 Brent L Henry, Esq - $201,284 Michael S Jellinek, M D - $265,031 Michael T Manning - $5,547
Trustee Compensation	Part II	Trustees receive no compensation or contributions to employee benefit plans for service on the Board or its Committees Board members who are also employed by the Corporation or a Partners affiliate receive compensation only for their services as employees

Additional Data

Return to Form

Software ID:
Software Version:
EIN: 04-3230035
Name: Partners HealthCare System Inc

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
Neslı Basgoz MD	(I)	0	0	0	0	0	0	0
	(II)	222,116	4,167	41,340	34,501	7,535	309,659	0
Gary L Gottlıeb MD MBA	(I)	1,412,637	400,000	733,860	34,496	35,375	2,616,368	0
	(II)	0	0	0	0	0	0	0
Joseph Loscalzo MD PhD	(I)	0	0	0	0	0	0	0
	(II)	561,181	68,778	-2,983	34,499	27,299	688,774	0
Maury E McGough MD	(I)	0	0	0	0	0	0	0
	(II)	445,573	74,813	33,658	42,637	31,526	628,207	0
Maureen Goggın	(I)	131,244	750	34,014	11,882	19,737	197,627	0
	(II)	0	0	0	0	0	0	0
Peter K Markell	(I)	1,185,072	120,000	2,221,563	334,497	26,183	3,887,315	1,500,000
	(II)	0	0	0	0	0	0	0
John R Barker	(I)	136,460	522,912	28,015	0	2,326	689,713	0
	(II)	0	0	0	0	0	0	0
James W Noga	(I)	446,530	49,000	65,910	220,055	31,322	812,817	0
	(II)	0	0	0	0	0	0	0
Dennıs D Collıng	(I)	467,782	51,000	197,027	34,497	42,183	792,489	0
	(II)	0	0	0	0	0	0	0
Tımothy G Ferrıs MD	(I)	485,500	196,784	84,962	34,496	18,360	820,102	0
	(II)	0	0	0	0	0	0	0
Brent L Henry Esq	(I)	591,052	61,000	290,308	34,497	16,608	993,465	0
	(II)	0	0	0	0	0	0	0
Mıchael S Jellınek MD	(I)	863,746	86,750	323,105	34,496	39,618	1,347,715	0
	(II)	0	0	0	0	0	0	0
Thomas H Lee MD	(I)	737,044	79,479	48,074	34,498	37,305	936,400	0
	(II)	0	0	0	0	0	0	0
Mary C Lalonde Esq	(I)	136,822	750	8,375	14,872	29,415	190,234	0
	(II)	0	0	0	0	0	0	0
Thomas P Glynn PhD	(I)	0	0	762,655	0	23,034	785,689	0
	(II)	0	0	0	0	0	0	0
Mıchael T Mannıng	(I)	423,349	9,200	70,300	34,496	23,121	560,466	0
	(II)	0	0	0	0	0	0	0
Jay B Pıeper	(I)	0	10,500	164,736	0	0	175,236	0
	(II)	0	0	0	0	0	0	0

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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
Partners HealthCare System Inc

Employer identification number
04-3230035

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) Pool financing	
							Yes	No	Yes	No	Yes	No
A	MHEFA Partners HealthCare System Inc Series D	04-2456011	57585K3N6	05-28-2003	343,630,000	SERIES D - SEE SCHEDULE K PART VI		X		X		X
B	MHEFA PARTNERS HEALTHCARE SYSTEM INC SERIES E	04-2456011	57585K4Q8	06-12-2003	62,476,437	SERIES E - SEE SCHEDULE K PART VI		X		X		X
C	MHEFA PARTNERS HEALTHCARE SYSTEM INC SERIES F	04-2456011	57586CGW9	06-10-2005	411,566,153	SERIES F - SEE SCHEDULE K PART VI		X		X		X
D	MHEFA PARTNERS HEALTHCARE SYSTEM INC SERIES G-5	04-2456011	57586CZL2	06-07-2007	326,508,722	SERIES G - SEE SCHEDULE K PART VI		X		X		X

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired	251,625,000	54,150,000	38,620,000	34,240,000
2	Amount of bonds legally defeased	0	0	0	0
3	Total proceeds of issue	344,268,619	62,476,437	419,448,101	329,345,063
4	Gross proceeds in reserve funds	0	0	0	0
5	Capitalized interest from proceeds	15,436,586	0	18,398,432	9,382,534
6	Proceeds in refunding escrows	0	0	0	0
7	Issuance costs from proceeds	2,026,416	272,039	2,671,595	2,338,149
8	Credit enhancement from proceeds	0	0	2,650,000	0
9	Working capital expenditures from proceeds	0	0	0	0
10	Capital expenditures from proceeds	249,756,929	0	326,493,380	164,128,012
11	Other spent proceeds	77,048,688	62,204,398	69,234,694	153,496,369
12	Other unspent proceeds	0	0	0	0
13	Year of substantial completion	2005	1994	2007	2009

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

Part III Private Business Use

		A		B		C		D	
		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

Part III Private Business Use *(Continued)*

		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?								
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 ▶	0 00000%		0%		0 00000%		0 00000%	
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 ▶	0 00000%		%		0 00000%		0 00000%	
6	Total of lines 4 and 5	0 00000%		%		0 00000%		0 00000%	
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	%		%		%		%	
c	If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1 141-12 and 1 145-2?		X				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		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	Bear Stearns Capital		0		Bear Stearns Capital			
c	Term of hedge	32 2				35			
d	Was the hedge superintegrated?		X				X		
e	Was a hedge terminated?		X				X		

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	Trinity Plus		0		XL Asset Funding		Citigroup Financial	
c	Term of GIC		24				18		17
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?	X				X		X	
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
1	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).

Identifier	Return Reference	Explanation
Part VI - see Federal Footnotes	0	

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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
Partners HealthCare System Inc

Employer identification number
04-3230035

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) Pool financing	
							Yes	No	Yes	No	Yes	No
A	MHEFA PARTNERS HEALTHCARE SER G-1G-2G-3G-4G-6	04-2456011	57586CZW8	06-07-2007	380,000,000	SERIES G - SEE SCHEDULE K PART VI		X		X		X
B	MHEFA PARTNERS HEALTHCARE SYSTEM INC SERIES H	04-2456011	57586CW27	04-01-2008	171,320,000	SERIES H - SEE SCHEDULE K PART VI		X		X		X
C	MHEFA PARTNERS HEALTHCARE SYSTEM INC SERIES I	04-2456011	57586EHR5	05-14-2009	229,977,036	SERIES I - SEE SCHEDULE K PART VI		X		X		X
D	MHEFA PARTNERS HEALTHCARE SYSTEM INC SERIES J	04-2456011	57586ENK3	01-05-2010	509,178,736	SERIES J - SEE SCHEDULE K PART VI		X		X		X

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired	225,000,000	0	2,435,000	34,195,000
2	Amount of bonds legally defeased	0	0	0	0
3	Total proceeds of issue	386,190,828	171,320,000	229,981,250	509,258,319
4	Gross proceeds in reserve funds	0	0	0	0
5	Capitalized interest from proceeds	20,479,076	0	0	0
6	Proceeds in refunding escrows	0	0	0	0
7	Issuance costs from proceeds	2,776,551	420,000	2,556,080	5,151,067
8	Credit enhancement from proceeds	4,696,147	0	116,071	0
9	Working capital expenditures from proceeds	0	0	0	0
10	Capital expenditures from proceeds	358,239,054	0	227,309,098	249,983,765
11	Other spent proceeds	0	170,900,000	0	254,123,487
12	Other unspent proceeds	0	0	0	0
13	Year of substantial completion	2009	2009	2009	2010

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

Part III Private Business Use

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

Part III Private Business Use *(Continued)*

		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?								
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 ▶		0 00000%		0 00000%		0 00000%		0 00000%
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 ▶		0 00000%		0 00000%		0 00000%		0 00000%
6	Total of lines 4 and 5		0 00000%		0 00000%		0 00000%		0 00000%
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		%		%		%		%
c	If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1 141-12 and 1 145-2?		X		X		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	Goldman Sachs Cap		0		Merrill Lynch Cap			
c	Term of hedge		35				35		
d	Was the hedge superintegrated?		X				X		
e	Was a hedge terminated?		X				X		

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	Citigroup Financial		Citigroup Financial		0		0	
c	Term of GIC		17		08				
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?	X		X					
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
1	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).

Identifier	Return Reference	Explanation

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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
Partners HealthCare System Inc

Employer identification number
04-3230035

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) Pool financing	
							Yes	No	Yes	No	Yes	No
A	MDFA PARTNERS HEALTHCARE SYSTEM INC SERIES K	04-3431814	57583R6W0	01-13-2011	436,019,104	SERIES K - SEE SCHEDULE K PART VI		X		X		X
B	MDFA PARTNERS HEALTHCARE SYSTEM INC SERIES L	04-3431814	57583UMV7	01-04-2012	353,501,227	SERIES L - SEE SCHEDULE K PART VI		X		X		X

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired	960,000	0		
2	Amount of bonds legally defeased	0	0		
3	Total proceeds of issue	436,030,814	353,317,750		
4	Gross proceeds in reserve funds	0	0		
5	Capitalized interest from proceeds	0	0		
6	Proceeds in refunding escrows	0	0		
7	Issuance costs from proceeds	3,523,063	3,056,210		
8	Credit enhancement from proceeds	0	0		
9	Working capital expenditures from proceeds	0	0		
10	Capital expenditures from proceeds	201,342,457	260,903,277		
11	Other spent proceeds	231,165,294	89,358,263		
12	Other unspent proceeds	0	0		
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)*

		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?								
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 ▶	0 00000%		0 00000%		%		%	
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 ▶	0 00000%		0 00000%		%		%	
6	Total of lines 4 and 5	0 00000%		0 00000%		%		%	
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	%		%		%		%	
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	Merrill Lynch Cap		0					
c	Term of hedge		35						
d	Was the hedge superintegrated?		X						
e	Was a hedge terminated?		X						

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	0		0					
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
1	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).

Identifier	Return Reference	Explanation

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Schedule L (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, 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
Partners HealthCare System Inc

Employer identification number
04-3230035

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

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

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

2 Enter the amount of tax incurred by 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
Total	▶ $											

Part III Grants or Assistance Benefitting Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance

Part IV Business Transactions Involving Interested Persons.

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

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

Part V Supplemental Information

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

Identifier	Return Reference	Explanation

Additional Data

Software ID:
Software Version:
EIN: 04-3230035
Name: Partners HealthCare System Inc

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

(a) Name of interested person	**(b)** Relationship between interested person and the organization	**(c)** Amount of transaction	**(d)** Description of transaction	**(e)** Sharing of organization's revenues?	
				Yes	**No**
(1) D Shtasel	Family - Gottlieb	221,140	Salary-Mass General Phys Org		No
(2) A Moriarty	Family - Moriarty	155,302	Salary-Brigham & Women's Hosp		No
(3) A Holliday	Family - McGough	69,038	Salary-Partners HealthCare S		No
(4) Abiomed	Termeer - Director	1,100,500	Products & Services		No
(5) Bank of America	Finucane - Director	19,783,393	Banking		No
(6) Bank of America	Gifford - Director	19,783,393	Banking		No
(7) RMFCRICO	Lawrence - Director	97,373,783	Insurance		No
(8) RMFCRICO	Markell - Officer	97,373,783	Insurance		No
(9) RMFCRICO	Moriarty - Director	97,373,783	Insurance		No
(10) RMFCRICO	Pieper - Former KE	97,373,783	Insurance		No
(11) Forest LaboratoriesForest Pharmac	Basgoz - Director	371,812	Products		No
(12) Medicalis	Holman - Director	1,159,773	Decision Support		No
(13) NUNSTAR	Gifford - Director	18,420,293	Utilities		No
(14) TargAnox	Loscalzo - Director	133,805	Products & Services		No
(15) ThermoFisher	Manzi - Director	17,010,411	Products		No

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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
Partners HealthCare System Inc

Employer identification number
04-3230035

Identifier	Return Reference	Explanation
Statement of Program Service Accomplishments	Form 990, Part III, Line 4a	PARTNERS HEALTHCARE SYSTEM, INC , (PARTNERS) ESTABLISHED IN MARCH 1994, IS THE CORPORATION OVERSEEING THE AFFILIATION OF BRIGHAM AND WOMEN'S HEALTH CARE, THE MASSACHUSETTS GENERAL HOSPITAL, NSMC HEALTHCARE, INC , NEWTON-WELLESLEY HEALTH CARE SYSTEM, INC , PARTNERS CONTINUING CARE, INC AND NEIGHBORHOOD HEALTH PLAN, INC PARTNERS IS DEVELOPING AN INTEGRATED HEALTH CARE DELIVERY SYSTEM THROUGHOUT THE REGION THAT OFFERS PATIENTS A CONTINUUM OF COORDINATED, HIGH-QUALITY CARE THE SYSTEM INCLUDES PRIMARY CARE PHYSICIANS AND SPECIALISTS, COMMUNITY HOSPITALS, THE TWO FOUNDING ACADEMIC MEDICAL CENTERS (MGH AND BWH) AND OTHER HEALTH-RELATED ENTITIES PARTNERS IS CREATING A FRAMEWORK IN WHICH ALL ASPECTS OF THE HEALTH CARE DELIVERY SYSTEM ARE COORDINATED BETWEEN AND AMONG PROVIDERS AND FACILITIES PARTNERS IMPROVES THE QUALITY OF HEALTH CARE AND FURTHER SERVES THE PUBLIC AT LARGE BY SUPPORTING ITS MEMBER ORGANIZATIONS SO THAT THEY MAY PURSUE THEIR TEACHING AND RESEARCH MISSIONS THE MEMBER ORGANIZATIONS OF PARTNERS HAVE JOINED TOGETHER IN A COMMITMENT TO SERVE THE COMMUNITY TOGETHER, THESE ORGANIZATIONS ARE DEDICATED TO ENHANCING PATIENT CARE, TEACHING AND RESEARCH, AND TO TAKING A LEADERSHIP ROLE AS AN INTEGRATED HEALTH CARE SYSTEM Partners is committed to leading the way in designing integrated patient and family-centered care with the goals of enhancing the quality of patient care and slowing the increase in health care costs Partners has launched a series of strategic initiatives to redesign care with an emphasis on improving quality and affordability Multi-disciplinary teams from Partners and from Partners HealthCare hospitals were assembled to develop and implement strategies for change, focusing on the following key areas Care Redesign initiatives that seek improvement in patient quality and outcomes while reducing the cost to deliver those outcomes Patient Affordability initiatives to manage cost growth and reduce per unit costs in direct patient care and overhead Additional and ongoing initiatives include the following Promoting payment systems that support more integrated, patient-centered care Providing population health management for the sickest patient groups Delivering safety across the continuum of care Redesigning primary care Maximizing the use of new information technology PLEASE VISIT HTTP://WWW PARTNERS ORG/ABOUT/PHILANTHROPY/COMMITMENT-TO-GIVING/DEFAULT AS PX FOR MORE INFORMATION ABOUT SPECIFIC PARTNERS' PROGRAMS AND INITIATIVES

Identifier	Return Reference	Explanation
Executive Committee	Part VI, Section A, Line 1a	The Executive Committee has all of the responsibilities and authority of the Directors during intervals between meetings of the Directors except for the powers specified in Section 55 of Massachusetts General Laws, Chapter 156B The Committee consists of three to five Directors of the Corporation appointed annually by the Board of Directors

Identifier	Return Reference	Explanation
Independent Voting Board Members	Part VI, Section A, Line 1b	Partners HealthCare System, Inc seeks to have a Board that is composed of individuals with the requisite expertise and community representation so that it may effectively govern During this reporting period, some members of the Board, who contribute important expertise and diverse perspective, may have been affiliated with an organization that was involved in a transaction reported on Schedule L In some instances, these transactions involved essential products and services for which the vendor chosen was a leading national or regional source Three such vendors are nationally-known suppliers of health-care and/or research-related products, another is a primary regional supplier of electricity In addition, multiple Board members sit on the Board of our jointly-owned captive liability insurance company As described on this Schedule O, Partners HealthCare System, Inc has a conflict of interest policy to address instances where Partners HealthCare System, Inc may be involved, directly or indirectly, in a transaction with a member of the Board This policy protects against undue influence by Board members and assists the Board in making decisions that are in the best interests of Partners HealthCare System, Inc

Identifier	Return Reference	Explanation
Business and Family Relationships	Form 990, Part VI, Section A, Line 2	Peter Markell & Richard Holbrook - Business Relationship G Marshall Moriarty, Jay Pieper, Peter Markell & Edward Lawrence - Business Relationship Charles Gifford & Anne Finucane - Business Relationship

Identifier	Return Reference	Explanation
Decisions of Governing Body Subject to Member Approval	Form 990, Part VI, Section A, Lines 7a&b	Pursuant to the corporate bylaws of the organization, the authority for the following actions is reserved to the members of the organization - Members shall determine the number of PHS Directors and shall elect PHS Directors Members may, by a vote, increase the number of PHS directors Members may decrease the number of PHS Directors, but only to eliminate vacancies existing by reason of the death, resignation or removal of one or more elected PHS Directors - Members may remove a PHS Director with or without cause by vote - Members may amend PHS bylaws in whole or in part or may repeal and adopt new bylaws Members may adopt, amend or repeal any Bylaw, including any Bylaws adopted, amended or repealed by the Directors Pursuant to the laws of Massachusetts, the authority for the following actions is reserved to the member of the organization - Amend or restate the Articles of Organization - Consolidation or merger - Sale, lease, exchange or disposition of all or substantially all of the organizations property or assets

Identifier	Return Reference	Explanation
Form 990 Review	Form 990, Part VI, Section B, Line 11b	The Form 990 was prepared and reviewed by the Partners HealthCare System, Inc (PHS) Tax Department Certain key sections were also reviewed by the PHS Executive Vice President of Administration and Finance, CFO and Treasurer, the PHS Vice President of Human Resources and by the PHS General Counsel The Executive Vice President of Administration and Finance, CFO and Treasurer reviewed and signed the Form 990 The compensation disclosures were presented to and discussed with the PHS Compensation Committee at the April 24, 2014 meeting The process for preparing and reviewing Form 990 was discussed at the April 30, 2014 meeting of the Audit Committee of the PHS Board of Directors The final filing version of the Form 990 was provided to each voting Board member prior to filing

Identifier	Return Reference	Explanation
Conflict of Interest Policy	Form 990, Part VI, Section B, Line 12c	For purposes of its annual tax filing, Partners HealthCare has an annual questionnaire process for obtaining information on interests that may give rise to conflicts from all officers, directors, trustees and key employees In addition, in connection with Partners' Conflict of Interest Policy, the Partners Office for Interactions with Industry and Office of General Counsel work together to periodically distribute, collect and review disclosure statements from these individuals The information on each such disclosure is reviewed by each individual's supervisor (who in the case of directors and trustees is deemed to consist of the Chairman of the Board and the entity's President/CEO, who review the disclosures with the assistance of the General Counsel or attorney representatives of his office) Partners has a Conflict of Interest Policy that applies to all entities in the system, and which is designed to (1) identify relationships and conduct that create either conflicts of interest or conflicts of commitment, (2) establish a system for disclosing and resolving potential conflicts, and (3) ensure that transactions are negotiated at arm's length and that payments are at fair market value Under our policy, when a conflict arises, the individual associated with the outside entity in question must provide full disclosure and completely recuse him/herself from any institutional decision-making about the transaction In appropriate circumstances, (i) the Corporation must consider at least two alternative disinterested competitive proposals, or must determine that two such competitive proposals do not exist or that it would be impractical to elicit or consider such competitive proposals, and (ii) the Corporation must determine that, notwithstanding the apparent conflict, the transaction is fair and reasonable to the Corporation and is in the best interests of the Corporation A written record must be made of these determinations Furthermore, transactions that present particularly significant conflicts are reviewed by an independent committee of Partners, which review is also documented Conflicts of commitment by the Partners President and CEO are addressed by requiring outside activities to be approved by the Partners Board Chair

Identifier	Return Reference	Explanation
Process for Determining Compensation	Form 990, Part VI, Line 15b	The organization has a board level compensation committee that reviews and approves the compensation for all listed officers and key employees except the Secretary The committee is comprised of members of the board who are not employed by the organization, and no member may participate in the review and approval of compensation if the member has a conflict of interest with respect to that compensation arrangement The committee relies on data, provided by an independent compensation consultant, which includes comparable compensation for similarly qualified persons, in functionally comparable positions, at similarly situated organizations The deliberations and decisions of the committee are documented in minutes of the meeting This review process occurs on an annual basis

Identifier	Return Reference	Explanation
Joint Venture Policy	Form 990, Part VI, Section B, Line 16b	Partners HealthCare System, Inc and affiliates adopted a written policy during fiscal year 2013

Identifier	Return Reference	Explanation
Public Availability of Financial Statements and Governing Documents	Part VI, Section C, Line 19	The Organization's governing documents are filed with the Massachusetts Secretary of State and the Financial Statements are filed with the Massachusetts Attorney General, all of which are open to public inspection The Organization's conflict of interest policy is available on the Organization's website

Identifier	Return Reference	Explanation
Other Changes in Net Assets or Fund Balances	Part XI, Line 9	Other changes in net assets or fund balances relate to - Change in funded status of defined benefit plans $2,604,748 - Equity Investment Activity $5,521,926 - Change in fair value of hedging interest rate swaps $117,813,134 Total $125,939,808

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SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
Partners HealthCare System Inc

Employer identification number
04-3230035

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

(a) Name, address, and EIN (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) Partners HealthCare International LLC 800 Boylston Street Boston, MA 02199 20-5281203	Med Training	MA	17,356,515	18,851,118	PHS
(2) PD Productions LLC 101 Merrimac Street 3rd Floor Boston, MA 02114 56-2383458	Med Education	MA	0	0	PHS
(3) Partners Private Care LLC 1101 Worcester Road Framingham, MA 01701 26-3871702	Home Health	MA	0	0	PHC
(4) GeneInsight LLC 101 Huntington Avenue Boston, MA 02199 46-1081053	R & D	MA	997,486	-984,246	PHS

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
See Additional Data Table							

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) Disproprtionate allocations? Yes	(h) No	(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
(1) PHS Bay Colony Fund 245 Park Avenue NY, NY 10167 13-3887448	Investments	DE	PPIA	Excluded	2,551,843	2,997,020		No	-365,943		No	94 008 %

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) BSC Inc 75 Francis Street Boston, MA 02115 04-2987478	Communication	MA	BWHC	C	0	0		Yes	
(2) Partners Community HealthCare Inc 800 Boylston Street Boston, MA 02199 04-3236175	Healthcare	MA	PHS	C	158,006,725	127,565,017	100 000 %	Yes	
(3) Newton-Wellesley Physician Hospital Org 2014 Washington Street Newton, MA 02462 04-3209749	Healthcare	MA	NWHC	C	6,134,194	9,499,927	100 000 %	Yes	

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

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
See Additional Data Table			

Part VI **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to 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?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

Software ID:
Software Version:
EIN: 04-3230035
Name: Partners HealthCare System Inc

Part VII Supplemental Information

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

Identifier	Return Reference	Explanation

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

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
The Massachusetts General Hospital	1a(i)	14,578,488	FMV
The General Hospital Corporation	1a(i)	21,362,028	FMV
Newton-Wellesley Hospital	1a(i)	6,746,427	FMV
Nantucket Cottage Hospital	1a(i)	48,524	FMV
The Brigham and Women's Hospital	1a(i)	29,272,250	FMV
The McLean Hospital Corporation	1a(i)	1,020,104	FMV
The Spaulding Rehabilitation Hospital Corp	1a(i)	511,341	FMV
Rehabilitation Hospital of the Cape & Islands	1a(i)	397,617	FMV
Brigham and Women's Faulkner Hospital Inc	1a(i)	688,655	FMV
North Shore Medical Center	1a(i)	10,098,892	FMV
FRC Inc	1a(i)	188,225	FMV
Partners Home Care Inc	1a(i)	59	FMV
Partners Continuing Care	1a(i)	69,007	FMV
Shaughnessy-Kaplan Rehabilitation Hospital	1a(i)	60,555	FMV
The MGH Institute of Health Professions	1a(i)	161,549	FMV
Cooley Dickinson Hospital Inc	1a(i)	528,703	FMV
Partners Continuing Care	1b	62,648,494	FMV
The Spaulding Rehabilitation Hospital Corp	1b	1,422,356	FMV
Rehabilitation Hospital of the Cape & Islands	1b	389,090	FMV
Partners Home Care Inc	1b	3,166,403	FMV
Spaulding Hospital - Cambridge	1b	825,687	FMV
WNR Inc	1b	1,000,000	FMV
FRC Inc	1b	940,918	FMV
Brigham and Women's Health Care Inc	1c	45,739,860	FMV
The Massachusetts General Hospital	1c	56,422,308	FMV

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

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
The Massachusetts General Hospital	1c	17,561,557	FMV
The General Hospital Corporation	1c	47,584,999	FMV
McLean HealthCare	1c	3,281,952	FMV
The McLean Hospital Corporation	1c	1,434,000	FMV
The Brigham and Women's Hospital	1c	70,577,817	FMV
NSMC HealthCare	1c	9,430,512	FMV
North Shore Medical Center	1c	7,806,000	FMV
Newton-Wellesley Hospital	1c	10,947,644	FMV
Newton-Wellesley Health Care System	1c	8,937,648	FMV
Newton-Wellesley Hospital Charitable Found	1c	136,488	FMV
Partners Continuing Care	1c	7,786,200	FMV
Shaughnessy-Kaplan Rehabilitation Hospital	1c	636,065	FMV
The Brigham and Women's Hospital	1d	94,010,906	FMV
The McLean Hospital Corporation	1d	4,220,000	FMV
North Shore Medical Center	1d	107,857,834	FMV
Cooley Dickinson Hospital Inc	1d	56,059,000	FMV
The Massachusetts General Hospital	1k	939,400	FMV
The Massachusetts General Hospital	1l	6,618,556	FMV
The General Hospital Corporation	1l	175,878,518	FMV
Massachusetts General Physicians Organization	1l	6,448,711	FMV
The Spaulding Rehabilitation Hospital Corp	1l	8,707,124	FMV
Partners Home Care	1l	3,751,102	FMV
FRC Inc	1l	897,371	FMV
Spaulding Hospital - Cambridge	1l	2,613,085	FMV
Rehabilitation Hospital of the Cape & Islands	1l	1,700,410	FMV

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

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
Partners Continuing Care	1l	931,254	FMV
Marthas Vineyard Hospital	1l	385,961	FMV
Nantucket Cottage Hospital	1l	1,151,619	FMV
The McLean Hospital Corporation	1l	10,681,536	FMV
The MGH Institute of Health Professions	1l	791,035	FMV
The Brigham and Women's Hospital	1l	143,679,600	FMV
Brigham and Women's Physicians Organization	1l	4,299,248	FMV
Brigham and Women's Faulkner Hospital Inc	1l	10,516,054	FMV
North Shore Medical Center	1l	32,958,910	FMV
Shaughnessy-Kaplan Rehabilitation Hospital	1l	1,934,771	FMV
Newton-Wellesley Hospital	1l	21,072,079	FMV
Partners Community HealthCare	1l	5,516,110	FMV