

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III ☐ Yes ☒ No**1** Briefly describe the organization's missionSUPPORT OF SUBSIDIARY TAX-EXEMPT HEALTHCARE, EDUCATION AND RESEARCH
ORGANIZATIONS (SEE SCHEDULE O)**2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported**4a** (Code) (Expenses \$ 260,245,181 including grants of \$ 942,240) (Revenue \$ 116,156,086)
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 ► 260,245,181.

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

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	X
22 Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	X
24 a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a.	24a	X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	X
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	X
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	X
25 a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a	X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b	X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payable to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II	26	X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27	X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a	X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b	X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c	X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29	X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32	X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	33	X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	34	X
35 a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b	X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36	X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37	X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	X

Form 990 (2013)

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

		Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a 3,150		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b 0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	2a 0		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b		
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X	
b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O.	3b	X	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X	
b If "Yes," enter the name of the foreign country: <u>ATTACHMENT 1</u> See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a		X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a		X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		X
d If "Yes," indicate the number of Forms 8282 filed during the year.	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		X
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?	9a		
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b		
10 Section 501(c)(7) organizations. Enter			
a Initiation fees and capital contributions included on Part VIII, line 12.	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b		
11 Section 501(c)(12) organizations. Enter			
a Gross income from members or shareholders.	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? 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		X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b		

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

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	23	
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	14	
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?	X	
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? . .		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Did the organization have members or stockholders?		X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	X	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

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

Section C. Disclosure

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

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☒ 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 ☒ EDWARD T KARLOVICH 600 GRANT STREET PITTSBURGH, PA 15219 (412) 647-2345

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response or note to any line in this Part VII. ☒ X**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) NONE SEE SCHEDULE O				X				0	0	0
(2)										
(3)										
(4)										
(5)										
(6)										
(7)										
(8)										
(9)										
(10)										
(11)										
(12)										
(13)										
(14)										

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

[illegible]

2	Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization	0
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3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual.

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4		X
5		X

Section B. Independent Contractors

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

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

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

Check if Schedule O contains a response or note to any line in this Part VIII.

☒ X

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f				
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f		0			
Program Service Revenue				Business Code			
	2a	INTEREST INCOME	900003	6,650,969		22,965	6,628,004
	b	OTHER INCOME	900099	8,744,268	8,744,268		
	c	EXP REIMB FROM SUBS	900099	107,411,818	107,395,500	16,318	
	d						
	e						
	g	Total. Add lines 2a-2f		122,807,055			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		167,303,041		-5,341,279	172,644,320
	4	Income from investment of tax-exempt bond proceeds		0			
	5	Royalties		0			
			(i) Real	(ii) Personal			
	6a	Gross rents					
	b	Less rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss)		0			
			(i) Securities	(ii) Other			
	7a	Gross amount from sales of assets other than inventory	1,245,894,798				
	b	Less cost or other basis and sales expenses	1,083,547,646				
	c	Gain or (loss)	162,347,152				
	d	Net gain or (loss)		162,347,152		162,347,152	
	8a	Gross income from fundraising events (not including \$ of contributions reported on line 1c) See Part IV, line 18	a				
	b	Less direct expenses	b				
	c	Net income or (loss) from fundraising events		0			
	9a	Gross income from gaming activities See Part IV, line 19	a				
b	Less direct expenses	b					
c	Net income or (loss) from gaming activities		0				
10a	Gross sales of inventory, less returns and allowances	a					
b	Less cost of goods sold	b					
c	Net income or (loss) from sales of inventory		0				
Miscellaneous Revenue			Business Code				
11a	SUBPART F INCOME FROM CAPTIVE INSURANCE	524298	4,175,204		4,175,204		
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d		4,175,204				
12	Total revenue. See instructions		456,632,452	116,139,768	-1,126,792	341,619,476	

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 or note to any line in this Part IX

☒ X**Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.**

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.	0			
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.	942,240.	942,240.		
4 Benefits paid to or for members.	0			
5 Compensation of current officers, directors, trustees, and key employees.	0			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0			
7 Other salaries and wages.	0			
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	0			
9 Other employee benefits.	0			
10 Payroll taxes.	0			
11 Fees for services (non-employees)				
a Management	242,468.	242,468.		
b Legal	4,107.	4,107.		
c Accounting	0			
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17.	0			
f Investment management fees	20,609,375.	20,609,375.		
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	2,763,780.	2,763,780.		
12 Advertising and promotion	1,345.	1,345.		
13 Office expenses	465,899.	465,899.		
14 Information technology	8,188,626.	8,188,626.		
15 Royalties	0			
16 Occupancy	25,855,900.	25,855,900.		
17 Travel	9,105.	9,105.		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	3,713.	3,713.		
20 Interest	119,440,863.	119,440,863.		
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	36,593,438.	36,593,438.		
23 Insurance	80,508.	80,508.		
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 <u>AFFILIATE SUPPORT</u>	20,967,347.	20,967,347.		
b <u>PURCHASED SERVICES</u>	8,423,362.	8,423,362.		
c <u>SUBSIDIARY PROGRAM SUPPORT</u>	3,211,869.	3,211,869.		
d <u>REPAIR AND MAINTENANCE</u>	1,341,530.	1,341,530.		
e All other expenses	11,099,706.	11,099,706.		
25 Total functional expenses. Add lines 1 through 24e.	260,245,181.	260,245,181.		
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ☐ if following SOP 98-2 (ASC 958-720).	0			

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	248,828.	1	249,075.
	2 Savings and temporary cash investments	100,260,610.	2	164,060,724.
	3 Pledges and grants receivable, net	0	3	0
	4 Accounts receivable, net	7,559,579.	4	106,760,869.
	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	19,569,114.	7	14,540,819.
	8 Inventories for sale or use	10,218,937.	8	10,887,540.
	9 Prepaid expenses and deferred charges	15,466,229.	9	24,911,840.
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 641,238,639.		
	b Less accumulated depreciation	10b 319,420,570.		
		336,912,979.	10c	321,818,069.
	11 Investments - publicly traded securities	1,239,328,230.	11	1,458,334,598.
	12 Investments - other securities See Part IV, line 11	1,471,039,195.	12	1,560,432,845.
	13 Investments - program-related See Part IV, line 11	94,763,238.	13	81,559,461.
	14 Intangible assets	0	14	0
15 Other assets See Part IV, line 11	1,623,518,565.	15	1,717,657,653.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	4,918,885,504.	16	5,461,213,493.	
Liabilities	17 Accounts payable and accrued expenses	663,708,941.	17	658,871,093.
	18 Grants payable	0	18	0
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	2,626,079,985.	20	2,709,703,919.
	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	246,954,070.	23	459,275,391.
	24 Unsecured notes and loans payable to unrelated third parties	71,000,000.	24	71,000,000.
	25 Other liabilities (including federal income tax payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	548,325,517.	25	523,890,606.
	26 Total liabilities. Add lines 17 through 25	4,156,068,513.	26	4,422,741,009.
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	762,811,300.	27	1,038,466,456.
	28 Temporarily restricted net assets	5,691.	28	6,028.
	29 Permanently restricted net assets	0	29	0
	Organizations that do not follow SFAS 117 (ASC 958), check here ☐ and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	762,816,991.	33	1,038,472,484.
	34 Total liabilities and net assets/fund balances.	4,918,885,504.	34	5,461,213,493.

Form 990 (2013)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI ☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	456,632,452.
2	Total expenses (must equal Part IX, column (A), line 25)	2	260,245,181.
3	Revenue less expenses Subtract line 2 from line 1	3	196,387,271.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	762,816,991.
5	Net unrealized gains (losses) on investments	5	225,183,500.
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	-145,915,278.
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	1,038,472,484.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII ☒

- 1** Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O

- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
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?
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?
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?
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

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

Form **990** (2013)

SCHEDULE A
(Form 990 or 990-EZ)

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.

OMB No 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Name of the organization
UPMC

Employer identification number
25-1423657

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

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

- 1 ☐ A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 ☐ A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 ☐ A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 ☐ A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 ☐ An organization that normally receives (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 ☒ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h:
 a ☐ Type I b ☐ Type II c ☒ Type III-Functionally integrated d ☐ Type III-Non-functionally integrated
 e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
 f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box: ☐
 g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? ☐
 (ii) A family member of a person described in (i) above? ☐
 (iii) A 35% controlled entity of a person described in (i) or (ii) above? ☐
 h Provide the following information about the supported organization(s):

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A) ATTACHMENT 1									
(B)									
(C)									
(D)									
(E)									
Total									544,584,542.

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

Schedule A (Form 990 or 990-EZ) 2013

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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2013. 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 - 2012. 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 - 2013. 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 - 2012. 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	☐	

Schedule A (Form 990 or 990-EZ) 2013

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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support. (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. ► ☐						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	%

- 19a 33 1/3% support tests - 2013. 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 - 2012. 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.** 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)

PART I - INFORMATION ABOUT SUPPORTED ORGANIZATIONS

SOME OF THE ENTITIES LISTED BELOW WERE INACTIVE DURING THE TAX YEAR ENDED

JUNE 30, 2014. AS SUCH, NO MONETARY OR OTHER SUPPORT WAS PROVIDED TO

THESE ORGANIZATIONS, THUS RENDERING NOTICE OF SUPPORT UNNECESSARY.

ATTACHMENT 1

SCHEDULE A, PART I - INFORMATION ABOUT SUPPORTED ORGANIZATIONS

(I) NAME OF SUPPORTED ORGANIZATION	(II) EIN	(III) TYPE OF ORGANIZATION	(IV) YES NO		(V) YES NO		(VI) YES NO		(VII) AMOUNT OF SUPPORT
			YES	NO	YES	NO	YES	NO	
UPMC PRESBYTERIAN SHADYSIDE	25-0965460	03		X	X		X		11,702,625
UPMC BRADDOCK	25-1800797	03		X	X		X		348,290
UPMC ST MARGARET	23-2875070	03		X	X		X		0
UPMC COMMUNITY PROVIDER SERVICES	25-1804746	09		X	X		X		0
UPMC PASSAVANT	25-0965451	03		X	X		X		0
UPMC BEDFORD	23-1396795	03		X	X		X		0
UPMC LEE	25-0613830	03		X	X		X		0
UPMC MCKEESPORT	25-0965423	03		X	X		X		0
UPMC HORIZON	25-0523970	03		X	X		X		0
MAGEE-WOMEN'S HOSPITAL OF UPMC	25-0965420	03		X	X		X		0
UPMC COMMUNITY MEDICINE INC	25-1727721	03		X	X		X		0
COMMUNITY PHYSICIAN SERVICES, INC	25-1722923	09		X	X		X		0
UNIVERSITY OF PITTSBURGH PHYSICIANS	23-2919472	03		X	X		X		0
UNIVERSITY OF PITTSBURGH	25-0965591	02		X	X		X		182,410,000
CHILDREN'S HOSPITAL OF PITTSBURGH OF UPMC	25-0402510	03		X	X		X		0
UPMC NORTHWEST	25-0489010	03		X	X		X		0
COMMUNITY CARE BEHAVIORAL HEALTH ORGANIZATION	25-1799823	09		X	X		X		0
UPMC SENIOR COMMUNITIES, INC	25-1574736	09		X	X		X		0
UPMC CENTER FOR HEALTH SECURITY	04-3770052	04		X	X		X		0
UPMC FOR YOU	90-0174238	09		X	X		X		0

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

ATTACHMENT 1 (CONT'D)

SCHEDULE A, PART I - INFORMATION ABOUT SUPPORTED ORGANIZATIONS

(I) NAME OF SUPPORTED ORGANIZATION	(II) EIN	(III) TYPE OF ORGANIZATION	(IV)		(V)		(VI)		(VII) AMOUNT OF SUPPORT
			YES	NO	YES	NO	YES	NO	
UPMC IMITS CENTER	20-8392908	03			X	X		X	0
UPMC MERCY	25-0965429	03			X	X		X	5,198,116
UPMC EAST	27-4814631	03			X	X		X	117,486,220
UPMC HAMOT	25-0965387	03			X	X		X	0
UPMC CENTER FOR HIGH-VALUE HEALTHCARE	45-2178782	07			X	X		X	0
UPMC ALTOONA	23-1352155	03			X	X		X	227,439,291
TOTAL AMOUNT OF SUPPORT									<u>544,584,542</u>

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
UPMC

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.

▶ Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public
Inspection

Employer identification number
25-1423657

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	☐ Yes ☐ No	
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	☐ Yes ☐ No	

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

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

☐ Preservation of land for public use (e g , recreation or education)	☐ 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 Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

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

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

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

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

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

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

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8

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

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

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

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

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

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

b Assets included in Form 990, Part X ▶ \$ _____

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

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

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

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

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

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

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

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

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

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

a Board designated or quasi-endowment ☐ %

b Permanent endowment ☐ %

c Temporarily restricted endowment ☐ %
 The percentages in lines 2a, 2b, and 2c should equal 100%

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

- (i) unrelated organizations
 (ii) related organizations

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

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

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		84,477,786.		84,477,786.
b Buildings		340,925,134.	230,718,462.	110,206,672.
c Leasehold improvements		42,079,774.	22,867,099.	19,212,675.
d Equipment		41,417,310.	32,457,010.	8,960,300.
e Other		132,338,635.	33,377,999.	98,960,636.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c)).				321,818,069.

Schedule D (Form 990) 2013

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) CASH EQUIVALENTS	161,428,628.	COST
(B) LIMITED PARTNERSHIPS	1,399,004,217.	COST
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total (Column (b) must equal Form 990, Part X, col (B) line 12) ►	1,560,432,845.	

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c See Form 990, Part X, line 13.

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

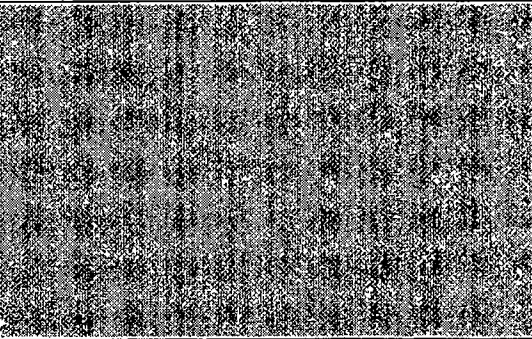
Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d See Form 990, Part X, line 15

(a) Description	(b) Book value
(1) OTHER TRUSTEED ASSETS	1,309,651.
(2) INVESTMENT IN SUBSIDIARIES	1,625,102,195.
(3) INVESTMENTS IN JOINT VENTURES	40,727,521.
(4) DEFERRED FINANCING COSTS	19,688,725.
(5) OTHER ASSETS	1,111,941.
(6) NON HEDGE SWAP FMV ADJ	7,273,705.
(7) DUE FROM RESTRICTED FUNDS	22,443,915.
(8)	
(9)	
Total (Column (b) must equal Form 990, Part X, col (B) line 15) ►	1,717,657,653.

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f See Form 990, Part X, line 25

1. (a) Description of liability	(b) Book value	
(1) Federal income taxes		
(2) DUE TO SUBSIDIARIES	198,160,507.	
(3) PENSION MINIMUM LIABILITY	41,927,984.	
(4) OTHER LONG TERM LIABILITIES	9,437,911.	
(5) BONDS/OID/OIP/REBATE	60,808,150.	
(6) CAPITAL LEASES	49,466,223.	
(7) OTHER MISCELLANEOUS LIABILITIES	140,302,921.	
(8) ASSET RETIREMENT OBLIGATIONS	7,817,573.	
(9) HEDGE/NONHEDGE SWAP FMV ADJ	15,969,337.	
Total (Column (b) must equal Form 990, Part X, col (B) line 25) ►	523,890,606.	

2 Liability for uncertain tax positions 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.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a

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.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

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.

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

SEE PAGE 5

Part XIII Supplemental Information (continued)

PART X AND PART XI

UPMC HAS NO UNCERTAIN TAX POSITIONS RECORDED. TAX BENEFITS ARE RECOGNIZED WHEN IT IS MORE LIKELY THAN NOT THAT A TAX POSITION WILL BE SUSTAINED UPON EXAMINATION BY THE TAX AUTHORITIES BASED ON THE TECHNICAL MERITS OF THE POSITION. SUCH TAX POSITIONS ARE MEASURED AS THE LARGEST AMOUNT OF TAX BENEFIT THAT IS GREATER THAN 50% LIKELY TO BE REALIZED UPON ULTIMATE SETTLEMENT WITH THE TAX AUTHORITIES ASSUMING FULL KNOWLEDGE OF THE POSITION AND ALL RELEVANT FACTS. AS OF JUNE 30, 2014, UPMC DOES NOT HAVE ANY UNRECORDED TAX BENEFITS. AN EXTERNAL AUDIT IS COMPLETED AT A CONSOLIDATED UPMC SYSTEM LEVEL ONLY, INCLUDING UPMC AND ALL TAXABLE AND TAX-EXEMPT SUBSIDIARIES.

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No 1545-0047

2013

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Inspection**

Department of the Treasury
Internal Revenue Service

- Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.
► Attach to Form 990. ► See separate instructions.
► Information about Schedule F (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization

UPMC

Employer identification number

25-1423657

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

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) CENTRAL AMERICA/CARIBBEAN			INVESTMENTS		20,443,497
(2) EAST ASIA AND THE PACIFIC			INVESTMENTS		262,605,259
(3) EUROPE			INVESTMENTS		373,557,523
(4) MIDDLE EAST AND NORTH AFRICA			INVESTMENTS		5,783,421
(5) NORTH AMERICA			INVESTMENTS		45,785,330
(6) RUSSIA/INDEPENDENT STATES			INVESTMENTS		17,083,404
(7) SOUTH AMERICA			INVESTMENTS		35,501,345
(8) SOUTH ASIA			INVESTMENTS		52,320,364
(9) SUB-SAHARAN AFRICA			INVESTMENTS		10,080,332
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total					823,160,475
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)					823,160,475

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Schedule F (Form 990) 2013

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

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			EUROPE/ICELAND/GREENLAND	LIVER RESEAR	942,240	WIRED		NONE	COST
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. 1.

3 Enter total number of other organizations or entities. 1.

Schedule F (Form 990) 2013

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

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

Schedule F (Form 990) 2013

Part IV Foreign Forms

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

Schedule F (Form 990) 2013

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).

PART 1, SECTION 3, COLUMN (D)

UPMC'S INVESTMENT PORTFOLIO INCLUDES FOREIGN SECURITIES AND SIMILAR
ASSETS THAT THE IRS REQUIRES TO BE REPORTED ON SCHEDULE F.

SCHEDULE K
(Form 990)

 Department of the Treasury
 Internal Revenue Service

 Name of the organization
 UPMC

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.

 ▶ Information about Schedule K (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

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 Inspection

 Employer identification number
 25-1423657

Part I Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
A ALLEGHENY COUNTY HOSPITAL DEVELOPMENT AUTHORITY	25-1327925	01728A2U3	06/17/2003	85,365,588	SERIES 2003B		X		X		X
B											
C											
D											

Part II Proceeds

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Amount of bonds retired		75,150,000.						
2 Amount of bonds legally defeased								
3 Total proceeds of issue		85,365,588.						
4 Gross proceeds in reserve funds								
5 Capitalized interest from proceeds								
6 Proceeds in refunding escrows		872,724.						
7 Issuance costs from proceeds								
8 Credit enhancement from proceeds								
9 Working capital expenditures from proceeds								
10 Capital expenditures from proceeds		12,900,925.						
11 Other spent proceeds		71,651,939.						
12 Other unspent proceeds								
13 Year of substantial completion		2003						
14 Were the bonds issued as part of a current refunding issue?	X						Yes	No
15 Were the bonds issued as part of an advance refunding issue?		X						
16 Has the final allocation of proceeds been made?	X							
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X							

Part III Private Business Use

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

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Schedule K (Form 990) 2013

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**SCHEDULE K
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

UPMC

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.

▶ Information about Schedule K (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public
Inspection

Employer identification number

25-1423657

Part I Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
A ALLEGHENY COUNTY HOSPITAL DEVELOPMENT AUTHORITY	25-1327925	01728AH25	05/23/2007	225,000,000	SERIES 2007A		X		X		X
B ALLEGHENY COUNTY HOSPITAL DEVELOPMENT AUTHORITY	25-1327925	01728AH36	03/27/2008	511,862,616	SERIES 2008A				X		X
C ALLEGHENY COUNTY HOSPITAL DEVELOPMENT AUTHORITY	25-1327925	01728AH58	06/19/2008	260,712,669	SERIES 2008B		X		X		X
D											

Part II Proceeds

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Amount of bonds retired		126,750,000.		206,250,000.		59,555,000.		
2 Amount of bonds legally defeased								
3 Total proceeds of issue		225,008,043.		511,879,113.		260,930,346.		
4 Gross proceeds in reserve funds								
5 Capitalized interest from proceeds								
6 Proceeds in refunding escrows								
7 Issuance costs from proceeds		1,938,921.		3,336,280.		1,709,978.		
8 Credit enhancement from proceeds								
9 Working capital expenditures from proceeds								
10 Capital expenditures from proceeds		53,339,385.		64,814,970.		140,162,295.		
11 Other spent proceeds		169,729,736.		456,771,170.		128,771,009.		
12 Other unspent proceeds								
13 Year of substantial completion		2007		2008		2008		

14 Were the bonds issued as part of a current refunding issue?

15 Were the bonds issued as part of an advance refunding issue?

16 Has the final allocation of proceeds been made?

17 Does the organization maintain adequate books and records to support the final allocation of proceeds?

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			

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Schedule K (Form 990) 2013

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**SCHEDULE K
(Form 990)**

 Department of the Treasury
Internal Revenue Service

 Name of the organization
UPMC

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.

 ▶ Information about Schedule K (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

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Inspection

 Employer identification number
25-1423657

Part I Bond Issues

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

Part II Proceeds

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Amount of bonds retired		19,571,081.		20,290,000.		7,460,000.		196,385,000.
2 Amount of bonds legally defeased								
3 Total proceeds of issue		27,004,102.		397,229,164.		560,000,000.		748,942,403.
4 Gross proceeds in reserve funds								
5 Capitalized interest from proceeds								
6 Proceeds in refunding escrows								
7 Issuance costs from proceeds		50,970.		4,540,042.		2,466,412.		6,699,702.
8 Credit enhancement from proceeds								
9 Working capital expenditures from proceeds								
10 Capital expenditures from proceeds		26,953,132.		392,689,608.				
11 Other spent proceeds						554,241,634.		755,761,524.
12 Other unspent proceeds								
13 Year of substantial completion	2009		2011		2010		2010	

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

Part III Private Business Use

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

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Schedule K (Form 990) 2013

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**SCHEDULE K
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

UPMC

SET 4

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.

▶ Information about Schedule K (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public
Inspection

Employer identification number

25-1423657

Part I Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
A ALLEGHENY COUNTY HOSPITAL DEVELOPMENT AUTHORITY	25-1327925	01728A2W7	11/23/2011	107,026,893	SERIES 2011A		X		X		X
B MONROEVILLE FINANCE AUTHORITY	46-0569399	6115308C9	07/31/2012	389,110,690	SERIES 2012A				X		X
C PA ECONOMIC DEVELOPMENT FINANCING AUTHORITY/MONROE	38-3849352	70869PGR2	10/08/2013	201,328,423	SERIES 2013AB				X		X
D											

Part II Proceeds

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Amount of bonds retired			6,425,000.		10,345,000.			
2 Amount of bonds legally defeased								
3 Total proceeds of issue			107,026,893.		389,113,883.		201,328,423.	
4 Gross proceeds in reserve funds								
5 Capitalized interest from proceeds								
6 Proceeds in refunding escrows					58,647,347.			
7 Issuance costs from proceeds			1,026,893.		3,405,559.		2,444,847.	
8 Credit enhancement from proceeds								
9 Working capital expenditures from proceeds								
10 Capital expenditures from proceeds					204,010,889.		126,074,288.	
11 Other spent proceeds			106,000,000.		188,848,660.		17,094,474.	
12 Other unspent proceeds								
13 Year of substantial completion	2011		2012		2013			
14 Were the bonds issued as part of a current refunding issue?	X		X		X			
15 Were the bonds issued as part of an advance refunding issue?		X		X		X		
16 Has the final allocation of proceeds been made?	X		X		X			
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X		X			

Part III Private Business Use

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

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

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?	X							
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?	X							
c Are there any research agreements that may result in private business use of bond-financed property?		X						
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government		.4000 %						%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government		%						%
6 Total of lines 4 and 5		.4000 %						%
7 Does the bond issue meet the private security or payment test?		X						
8a Has there been a sale or disposition of any of the bond-financed property to a non-governmental person other than a 501(c)(3) organization since the bonds were issued?	X							
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of		.9000 %						%
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?	X							
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	X							

Part IV Arbitrage

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

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

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?	X		X		X			
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?	X		X		X			
c Are there any research agreements that may result in private business use of bond-financed property?		X		X		X		
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government	1.5000	%	.5000	%	.5000	%		%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government		%		%		%		%
6 Total of lines 4 and 5	1.5000	%	.5000	%	.5000	%		%
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 non-governmental person other than a 501(c)(3) organization since the bonds were issued?		X		X		X		
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of		%	4.6000	%	2.5000	%		%
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?			X		X			
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	X		X		X			

Part IV Arbitrage

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

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Part III Private Business Use (Continued)

SET 3

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X	X					
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?			X					
c Are there any research agreements that may result in private business use of bond-financed property?		X		X				
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government		%		.5000 %		.5000 %		.5000 %
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government		%		%		%		%
6 Total of lines 4 and 5		%		.5000 %		.5000 %		.5000 %
7 Does the bond issue meet the private security or payment test?		X		X		X		X
8a Has there been a sale or disposition of any of the bond-financed property to a non-governmental 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		%		%		.1000 %		.3000 %
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?						X		X
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	X			X		X		X

Part IV Arbitrage

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

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Part III Private Business Use (Continued)

SET 4

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?	X		X		X			
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?	X		X		X			
c Are there any research agreements that may result in private business use of bond-financed property?		X		X		X		
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government		.6000 %		.6000 %		2.1000 %		%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government		%		%		%		%
6 Total of lines 4 and 5		.6000 %		.6000 %		2.1000 %		%
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 non-governmental person other than a 501(c)(3) organization since the bonds were issued?	X		X			X		
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of		4.5000 %		.1000 %		%		%
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?	X		X					
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	X		X		X			

Part IV Arbitrage

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

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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)?								
b	Name of provider		X						
c	Term of GIC								
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6	Were any gross proceeds invested beyond an available temporary period?		X						
7	Has the organization established written procedures to monitor the requirements of section 148?	X							

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

Part VI	Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions)

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

Part VI	Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions)
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[illegible]

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Part V Procedures To Undertake Corrective Action									
	A		B		C		D		
	Yes	No	Yes	No	Yes	No	Yes	No	
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X		X		X		X	
b Name of provider									
c Term of GIC									
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?									
6 Were any gross proceeds invested beyond an available temporary period?		X		X		X		X	
7 Has the organization established written procedures to monitor the requirements of section 148?	X		X		X		X		
Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions)									
	A		B		C		D		
	Yes	No	Yes	No	Yes	No	Yes	No	
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?	X		X		X		X		

Part IV Arbitrage (Continued)

5a Were gross proceeds invested in a guaranteed investment contract (GIC)?

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

Part V Procedures To Undertake Corrective Action

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?

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
	X		X		X			

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions)

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions) (Continued)

SERIES 2003B

THE CUSIP NUMBER AS REPORTED ON THE FORM 8038 FOR THIS BOND ISSUE WAS

01728AZ.

SERIES 2007A

SUBSERIES 2007A1 HAS TWO QUALIFIED HEDGES WITH GOLDMAN SACHS MITSUI MARINE DERIVATIVE PRODUCTS. THE FIRST SUBSERIES 2007A1 QUALIFIED HEDGE HAS A NOTIONAL AMOUNT OF \$53,905,000, TERMINATES IN 13.7 YEARS FROM MAY 23, 2007, IS NOT SUPERINTEGRATED, AND HASN'T BEEN TERMINATED PRIOR TO ITS SCHEDULED TERMINATION DATE. THE SECOND SUBSERIES 2007A1 QUALIFIED HEDGE HAS A NOTIONAL AMOUNT OF \$46,095,000, TERMINATES IN 29.7 YEARS FROM MAY 23, 2007, IS NOT SUPERINTEGRATED, AND HASN'T BEEN TERMINATED PRIOR TO ITS SCHEDULED TERMINATION DATE. SUBSERIES 2007A2 HAD A QUALIFIED HEDGE WITH MERRILL LYNCH CAPITAL SERVICES INC. WITH A NOTIONAL AMOUNT OF \$75,000,000, TERMINATES IN 3.7 YEARS FROM MAY 23, 2007, IS SUPERINTEGRATED, AND WAS TERMINATED ON MARCH 24, 2010 WHICH WAS PRIOR TO ITS SCHEDULED TERMINATION DATE.

SERIES 2008A

\$16,497.08 WAS EARNED IN THE CONSTRUCTION FUND DURING CONSTRUCTION AND SPENT ACCORDING TO THE PURPOSE OF THE BONDS. REBATE COMPUTATION

PERFORMED ON JULY 1, 2013.

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AMENDED

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions) (Continued)
SERIES 2008B

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

SERIES 2009A NOTE

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

SERIES 2009A

\$290,489.17 WAS EARNED IN THE CONSTRUCTION FUND DURING CONSTRUCTION AND
SPEND ACCORDING TO THE PURPOSE OF THE BONDS. REBATE COMPUTATION
PERFORMED ON JUNE 3, 2014.

PART III, LINE 8C

SERIES 2012A

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

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

6/17/2003 THE PROCEEDS FROM THE SALE OF THE BONDS WERE USED BY UPMC TO

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Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions) (Continued)

UNDERTAKE A PROJECT CONSISTING OF FINANCING ALL OR A PORTION OF (1) THE

COST OF REFUNDING THE AUTHORITY'S REDEEMED 1992B BONDS ISSUED 12/21/1992;

(2) THE COSTS OF REFUNDING THE AUTHORITY'S OUTSTANDING HOSPITAL REVENUE

REFUNDING BONDS, SERIES 1992 ISSUED 11/5/1992 (MAGEE-WOMENS HOSPITAL

PROJECT) (THE "PRIOR MAGEE BONDS"); (3) THE COSTS OF REFUNDING THE BUTLER

COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY'S OUTSTANDING HEALTH CENTER

REVENUE REFUNDING BONDS, SERIES 1993 ISSUED 11/4/1993, PITTSBURGH

LIFETIME CARE COMMUNITY (SHERWOOD OAKS PROJECT) (THE "PRIOR SHERWOOD OAKS

BONDS", AND TOGETHER WITH THE PRIOR MAGEE BONDS AND THE REDEEMED 1992B

BONDS, THE "REFUNDED BONDS"); (4) THE COSTS OF ACQUIRING, CONSTRUCTING

AND EQUIPPING CERTAIN RENOVATIONS, IMPROVEMENTS, AND OTHER CAPITAL

EXPENDITURES RELATING TO THE FACILITIES OF THE CORPORATION, INCLUDING ITS

SUBSIDIARY HOSPITALS DEVOTED TO THEIR TAX-EXEMPT PURPOSES, INCLUDING THE

REIMBURSEMENT OF PRIOR CAPITAL EXPENDITURES; AND (5) THE PAYMENT OF THE

COSTS OF ISSUING THE BONDS.

SERIES 2007A 5/23/2007 REFUNDED ACHDA SERIES 1997A BONDS ISSUED

4/17/1997; PARTLY REFUNDED ACHDA SERIES 1997B BONDS ISSUED 11/3/1997;

FINANCING THE COSTS OF ACQUIRING, CONSTRUCTING, AND EQUIPPING CERTAIN

RENOVATIONS, IMPROVEMENT AND OTHER CAPITAL EXPENDITURES OF THE

CORPORATION.

Part VI **Supplemental Information.** Provide additional information for responses to questions on Schedule K (see instructions) (Continued)
SERIES 2008A 03/27/2008 REFUNDED ACHDA SERIES 2002A BONDS ISSUED

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

SERIES 2008B 06/19/2008 THE PROCEEDS FROM THE SALE OF THE 2008B BONDS WERE USED BY UPMC TO UNDERTAKE A PROJECT CONSISTING OF (I) THE REFUNDING OF ALL OF THE AUTHORITY'S (1) HEALTH CENTER REVENUE REFUNDING BONDS, SERIES 1992B ISSUED 12/21/1992 (PRESBYTERIAN UNIVERSITY HEALTH SYSTEM, INC. PROJECT); (2) HEALTH CENTER REVENUE BONDS, SERIES 1998A ISSUED 4/2/1998 (UPMC HEALTH SYSTEM); AND (3) HEALTH CENTER REVENUE BONDS, SERIES 1998 ISSUED 3/24/1998 (CANTERBURY PLACE); (II) THE REFUNDING OF ALL OF THE ALLEGHENY COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY VARIABLE RATE DEMAND REVENUE REFUNDING BONDS, SERIES 2002C ISSUED 12/5/2002 (UPMC HEALTH SYSTEM); (III) FINANCING COSTS OF ACQUIRING, CONSTRUCTING AND EQUIPPING CERTAIN RENOVATIONS, IMPROVEMENTS AND OTHER CAPITAL EXPENDITURES RELATING TO THE FACILITIES OF THE CORPORATION, ITS SUBSIDIARY HOSPITALS, AND OTHER AFFILIATES DEVOTED TO THEIR TAX-EXEMPT PURPOSES, INCLUDING THE REIMBURSEMENT OF PRIOR CAPITAL EXPENDITURES, AND (IV) THE PAYMENT OF THE COSTS OF ISSUING THE 2008B BONDS.

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Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions) (Continued)

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

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

SERIES 2010B,C,D,F 3/24/2010 THE SERIES 2010B,C,D,F BONDS WERE ISSUED CONCURRENTLY WITH THE SERIES 2010A,E BONDS IN ORDER TO REFUND APPROXIMATELY \$1.1 BILLION AGGREGATE PRINCIPAL AMOUNT OF TAX-EXEMPT BONDS PREVIOUSLY ISSUED FOR THE BENEFIT OF THE CORPORATION OR ONE OF THE SUBSIDIARY HOSPITALS. THE PROCEEDS FROM THE SALE OF THE 2010B,C,D,F WILL BE USED FOR (I) THE REFUNDING OF ALL OR A PORTION OF THE PRINCIPAL OF

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Part VI **Supplemental Information.** Provide additional information for responses to questions on Schedule K (see instructions) (Continued)
VARIOUS TAX-EXEMPT BONDS PREVIOUSLY ISSUED BY THE AUTHORITY FOR THE

BENEFIT OF THE CORPORATION OR ONE OF THE SUBSIDIARY HOSPITALS AND (II) THE PAYMENT OF ALL OR A PORTION OF THE COSTS OF ISSUING THE 2010B,C,D,F. IN CONJUNCTION WITH THE ISSUANCE OF THE SERIES 2010B,C,D,F BONDS, THE CORPORATION TERMINATED CERTAIN OF ITS DERIVATIVES CONTRACTS. THE SERIES 2010B,C,D,F PROCEEDS WERE USED TO REFUND THE FOLLOWING BOND ISSUES: PARTLY REFUNDED ACHDA SERIES 2005B BONDS ISSUED 11/17/2005; PARTLY REFUNDED ACHDA SERIES 2006A BONDS ISSUED 3/30/2006; PARTLY REFUNDED ACHDA SERIES 2007A2 BONDS ISSUED 5/23/2007; PARTLY REFUNDED ACHDA SERIES 2007C BONDS ISSUED 11/15/2007; PARTLY REFUNDED ACHDA SERIES 2007D BONDS ISSUED 11/15/2007; REFUNDED PART AND REISSUED REMAINING ACHDA SERIES 2007B BONDS ISSUED 7/18/2007; REISSUED ACHDA SERIES 2008 NOTE ISSUED 12/8/2008.

UPMC BOND SERIES 2010A,E ISSUERS: ALLEGHENY COUNTY HOSPITAL DEVELOPMENT AUTHORITY/PENNSYLVANIA HIGHER EDUCATIONAL FACILITIES AUTHORITY ISSUER EIN: 25-1327925/23-2243852 CUSIP# 1728A Y34/ 70917R YX7 SERIES 2010A,E 3/24/2010 THE SERIES 2010A,E BONDS WERE ISSUED CONCURRENTLY WITH THE SERIES 2010B,C,D,F BONDS IN ORDER TO REFUND APPROXIMATELY \$1.1 BILLION AGGREGATE PRINCIPAL AMOUNT OF TAX-EXEMPT BONDS PREVIOUSLY ISSUED FOR THE BENEFIT OF THE CORPORATION OR ONE OF THE SUBSIDIARY HOSPITALS. THE PROCEEDS FROM THE SALE OF THE 2010A,E BONDS WILL BE USED FOR (I) THE

Part VI **Supplemental Information.** Provide additional information for responses to questions on Schedule K (see instructions) (Continued)
REFUNDING OF ALL OR A PORTION OF THE PRINCIPAL OF VARIOUS TAX-EXEMPT

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

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

BONDS WHICH MATURED ON SEPTEMBER 1, 2011 AND PAY ALL OR A PORTION OF THE

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Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions) (Continued)

COSTS OF ISSUING THE 2011A BONDS.

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

SERIES 2013AB - THE ISSUERS FOR THE SERIES 2013AB BONDS ARE PENNSYLVANIA ECONOMIC DEVELOPMENT FINANCING AUTHORITY EIN 38-3849352 CUSIP #70869PGR2 AND MONROEVILLE FINANCE AUTHORITY EIN 46-0569399 CUSIP #611530BX3 - PARTLY CURRENT REFUNDED BLAIR COUNTY HOSPITAL AUTHORITY SERIES 1998A BONDS ISSUED 8/12/1998; ADVANCE REFUNDED THE BLAIR COUNTY HOSPITAL AUTHORITY SERIES 2009 BONDS ISSUED 12/3/2009; FINANCING THE COSTS OF THE CONSTRUCTION, ACQUISITION AND INSTALLATION OF VARIOUS CAPITAL IMPROVEMENTS RELATING TO THE FACILITIES OF THE CORPORATION, ITS

SUBSIDIARY HOSPITALS, AND OTHER AFFILIATES DEVOTED TO THEIR TAX-EXEMPT

JSA

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AMENDED

Part VI **Supplemental Information.** Provide additional information for responses to questions on Schedule K (see instructions) (Continued)
PURPOSES.

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

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b
 Attach to Form 990 or Form 990-EZ. See separate instructions
 Information about Schedule L (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013

**Open To Public
Inspection**

Name of the organization
UPMC

Employer identification number
25-1423657

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

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

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

- 2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958 ▶ \$ _____
- 3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$ _____

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

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

Total ▶ \$ _____

Part III Grants or Assistance Benefiting Interested Persons.

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

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

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

Schedule L (Form 990 or 990-EZ) 2013

Part IV Business Transactions Involving Interested Persons.

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

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

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions)

PART IV BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS

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

A NAME OF INTERESTED PERSON	BANK OF NEW YORK MELLON
B RELATIONSHIP BETWEEN INTERESTED PERSON AND THE ORGANIZATION	BOARD MEMBER MARK A. NORDENBERG IS A BOARD MEMBER OF INTERESTED PERSON
C AMOUNT OF TRANSACTION	3,133,402
D DESCRIPTION OF TRANSACTION	BANK FEES

Part IV Business Transactions Involving Interested Persons.

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

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

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions)

E SHARING OF ORGANIZATIONS REVENUES NO

A NAME OF INTERESTED PERSON BANK OF NEW YORK MELLON

B RELATIONSHIP BETWEEN INTERESTED BOARD MEMBER MARK A.

PERSON AND THE ORGANIZATION NORDENBERG IS A BOARD MEMBER
OF INTERESTED PERSON

C AMOUNT OF TRANSACTION 351,444

D DESCRIPTION OF TRANSACTION INTEREST ON INVESTMENTS

E SHARING OF ORGANIZATIONS REVENUES NO

A NAME OF INTERESTED PERSON REBECCA KAUL

B RELATIONSHIP BETWEEN INTERESTED FAMILY MEMBER OF UPMC

PERSON AND THE ORGANIZATION PRESIDENT AND CEO JEFFREY
ROMOFF

C AMOUNT OF TRANSACTION 438,377

D DESCRIPTION OF TRANSACTION COMPENSATION

E SHARING OF ORGANIZATIONS REVENUES NO

Part IV Business Transactions Involving Interested Persons.

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

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

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions)

A NAME OF INTERESTED PERSON ANDREW WHITE

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

C AMOUNT OF TRANSACTION 20,971

D DESCRIPTION OF TRANSACTION COMPENSATION

E SHARING OF ORGANIZATIONS REVENUES NO

A NAME OF INTERESTED PERSON WEST PENN AAA

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

C AMOUNT OF TRANSACTION 457,548

D DESCRIPTION OF TRANSACTION SPACE RENTAL

E SHARING OF ORGANIZATIONS REVENUES NO

A NAME OF INTERESTED PERSON THE HITE COMPANY

B RELATIONSHIP BETWEEN INTERESTED BOARD MEMBER ALAN GUTTMAN

Part IV Business Transactions Involving Interested Persons.

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

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

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions)

PERSON AND THE ORGANIZATION	IS A DIRECTOR OF THE
	INTERESTED PERSON
C AMOUNT OF TRANSACTION	1,360,173
D DESCRIPTION OF TRANSACTION	GOODS
E SHARING OF ORGANIZATIONS REVENUES	NO
A NAME OF INTERESTED PERSON	CHUBB GROUP OF INSURANCE
	COMPANIES
B RELATIONSHIP BETWEEN INTERESTED	BOARD MEMBER MARTIN
PERSON AND THE ORGANIZATION	MCGUINN IS A BOARD MEMBER
	OF INTERESTED PERSON
C AMOUNT OF TRANSACTION	291,297
D DESCRIPTION OF TRANSACTION	INSURANCE
E SHARING OF ORGANIZATIONS REVENUES	NO
A NAME OF INTERESTED PERSON	ACE AMERICAN INSURANCE
	COMPANY
B RELATIONSHIP BETWEEN INTERESTED	BOARD MEMBER ROBERT

Part IV Business Transactions Involving Interested Persons.

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

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

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions)

PERSON AND THE ORGANIZATION HERNANDEZ IS A BOARD MEMBER
 OF INTERESTED PERSON

C AMOUNT OF TRANSACTION 992,552

D DESCRIPTION OF TRANSACTION INSURANCE

E SHARING OF ORGANIZATIONS REVENUES NO

A NAME OF INTERESTED PERSON LIA PELUSI

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

C AMOUNT OF TRANSACTION 82,055

D DESCRIPTION OF TRANSACTION COMPENSATION

E SHARING OF ORGANIZATIONS REVENUES NO

A NAME OF INTERESTED PERSON GIANT EAGLE CORPORATION

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

Part IV Business Transactions Involving Interested Persons.

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

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

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions)

C AMOUNT OF TRANSACTION	347,156
D DESCRIPTION OF TRANSACTION	GOODS
E SHARING OF ORGANIZATIONS REVENUES	NO
A NAME OF INTERESTED PERSON	GREYCOURT AND COMPANY
B RELATIONSHIP BETWEEN INTERESTED PERSON AND THE ORGANIZATION	BOARD MEMBER MARK J. LASKOW IS MANAGING DIRECTOR OF INTERESTED PERSON
C AMOUNT OF TRANSACTION	237,157
D DESCRIPTION OF TRANSACTION	HEALTH INSURANCE
E SHARING OF ORGANIZATIONS REVENUES	NO
A NAME OF INTERESTED PERSON	HOWARD HANNA MORTGAGE
B RELATIONSHIP BETWEEN INTERESTED PERSON AND THE ORGANIZATION	BOARD MEMBER HOWARD W. HANNA III IS CHAIRMAN AND CEO OF INTERESTED PERSON
C AMOUNT OF TRANSACTION	1,677,435
D DESCRIPTION OF TRANSACTION	HEALTH INSURANCE

Part IV Business Transactions Involving Interested Persons.

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

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

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions)

E SHARING OF ORGANIZATIONS REVENUES NO

A NAME OF INTERESTED PERSON HOLLIDAY FENOGLIO FOWLER LP

B RELATIONSHIP BETWEEN INTERESTED BOARD MEMBER JOHN H.

PERSON AND THE ORGANIZATION PELUSI JR. IS MANAGING

DIRECTOR OF INTERESTED PERSON

C AMOUNT OF TRANSACTION 182,869

D DESCRIPTION OF TRANSACTION HEALTH INSURANCE

E SHARING OF ORGANIZATIONS REVENUES NO

A NAME OF INTERESTED PERSON GIANT EAGLE CORPORATION

B RELATIONSHIP BETWEEN INTERESTED BOARD MEMBER ALAN R.

PERSON AND THE ORGANIZATION GUTTMAN IS A BOARD MEMBER

OF INTERESTED PERSON

C AMOUNT OF TRANSACTION 224,291

D DESCRIPTION OF TRANSACTION HEALTH INSURANCE

E SHARING OF ORGANIZATIONS REVENUES NO

Part IV Business Transactions Involving Interested Persons.

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

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

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions)

A NAME OF INTERESTED PERSON	C.A. CURTZE COMPANY
B RELATIONSHIP BETWEEN INTERESTED PERSON AND THE ORGANIZATION	BOARD MEMBER B. SCOTT KERN IS VICE PRESIDENT OF INTERESTED PERSON
C AMOUNT OF TRANSACTION	2,505,287
D DESCRIPTION OF TRANSACTION	HEALTH INSURANCE
E SHARING OF ORGANIZATIONS REVENUES	NO
A NAME OF INTERESTED PERSON	BLACKROCK TOTAL RETURN FUND
B RELATIONSHIP BETWEEN INTERESTED PERSON AND THE ORGANIZATION	BOARD MEMBER ROBERT HERNANDEZ IS A BOARD MEMBER OF INTERESTED PERSON
C AMOUNT OF TRANSACTION	246,748
D DESCRIPTION OF TRANSACTION	INVESTMENT MANAGEMENT FEES
E SHARING OF ORGANIZATIONS REVENUES	NO
A NAME OF INTERESTED PERSON	C.A. CURTZE COMPANY
B RELATIONSHIP BETWEEN INTERESTED PERSON AND THE ORGANIZATION	BOARD MEMBER B. SCOTT.

Part IV Business Transactions Involving Interested Persons.

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

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

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions)

PERSON AND THE ORGANIZATION	KERN IS VICE PRESIDENT
	OF INTERESTED PERSON
C AMOUNT OF TRANSACTION	399,373
D DESCRIPTION OF TRANSACTION	FOOD PRODUCTS
E SHARING OF ORGANIZATIONS REVENUES	NO

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

UPMC

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2013

**Open to Public
Inspection**

Employer identification number

25-1423657

PART I, LINE 1 - SUMMARY

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

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

PART III STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

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

AS THE LARGEST NON-GOVERNMENTAL EMPLOYER IN THE COMMONWEALTH - WITH MORE
THAN 60,000 EMPLOYEES WITHIN THE VARIOUS CONTROLLED HEALTH CARE ENTITIES,
UPMC ENCOMPASSES MORE THAN 20 HOSPITALS, MORE THAN 500 OUTPATIENT SITES
AND DOCTOR OFFICES, AND RETIREMENT AND LONG-TERM CARE FACILITIES. BY

Name of the organization

UPMC

Employer identification number

25-1423657

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

UPMC'S LARGEST OPERATING COMPONENT IS ITS HEALTH SERVICES DIVISION, ENCOMPASSING A COMPREHENSIVE ARRAY OF CLINICAL CAPABILITIES. SERVING PRIMARILY WESTERN PENNSYLVANIA, THIS DIVISION INCLUDES ACADEMIC, COMMUNITY, AND REGIONAL HOSPITALS; PRE- AND POST-ACUTE CARE CAPABILITIES; SPECIALTY SERVICE LINES SUCH AS TRANSPLANTATION SERVICES, WOMEN'S HEALTH, BEHAVIORAL HEALTH, PEDIATRICS, CANCER CARE, AND REHABILITATION SERVICES; CONTRACT SERVICES, SUCH AS EMERGENCY MEDICINE, PHARMACY, AND LABORATORY; AND MORE THAN 3,500 EMPLOYED PHYSICIANS WITH ASSOCIATED PRACTICES. UPMC'S ORGAN TRANSPLANT CENTER IS ONE OF THE LARGEST AND BUSIEST IN THE WORLD, PERFORMING MORE THAN 19,000 TRANSPLANTS SINCE 1981. THE UPMC CANCER CENTER NETWORK IS ALSO ONE OF THE LARGEST, WITH MORE THAN 40 LOCATIONS AND MORE THAN 2,000 PHYSICIANS, RESEARCHERS, AND STAFF. UPMC'S EXPERTISE IN TRANSPLANTATION AND ONCOLOGY IS KEY TO THE GLOBALIZATION EFFORTS UNDERTAKEN THROUGH ITS INTERNATIONAL AND COMMERCIAL SERVICES DIVISION, WHICH PROMOTES THE EXCHANGE OF SCIENTIFIC KNOWLEDGE WORLDWIDE, WHILE

Name of the organization

UPMC

Employer identification number

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GENERATING REVENUE THAT IS REINVESTED IN WESTERN PENNSYLVANIA.

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

HIGH-QUALITY, PATIENT-FOCUSED CARE

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

Name of the organization

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SYSTEM-WIDE QUALITY INITIATIVES IN THE LAST FISCAL YEAR INCLUDED IMPLEMENTATION OF 100 PROJECTS ACROSS THE SYSTEM AIMED AT KEEPING PATIENTS SAFE, ENHANCING THE PATIENT EXPERIENCE, TAKING CARE OF OUR CAREGIVERS, AND PROPELLING QUALITY THROUGH ROBUST DATA ANALYTICS.

INVESTMENTS IN TECHNOLOGY AND FACILITIES

UNDERPINNING UPMC'S QUALITY AND PATIENT SAFETY EFFORTS IS A ROBUST TECHNOLOGY INFRASTRUCTURE. IN 2014, UPMC WAS RECOGNIZED AS AN "ELITE 100" BY INFORMATIONWEEK -RANKING 20TH ON THE PUBLICATION'S LIST OF MOST INNOVATIVE COMPANIES ACROSS ALL INDUSTRIES. UPMC WAS ALSO NAMED ONE OF THE COUNTRY'S "MOST WIRED" HEALTH SYSTEMS FOR THE 16TH CONSECUTIVE YEAR- THE ONLY HEALTH CARE ORGANIZATION TO BE CONSISTENTLY RECOGNIZED WITH THAT DISTINCTION DURING THAT TIMEFRAME - ACCORDING TO HOSPITALS & HEALTH NETWORKS, THE JOURNAL OF THE AMERICAN HOSPITAL ASSOCIATION (AHA).

OVER THE PAST FIVE YEARS, UPMC HAS INVESTED \$2.5 BILLION IN NEW FACILITIES, EQUIPMENT, AND INFORMATION TECHNOLOGY TO MAKE CARE MORE CONVENIENT AND ACCESSIBLE ACROSS THE REGION, AND ITS HOSPITALS ARE AMONG THE MOST ADVANCED USERS OF ELECTRONIC HEALTH RECORDS, AS MEASURED BY HIMSS ANALYTICS, A SUBSIDIARY OF THE HEALTHCARE INFORMATION AND MANAGEMENT SYSTEMS SOCIETY (HIMSS). CHILDREN'S HOSPITAL OF PITTSBURGH OF UPMC WAS THE FIRST PEDIATRIC FACILITY TO REACH STAGE 7, THE HIGHEST RATING LEVEL GIVEN BY HIMSS. UPMC IS ALSO PARTNERING WITH LEADING TECHNOLOGY COMPANIES TO DEVELOP AND BRING TO THE PUBLIC THE NEXT

Name of the organization

UPMC

Employer identification number

25-1423657

GENERATION OF HEALTH CARE INFORMATION TECHNOLOGY. FOR INSTANCE, UPMC AND GENERAL ELECTRIC ARE COLLABORATING TO DEVELOP NEW SOLUTIONS IN IMAGING INFORMATICS. TEAMS FROM UPMC AND GE ARE RE-IMAGINING IMAGING WORKFLOW USING CLOUD-BASED TECHNOLOGY TO IMPROVE THE WAY PROVIDERS INTERPRET, ACCESS AND ARCHIVE MRIS, CT SCANS, AND OTHER IMAGING MODALITIES. IN KEEPING WITH ITS GOAL OF ENSURING ACCESS TO HIGH-QUALITY HEALTH CARE FOR ALL THROUGHOUT WESTERN PENNSYLVANIA, UPMC ALSO CONTINUES TO INVEST IN WORLD-CLASS FACILITIES AND CLINICAL SERVICES. IN FISCAL YEAR 2014, UPMC SPENT \$458 MILLION ON CAPITAL IMPROVEMENT CAMPAIGNS.

SUPPORT FOR RESEARCH AND EDUCATION

IN CONCERT WITH ITS ACADEMIC PARTNER, THE UNIVERSITY OF PITTSBURGH, UPMC IS TRANSLATING BIOMEDICAL RESEARCH INTO INNOVATIVE CLINICAL CARE, WHILE TRAINING THE CLINICIANS AND RESEARCHERS WHO WILL ADVANCE HEALTH CARE IN THE DECADES TO COME. UPMC'S FINANCIAL SUPPORT FOR RESEARCH AND EDUCATION, PRIMARILY AT THE UNIVERSITY OF PITTSBURGH, WAS \$345 MILLION IN FISCAL YEAR 2014. UPMC'S ONGOING SUPPORT HAS AIDED THE UNIVERSITY IN ACHIEVING A RANK AMONG THE TOP 10 RECIPIENTS OF NATIONAL INSTITUTE OF HEALTH GRANTS SINCE 1998. THIS SUCCESS KEEPS BOTH ORGANIZATIONS ON THE CUTTING EDGE OF MEDICAL RESEARCH, WHILE BRINGING AN ADDITIONAL \$457 MILLION OF NIH FUNDING TO THE REGION. THE RESULTS OF THIS RESEARCH ARE WIDELY SHARED WITH OTHER SCIENTISTS AND RESEARCHERS, LEADING TO DISCOVERIES AND IMPROVEMENTS IN HEALTH CARE PRACTICES THAT BENEFIT THE GENERAL PUBLIC. UPMC ALSO UNDERWRITES THE TRAINING OF NEARLY 1,800 MEDICAL, PHARMACY,

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DENTAL AND PODIATRY RESIDENTS, AND MEDICAL CLINICAL FELLOWS, OPERATES THREE SCHOOLS OF NURSING, OFFERS A TRAINING PROGRAM FOR RADIOLOGY TECHNICIANS, AND COORDINATES A WIDE ARRAY OF CONTINUING MEDICAL EDUCATION PROGRAMS TO ALLOW THE REGION'S MEDICAL COMMUNITY TO BUILD ITS COLLECTIVE EXPERTISE.

CARING FOR THE COMMUNITY

IN FISCAL YEAR 2014, UPMC SPENT \$346 MILLION TO PROVIDE FINANCIAL ASSISTANCE TO PATIENTS OF LIMITED FINANCIAL MEANS. UPMC'S FINANCIAL ASSISTANCE PROGRAM HAS BEEN DESIGNED TO BE EASILY ACCESSIBLE AND USER-FRIENDLY TO PATIENTS IN NEED. UPMC OPERATES PURSUANT TO AN EXPANSIVE FINANCIAL ASSISTANCE POLICY THAT EXTENDS FREE OR DISCOUNTED HEALTH SERVICES TO UNINSURED AND UNDERINSURED INDIVIDUALS AND FAMILIES EARNING UP TO 400 PERCENT OF THE FEDERAL POVERTY LEVEL - AS MUCH AS \$95,400 FOR A FAMILY OF FOUR IN 2014. AN EXTERNAL STUDY FOUND THIS TO CONSTITUTE A "BEST PRACTICE" AMONG HOSPITAL ORGANIZATIONS.

ADDITIONALLY, IN FISCAL YEAR 2014, UPMC SPENT \$271 MILLION TO COVER PAYMENT SHORTFALLS FOR THOSE ENROLLED IN MEDICARE.

UPMC ANNUALLY PROVIDES OR CONTRIBUTES TO MORE THAN 3,000 COMMUNITY HEALTH IMPROVEMENT PROGRAMS AND SUBSIDIZED SERVICES. MANY OF THESE PROGRAMS TARGET THE UNMET NEEDS OF VULNERABLE POPULATIONS, ADDRESSING CHRONIC

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HEALTH PROBLEMS SUCH AS DIABETES, HEART DISEASE, AND CANCER, AS WELL AS SOCIAL ISSUES SUCH AS TEEN PREGNANCY, VIOLENCE AGAINST WOMEN, AND ELDERLY LIVING ALONE. THE COST OF THESE SERVICES, ALONG WITH CHARITABLE INITIATIVES AND DONATIONS THAT BENEFIT THE COMMUNITY, AMOUNTED TO \$197 MILLION IN FISCAL YEAR 2014.

UPMC'S CONTRIBUTIONS TO WESTERN PENNSYLVANIA GO FAR BEYOND ITS TRADITIONAL ROLE AS THE REGION'S LARGEST PROVIDER OF HEALTH CARE. A CATALYST FOR ECONOMIC IMPROVEMENT, UPMC IS HELPING TO DEVELOP A BRIGHTER FUTURE FOR THE REGION; ONE BUILT ON MEDICINE, RESEARCH, AND TECHNOLOGY. THIS COMMITMENT INCLUDES A \$100 MILLION PLEDGE TO THE PITTSBURGH PROMISE - \$90 MILLION OF WHICH SERVES AS A CHALLENGE GRANT TO SPUR COMMUNITY-WIDE INVESTMENT TO RAISE A PERMANENT ENDOWMENT - TO HELP STUDENTS GRADUATING FROM PITTSBURGH PUBLIC SCHOOLS FURTHER THEIR POST-SECONDARY EDUCATION. UPMC HAS CONTRIBUTED \$50.4 MILLION TO DATE. (AN IN-DEPTH REPORT ON UPMC'S COMPREHENSIVE COMMUNITY BENEFITS IS AVAILABLE ON ITS WEBSITE.)

PART IV CHECKLIST OF REQUIRED SCHEDULES - LINE 2, LINE 12 AND LINE 21
LINE 2 - CONTRIBUTIONS AND GRANTS: PURSUANT TO TREASURY REGULATION
SECTION 1.6033-2(D)(5), UPMC HAS ELECTED TO REPORT INFORMATION RELATED TO

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ITS CONTRIBUTIONS AND GRANTS ON A CONSOLIDATED BASIS FOR ALL OF THE MEMBERS OF THE UPMC GROUP, INCLUDING THIS PARENT ORGANIZATION, ON THE RETURN OF UPMC GROUP, EIN 20-8295721.

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

LINE 21 - FOR JUNE 30, 2014 TAX YEAR, UPMC MADE A CASH CONTRIBUTION FOR \$4,896,759 TO PITTSBURGH PROMISE, A SECTION 501(C)(3) TAX-EXEMPT ORGANIZATION. THIS FISCAL YEAR 2014 CONTRIBUTION IS PART OF A \$59.5 MILLION COMMITMENT TO THE PITTSBURGH PROMISE MADE FOR UPMC'S JUNE 30, 2014 TAX YEAR. UNDER UPMC'S ACCOUNTING METHODOLOGY, THIS ENTIRE \$59.5 MILLION FISCAL YEAR 2013 COMMITMENT WAS REPORTED AS AN EXPENSE ON PART IX OF UPMC'S JUNE 30, 2013 FORM 990. HOWEVER, ONLY THE AMOUNT OF THE CASH CONTRIBUTION FOR FISCAL YEAR 2013 \$4,995,639 WAS REPORTED ON UPMC'S JUNE 30, 2013 FORM 990, SCHEDULE I. ANOTHER CASH CONTRIBUTION OF \$4,896,759 WAS MADE FOR FISCAL YEAR 2014. HOWEVER, BECAUSE OF SOFTWARE LIMITATIONS, UPMC CANNOT REPORT THIS AMOUNT ON SCHEDULE I WITHOUT OVER-REPORTING THE EXPENSE ON PART IX. THEREFORE, UPMC IS DISCLOSING THE CASH CONTRIBUTION HERE INSTEAD OF ON SCHEDULE I TO AVOID SUCH OVER-REPORTING.

PART VI GOVERNANCE, MANAGEMENT, DISCLOSURE

SECTION A, LINE 1,2,7 SECTION B, LINE 11, 12C, 15A & B, 16A & B

SECTION A, LINE 1 ALTHOUGH THE UPMC BOARD OF DIRECTORS IS INDEPENDENT IN FACT, 3 OF THE BOARD MEMBERS ARE REQUIRED TO BE REPORTED AS NOT

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INDEPENDENT FOR FORM 990 PURPOSES AS A RESULT OF AFFILIATION WITH COMPANIES PURCHASING HEALTH INSURANCE OR OTHER SERVICES FROM UPMC HEALTH PLAN ON THE SAME TERMS AS THOSE OFFERED TO THE GENERAL PUBLIC.

SECTION A, LINE 2 DID ANY OFFICER, TRUSTEE, OR KEY EMPLOYEE HAVE A FAMILY RELATIONSHIP OR BUSINESS RELATIONSHIP WITH ANY OTHER OFFICER, DIRECTOR, TRUSTEE, OR KEY EMPLOYEE? FOR PURPOSES OF PART VI, LINE 2, UPMC HAS OBTAINED AND REPORTED RELEVANT INFORMATION FROM INTERESTED PERSONS INCLUDING DIRECTORS, OFFICERS, AND KEY EMPLOYEES OF UPMC AND OFFICERS AND KEY EMPLOYEES OF ALL GROUP SUBORDINATES, AND DIRECTORS OF GROUP SUBORDINATE ENTITIES WITH DECISION-MAKING BOARD AUTHORITY THAT IS INDEPENDENT FROM THAT OF UPMC PARENT. MULTIPLE UPMC OFFICERS, DIRECTORS, TRUSTEES, AND/OR KEY EMPLOYEES HAVE RELATIONSHIPS BY VIRTUE OF THE FACT THAT THEY ARE ALSO OFFICERS, DIRECTORS, TRUSTEES, AND/OR KEY EMPLOYEES OF UPMC SUBSIDIARIES AND AFFILIATES. THESE RELATIONSHIPS ARE NOT SEPARATELY DISCLOSED BELOW BECAUSE THEY ARE NOT "BUSINESS RELATIONSHIPS" FOR THE PURPOSES OF FORM 990. THE FOLLOWING UPMC OFFICERS, DIRECTORS, TRUSTEES, AND/OR KEY EMPLOYEES HAVE BUSINESS RELATIONSHIPS, AS REQUIRED TO BE DISCLOSED BY FORM 990 PART VI, SECTION A, LINE 2, BY VIRTUE OF THE FACT THAT THEY ARE ALSO OFFICERS, DIRECTORS, TRUSTEES, OR KEY EMPLOYEES OF OTHER UNRELATED TAXABLE ORGANIZATIONS.

BOD MEMBER/OFFICER/KEY EMPLOYEE: MCCRADY

RELATIONSHIP: BUSINESS

ASSOCIATED PERSON: HAMILTON

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BOD MEMBER/OFFICER/KEY EMPLOYEE: HAMILTON

RELATIONSHIP: BUSINESS

ASSOCIATED PERSON: MCCRADY

BOD MEMBER/OFFICER/KEY EMPLOYEE: MCGUINN

RELATIONSHIP: BUSINESS

ASSOCIATED PERSON: WADHWANI

BOD MEMBER/OFFICER/KEY EMPLOYEE: WADHWANI

RELATIONSHIP: BUSINESS

ASSOCIATED PERSON: MCGUINN

SECTION A, LINE 7 UPMC DOES NOT HAVE MEMBERS OR STOCKHOLDERS. THE UNIVERSITY OF PITTSBURGH HAS THE AUTHORITY TO APPOINT 1/3 OF THE MEMBERS OF THE UPMC BOARD OF DIRECTORS; CERTAIN UPMC HOSPITAL ENTITIES OR ENTITIES AFFILIATED WITH THOSE HOSPITALS HAVE THE RIGHT TO APPOINT 1/3 OF THE MEMBERS OF THE UPMC BOARD OF DIRECTORS; THE REMAINING 1/3 OF THE BOARD OF DIRECTORS MEMBERS ARE NOMINATED BY A NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS AND ARE ELECTED BY THE BOARD AT LARGE.

SECTION B, LINE 11 THE COMPLETED FORM 990 WAS REVIEWED BY THE CHIEF FINANCIAL OFFICER, MEMBERS OF THE CORPORATE TAX DEPARTMENT, MEMBERS OF THE CORPORATE LEGAL DEPARTMENT, AND OTHER MEMBERS OF UPMC MANAGEMENT

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PRIOR TO ITS FILING. VARIOUS SECTIONS OF THE 990 WERE ALSO REVIEWED BY THE CHIEF EXECUTIVE OFFICER AND COMMITTEES OF THE FILING ORGANIZATION'S BOARD OF DIRECTORS, AS APPLICABLE. FOR EXAMPLE, THE EXECUTIVE COMPENSATION COMMITTEE OF THE BOARD REVIEWED SECTIONS RELATED TO COMPENSATION AND RELATED PARTY TRANSACTIONS. IN ADDITION, THE BOARD OF DIRECTORS ESTABLISHED A 990 SUBCOMMITTEE, COMPRISED OF THE CHAIRS OF THE BOARD, EXECUTIVE COMPENSATION COMMITTEE, ETHICS AND COMPLIANCE COMMITTEE, FINANCE COMMITTEE AND AUDIT COMMITTEE, WHICH REVIEWED THE ENTIRE COMPLETED FORM 990 PRIOR TO FILING. ADDITIONALLY, THE FORM 990 IS REVIEWED BY AN OUTSIDE INDEPENDENT PUBLIC ACCOUNTING FIRM WHO AS PART OF THE PROCESS SIGNS THE RETURN AS PAID PREPARER. AFTER THIS REVIEW BUT PRIOR TO FILING, THE FULL BOARD OF DIRECTORS WAS NOTIFIED THAT THE COMPLETED FORM 990 WAS AVAILABLE FOR REVIEW ON THE BOARD'S SECURE WEBSITE. ALSO PRIOR TO FILING, MANAGEMENT PROVIDED THE OPPORTUNITY FOR ALL BOARD MEMBERS OF THE FULL UPMC BOARD TO ASK ANY QUESTIONS OR RAISE ANY COMMENTS ON THE FULL RETURN THEY WERE PROVIDED.

SECTION B, LINE 12C: UPMC, AS A SYSTEM-WIDE PRACTICE, REQUIRES KEY EMPLOYED AND NON-EMPLOYED PERSONNEL TO COMPLY WITH ITS CONFLICT OF INTEREST POLICIES WHEN THEY ENGAGE IN UPMC-RELATED BUSINESS. INDIVIDUALS COVERED BY THE POLICIES INCLUDE: UPMC BOARD MEMBERS, CORPORATE OFFICERS, AND KEY EMPLOYEES, UPMC PHYSICIANS AND NON-PHYSICIAN EMPLOYEES WHO HOLD A POSITION OF INFLUENCE, IDENTIFIED NON-EMPLOYED MEMBERS OF THE UPMC MEDICAL STAFF WHO HOLD A POSITION OF INFLUENCE, AND INDIVIDUALS CONDUCTING CLINICAL RESEARCH AT UPMC, WHETHER OR NOT THEY ARE EMPLOYED BY

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UPMC. THESE INDIVIDUALS ARE REQUIRED TO COMPLETE A QUESTIONNAIRE AT LEAST ANNUALLY, WHICH ALONG WITH OTHER DATA IS USED TO IDENTIFY POSSIBLE INDIVIDUAL AND INSTITUTIONAL CONFLICTS OF INTEREST. IF A POTENTIAL CONFLICT IS IDENTIFIED REGARDING A SPECIFIC UPMC ACTIVITY, THE CORPORATE COMPLIANCE DEPARTMENT, WITH THE ASSISTANCE OF THE LEGAL DEPARTMENT, EITHER DEVELOPS A WRITTEN PLAN DESIGNED TO PREVENT THE CONFLICT FROM INFLUENCING DECISIONS RELATED TO THAT ACTIVITY, OR REQUIRES THAT THE CONFLICTING RELATIONSHIP BE DIVESTED, AS APPROPRIATE. FOR EMPLOYED PERSONNEL AND NON-BOARD MEMBER, NON-EMPLOYED PERSONNEL, THE CONFLICT OF INTEREST IDENTIFICATION AND MANAGEMENT PROCESS IS ULTIMATELY OVERSEEN BY AN ETHICS AND COMPLIANCE COMMITTEE OF THE UPMC BOARD OF DIRECTORS ON BEHALF OF UPMC AND ALL OF ITS SUBSIDIARIES. POTENTIAL CONFLICT OF INTEREST TRANSACTIONS INVOLVING UPMC BOARD MEMBERS AND ENTITIES WITH WHICH THEY ARE AFFILIATED ARE MONITORED AND SUBJECT TO PRE-APPROVAL BY THE GOVERNANCE AND NOMINATING COMMITTEE OF THE UPMC BOARD OF DIRECTORS. IN ADDITION TO THE GENERAL CORPORATE AND BOARD POLICIES DESCRIBED ABOVE, UPMC HAS ALSO DEVELOPED AND IMPLEMENTED A SEPARATE TAX QUESTIONNAIRE DISTRIBUTED TO OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES ANNUALLY THAT SPECIFICALLY ADDRESSES DISCLOSURE REQUIREMENTS OF FORM 990.

SECTION B, LINE 15A AND B: AS A SYSTEM-WIDE PRACTICE, TO SUPPORT UPMC'S MISSION AND AS SET FORTH IN THE UPMC BYLAWS, THE BOARD OF DIRECTORS HAS FORMED AN EXECUTIVE COMPENSATION COMMITTEE ("COMMITTEE") AND DELEGATED TO IT THE RESPONSIBILITY FOR ESTABLISHMENT AND IMPLEMENTATION OF OFFICER AND KEY EMPLOYEE TOTAL COMPENSATION PROGRAMS. AS PART OF THIS RESPONSIBILITY,

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THE COMMITTEE REPORTS REGULARLY TO THE BOARD OF DIRECTORS. WITH BOARD OF DIRECTORS APPROVAL, THE COMMITTEE HAS ADOPTED A FORMAL CHARTER, WHICH INCLUDES THE ESTABLISHMENT OF A COMPENSATION PHILOSOPHY AND RELATED POLICIES WITH RESPECT TO THE TOTAL COMPENSATION PAID BY UPMC TO ITS OFFICERS AND KEY EMPLOYEES. THE UPMC TOTAL COMPENSATION PROGRAM FOR OFFICERS AND KEY EMPLOYEES IS PREDICATED UPON AN INCENTIVE COMPENSATION COMPONENT. THIS COMPONENT IS BASED UPON THE ACCOMPLISHMENT OF PREDETERMINED PERFORMANCE GOALS AND OBJECTIVES WHICH FOCUS ON THE ACHIEVEMENT OF MULTIPLE ANNUAL AND THREE YEAR INDIVIDUAL AND GROUP PERFORMANCE CRITERIA IN THE CONTEXT OF APPROPRIATE RISK TAKING. THESE CRITERIA DIRECTLY SUPPORT UPMC'S MISSION AND INCLUDE: PATIENT QUALITY AND SATISFACTION, COMMUNITY BENEFITS, OPERATIONAL AND FINANCIAL STRENGTH, LEADERSHIP DEVELOPMENT, AND STRATEGIC BUSINESS INITIATIVES AMONG OTHERS. THE TOTAL COMPENSATION PROGRAM IS INTEGRATED WITH AND REINFORCES THE UPMC BUSINESS PLANNING CYCLE AS WELL AS MANAGEMENT DEVELOPMENT AND SUCCESSION PLANNING PROCESSES. IT IS THE COMMITTEE'S JUDGMENT THAT THE STRUCTURE OF THE TOTAL COMPENSATION PROGRAM IS VITAL TO, AND STRONGLY SUPPORTIVE OF, THE HIGH LEVEL OF ONGOING SUCCESS OF UPMC AND FOSTERS THE RETENTION OF CRITICAL OFFICER AND KEY EMPLOYEE TALENT. THE TOTAL COMPENSATION DETERMINATION PROCESS UTILIZED BY THE COMMITTEE IS INTENDED TO SATISFY THE "REBUTTABLE PRESUMPTION OF REASONABLENESS" AS SET FORTH IN THE REGULATIONS TO SECTION 4958 OF THE INTERNAL REVENUE CODE ("CODE"). THIS MEANS THAT COMPENSATION PROGRAMS AND LEVELS ARE APPROVED IN ADVANCE BY THE COMMITTEE WHICH IS COMPOSED ENTIRELY OF OUTSIDE DIRECTORS WHO DO NOT HAVE A CONFLICT OF INTEREST, AS DEFINED BY THE CODE, WITH RESPECT TO THE

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COMPENSATION PROGRAM AND LEVELS. THE COMMITTEE OBTAINS AND RELIES UPON A BROAD RANGE OF APPROPRIATE DATA AS TO COMPARABILITY PRIOR TO MAKING ITS DETERMINATIONS. THE COMMITTEE THEN CONTEMPORANEOUSLY DOCUMENTS, IN FORMAL MEETING MINUTES, THE BASIS AND REASONS FOR ITS DETERMINATIONS. THE TOTAL COMPENSATION PROGRAM IS DESIGNED AND ADMINISTERED IN ACCORDANCE WITH THE UPMC BYLAWS, SOUND BUSINESS PRACTICES, THE TENETS OF COMMON LAW BUSINESS JUDGMENT AND FIDUCIARY RESPONSIBILITY AS WELL AS ADHERENCE TO ALL RELEVANT FEDERAL, STATE AND LOCAL LAWS. IN ADDITION TO CODE SECTION 4958, AS SET FORTH ABOVE, THIS INCLUDES BUT IS NOT LIMITED TO CODE SECTION 501(C)(3) AND THE APPLICABLE REGULATIONS THEREUNDER AS WELL AS ALL LAWS AND REGULATIONS PROHIBITING PRIVATE INURNMENT, PRIVATE BENEFIT TRANSACTIONS AND DISCRIMINATION. FURTHER, THE COMMITTEE HAS IDENTIFIED AND ADOPTED, AS APPROPRIATELY MODIFIED FOR UPMC, COMPENSATION PROGRAM "BEST PRACTICES" FROM THE BUSINESS WORLD (E.G. SARBANES OXLEY, OTHER SEC REGULATIONS, ETC). THE COMMITTEE BELIEVES THAT WHILE THESE PRACTICES ARE NOT REQUIRED IN THE TAX EXEMPT SECTOR, THEY ARE IN THE BEST INTERESTS OF THE ORGANIZATION AND FURTHER SUPPORT UPMC'S NONPROFIT MISSION. IN ACCORDANCE WITH THE ABOVE, DETERMINATION OF TOTAL COMPENSATION FOR THE CEO IS MADE EXCLUSIVELY BY THE COMMITTEE. DETERMINATION OF TOTAL COMPENSATION FOR OTHER OFFICERS AND KEY EMPLOYEES IS RECOMMENDED BY THE CEO AND SUBJECT TO REVIEW AND APPROVAL BY THE COMMITTEE. THE COMMITTEE, WHICH MEETS AT LEAST FOUR TIMES A YEAR, OBTAINS PROFESSIONAL ADVICE FROM ITS OWN EXPERTS, INCLUDING ACCOUNTANTS, EXECUTIVE COMPENSATION CONSULTANTS AND LEGAL COUNSEL.

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SECTION B, LINE 16A AND B: UPMC HAS A FORMAL WRITTEN POLICY PERTAINING TO JOINT VENTURES BETWEEN UPMC TAX-EXEMPT ENTITIES AND TAXABLE ENTITIES. THE POLICY EMPLOYS AN INTERNAL PROCEDURE FOR REVIEW OF ALL TRANSACTIONS INVOLVING POTENTIAL PARTICIPATION IN JOINT VENTURES AND SIMILAR ARRANGEMENTS TO ENSURE THAT SUCH ENTITIES OPERATE IN ACCORDANCE WITH APPLICABLE IRS POLICIES AND WITHIN UPMC'S CHARITABLE PURPOSES.

SECTION C, LINE 19

UPMC'S PUBLIC WEBSITE (WWW.UPMC.COM) MAKES ITS FINANCIAL RESULTS, CONFLICT OF INTEREST PROCESS, AND VARIOUS INFORMATION ABOUT GOVERNANCE AND OVERSIGHT AVAILABLE TO THE PUBLIC. ADDITIONAL INFORMATION MAY BE SUPPLIED UPON SPECIFIC REQUEST FOR DATA NOT POSTED TO THE WEB SITE.

PART VII COMPENSATION OF OFFICERS, DIRECTORS, TRUSTEES, KEY EMPLOYEES

SECTION A AND SECTION B

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

SECTION B PURSUANT TO TREASURY REGULATION SECTION 1.6033-2(D)(5), UPMC HAS ELECTED TO REPORT CERTAIN PROFESSIONAL CONTRACTORS AND CERTAIN OTHER CONTRACTORS ON A CONSOLIDATED BASIS FOR ALL OF THE MEMBERS OF THE UPMC

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GROUP, INCLUDING THIS PARENT ORGANIZATION, ON THE GROUP RETURN OF UPMC

GROUP, EIN 20-8295721.

PART VIII STATEMENT OF REVENUE

LINE 1 - CONTRIBUTIONS AND GRANTS: PURSUANT TO TREASURY REGULATION

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

PART XI RECONCILIATION OF NET ASSETS

LINE 9 OTHER CHANGES IN NET ASSETS OR FUND BALANCES

NET TRANSFERS FROM EXEMPT SUBSIDIARIES	-45,443,319
MINIMUM PENSION LIABILITY ADJUSTMENT	64,693,002
OTHER CHANGES TO FUND BALANCE	-1,618,361
DIVESTITURES	-152,846,600
JOINT VENTURE EQUITY FUNDING	-10,700,000
TOTAL OTHER CHANGES IN NET ASSETS OR FUND BALANCES	-145,915,278

PART XII FINANCIAL STATEMENTS AND REPORTING

QUESTION 2B AN EXTERNAL AUDIT IS COMPLETED AT A CONSOLIDATED SYSTEM LEVEL ONLY, INCLUDING UPMC AND ALL TAXABLE AND TAX-EXEMPT SUBSIDIARIES.

REASON FOR AMENDING THE 2013 FORM 990

UPMC IS AMENDING ITS 2013 FORM 990 TO REPORT CORRECTED UNRELATED

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BUSINESS INCOME ("UBI") INFORMATION RELATED TO SUBPART F INCOME FROM
CAPTIVE INSURANCE COMPANIES.

A CLAIM WAS FILED BY FORBES REINSURANCE COMPANY, LTD., CATHEDRAL
(RE)INSURANCE COMPANY, LTD. AND PANTHER REINSURANCE COMPANY, LTD. (100%)
FULLY OWNED BY UPMC, THE PARENT ORGANIZATION) SEEKING A REFUND OF THREE
PRIOR YEAR EXCISE TAX PAYMENTS AND SEEKING EXEMPTION FROM THE TAX UNDER
THE INTEGRAL PART DOCTRINE. THIS DOCTRINE ARGUES THAT A TAX-EXEMPT
PARENT ORGANIZATION AND ITS CONTROLLED TAX EXEMPT AFFILIATES ARE ONE
ECONOMIC UNIT AND LACK SUFFICIENT RISK TRANSFER TO BE CONSIDERED
INSURANCE FOR TAX PURPOSES. ALSO, MEDICAL MALPRACTICE INSURANCE IS A
STATUTORY REQUIREMENT AND AN INTEGRAL PART OF HOSPITAL OPERATIONS AND A
CAPTIVE STRUCTURE IS MEANS OF MEETING AND FUNDING THIS REQUIREMENT AND
LACKS A PROFIT MOTIVE. A FAVORABLE RULING WAS GRANTED BY THE INTERNAL
REVENUE SERVICE.

AS A RESULT OF THIS RULING, THE AMOUNT OF SUBPART F INCOME REPORTED ON
THE FORM 990 AND THE CORRESPONDING UNRELATED BUSINESS INCOME ORIGINALLY
REPORTED CHANGED. THE TAX YEAR 2013 FORM 990, TAX YEAR 2013 FORM 990-T
AND THE CORRESPONDING FORM 5471 FOR FORBES REINSURANCE COMPANY, LTD.,
CATHEDRAL (RE)INSURANCE COMPANY, LTD. AND PANTHER REINSURANCE COMPANY,
LTD. HAVE ALL BEEN AMENDED TO APPROPRIATELY REFLECT THIS CHANGE.

AS A RESULT OF THE UPDATES DETAILED ABOVE, THE AMENDED 2013 FORM 990 HAS
THE FOLLOWING CHANGES.

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CURRENT YEAR

FORM & LINE NUMBER	AMENDED RETURN	ORIGINAL RETURN	DIFFERENCE
FORM 990 - PART I			
LINE 7A	-1,126,792	-4,115,219	2,988,427
LINE 7B	-1,505,944	-4,494,371	2,988,427
LINE 11	4,175,204	29,784,691	-25,609,487
LINE 12	456,632,452	482,241,939	-25,609,487
LINE 19	196,387,271	221,996,758	-25,609,487
LINE 21	4,422,741,009	4,389,714,781	33,026,228
LINE 22	1,038,472,484	1,071,498,712	-33,026,228

FORM 990 - PART VI, SECTION C

LINE 20 EDWARD KARLOVICH ROBERT DEMICHIEI RETIREMENT 12/2019

FORM 990 - PART VIII

LINE 11A, COLUMN A	4,175,204	29,784,691	-25,609,487
LINE 11A, COLUMN C	4,175,204	1,186,777	2,988,427
LINE 11A, COLUMN D	0	28,597,914	-28,597,914
LINE 11E, COLUMN A	4,175,204	29,784,691	-25,609,487
LINE 12, COLUMN A	456,632,452	482,241,939	-25,609,487
LINE 12, COLUMN C	-1,126,792	-4,115,219	2,988,427
LINE 12, COLUMN D	341,619,476	370,217,390	-28,597,914

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CURRENT YEAR - CONTINUED

FORM & LINE NUMBER	AMENDED RETURN	ORIGINAL RETURN	DIFFERENCE
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FORM 990 - PART X

LINE 25	523,890,606	490,864,378	33,026,228
LINE 26	4,422,741,009	4,389,714,781	33,026,228
LINE 27	1,038,466,456	1,071,492,684	-33,026,228
LINE 33	1,038,472,484	1,071,498,712	-33,026,228

FORM 990 - PART XI

LINE 1	456,632,452	482,241,939	-25,609,487
LINE 3	196,387,271	221,996,758	-25,609,487
LINE 4	762,816,991	770,233,732	-7,416,741
LINE 10	1,038,472,484	1,071,498,712	-33,026,228

FORM 990 - SCHEDULE D, PART X

LINE 1(2)	198,160,507	165,134,279	33,026,228
TOTAL	523,890,606	490,864,378	33,026,228

PRIOR YEAR

FORM & LINE NUMBER	AMENDED RETURN	ORIGINAL RETURN	DIFFERENCE
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FORM 990 - PART I

LINE 11	8,908,822	16,961,199	-8,052,377
LINE 12	435,880,148	443,932,525	-8,052,377

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PRIOR YEAR - CONTINUED

FORM & LINE NUMBER	AMENDED RETURN	ORIGINAL RETURN	DIFFERENCE
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FORM 990 - PART I - CONTINUED

LINE 19	117,975,611	126,027,988	-8,052,377
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LINE 21	4,156,068,513	4,148,651,772	7,416,741
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LINE 22	762,816,991	770,233,732	-7,416,741
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FORM 990 - PART X

LINE 25	548,325,517	540,908,776	7,416,741
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LINE 26	4,156,068,513	4,148,651,772	7,416,741
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LINE 27	762,811,300	770,228,041	-7,416,741
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LINE 33	762,816,991	770,233,732	-7,416,741
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ATTACHMENT 1FORM 990, PART V, LINE 4B - FOREIGN COUNTRIES

ITALY

IRELAND

CAYMAN ISLANDS

CYPRUS

CHINA

UNITED KINGDOM

ATTACHMENT 2

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ATTACHMENT 2 (CONT'D)

FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
PUBLIC TRADED SECURITIES	1,239,328,230.	1,458,334,598.
TOTALS	<u>1,239,328,230.</u>	<u>1,458,334,598.</u>

SCHEDULE R
(Form 990)Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.

▶ Attach to Form 990 ▶ See separate instructions

▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization

UPMC

Employer identification number

25-1423657

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

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

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

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

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

Schedule R (Form 990) 2013

SCHEDULE R
(Form 990)Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) UNIVERSITY OF PITTSBURGH 4200 FIFTH AVENUE PITTSBURGH, PA 15260	UNIVERSITY	PA	501 (C) (3)	2	N/A		X
(2) PITTSBURGH CARE PARTNERSHIP, INC 2400 ARDMORE BOULEVARD PITTSBURGH, PA 15221	HEALTHCARE	PA	501 (C) (3)	9	UPMC	X	
(3) UPMC CENTER FOR HIGH VALUE HEALTHCARE 600 GRANT STREET PITTSBURGH, PA 15219	RESEARCH	PA	501 (C) (3)	7	UPMC	X	
(4) CLINICALCONNECT HIE 600 GRANT STREET PITTSBURGH, PA 15219	TECHNOLOGY	PA	501 (C) (3)	11 (B) II	UPMC	X	
(5) KANE COMMUNITY HOSPITAL 4372 ROUTE 6 KANE, PA 16735	HOSPITAL	PA	501 (C) (3)	3	UPMC HAMOT	X	
(6) HOME NURSING AGENCY AFFILIATES 201 CHESTNUT AVENUE ALTOONA, PA 16601	HEALTHCARE	PA	501 (C) (3)	9	COMM PRO SVC	X	
(7) HOME NURSING AGENCY AND VNP 201 CHESTNUT AVENUE ALTOONA, PA 16601	HEALTHCARE	PA	501 (C) (3)	9	HOME NURSING	X	

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

Schedule R (Form 990) 2013

**SCHEDULE R
(Form 990)**Department of the Treasury
Internal Revenue Service**Related Organizations and Unrelated Partnerships**

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37

▶ Attach to Form 990. ▶ See separate instructions

▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013**Open to Public
Inspection**

Name of the organization

UPMC

Employer identification number

25-1423657

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?
(1) HOME NURSING COMMUNITY SERVICES 154 LAKEMONT PARK BOULEVARD ALTOONA, PA 16602	HOMECARE	PA	501 (C) (3)	9	HOME NURSING	X
(2) HOME NURSING AGENCY FOUNDATION 201 CHESTNUT AVENUE ALTOONA, PA 16602	FOUNDATION	PA	501 (C) (3)	11 (C) III	HOME NURSING	X
(3) GREAT LAKES PHYSICIAN PRACTICE, P C 600 GRANT STREET PITTSBURGH, PA 15219	PHYSICIANS	NY	501 (C) (3)	3	REGNL HEALTH	X
(4) -----						
(5) -----						
(6) -----						
(7) -----						

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

Schedule R (Form 990) 2013

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percen- tage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) H C PHARMACY CENTRAL, INC 600 GRANT STREET PITTSBURGH, PA 15219 25-1364192	PHARMACY CO O	PA	VARIOUS	C		0	0 78 5714	X	
(2) CHILDREN'S COMMUNITY CARE 600 GRANT STREET PITTSBURGH, PA 15219 25-1781887	PEDIATRIC SVC	PA	CHILDREN'S HOSP C	C		0	0 100 0000	X	
(3) UPMC CANCER CENTERS IRELAND LIMITED 6TH FLOOR BEACON HOSPITAL DUBLIN 18 SANDYFORD, EI 25-1877017	CANCER TREATM	EI	UPMC INT'L HOLD C	C		0	0 100 0000	X	
(4) UPMC CANCER CENTERS HOLDING COMPANY, INC 600 GRANT STREET PITTSBURGH, PA 15219 25-1877017	HOLDING CO	PA	UPMC	C		0	90.885,054 100 0000	X	
(5) HEMATOLOGY ONCOLOGY ASSOC 600 GRANT STREET PITTSBURGH, PA 15219 42-1648357	HEALTHCARE	PA	UPMC CC HOLDING C	C		0	0 100 0000	X	
(6) ONCOLOGY HEMATOLOGY ASSOC 600 GRANT STREET PITTSBURGH, PA 15219 25-1762980	HEALTHCARE	PA	UPMC CC HOLDING C	C		0	0 100 0000	X	
(7) TRI-STATE NEUROSURGICAL ASSOC-UPMC INC 600 GRANT STREET PITTSBURGH, PA 15219 25-1458655	HEALTHCARE	PA	UPMC CC HOLDING C	C		0	0 100 0000	X	

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Perce- tage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) RENAISSANCE FAMILY PRACTICE-UPMC INC 600 GRANT STREET PITTSBURGH, PA 15219	HEALTHCARE	PA	UPMC CC HOLDING C	C	0	0	0 100 0000	X	
(2) UPMC HOLDING COMPANY, INC 600 GRANT STREET PITTSBURGH, PA 15219	HOLDING CORP	PA	UPMC	C	34,684,194	377,399,739	100 0000	X	
(3) UPMC COVERAGE PRODUCTS, INC 600 GRANT STREET PITTSBURGH, PA 15219	HOLDING CORP	PA	UPMC HOLDING CO C	C	0	0	0 100 0000	X	
(4) FREEDOM INSURANCE COMPANY 600 GRANT STREET PITTSBURGH, PA 15219	INSURANCE	VT	UPMC COV PRODS C	C	0	0	0 100 0000	X	
(5) TRI-CENTURY INSURANCE CO 600 GRANT STREET PITTSBURGH, PA 15219	INSURANCE	PA	UPMC COV PRODS C	C	0	0	0 100 0000	X	
(6) UPMC DNA INC 600 GRANT STREET PITTSBURGH, PA 15219	INSURANCE	PA	UPMC COV PRODS C	C	0	0	0 100 0000	X	
(7) UPMC HEALTH BENEFITS, INC 600 GRANT STREET PITTSBURGH, PA 15219	HEALTH INSURA	PA	UPMC COV PRODS C	C	0	0	0 100 0000	X	

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Schedule R (Form 990) 2013

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

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

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

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

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percen- tage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) BIOTRONICS, INC 600 GRANT STREET PITTSBURGH, PA 15219 25-1843500	EQUIP MAINTEN	PA	UPMC DIVERSIFIED	C	0	0	0 100 0000	X	
(2) MEDICAL CENTER PROPERTIES, INC 600 GRANT STREET PITTSBURGH, PA 15219 25-1796940	REAL ESTATE	PA	UPMC HOLDING CO	C	0	0	0 100 0000	X	
(3) RX PARTNERS, INC 600 GRANT STREET PITTSBURGH, PA 15219 25-1801966	RETAIL SERVICE	PA	UPMC DIVERSIFIED	C	0	0	0 100 0000	X	
(4) ASKESIS DEVELOPMENT GROUP, INC 600 GRANT STREET PITTSBURGH, PA 15219 54-1625585	SOFTWARE DEVE	DE	N/A	C	7,660,390	5,432,599	70 0000	X	
(5) PANTHER REINSURANCE COMPANY, LTD P O BOX 1109 GRAND CAYMAN, CAYMAN ISLANDS CJ	INSURANCE	CJ	CATHEDRAL (RE)	C	0	0	0 100 0000	X	
(6) FORBES REINSURANCE COMPANY LTD P O BOX 1109 GRAND CAYMAN, CAYMAN ISLANDS CJ	INSURANCE	CJ	UPMC	C	15,802,732	188,645,314	100 0000	X	
(7) CATHEDRAL (RE) INSURANCE COMPANY LTD P O BOX 1109 GRAND CAYMAN, CAYMAN ISLANDS CJ	INSURANCE	CJ	FORBES REINSURANCE	C	0	0	0 100 0000	X	

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percent- age ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) UPMC INTERNATIONAL HEALTH INITIATIVES 600 GRANT STREET PITTSBURGH, PA 15219 84-1706741	INACTIVE	PA	UPMC INT'L HOLD C			0	0 100 0000	X	
(2) UPMC IRELAND LIMITED 6TH FLOOR BEACON HOSPITAL DUBLIN 18 SANDYFORD, EI	HEALTHCARE SU	EI	UPMC INT'L HOLD C			0	0 100 0000	X	
(3) UPMC UNITED KINGDOM, LTD C/O NAIRACO 11TH FLOOR WHITEFRIARS BSL 2 LEWINS MEAD, BRI 98-05711026	SOFTWARE LICE	UK	UPMC INT'L HOLD C			0	0 100 0000	X	
(4) UPMC CYPRUS HOLDINGS, LTD JULIA HOUSE 3 THEMISTOCLES DERVIS CY 106 NICOSIA, CY	HEALTHCARE SU	CY	UPMC INT'L HOLD C			0	0 100 0000	X	
(5) UPMC CYPRUS LTD JULIA HOUSE 3 THEMISTOCLES DERVIS CY 106 NICOSIA, CY	HEALTHCARE SU	CY	UPMC CYPRUS HOL C			0	0 100 0000	X	
(6) UPMC BEACON SANDYFORD LIMITED STE 36, BEACON HALL, BEACON COURT DUBLIN SANDYFORD, EI	HOSPITAL OPER	ID	UPMC IRELAND LT C			0	0 70 0000	X	
(7) UPMC BCS LIMITED STE 36 BEACON HALL, BEACON COURT DUBLIN SANDYFORD, EI	HOLDING COMPA	EI	UPMC BEACON SAN C			0	0 100 0000	X	

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percen- tage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) UPMC BMGS LIMITED STE 36, BEACON HALL, BEACON COURT DUBLIN SANDYFORD, EI	TRILOGY LEAS	EI	UPMC BEACON SAN C			0	0 100 0000	X	
(2) UPMC BHSH LIMITED BEACON HALL, THE MALL AT BEACON CRT DUBL SANDYFORD, EI	HOLDING COMPA	EI	UPMC BEACON SAN C			0	0 100 0000	X	
(3) BAYFRONT REGIONAL DEVELOPMENT CORP 300 STATE STREET, SUITE 100 ERIE, PA 16507	RE HOLDINGS C	PA	UPMC HAMOT C			0	0 100 0000	X	
(4) BAYSIDE DEVELOPMENT CORP 300 STATE STREET, SUITE 100 ERIE, PA 16507	REAL ESTATE/P	PA	BAYFRONT REG DE C			0	0 100 0000	X	
(5) 21ST CENTURY BIODEFENSE, INC 600 GRANT STREET PITTSBURGH, PA 15219	HEALTHCARE	PA	UPMC	C		0	0 100 0000	X	
(6) UPMC WORK ALLIANCE, INC 600 GRANT STREET PITTSBURGH, PA 15219	INSURANCE	PA	UPMC COV PRODS C	C		0	0 100 0000	X	
(7) UPMC CANADA TECHNOLOGIES LIMITED 600 GRANT STREET PITTSBURGH, PA 15219	SOFTWARE	CA	UPMC INT'L HOLD C	C		0	0 100 0000	X	

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percen- tage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) ALLIED ORTHOPEDICS APPLIANCES, INC 335 E 3RD STREET JAMESTOWN, NY 14701 16-1092951	MED APPLIANCE	PA	LIFE CARE HOME	C	0	0	100 0000	X	
(2) UPMC HEALTH COVERAGE, INC 600 GRANT STREET PITTSBURGH, PA 15219 46-2824537	INSURANCE	PA	UPMC COV PRODS	C	0	0	100 0000	X	
(3) UPMC HEALTH OPTIONS, INC 600 GRANT STREET PITTSBURGH, PA 15219 46-2824626	INSURANCE	PA	UPMC HEALTH NET	C	0	0	100 0000	X	
(4) PRODIGO SOLUTIONS, INC 600 CRANBERRY WOODS DRIVE, STE 150 CRANBERRY TOWNSHIP, PA 46-3689233	SOFTWARE	PA	UPMC	C	1,766,793	3,381,854	100 0000	X	
(5) VIA ONCOLOGY, LLC 5750 CENTRE AVENUE STE 500 PITTSBURGH, PA 15206 37-1754667	ONCOLOGY SERVICES	PA	UNIV CANCER INS	C	0	0	80 0000	X	
(6) UPMC COMPLETE CARE, INC 5215 CENTRE AVENUE PITTSBURGH, PA 15232 46-3605753	HEALTHCARE	PA	CANCER CTR HOLD	C	0	0	100 0000	X	
(7) _____									

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

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

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

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	☒	☒
b Gift, grant, or capital contribution to related organization(s)	☒	☒
c Gift, grant, or capital contribution from related organization(s)	☒	☒
d Loans or loan guarantees to or for related organization(s)	☒	☒
e Loans or loan guarantees by related organization(s)	☒	☒
f Dividends from related organization(s)	☒	☒
g Sale of assets to related organization(s)	☒	☒
h Purchase of assets from related organization(s)	☒	☒
i Exchange of assets with related organization(s)	☒	☒
j Lease of facilities, equipment, or other assets to related organization(s)	☒	☒
k Lease of facilities, equipment, or other assets from related organization(s)	☒	☒
l Performance of services or membership or fundraising solicitations for related organization(s)	☒	☒
m Performance of services or membership or fundraising solicitations by related organization(s)	☒	☒
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	☒	☒
o Sharing of paid employees with related organization(s)	☒	☒
p Reimbursement paid to related organization(s) for expenses	☒	☒
q Reimbursement paid by related organization(s) for expenses	☒	☒
r Other transfer of cash or property to related organization(s)	☒	☒
s Other transfer of cash or property from related organization(s)	☒	☒

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

	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) ASKESIS		A	26,097.	COST
(2) CENTER FOR EMERGENCY MEDICINE OF WESTERN PA		A	1,955,847.	COST
(3) COMMUNITY CARE BEHAVIORAL HEALTH ORGANIZATION		A	3,798,745.	COST
(4) MEDICAL ARCHIVAL SYSTEM, INC.		A	86,715.	COST
(5) PITTSBURGH LIFETIME CARE COMMUNITY		A	758,279.	COST
(6) SHADYSIDE MEDICAL CENTER ASSOCIATES		A	98,960.	COST

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

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

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

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	☐	☐
b Gift, grant, or capital contribution to related organization(s)	☐	☐
c Gift, grant, or capital contribution from related organization(s)	☐	☐
d Loans or loan guarantees to or for related organization(s)	☐	☐
e Loans or loan guarantees by related organization(s)	☐	☐
f Dividends from related organization(s)	☐	☐
g Sale of assets to related organization(s)	☐	☐
h Purchase of assets from related organization(s)	☐	☐
i Exchange of assets with related organization(s)	☐	☐
j Lease of facilities, equipment, or other assets to related organization(s)	☐	☐
k Lease of facilities, equipment, or other assets from related organization(s)	☐	☐
l Performance of services or membership or fundraising solicitations for related organization(s)	☐	☐
m Performance of services or membership or fundraising solicitations by related organization(s)	☐	☐
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	☐	☐
o Sharing of paid employees with related organization(s)	☐	☐
p Reimbursement paid to related organization(s) for expenses	☐	☐
q Reimbursement paid by related organization(s) for expenses	☐	☐
r Other transfer of cash or property to related organization(s)	☐	☐
s Other transfer of cash or property from related organization(s)	☐	☐

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

	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	CHARTWELL PA, LP	A	45,963.	COST
(2)	CHILDREN'S HOSPITAL OF PITTSBURGH OF THE UPMC	A	293,476.	COST
(3)	CHILDREN'S COMMUNITY CARE	A	123,733.	COST
(4)	CORE NETWORK, LLC	A	357,740.	COST
(5)	UPMC EAST	A	215,169.	COST
(6)	EBENEFITS SOLUTIONS, LLC	A	104,820.	COST

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

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

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

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	☒	☒
b Gift, grant, or capital contribution to related organization(s)	☒	☒
c Gift, grant, or capital contribution from related organization(s)	☒	☒
d Loans or loan guarantees to or for related organization(s)	☒	☒
e Loans or loan guarantees by related organization(s)	☒	☒
f Dividends from related organization(s)	☒	☒
g Sale of assets to related organization(s)	☒	☒
h Purchase of assets from related organization(s)	☒	☒
i Exchange of assets with related organization(s)	☒	☒
j Lease of facilities, equipment, or other assets to related organization(s)	☒	☒
k Lease of facilities, equipment, or other assets from related organization(s)	☒	☒
l Performance of services or membership or fundraising solicitations for related organization(s)	☒	☒
m Performance of services or membership or fundraising solicitations by related organization(s)	☒	☒
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	☒	☒
o Sharing of paid employees with related organization(s)	☒	☒
p Reimbursement paid to related organization(s) for expenses	☒	☒
q Reimbursement paid by related organization(s) for expenses	☒	☒
r Other transfer of cash or property to related organization(s)	☒	☒
s Other transfer of cash or property from related organization(s)	☒	☒

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

	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	UPMC EMERGENCY MEDICINE INC	A	142,766.	COST
(2)	H C. PHARMACY CENTRAL INC.	A	231,354.	COST
(3)	CLINICALCONNECT HIE	A	27,447.	COST
(4)	UPMC COMMUNITY PROVIDER SERVICES	A	209,901.	COST
(5)	UPMC BENEFIT MANAGEMENT SERVICES, INC.	A	689,012.	COST
(6)	UPMC HEALTH PLAN INC.	A	10,603,869.	COST

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

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

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

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	☐	☐
b Gift, grant, or capital contribution to related organization(s)	☐	☐
c Gift, grant, or capital contribution from related organization(s)	☐	☐
d Loans or loan guarantees to or for related organization(s)	☐	☐
e Loans or loan guarantees by related organization(s)	☐	☐
f Dividends from related organization(s)	☐	☐
g Sale of assets to related organization(s)	☐	☐
h Purchase of assets from related organization(s)	☐	☐
i Exchange of assets with related organization(s)	☐	☐
j Lease of facilities, equipment, or other assets to related organization(s)	☐	☐
k Lease of facilities, equipment, or other assets from related organization(s)	☐	☐
l Performance of services or membership or fundraising solicitations for related organization(s)	☐	☐
m Performance of services or membership or fundraising solicitations by related organization(s)	☐	☐
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	☐	☐
o Sharing of paid employees with related organization(s)	☐	☐
p Reimbursement paid to related organization(s) for expenses	☐	☐
q Reimbursement paid by related organization(s) for expenses	☐	☐
r Other transfer of cash or property to related organization(s)	☐	☐
s Other transfer of cash or property from related organization(s)	☐	☐

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

	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	LIFE HOME CARE, LP	A	39,491.	COST
(2)	MAGEE-WOMENS HOSPITAL OF UPMC	A	281,324.	COST
(3)	UPMC VISITING NURSES ASSOCIATION	A	30,055.	COST
(4)	ONCOLOGY-HEMATOLOGY ASSOCIATION, INC.	A	31,122.	COST
(5)	UNIVERSITY OF PITTSBURGH CANCER INSTITUTE CAN	A	311,313.	COST
(6)	UPMC PRESBYTERIAN SHADYSIDE	A	6,236,942.	COST

Part V Transactions With Related Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

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

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	☒	☐
b Gift, grant, or capital contribution to related organization(s)	☐	☐
c Gift, grant, or capital contribution from related organization(s)	☐	☐
d Loans or loan guarantees to or for related organization(s)	☐	☐
e Loans or loan guarantees by related organization(s)	☐	☐
f Dividends from related organization(s)	☐	☐
g Sale of assets to related organization(s)	☐	☐
h Purchase of assets from related organization(s)	☐	☐
i Exchange of assets with related organization(s)	☐	☐
j Lease of facilities, equipment, or other assets to related organization(s)	☐	☐
k Lease of facilities, equipment, or other assets from related organization(s)	☐	☐
l Performance of services or membership or fundraising solicitations for related organization(s)	☐	☐
m Performance of services or membership or fundraising solicitations by related organization(s)	☐	☐
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	☐	☐
o Sharing of paid employees with related organization(s)	☐	☐
p Reimbursement paid to related organization(s) for expenses	☐	☐
q Reimbursement paid by related organization(s) for expenses	☐	☐
r Other transfer of cash or property to related organization(s)	☐	☐
s Other transfer of cash or property from related organization(s)	☐	☐

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

	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	STRATEGIC BUSINESS INITIATIVES, LLC	A	109,242.	COST
(2)	SBI QUALIFYING SOLUTIONS, LLC	A	346,400.	COST
(3)	UPMC ST. MARGARET	A	268,598.	COST
(4)	SIMMEDICAL LLC	A	16,318.	COST
(5)	UNIVERSITY PITTSBURGH PHYSICIANS	A	5,968,945.	COST
(6)	UPMC COMMUNITY MEDICINE INC.	A	967,181.	COST

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

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

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

	Yes	No
a Receipt of (i) interest (iii) royalties or (iv) rent from a controlled entity	☒	☐
b Gift, grant, or capital contribution to related organization(s)	☐	☐
c Gift, grant, or capital contribution from related organization(s)	☐	☐
d Loans or loan guarantees to or for related organization(s)	☐	☐
e Loans or loan guarantees by related organization(s)	☐	☐
f Dividends from related organization(s)	☐	☐
g Sale of assets to related organization(s)	☐	☐
h Purchase of assets from related organization(s)	☐	☐
i Exchange of assets with related organization(s)	☐	☐
j Lease of facilities, equipment, or other assets to related organization(s)	☐	☐
k Lease of facilities, equipment, or other assets from related organization(s)	☐	☐
l Performance of services or membership or fundraising solicitations for related organization(s)	☐	☐
m Performance of services or membership or fundraising solicitations by related organization(s)	☐	☐
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	☐	☐
o Sharing of paid employees with related organization(s)	☐	☐
p Reimbursement paid to related organization(s) for expenses	☐	☐
q Reimbursement paid by related organization(s) for expenses	☐	☐
r Other transfer of cash or property to related organization(s)	☐	☐
s Other transfer of cash or property from related organization(s)	☐	☐

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) MONROEVILLE SPECIALTY CLINIC, INC.	A	832,984.	COST
(2) TRI-STATE NEUROSURGICAL ASSOCIATES - UPMC	A	13,463.	COST
(3) UPMC EAST	B	117,486,220.	COST
(4) CHILDREN'S HOSPITAL OF PITTSBURGH OF UPMC	B	98,172.	COST
(5) UPMC MERCY	B	5,198,116.	COST
(6) UPMC BRADDOCK	B	348,290.	COST

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

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

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

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	☒	☒
b Gift, grant, or capital contribution to related organization(s)	☒	☒
c Gift, grant, or capital contribution from related organization(s)	☒	☒
d Loans or loan guarantees to or for related organization(s)	☒	☒
e Loans or loan guarantees by related organization(s)	☒	☒
f Dividends from related organization(s)	☒	☒
g Sale of assets to related organization(s)	☒	☒
h Purchase of assets from related organization(s)	☒	☒
i Exchange of assets with related organization(s)	☒	☒
j Lease of facilities, equipment, or other assets to related organization(s)	☒	☒
k Lease of facilities, equipment, or other assets from related organization(s)	☒	☒
l Performance of services or membership or fundraising solicitations for related organization(s)	☒	☒
m Performance of services or membership or fundraising solicitations by related organization(s)	☒	☒
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	☒	☒
o Sharing of paid employees with related organization(s)	☒	☒
p Reimbursement paid to related organization(s) for expenses	☒	☒
q Reimbursement paid by related organization(s) for expenses	☒	☒
r Other transfer of cash or property to related organization(s)	☒	☒
s Other transfer of cash or property from related organization(s)	☒	☒

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

	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	KANE COMMUNITY HOSPITAL	B	5,980,149.	COST
(2)	UNIVERSITY OF PITTSBURGH PHYSICIANS	B	7,281,962.	COST
(3)	H.C. PHARMACY CENTRAL, INC.	P	59,753.	COST
(4)	UNIVERSITY OF PITTSBURGH INST CANCER SVCS	Q	246,165.	COST
(5)	UNIVERSITY OF PITTSBURGH PHYSICIANS	Q	7,810,293.	COST
(6)	UPMC COMMUNITY PROVIDER SERVICES	Q	1,000,692.	COST

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

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

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

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	☒	☒
b Gift, grant, or capital contribution to related organization(s)	☒	☒
c Gift, grant, or capital contribution from related organization(s)	☒	☒
d Loans or loan guarantees to or for related organization(s)	☒	☒
e Loans or loan guarantees by related organization(s)	☒	☒
f Dividends from related organization(s)	☒	☒
g Sale of assets to related organization(s)	☒	☒
h Purchase of assets from related organization(s)	☒	☒
i Exchange of assets with related organization(s)	☒	☒
j Lease of facilities, equipment, or other assets to related organization(s)	☒	☒
k Lease of facilities, equipment, or other assets from related organization(s)	☒	☒
l Performance of services or membership or fundraising solicitations for related organization(s)	☒	☒
m Performance of services or membership or fundraising solicitations by related organization(s)	☒	☒
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	☒	☒
o Sharing of paid employees with related organization(s)	☒	☒
p Reimbursement paid to related organization(s) for expenses	☒	☒
q Reimbursement paid by related organization(s) for expenses	☒	☒
r Other transfer of cash or property to related organization(s)	☒	☒
s Other transfer of cash or property from related organization(s)	☒	☒

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

	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	UPMC COMMUNITY MEDICINE, INC.	Q	1,172,352.	COST
(2)	UPMC HORIZON	Q	968,185.	COST
(3)	UPMC BEDFORD MEMORIAL	Q	355,996.	COST
(4)	UPMC NORTHWEST	Q	1,256,454.	COST
(5)	MAGEE-WOMENS HOSPITAL OF UPMC	Q	13,430,566.	COST
(6)	UPMC PASSAVANT	Q	5,356,434.	COST

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

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

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

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	☐	☐
b Gift, grant, or capital contribution to related organization(s)	☐	☐
c Gift, grant, or capital contribution from related organization(s)	☐	☐
d Loans or loan guarantees to or for related organization(s)	☐	☐
e Loans or loan guarantees by related organization(s)	☐	☐
f Dividends from related organization(s)	☐	☐
g Sale of assets to related organization(s)	☐	☐
h Purchase of assets from related organization(s)	☐	☐
i Exchange of assets with related organization(s)	☐	☐
j Lease of facilities, equipment, or other assets to related organization(s)	☐	☐
k Lease of facilities, equipment, or other assets from related organization(s)	☐	☐
l Performance of services or membership or fundraising solicitations for related organization(s)	☐	☐
m Performance of services or membership or fundraising solicitations by related organization(s)	☐	☐
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	☐	☐
o Sharing of paid employees with related organization(s)	☐	☐
p Reimbursement paid to related organization(s) for expenses	☐	☐
q Reimbursement paid by related organization(s) for expenses	☐	☐
r Other transfer of cash or property to related organization(s)	☐	☐
s Other transfer of cash or property from related organization(s)	☐	☐

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

	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	UPMC ST. MARGARET	Q	2,911,635.	COST
(2)	CHILDREN'S HOSPITAL OF PITTSBURGH OF UPMC	Q	7,252,796.	COST
(3)	UPMC MCKEESPORT	Q	533,197.	COST
(4)	UPMC MERCY	Q	1,174,859.	COST
(5)	UPMC FOR YOU	Q	910,747.	COST
(6)	COMMUNITY CARE BEHAVIORAL HEALTH	Q	740,403.	COST

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

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

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

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	☒	☒
b Gift, grant, or capital contribution to related organization(s)	☒	☒
c Gift, grant, or capital contribution from related organization(s)	☒	☒
d Loans or loan guarantees to or for related organization(s)	☒	☒
e Loans or loan guarantees by related organization(s)	☒	☒
f Dividends from related organization(s)	☒	☒
g Sale of assets to related organization(s)	☒	☒
h Purchase of assets from related organization(s)	☒	☒
i Exchange of assets with related organization(s)	☒	☒
j Lease of facilities, equipment, or other assets to related organization(s)	☒	☒
k Lease of facilities, equipment, or other assets from related organization(s)	☒	☒
l Performance of services or membership or fundraising solicitations for related organization(s)	☒	☒
m Performance of services or membership or fundraising solicitations by related organization(s)	☒	☒
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	☒	☒
o Sharing of paid employees with related organization(s)	☒	☒
p Reimbursement paid to related organization(s) for expenses	☒	☒
q Reimbursement paid by related organization(s) for expenses	☒	☒
r Other transfer of cash or property to related organization(s)	☒	☒
s Other transfer of cash or property from related organization(s)	☒	☒

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

	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	UPMC BENEFIT MANAGEMENT SERVICES, INC.	Q	313,033.	COST
(2)	UPMC HEALTH PLAN INC.	Q	561,996.	COST
(3)	UPMC HEALTH NETWORK INC.	Q	335,444.	COST
(4)	UPMC HEALTH OPTIONS, INC.	Q	251,877.	COST
(5)	CATHEDRAL (RE) INSURANCE COMPANY LTD	Q	101,616.	COST
(6)	FORBES REINSURANCE COMPANY LTD	Q	61,382.	COST

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

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

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

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

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

	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	UPMC HOLDING COMPANY, INC.	Q	1,031,631.	COST
(2)	RENAISSANCE FAMILY PRACTICE-UPMC INC.	Q	93,622.	COST
(3)	UPMC PRESBYTERIAN SHADYSIDE	Q	26,564,239.	COST
(4)	UPMC EAST	Q	732,429.	COST
(5)	ERIE PHYSICIANS NETWORK-UPMC, INC.	Q	60,913.	COST
(6)	UPMC HAMOT	Q	2,554,965.	COST

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

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

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

		Yes	No
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	☒	☒
b	Gift, grant, or capital contribution to related organization(s)	☒	☒
c	Gift, grant, or capital contribution from related organization(s)	☒	☒
d	Loans or loan guarantees to or for related organization(s)	☒	☒
e	Loans or loan guarantees by related organization(s)	☒	☒
f	Dividends from related organization(s)	☒	☒
g	Sale of assets to related organization(s)	☒	☒
h	Purchase of assets from related organization(s)	☒	☒
i	Exchange of assets with related organization(s)	☒	☒
j	Lease of facilities, equipment, or other assets to related organization(s)	☒	☒
k	Lease of facilities, equipment, or other assets from related organization(s)	☒	☒
l	Performance of services or membership or fundraising solicitations for related organization(s)	☒	☒
m	Performance of services or membership or fundraising solicitations by related organization(s)	☒	☒
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	☒	☒
o	Sharing of paid employees with related organization(s)	☒	☒
p	Reimbursement paid to related organization(s) for expenses	☒	☒
q	Reimbursement paid by related organization(s) for expenses	☒	☒
r	Other transfer of cash or property to related organization(s)	☒	☒
s	Other transfer of cash or property from related organization(s)	☒	☒

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

	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	STRATEGIC BUSINESS INITIATIVES, LLC	Q	236,938.	COST
(2)	HEMATOLOGY ONCOLOGY ASSOCIATION	Q	139,377.	COST
(3)	ONCOLOGY-HEMATOLOGY ASSOCIATION, INC.	Q	78,601.	COST
(4)	UPMC BEDFORD	S	25,342,576.	COST
(5)	CHILDREN'S HOSPITAL OF PITTSBURGH OF UPMC	S	42,004,530.	COST
(6)	UPMC HAMOT	S	57,008,997.	COST

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

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

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

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	☒	☐
b Gift, grant, or capital contribution to related organization(s)	☐	☐
c Gift, grant, or capital contribution from related organization(s)	☐	☐
d Loans or loan guarantees to or for related organization(s)	☐	☐
e Loans or loan guarantees by related organization(s)	☐	☐
f Dividends from related organization(s)	☐	☐
g Sale of assets to related organization(s)	☐	☐
h Purchase of assets from related organization(s)	☐	☐
i Exchange of assets with related organization(s)	☐	☐
j Lease of facilities, equipment, or other assets to related organization(s)	☐	☐
k Lease of facilities, equipment, or other assets from related organization(s)	☐	☐
l Performance of services or membership or fundraising solicitations for related organization(s)	☐	☐
m Performance of services or membership or fundraising solicitations by related organization(s)	☐	☐
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	☐	☐
o Sharing of paid employees with related organization(s)	☐	☐
p Reimbursement paid to related organization(s) for expenses	☐	☐
q Reimbursement paid by related organization(s) for expenses	☐	☐
r Other transfer of cash or property to related organization(s)	☐	☐
s Other transfer of cash or property from related organization(s)	☐	☐

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

	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	UPMC HORIZON	S	7,949,578.	COST
(2)	MAGEE-WOMENS HOSPITAL OF UPMC	S	168,375.	COST
(3)	UPMC MCKEESPORT	S	1,274,709.	COST
(4)	UPMC PASSAVANT	S	40,738,727.	COST
(5)	UPMC NORTHWEST	S	9,682,948.	COST
(6)	UPMC ST. MARGARET	S	15,387,092.	COST

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

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

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

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	☒	☐
b Gift, grant, or capital contribution to related organization(s)	☐	☐
c Gift, grant, or capital contribution from related organization(s)	☐	☐
d Loans or loan guarantees to or for related organization(s)	☐	☐
e Loans or loan guarantees by related organization(s)	☐	☐
f Dividends from related organization(s)	☐	☐
g Sale of assets to related organization(s)	☐	☐
h Purchase of assets from related organization(s)	☐	☐
i Exchange of assets with related organization(s)	☐	☐
j Lease of facilities, equipment, or other assets to related organization(s)	☐	☐
k Lease of facilities, equipment, or other assets from related organization(s)	☐	☐
l Performance of services or membership or fundraising solicitations for related organization(s)	☐	☐
m Performance of services or membership or fundraising solicitations by related organization(s)	☐	☐
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	☐	☐
o Sharing of paid employees with related organization(s)	☐	☐
p Reimbursement paid to related organization(s) for expenses	☐	☐
q Reimbursement paid by related organization(s) for expenses	☐	☐
r Other transfer of cash or property to related organization(s)	☐	☐
s Other transfer of cash or property from related organization(s)	☐	☐

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

	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	UPMC PRESBYTERIAN SHADYSIDE	S	111,451,214.	COST
(2)				
(3)				
(4)				
(5)				
(6)				

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) 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) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) _____													
(2) _____													
(3) _____													
(4) _____													
(5) _____													
(6) _____													
(7) _____													
(8) _____													
(9) _____													
(10) _____													
(11) _____													
(12) _____													
(13) _____													
(14) _____													
(15) _____													
(16) _____													

Part VII Supplemental Information

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

PART II - IDENTIFICATION OF RELATED TAX-EXEMPT ORGANIZATIONS

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

UPMC GROUP EXEMPTION:

COMMUNITY FAMILY HEALTH CENTERS

UNIVERSITY OF PITTS. CANCER INSTITUTE CANCER SRVCS.

UNIVERSITY OF PITTSBURGH PHYSICIANS

UPMC COMMUNITY PROVIDER SERVICES

UPMC COMMUNITY MEDICINE, INC.

UPMC EMERGENCY MEDICINE, INC.

UPMC HORIZON

UPMC HORIZON COMMUNITY HEALTH FOUNDATION

UPMC INTERNATIONAL HOLDINGS, INC.

UPMC OVERSEAS, INC.

CRANBERRY PLACE

HEALTH CENTER DEVELOPMENT

SUGAR CREEK STATION

THE HERITAGE SHADYSIDE

UNIVERSITY HEALTH CENTER OF PITTSBURGH

UPMC BEDFORD

UPMC NORTHWEST

UPMC VISITING NURSES ASSOCIATION

UPMC CENTER FOR HEALTH SECURITY

MAGEE-WOMENS HOSPITAL OF UPMC

PASSAVANT PROFESSIONAL ASSOCIATES, INC.

UPMC PASSAVANT

UPMC ST. MARGARET

Part VII Supplemental Information

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

CHILDRENS' HOSPITAL OF PITTSBURGH OF UPMC

UPMC BRADDOCK

UPMC MCKEESPORT

UPMC PRESBYTERIAN SHADYSIDE

UPMC MERCY

UPMC IMITS CENTER

UPMC EAST

UPMC FOR YOU, INC.

COMMUNITY CARE BEHAVIORAL HEALTH ORGANIZATION

CENTER FOR EMERGENCY MEDICINE OF WESTERN PA

ERIE PHYSICIANS NETWORK - UPMC, INC.

DONOHUE & ALLEN CARDIOLOGY - UPMC INC.

UPMC HAMOT

REGIONAL HEALTH SERVICES, INC.

UPMC ADVANCED PRACTICE PROVIDERS

PART V TRANSACTIONS WITH RELATED ORGANIZATIONS

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