

Return of Organization Exempt From Income Tax

2015

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

- ▶ Do not enter social security numbers on this form as it may be made public.
- ▶ Information about Form 990 and its instructions is at www.irs.gov/form990.

A For the 2015 calendar year, or tax year beginning 07/01, 2015, and ending 06/30, 2016

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization UPMC Doing business as Number and street (or P.O. box if mail is not delivered to street address) Room/suite 600 GRANT ST, 58TH FL, C/O CORP TAX City or town, state or province, country, and ZIP or foreign postal code PITTSBURGH, PA 15219				D Employer identification number 25-1423657	
	F Name and address of principal officer: ROBERT A. DEMICHIEI 600 GRANT STREET PITTSBURGH, PA 15219				E Telephone number (412) 647-2345	
	I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527				G Gross receipts \$ <u>2,516,363,823.</u> H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	
J Website: ▶ WWW.UPMC.COM				H(c) Group exemption number ▶ 9707		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶				L Year of formation: 1982 M State of legal domicile: PA		

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: SUPPORT OF SUBSIDIARY TAX-EXEMPT HEALTHCARE, EDUCATION AND RESEARCH ORGANIZATIONS			
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.			
	3	Number of voting members of the governing body (Part VI, line 1a)	24.	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	18.	
	5	Total number of individuals employed in calendar year 2015 (Part V, line 2a)	0.	
	6	Total number of volunteers (estimate if necessary)	0.	
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7,159.	
7b	Net unrelated business taxable income from Form 990-T, line 34	-4,046,972.		
Revenue			Prior Year	Current Year
	8	Contributions and grants (Part VIII, line 1h)	0.	0.
	9	Program service revenue (Part VIII, line 2g)	158,846,389.	164,291,367.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	453,756,700.	165,395,445.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	2,245,338.	0.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	614,848,427.	329,686,812.	
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	7,440,000.	725,853.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶	0.	
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	280,930,400.	296,106,342.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	288,370,400.	296,832,195.
19	Revenue less expenses. Subtract line 18 from line 12	326,478,027.	32,854,617.	
Net Assets or Fund Balances			Beginning of Current Year	End of Year
	20	Total assets (Part X, line 16)	5,774,575,928.	5,998,571,768.
	21	Total liabilities (Part X, line 26)	4,504,942,186.	4,867,205,467.
22	Net assets or fund balances. Subtract line 21 from line 20	1,269,633,742.	1,131,366,301.	

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer ROBERT A. DEMICHIEI Type or print name and title		EXECUTIVE VP & CFO		Date 05/10/2017
	Print/Type preparer's name JAMES E STEEN		Preparer's signature _____		Date _____
Paid Preparer Use Only	Firm's name ▶ ERNST & YOUNG US LLP		Firm's EIN ▶ 34-6565596		Check <input checked="" type="checkbox"/> if self-employed PTIN
	Firm's address ▶ 2100 ONE PPG PLACE PITTSBURGH, PA 15222		Phone no. 412 644-7800		

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

For Paperwork Reduction Act Notice, see the separate instructions.

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III Yes No

1 Briefly describe the organization's mission:

SUPPORT OF SUBSIDIARY TAX-EXEMPT HEALTHCARE, EDUCATION AND RESEARCH ORGANIZATIONS (SEE SCHEDULE O)

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

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

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

If "Yes," describe these changes on Schedule O.

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

4a (Code:) (Expenses \$ 296,832,195. including grants of \$ 725,853.) (Revenue \$ 329,686,812.)
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 296,832,195.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A.</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (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? <i>If "Yes," complete Schedule C, Part I.</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? <i>If "Yes," complete Schedule C, Part II.</i>		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? <i>If "Yes," complete Schedule C, Part III.</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I.</i>		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? <i>If "Yes," complete Schedule D, Part II.</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III.</i>		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? <i>If "Yes," complete Schedule D, Part IV.</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i>		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? <i>If "Yes," complete Schedule D, Part VI.</i>	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? <i>If "Yes," complete Schedule D, Part VII.</i>	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? <i>If "Yes," complete Schedule D, Part VIII.</i>		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? <i>If "Yes," complete Schedule D, Part IX.</i>	X	
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i>	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)? <i>If "Yes," complete Schedule D, Part X.</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII.</i>		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional.</i>	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>		X
14a 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? <i>If "Yes," complete Schedule F, Parts I and IV.</i>	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? <i>If "Yes," complete Schedule F, Parts II and IV.</i>	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? <i>If "Yes," complete Schedule F, Parts III and IV.</i>		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? <i>If "Yes," complete Schedule G, Part I</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? <i>If "Yes," complete Schedule G, Part II.</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III.</i>		X

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question ID, Question Text, and Yes/No checkboxes. Rows include questions 20a through 38 regarding hospital facilities, financial statements, grants, compensation, tax-exempt bonds, and controlled entities.

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

Table with columns for question number, description, and Yes/No checkboxes. Includes rows for 1a-1c, 2a-2b, 3a-3b, 4a-4b, 5a-5c, 6a-6b, 7a-7h, 8, 9a-9b, 10a-10b, 11a-11b, 12a-12b, 13a-13c, and 14a-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

Table with 3 columns: Question, Yes, No. Rows include 1a (24), 1b (18), 2, 3, 4, 5, 6, 7a, 7b, 8, 8a, 8b, 9.

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

Table with 3 columns: Question, Yes, No. Rows include 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15, 15a, 15b, 16a, 16b.

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.
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, address, and telephone number of the person who possesses the organization's books and records:

ROBERT A. DEMICHIEI 600 GRANT STREET PITTSBURGH, PA 15219

(412) 647-2345

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (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)

Table with 6 main columns: (A) Name and title, (B) Average hours per week, (C) Position (Individual trustee or director, Institutional trustee, Officer, Key employee, Highest compensated employee, Former), (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. Includes sub-totals for lines 1b, 1c, and 1d.

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.

Table with 3 columns: Question number, Question text, Yes, No. Contains questions 3, 4, and 5 regarding compensation reporting.

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.

Table with 3 columns: (A) Name and business address, (B) Description of services, (C) Compensation. Row 1 contains 'SEE SCHEDULE O'.

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

Part VIII Statement of Revenue

Check if Schedule O contains a response 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	7,007,270.		7,159.	7,000,111.
	b OTHER INCOME		900099	14,888,388.	14,888,388.		
	c EXP REIMB FROM SUBS		900099	142,395,709.	142,395,709.		
	d _____						
	e _____						
	f All other program service revenue						
	g Total. Add lines 2a-2f ▶			164,291,367.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts). ATTACHMENT 2 ▶			34,683,536.			34,683,536.
	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.			
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		2,307,589,070.	9,799,850.				
	b Less: cost or other basis and sales expenses	2,175,868,778.	10,808,233.				
	c Gain or (loss)	131,720,292.	-1,008,383.				
	d Net gain or (loss) ▶			130,711,909.			130,711,909.
	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					
b _____							
c _____							
d All other revenue							
e Total. Add lines 11a-11d ▶			0.				
12 Total revenue. See instructions. ▶			329,686,812.	157,284,097.	7,159.	172,395,556.	

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

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 domestic organizations and domestic governments. See Part IV, line 21	0.			
2 Grants and other assistance to domestic individuals. See Part IV, line 22	0.			
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16	725,853.	725,853.		
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	178,114.	178,114.		
b Legal	76,419.	76,419.		
c Accounting	0.			
d Lobbying	0.			
e Professional fundraising services. See Part IV, line 17.	0.			
f Investment management fees	28,303,403.	28,303,403.		
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	2,653,611.	2,653,611.		
12 Advertising and promotion	0.			
13 Office expenses	12,970,917.	12,970,917.		
14 Information technology	27,505,401.	27,505,401.		
15 Royalties	0.			
16 Occupancy	26,880,221.	26,880,221.		
17 Travel	4,367.	4,367.		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings	3,220.	3,220.		
20 Interest	111,521,752.	111,521,752.		
21 Payments to affiliates	0.			
22 Depreciation, depletion, and amortization	36,934,202.	36,934,202.		
23 Insurance	0.			
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a AFFILIATE SUPPORT	27,785,325.	27,785,325.		
b PURCHASED SERVICES	5,640,856.	5,640,856.		
c SUBSIDIARY PROGRAM SUPPORT	718,000.	718,000.		
d REPAIR AND MAINTENANCE	1,182,697.	1,182,697.		
e All other expenses	13,747,837.	13,747,837.		
25 Total functional expenses. Add lines 1 through 24e	296,832,195.	296,832,195.		
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 <input type="checkbox"/> 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	180,081.	1	118,862.
	2 Savings and temporary cash investments	80,475,984.	2	148,493,510.
	3 Pledges and grants receivable, net	0.	3	0.
	4 Accounts receivable, net	30,146,179.	4	19,644,003.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0.	5	0.
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0.	6	0.
	7 Notes and loans receivable, net	10,254,670.	7	10,154,638.
	8 Inventories for sale or use	11,379,638.	8	11,155,741.
	9 Prepaid expenses and deferred charges	14,059,082.	9	13,159,749.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 655,271,396.		
	b Less: accumulated depreciation.	10b 370,241,807.	328,926,885.	10c 285,029,589.
	11 Investments - publicly traded securities	ATCH 3 1,468,472,409.	11	1,417,192,296.
	12 Investments - other securities. See Part IV, line 11	1,762,093,054.	12	1,713,531,821.
	13 Investments - program-related. See Part IV, line 11	97,761,199.	13	204,344,366.
	14 Intangible assets	0.	14	0.
	15 Other assets. See Part IV, line 11	1,970,826,747.	15	2,175,747,193.
16 Total assets. Add lines 1 through 15 (must equal line 34)	5,774,575,928.	16	5,998,571,768.	
Liabilities	17 Accounts payable and accrued expenses	792,145,078.	17	782,869,480.
	18 Grants payable	0.	18	0.
	19 Deferred revenue	0.	19	0.
	20 Tax-exempt bond liabilities	2,771,163,655.	20	2,766,435,000.
	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	415,201,692.	23	389,935,215.
	24 Unsecured notes and loans payable to unrelated third parties	0.	24	0.
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	526,431,761.	25	927,965,772.
	26 Total liabilities. Add lines 17 through 25	4,504,942,186.	26	4,867,205,467.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	1,269,627,712.	27	1,131,360,271.
	28 Temporarily restricted net assets	6,030.	28	6,030.
	29 Permanently restricted net assets	0.	29	0.
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	1,269,633,742.	33	1,131,366,301.
	34 Total liabilities and net assets/fund balances	5,774,575,928.	34	5,998,571,768.

Part XI Reconciliation of Net Assets

Check 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	329,686,812.
2	Total expenses (must equal Part IX, column (A), line 25)	2	296,832,195.
3	Revenue less expenses. Subtract line 2 from line 1	3	32,854,617.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,269,633,742.
5	Net unrealized gains (losses) on investments	5	-130,505,967.
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	-40,616,091.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	1,131,366,301.

Part XII Financial Statements and Reporting

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

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? 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: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
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: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
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.	X	
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?	X	
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.	X	

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2015

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ.
▶ 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 (Form 990 or 990-EZ).)
- 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 in lines 11a through 11d that describes the type of supporting organization and complete lines 11e, 11f, and 11g.
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
- f Enter the number of supported organizations
- g 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 (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
ATTACHMENT 1						
(A)						
(B)						
(C)						
(D)						
(E)						
Total					229,900,000.	

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

Schedule A (Form 990 or 990-EZ) 2015

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) 2011	(b) 2012	(c) 2013	(d) 2014	(e) 2015	(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) 2011	(b) 2012	(c) 2013	(d) 2014	(e) 2015	(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 VI.)						
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 2015 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2014 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2015. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 33 1/3% support test - 2014. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
17a 10%-facts-and-circumstances test - 2015. 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 VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 10%-facts-and-circumstances test - 2014. 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 VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>		

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

Table with 7 columns: (a) 2011, (b) 2012, (c) 2013, (d) 2014, (e) 2015, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total. Add lines 1 through 5; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support. (Subtract line 7c from line 6.)

Section B. Total Support

Table with 7 columns: (a) 2011, (b) 2012, (c) 2013, (d) 2014, (e) 2015, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income. Do not include gain or loss from the sale of capital assets; 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

Table with 2 columns: Line number, Percentage. Row 15: Public support percentage for 2015 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2014 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 2 columns: Line number, Percentage. Row 17: Investment income percentage for 2015 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2014 Schedule A, Part III, line 17.

19a 33 1/3% support tests - 2015. 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

19b 33 1/3% support tests - 2014. 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 Supporting Organizations

(Complete only if you checked a box in line 11 of Part I. If you checked 11a of Part I, complete Sections A and B. If you checked 11b of Part I, complete Sections A and C. If you checked 11c of Part I, complete Sections A, D, and E. If you checked 11d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		X
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		X
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>		X
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked 11a or 11b in Part I, answer (b) and (c) below.</i>		X
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>	X	
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>	X	
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		X
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		X
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		X
b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		X
c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		X
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer 10b below.</i>		X
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		X
b A family member of a person described in (a) above?		X
c A 35% controlled entity of a person described in (a) or (b) above? <i>If "Yes" to a, b, or c, provide detail in Part VI.</i>		X

Section B. Type I Supporting Organizations

	Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? <i>If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.</i>		
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? <i>If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.</i>		

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? <i>If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).</i>		

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?	X	
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? <i>If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).</i>	X	
3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? <i>If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.</i>	X	

Section E. Type III Functionally-Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions):			
a <input checked="" type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.			
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.			
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).			
2 Activities Test. Answer (a) and (b) below.			
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? <i>If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.</i>	X		
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? <i>If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.</i>	X		
3 Parent of Supported Organizations. Answer (a) and (b) below.			
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? <i>Provide details in Part VI.</i>			
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>			

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1 Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970. See instructions. All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6 and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions).	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	

7 Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions).

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions		Current Year
1	Amounts paid to supported organizations to accomplish exempt purposes	
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3	Administrative expenses paid to accomplish exempt purposes of supported organizations	
4	Amounts paid to acquire exempt-use assets	
5	Qualified set-aside amounts (prior IRS approval required)	
6	Other distributions (describe in Part VI). See instructions.	
7	Total annual distributions. Add lines 1 through 6.	
8	Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9	Distributable amount for 2015 from Section C, line 6	
10	Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)		(i) Excess Distributions	(ii) Underdistributions Pre-2015	(iii) Distributable Amount for 2015
1	Distributable amount for 2015 from Section C, line 6			
2	Underdistributions, if any, for years prior to 2015 (reasonable cause required-see instructions)			
3	Excess distributions carryover, if any, to 2015:			
a				
b				
c				
d	From 2013			
e	From 2014			
f	Total of lines 3a through e			
g	Applied to underdistributions of prior years			
h	Applied to 2015 distributable amount			
i	Carryover from 2010 not applied (see instructions)			
j	Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4	Distributions for 2015 from Section D, line 7: \$			
a	Applied to underdistributions of prior years			
b	Applied to 2015 distributable amount			
c	Remainder. Subtract lines 4a and 4b from 4.			
5	Remaining underdistributions for years prior to 2015, if any. Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions).			
6	Remaining underdistributions for 2015. Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions).			
7	Excess distributions carryover to 2016. Add lines 3j and 4c.			
8	Breakdown of line 7:			
a				
b				
c	Excess from 2013			
d	Excess from 2014			
e	Excess from 2015			

Part VI 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).

SCHEDULE A, PART I

THE SUPPORT AMOUNT LISTED FOR THE UNIVERSITY OF PITTSBURGH IS THE TOTAL SUPPORT PROVIDED BY UPMC AND ALL OF ITS SUBSIDIARIES FOR RESEARCH AND ACADEMIC MATTERS FOR FISCAL YEAR 2016.

SCHEDULE A, PART IV

SOME OF THE ENTITIES LISTED BELOW WERE INACTIVE DURING THE TAX YEAR ENDED JUNE 30, 2016. AS SUCH, NO MONETARY OR OTHER SUPPORT WAS PROVIDED TO THESE ORGANIZATIONS, THUS RENDERING NOTICE OF SUPPORT UNNECESSARY.

SECTION A, QUESTION 1, 5A AND 6

QUESTION 1 UPMC PRESBYTERIAN SHADYSIDE AND THE UNIVERSITY OF PITTSBURGH ARE BOTH IDENTIFIED IN UPMC'S ARTICLES OF INCORPORATION AS SUPPORTED ORGANIZATIONS. THE OTHER SUPPORTED ORGANIZATIONS ARE DESIGNATED BY CLASS AND/ OR PURPOSE. AS PER THE UPMC AMENDED AND RESTATED ARTICLES OF INCORPORATION, UPMC SUPPORTS ENTITIES DESCRIBED AS IRC 509(A) (1) AND 509(A) (2) ORGANIZATIONS. THE MAJORITY OF UPMC'S SUPPORTED ORGANIZATIONS ARE 509(A) (1) HOSPITALS. UPMC ALSO SUPPORTS CANCER CENTERS IN THE TREATMENT OF PATIENTS AND RESEARCH ALONG WITH SENIOR COMMUNITIES WHO LOOK AFTER THE ELDERLY AND PHYSICIAN PRACTICE PLANS IN A VARIETY OF SPECIALTIES, AS WELL AS OTHER RELATED ORGANIZATIONS WHOSE ACTIVITIES ARE DIRECTLY IN FURTHERANCE OF UPMC'S EXEMPT MISSION. UPMC HAS SUPPORTED THESE ORGANIZATIONS WITHIN A RANGE OF 1 TO 34 YEARS WITH THE RELATIONSHIP CONTINUING INDEFINITELY. THIS HISTORIC AND CONTINUING RELATIONSHIP EXISTS AND AS A RESULT, THERE IS A SUBSTANTIAL IDENTITY OF INTERESTS BETWEEN THE ORGANIZATIONS - E.G., FURTHERING THE HEALTH, EDUCATIONAL, AND RESEARCH MISSION OF THE UPMC HEALTH SYSTEM.

Part VI 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).

QUESTION 5A

(I) HOME NURSING AGENCY HOSPICE EIN: 47-4158492

(II) MERGED OUT OF EXISTENCE

(III) AUTHORITY AS REQUIRED BY UPMC ARTICLES OF INCORPORATION

(IV) BY VIRTURE OF MERGER

(I) UPMC JAMESON EIN: 25-0965406

(II) UPMC ACQUIRED ON MAY 1, 2016

(III) AUTHORITY AS REQUIRED BY UPMC ARTICLES OF INCORPORATION

(IV) ACQUISITION OF THE ORGANIZATION THROUGH BOARD APPROVAL

(I) JAMESON HEALTH SERVICES, INC. EIN: 03-0486993

(II) UPMC ACQUIRED ON MAY 1, 2016

(III) AUTHORITY AS REQUIRED BY UPMC ARTICLES OF INCORPORATION

(IV) ACQUISITION OF THE ORGANIZATION THROUGH BOARD APPROVAL

(I) CHILDREN'S ADVOCACY CENTER OF LAWRENCE COUNTY EIN: 25-1581304

(II) UPMC ACQUIRED ON MAY 1, 2016

(III) AUTHORITY AS REQUIRED BY UPMC ARTICLES OF INCORPORATION

(IV) ACQUISITION OF THE ORGANIZATION THROUGH BOARD APPROVAL

(I) UPMC JAMESON CANCER CENTER EIN: 20-1459415

(II) UPMC ACQUIRED ON MAY 1, 2016

(III) AUTHORITY AS REQUIRED BY UPMC ARTICLES OF INCORPORATION

(IV) ACQUISITION OF THE ORGANIZATION THROUGH BOARD APPROVAL

Part VI **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).

(I) JAMESON MEDICAL CARE, INC. EIN: 26-0462696
 (II) UPMC ACQUIRED ON MAY 1, 2016
 (III) AUTHORITY AS REQUIRED BY UPMC ARTICLES OF INCORPORATION
 (IV) ACQUISITION OF THE ORGANIZATION THROUGH BOARD APPROVAL

(I) JAMESON CARE CENTER, INC. EIN: 23-2871396
 (II) UPMC ACQUIRED ON MAY 1, 2016
 (III) AUTHORITY AS REQUIRED BY UPMC ARTICLES OF INCORPORATION
 (IV) ACQUISITION OF THE ORGANIZATION THROUGH BOARD APPROVAL

(I) UPMC CHAUTAUQUA SERVICES, INC. EIN: 81-1253242
 (II) UPMC GAINED A CONTROLLING INTEREST
 (III) AUTHORITY AS REQUIRED BY UPMC ARTICLES OF INCORPORATION
 (IV) ACQUISITION OF ATTAINING A CONTROLLING INTEREST IN THE ORGANIZATION

QUESTION 6 CONTRIBUTIONS TO UPMC ITALY ENHANCE THE ABILITY FOR UPMC PRESBYTERIAN SHADYSIDE TO ACQUIRE DATA IN THE AREA OF LIVER AND OTHER TRANSPLANTATIONS. RESEARCH IS ONE OF THE CORE MISSIONS OF UPMC PRESBYTERIAN SHADYSIDE.

SECTION D, QUESTION 3

THE SUPPORTED ORGANIZATION OFFICERS AND DIRECTORS THAT SERVE AS UPMC OFFICERS AND/OR DIRECTORS ATTEND REGULAR UPMC BOARD AND OTHER MEETINGS, HAVE ONGOING COMMUNICATION WITH OTHER UPMC DIRECTORS AND OFFICERS, AND ARE PROVIDED WITH AND HAVE ACCESS TO UPMC FINANCIAL AND OTHER

Part VI 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).

INFORMATION. AS A RESULT OF THE ABOVE, THE SUPPORTED ORGANIZATION OFFICERS THAT SERVE AS UPMC OFFICERS AND/OR DIRECTORS ARE ABLE TO VOTE AND/OR OPINE ON UPMC ACTIVITIES AND INITIATIVES AFFECTING THE SUPPORTED ORGANIZATION.

SECTION E, QUESTIONS 2A AND 2B

QUESTION 2A - UPMC IS THE PARENT ORGANIZATION AND SUPPORTING ORGANIZATION OF HEALTHCARE RELATED ENTITIES WITHIN A LARGE INTEGRATED HEALTHCARE DELIVERY SYSTEM OF CONTROLLED SUBSIDIARIES. UPMC'S PRIMARY MISSION IS TO PROVIDE THE ONGOING, OVERARCHING SUPPORT AND INFRASTRUCTURE TO ALL OF ITS EXEMPT SUBSIDIARIES TO ASSIST THEM IN ACCOMPLISHING EACH OF THEIR DISCRETE EXEMPT EDUCATIONAL, HEALTHCARE AND RESEARCH MISSIONS FOR WHICH THEY WERE RECOGNIZED UNDER §501(C)(3) BY THE INTERNAL REVENUE SERVICE. IF UPMC AS THE PARENT AND SUPPORTING ORGANIZATION DID NOT SUPPLY THE SUPPORT, EACH INDIVIDUAL ENTITY WOULD SEPARATELY ENGAGE IN THESE SAME ACTIVITIES TO SUPPORT ITS SEPARATE STRUCTURE. QUESTION 2B - IF THE UPMC SUPPORTING PARENT ORGANIZATION DID NOT PROVIDE THE SUPPORT THAT IT CURRENTLY DOES FOR ALL OF ITS SUPPORTED EXEMPT ENTITIES THESE ENTITIES WOULD HAVE TO UNDERTAKE THE OVERSIGHT AND PROVISION OF ALL SUCH MANAGEMENT AND INFRASTRUCTURE ACTIVITIES CURRENTLY PROVIDED BY THE SUPPORTING ORGANIZATION SO THAT THEY INDIVIDUALLY COULD CONTINUE TO PROVIDE THE SERVICES IN MEDICAL, EDUCATIONAL AND RESEARCH PROGRAMS THAT ARE THE CRUX AND CORE OF EACH OF THEIR EXEMPT MISSIONS.

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) AMOUNT OF SUPPORT	(VI) OTHER SUPPORT AMOUNT
UPMC PRESBYTERIAN SHADYSIDE	25-0965480	3	X	0.	0.
UPMC BRADDOCK	25-1800797	3	X	0.	0.

Part VI 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) AMOUNT OF SUPPORT	(VI) OTHER SUPPORT AMOUNT
			YES	NO		
UPMC ST. MARGARET	23-2875070	3	X		0.	0.
UPMC COMMUNITY PROVIDER SERVICES	25-1804746	9	X		0.	0.
UPMC PASSAVANT	25-0965451	3	X		0.	0.
UPMC BEDFORD	23-1396795	3	X		0.	0.
UPMC LEE	25-0613830	3	X		0.	0.
UPMC MCKEESPORT	25-0965423	3	X		0.	0.
UPMC HORIZON	25-0523970	3	X		0.	0.
MAGEE-WOMEN'S HOSPITAL OF UPMC	25-0965420	3	X		0.	0.
UPMC COMMUNITY MEDICINE INC.	25-1727721	3	X		0.	0.
UNIVERSITY OF PITTSBURGH PHYSICIANS	23-2919472	3	X		0.	0.
UNIVERSITY OF PITTSBURGH	25-0965591	2		X	229,900,000.	0.
CHILDREN'S HOSPITAL OF PITTSBURGH OF UPMC	25-0402510	3	X		0.	0.
UPMC NORTHWEST	25-0489010	3	X		0.	0.
COMMUNITY CARE BEHAVIORAL HEALTH ORGANIZATION	25-1799823	9	X		0.	0.
UPMC SENIOR COMMUNITIES, INC.	25-1574736	9	X		0.	0.
UPMC CENTER FOR HEALTH SECURITY	04-3770052	4	X		0.	0.
UPMC FOR YOU	90-0174238	9	X		0.	0.
UPMC IMITS CENTER	20-8392908	3	X		0.	0.
UPMC MERCY	25-0965429	3	X		0.	0.
UPMC EAST	27-4814831	3	X		0.	0.
UPMC HAMOT	25-0965387	3	X		0.	0.
UPMC CENTER FOR HIGH-VALUE HEALTHCARE	45-2178782	7	X		0.	0.
UPMC ALTOONA	23-1352155	3	X		0.	0.
PITTSBURGH CARE PARTNERSHIP, INC.	25-1753852	9	X		0.	0.

Part VI **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) AMOUNT OF SUPPORT	(VI) OTHER SUPPORT AMOUNT
			YES NO		
REGIONAL HEALTH SERVICES, INC.	25-1403958	9	X	0.	0.
SAFE HARBOR BEHAVIORAL HEALTH OF UPMC HAMOT	25-1317492	7	X	0.	0.
GREAT LAKES PHYSICIAN PRACTICE, P.C.	46-4186362	3	X	0.	0.
UPMC ALTOONA PARTNERSHIP FOR A HEALTHY COMMUNITY	25-1842308	3	X	0.	0.
UPMC EMERGENCY MEDICINE, INC.	25-1787601	9	X	0.	0.
PASSAVANT PROFESSIONAL ASSOCIATES, INC.	25-1755608	9	X	0.	0.
UNIVERSITY OF PITTSBURGH CANCER INSTITUTE CANCER SERVICES	25-1899326	3	X	0.	0.
BUTLER HEALTH SYSTEM/UPMC MUSCULOSKELETAL JOINT VENTURE, INC	47-1869395	3	X	0.	0.
DONOHUE & ALLEN CARDIOLOGY - UPMC, INC.	46-0901441	3	X	0.	0.
ERIE PHYSICIANS NETWORK - UPMC, INC.	45-3012506	3	X	0.	0.
UPMC - CONEMAUGH CANCER CENTER	20-2671883	3	X	0.	0.
SUGAR CREEK STATION	25-1472178	3	X	0.	0.
CRANBERRY PLACE	04-3709885	9	X	0.	0.
PITTSBURGH LIFETIME CARE COMMUNITY	25-1335247	9	X	0.	0.
THE HERITAGE SHADYSIDE	02-0614185	9	X	0.	0.
CANTERBURY PLACE	25-0965334	9	X	0.	0.
SENECA PLACE	72-1562844	9	X	0.	0.
UPMC VISITING NURSES ASSOCIATION	25-1222033	9	X	0.	0.
HOME NURSING AGENCY AFFILIATES	25-1518698	9	X	0.	0.
UPMC ADVANCED PRACTICE PROVIDERS	47-1301784	3	X	0.	0.
HOME NURSING AGENCY AND VISITING NURSE ASSOCIATION	25-1188570	3	X	0.	0.
HOME NURSING AGENCY COMMUNITY SERVICES	25-1517533	3	X	0.	0.
HOME NURSING AGENCY FOUNDATION	25-1467014	7	X	0.	0.
CENTER FOR EMERGENCY MEDICINE OF WESTERN PENNSYLVANIA	25-1443759	9	X	0.	0.

Part VI 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) AMOUNT OF SUPPORT	(VI) OTHER SUPPORT AMOUNT
			YES	NO		
UPMC JAMESON	25-0965406	3	X		0.	0.
CHILDREN'S ADVOCACY CENTER OF LAWRENCE COUNTY	25-1581304	7	X		0.	0.
UPMC/JAMESON CANCER CENTER	20-1459415	3	X		0.	0.
JAMESON MEDICAL CARE, INC.	26-0462696	9	X		0.	0.
JAMESON CARE CENTER, INC.	23-2871396	9	X		0.	0.
TOTAL AMOUNT OF SUPPORT					<u>229,900,000.</u>	<u>0.</u>

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

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

2015

Attach to Form 990.

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

Name of the organization

Employer identification number

UPMC

25-1423657

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

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

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate value of contributions to (during year), 3 Aggregate value of 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?, 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?

Part II Conservation Easements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

Table with 2 columns: Held at the End of the Tax Year. Rows include: 1 Purpose(s) of conservation easements held by the organization (check all that apply), 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, 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?, 6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year, 7 Amount of expenses incurred in monitoring, inspecting, handling of violations, 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)?, 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" on Form 990, Part IV, line 8.

Table with 2 columns: Revenue, Assets. Rows include: 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. 1b 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) Revenue 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 Revenue included in Form 990, Part VIII, line 1, b Assets included in Form 990, Part X.

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

Schedule D (Form 990) 2015

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?

Part IV Escrow and Custodial Arrangements.

Complete if the organization answered "Yes" on 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?
b If "Yes," explain the arrangement in Part XIII and complete the following table:
Table with columns: Amount, 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance
2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?
b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII

Part V Endowment Funds.

Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows include: 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 on 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

Table with 2 columns: Yes, No. Rows: 3a(i), 3a(ii), 3b

b If "Yes" on line 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" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Table with 5 columns: (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows include: 1a Land, b Buildings, c Leasehold improvements, d Equipment, e Other, Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" on 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	118,614,613.	COST
(B) LIMITED PARTNERSHIPS	1,312,174,706.	COST
(C) EVOLENT HEALTH, INC.	282,742,502.	FMV
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶	1,713,531,821.	

Part VIII Investments - Program Related.

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

(a) Description	(b) Book value
(1) OTHER TRUSTEED ASSETS	1,309,854.
(2) INVESTMENTS IN SUBSIDIARIES	2,110,941,157.
(3) INVESTMENTS IN JOINT VENTURES	14,335,750.
(4) DEFERRED FINANCING COSTS	21,372,680.
(5) OTHER ASSETS	1,172,088.
(6) NON HEDGE SWAP FMV ADJ	5,646,876.
(7) DUE FROM RESTRICTED FUNDS	20,968,788.
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	2,175,747,193.

Part X Other Liabilities.

Complete if the organization answered "Yes" on 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) PENSION MINIMUM LIABILITY	360,319,995.
(3) OTHER LONG TERM LIABILITIES	6,320,212.
(4) BONDS/OID/OIP/REBATE	80,357,916.
(5) CAPITAL LEASES	35,580,715.
(6) DUE TO SUBSIDIARIES	293,108,492.
(7) OTHER MISC LIABILITIES	125,223,850.
(8) ASSET RETIREMENT OBLIGATIONS	8,934,929.
(9) HEDGE/NONHEDGE SWAP FMV ADJ	18,119,663.
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	927,965,772.

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" on 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 (losses) 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 . (<i>This must equal Form 990, Part I, line 12.</i>)		5

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

Complete if the organization answered "Yes" on 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 . (<i>This must equal Form 990, Part I, line 18.</i>)		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, 2016, 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

2015

Open to Public 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.
- ▶ Information about Schedule F (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization

Employer identification number

UPMC

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		44,426,116.
(2) EAST ASIA AND THE PACIFIC			INVESTMENTS		346,937,605.
(3) EUROPE			INVESTMENTS		479,477,341.
(4) MIDDLE EAST AND NORTH AFRICA			INVESTMENTS		10,723,607.
(5) NORTH AMERICA			INVESTMENTS		64,513,708.
(6) RUSSIA/INDEPENDENT STATES			INVESTMENTS		21,057,744.
(7) SOUTH AMERICA			INVESTMENTS		32,688,694.
(8) SOUTH ASIA			INVESTMENTS		64,770,822.
(9) SUB-SAHARAN AFRICA			INVESTMENTS		7,706,878.
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total,					1,072,302,515.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)					1,072,302,515.

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

Schedule F (Form 990) 2015

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	725,853.	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.**

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)							

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 separately 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; do not file with Form 990)* 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 separately file Form 5713, International Boycott Report (see Instructions for Form 5713; do not file with Form 990)* Yes No

Part V **Supplemental Information**

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

SCHEDULE F STATEMENT OF ACTIVITIES OUTSIDE THE UNITED STATES

UPMC'S INVESTMENT PORTFOLIO INCLUDES FOREIGN SECURITIES AND SIMILAR

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

SCHEDULE K (Form 990)

Supplemental Information on Tax-Exempt Bonds

2015

Open to Public Inspection

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

Attach to Form 990.

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

Department of the Treasury Internal Revenue Service

Name of the organization

UPMC

Employer identification number

25-1423657

Part I Bond Issues

Table with columns: (a) Issuer name, (b) Issuer EIN, (c) CUSIP #, (d) Date issued, (e) Issue price, (f) Description of purpose, (g) Defeased (Yes/No), (h) On behalf of issuer (Yes/No), (i) Pooled financing (Yes/No). Rows A, B, C, D.

Part II Proceeds

Table with columns: A, B, C, D. Rows 1-17 detailing bond proceeds and completion status.

Part III Private Business Use

Table with columns: A, B, C, D. Rows 1-2 regarding partnership and lease arrangements.

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

**SCHEDULE K
(Form 990)**

Supplemental Information on Tax-Exempt Bonds

OMB No. 1545-0047

2015

**Open to Public
Inspection**

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▶ Attach to Form 990.

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Department of the Treasury
Internal Revenue Service

Name of the organization

UPMC

Employer identification number

25-1423657

Part I Bond Issues

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

Part II Proceeds

	A		B		C		D	
1 Amount of bonds retired	1,445,656,000.		399,750,000.		135,980,000.			
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			
	Yes	No	Yes	No	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?	X		X		X			
15 Were the bonds issued as part of an advance refunding issue?		X		X		X		
16 Has the final allocation of proceeds been made?	X		X		X			
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X		X			

Part III Private Business Use

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

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

**SCHEDULE K
(Form 990)**

Supplemental Information on Tax-Exempt Bonds

OMB No. 1545-0047

2015

**Open to Public
Inspection**

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

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Department of the Treasury
Internal Revenue Service

Name of the organization

UPMC

Employer identification number

25-1423657

Part I Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
A											
B ALLEGHENY COUNTY HOSPITAL DEVELOPMENT AUTHORITY	25-1327925	01728AU87	06/03/2009	396,938,675.	SERIES 2009A		X		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	
1 Amount of bonds retired			55,120,000.		12,885,000.		313,765,000.	
2 Amount of bonds legally defeased								
3 Total proceeds of issue			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			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			392,689,608.					
11 Other spent proceeds					554,241,634.		755,761,524.	
12 Other unspent proceeds								
13 Year of substantial completion			2011		2010		2010	
	Yes	No	Yes	No	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?				X	X		X	
15 Were the bonds issued as part of an advance refunding issue?				X		X	X	
16 Has the final allocation of proceeds been made?			X		X		X	
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?			X		X		X	

Part III Private Business Use

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

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

**SCHEDULE K
(Form 990)**

Supplemental Information on Tax-Exempt Bonds

OMB No. 1545-0047

2015

**Open to Public
Inspection**

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Department of the Treasury
Internal Revenue Service

Name of the organization

UPMC

Employer identification number

25-1423657

Part I Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
A ALLEGHENY COUNTY HOSPITAL DEVELOPMENT AUTHORITY	25-1327925	01728A2M7	11/23/2011	107,026,893.	SERIES 2011A		X		X		X
B MONROEVILLE FINANCE AUTHORITY	46-0569399	611530BC9	07/31/2012	389,110,690.	SERIES 2012		X		X		X
C PA ECONOMIC DEVELOPMENT FINANCING AUTHORITY/MONROE	38-3849352	70869PGR2	10/08/2013	201,328,423.	SERIES 2013AB		X		X		X
D PA ECONOMIC DEVELOPMENT FINANCING AUTHORITY	38-3849352	70869PHR1	10/01/2014	390,888,214.	SERIES 2014AB		X		X		X

Part II Proceeds

	A		B		C		D	
1 Amount of bonds retired	13,580,000.		24,965,000.		7,430,000.		8,355,000.	
2 Amount of bonds legally defeased								
3 Total proceeds of issue	107,026,893.		389,113,883.		201,328,423.		390,888,561.	
4 Gross proceeds in reserve funds								
5 Capitalized interest from proceeds								
6 Proceeds in refunding escrows								
7 Issuance costs from proceeds	1,026,893.		3,405,559.		2,444,847.		4,029,845.	
8 Credit enhancement from proceeds								
9 Working capital expenditures from proceeds								
10 Capital expenditures from proceeds			204,010,889.		126,074,288.		150,003,716.	
11 Other spent proceeds	106,000,000.		188,848,660.		73,061,325.		236,855,000.	
12 Other unspent proceeds								
13 Year of substantial completion	2011		2012		2013		2015	
	Yes	No	Yes	No	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?	X		X		X		X	
15 Were the bonds issued as part of an advance refunding issue?		X		X	X			X
16 Has the final allocation of proceeds been made?	X		X		X		X	
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X		X		X	

Part III Private Business Use

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

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**SCHEDULE K
(Form 990)**

Supplemental Information on Tax-Exempt Bonds

OMB No. 1545-0047

2015

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Inspection**

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Department of the Treasury
Internal Revenue Service

Name of the organization

UPMC

Employer identification number

25-1423657

Part I Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
A MONROEVILLE FINANCE AUTHORITY	46-0569399		06/25/2015	71,235,000.	SERIES 2015A NOTE		X		X		X
B PA ECONOMIC DEVELOPMENT FINANCING AUTHORITY	38-3849352	70869PKX4	10/14/2015	131,646,741.	SERIES 2015B		X		X		X
C											
D											

Part II Proceeds

	A		B		C		D	
1 Amount of bonds retired	1,600,000.							
2 Amount of bonds legally defeased								
3 Total proceeds of issue	71,235,000.		131,656,546.					
4 Gross proceeds in reserve funds								
5 Capitalized interest from proceeds								
6 Proceeds in refunding escrows								
7 Issuance costs from proceeds	229,118.		1,630,226.					
8 Credit enhancement from proceeds								
9 Working capital expenditures from proceeds								
10 Capital expenditures from proceeds	71,000,000.		130,026,319.					
11 Other spent proceeds	5,883.							
12 Other unspent proceeds								
13 Year of substantial completion	2015		2016					
	Yes	No	Yes	No	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?		X		X				
15 Were the bonds issued as part of an advance refunding issue?		X		X				
16 Has the final allocation of proceeds been made?	X		X					
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X					

Part III Private Business Use

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

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

Part III Private Business Use (Continued)

SET 1

Table with 9 rows and 8 columns (A, B, C, D). Rows include questions about management contracts, research agreements, and percentages of financed property used in private business use.

Part IV Arbitrage

Table with 10 rows and 8 columns (A, B, C, D). Rows include questions about Form 8038-T, rebate computation, and hedge issues.

Part III Private Business Use (Continued)

SET 2

Table with 9 rows and 8 columns (A, B, C, D) for Private Business Use. Rows include questions about management contracts, research agreements, and percentages of financed property used.

Part IV Arbitrage

Table with 10 rows and 8 columns (A, B, C, D) for Arbitrage. Rows include questions about Form 8038-T, rebates, and hedges.

Part III Private Business Use (Continued)

SET 3

Table with 9 rows and 8 columns (A, B, C, D) for Private Business Use. Rows include questions about management contracts, research agreements, and percentages of financed property used.

Part IV Arbitrage

Table with 10 rows and 8 columns (A, B, C, D) for Arbitrage. Rows include questions about Form 8038-T, rebates, and hedges.

Part III Private Business Use (Continued)

SET 4

Table with 9 rows and 8 columns (A, B, C, D, Yes, No). Rows include questions 3a-3d, 4, 5, 6, 7, 8a-8c, and 9 regarding management contracts, research agreements, and remedial actions.

Part IV Arbitrage

Table with 10 rows and 8 columns (A, B, C, D, Yes, No). Rows include questions 1-5 regarding Form 8038-T, rebates, and hedges.

Part III Private Business Use (Continued)

SET 5

Table with 9 rows and 8 columns (A, B, C, D). Rows include questions about management contracts, research agreements, and percentages of financed property used in private business use.

Part IV Arbitrage

Table with 10 rows and 8 columns (A, B, C, D). Rows include questions about Form 8038-T, arbitrage rebates, and qualified hedges.

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								
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?								
7 Has the organization established written procedures to monitor the requirements of section 148?								

Part V Procedures To Undertake Corrective Action

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

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

Part IV Arbitrage (Continued)

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

Part V Procedures To Undertake Corrective Action

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

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

Part IV Arbitrage (Continued)

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

Part V Procedures To Undertake Corrective Action

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

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

Part IV Arbitrage (Continued)

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

Part V Procedures To Undertake Corrective Action

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

Part VI Supplemental Information. 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 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.

SERIES 2008B

\$217,677.34 WAS EARNED IN THE CONSTRUCTION FUND DURING CONSTRUCTION AND

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

SPENT ACCORDING TO THE PURPOSE OF THE BONDS. REBATE COMPUTATION PERFORMED
IN JULY 1, 2013.

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.

SERIES 2012

PART III, LINE 8C

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

SERIES 2014AB

\$347.19 WAS EARNED IN THE CONSTRUCTION FUND DURING CONSTRUCTION AND SPENT
ACCORDING TO THE PURPOSE OF THE BONDS.

SERIES 2015B

\$9,804,.89 WAS EARNED IN THE CONSTRUCTION FUND DURING CONSTRUCTION AND
SPENT ACCORDING TO THE PURPOSE OF THE BONDS.

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

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

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

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

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

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

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

SERIES 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

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

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 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 12/12/2008.

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

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

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 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 3/15/1990; 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

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

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 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

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

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
PURPOSES.

SERIES 2014AB - THE ISSUERS FOR THE SERIES 2014AB BONDS ARE PENNSYLVANIA
ECONOMIC DEVELOPMENT FINANCING AUTHORITY EIN 38-3849352 CUSIP #70869PHR1
AND MONROEVILLE FINANCE AUTHORITY EIN 46-0569399 CUSIP #611530CU8 -
PARTLY CURRENT REFUNDED ALLEGHENY COUNTY HOSPITAL DEVELOPMENT AUTHORITY
SERIES 2008A BONDS ISSUED 3/27/2008; PARTLY CURRENT REFUNDED THE
ALLEGHENY COUNTY HOSPITAL DEVELOPMENT AUTHORITY SERIES 2008B BONDS ISSUED
6/19/2008; PARTLY CURRENT REFUNDED THE ALLEGHENY COUNTY HOSPITAL
DEVELOPMENT AUTHORITY SERIES 2009A BONDS ISSUED 6/3/2009; FINANCING THE
COSTS OF THE CONSTRUCTION, ACQUISITION AND INSTALLATION OF VARIOUS
CAPITAL IMPROVEMENTS RELATING TO BE LOCATED AT THE HEALTHCARE AND RELATED
FACILITIES OR PORTIONS THEREOF OWNED AND/OR BY UPMC OR ITS SUBSIDIARY IN
THE COMMONWEALTH OF PENNSYLVANIA AND; PAY THE COSTS ASSOCIATED WITH THE

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

ISSUANCE OF THE BONDS.

SERIES 2015A NOTE - REPAY A TAXABLE LOAN UNDER A LOAN AGREEMENT DATED AS OF APRIL 21, 2010 BETWEEN UPMC AND PENNSYLVANIA REGIONAL CENTER, LP IV, AS LENDER AND PAY THE COSTS ASSOCIATED WITH THE ISSUANCE OF THE SERIES 2015 A NOTE.

SERIES 2015B - PAY THE COSTS OF THE CONSTRUCTION, ACQUISITION AND INSTALLATION OF VARIOUS CAPTIAL IMPROVEMENTS TO BE LOCATED AT THE HEALTHCARE AND RELATED FACILITIES OR PORTIONS THERE OF OWNED AND/OR OPERATED BY UPMC OR ITS SUBSIDIARIES IN THE COMMONWEALTH OF PENNSYLVANIA AND PAY THE COSTS ASSOCIATED WITH THE ISSUANCE OF THE SERIES 2015B BONDS.

SCHEDULE L
(Form 990 or 990-EZ)

Transactions With Interested Persons

OMB No. 1545-0047

2015

Open To Public Inspection

Department of the Treasury
Internal Revenue Service

▶ **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.**
▶ **Information about Schedule L (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 Excess Benefit Transactions (section 501(c)(3), section 501(c)(4), and 501(c)(29) 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) 2015

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 REBECCA KAUL

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

C AMOUNT OF TRANSACTION 992,019

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 HOWARD HANNA MORTGAGE

B RELATIONSHIP BETWEEN INTERESTED BOARD MEMBER HOWARD W.

PERSON AND THE ORGANIZATION HANNA III IS CHAIRMAN AND CEO

OF INTERESTED PERSON

C AMOUNT OF TRANSACTION 2,064,971

D DESCRIPTION OF TRANSACTION HEALTH INSURANCE

E SHARING OF ORGANIZATIONS REVENUES NO

A NAME OF INTERESTED PERSON RELOCATION HORIZONS

B RELATIONSHIP BETWEEN INTERESTED BOARD MEMBER HOWARD W.HANNA

PERSON AND THE ORGANIZATION III CHAIRMAN AND CEO OF

INTERESTED PERSON

C AMOUNT OF TRANSACTION 269,113

D DESCRIPTION OF TRANSACTION RELOCATION SERVICES

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 PARAGON FOODS
 B RELATIONSHIP BETWEEN INTERESTED PERSON AND THE ORGANIZATION BOARD MEMBER ELAINE BELLIN IS OWNER OF INTERESTED PERSON
 C AMOUNT OF TRANSACTION 682,947
 D DESCRIPTION OF TRANSACTION HEALTH INSURANCE
 E SHARING OF ORGANIZATIONS REVENUES NO

A NAME OF INTERESTED PERSON MICHAEL MONTLER
 B RELATIONSHIP BETWEEN INTERESTED PERSON AND THE ORGANIZATION INTERESTED PERSON IS FAMILY MEMBER OF BOARD MEMBER ROBERT MONTLER
 C AMOUNT OF TRANSACTION 78,319
 D DESCRIPTION OF TRANSACTION COMPENSATION
 E SHARING OF ORGANIZATIONS REVENUES NO

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2015

**Open to Public
Inspection**

Name of the organization

UPMC

Employer identification number

25-1423657

PART I 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 AND TECHNOLOGICAL INNOVATION, RESEARCH, AND EDUCATION.

AS THE LARGEST NON-GOVERNMENTAL EMPLOYER IN THE COMMONWEALTH - WITH 65,000 EMPLOYEES WITHIN THE VARIOUS CONTROLLED HEALTH CARE ENTITIES, UPMC ENCOMPASSES MORE THAN 25 HOSPITALS AND MORE THAN 600 OUTPATIENT SITES, PHYSICIAN OFFICES, AND RETIREMENT AND LONG-TERM CARE FACILITIES. BY

Name of the organization UPMC	Employer identification number 25-1423657
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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 3,600 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 IN THE UNITED STATES, WITH MORE THAN 50 CENTERS IN WESTERN PENNSYLVANIA AND OHIO 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 DIVISION, WHICH PROMOTES THE EXCHANGE OF SCIENTIFIC

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KNOWLEDGE WORLDWIDE, WHILE GENERATING REVENUE THAT IS REINVESTED IN WESTERN PENNSYLVANIA.

IN MANAGING ITS GLOBAL HEALTH ENTERPRISE, UPMC HAS TAKEN A LEADERSHIP ROLE IN GOOD CORPORATE GOVERNANCE PRACTICES - VOLUNTARILY ACHIEVING SARBANES-OXLEY CERTIFICATION FOR TWELVE 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 WOLFF CENTER AT UPMC COORDINATES AND CONNECTS QUALITY, SAFETY, PATIENT CARE AND IMPROVEMENT. IT PARTNERS WITH COLLEAGUES ACROSS UPMC TO IMPROVE HEALTH CARE DELIVERY FOR PATIENTS AND MEMBERS, AND SUPPORTS THE TRANSFORMATION AND IMPROVEMENT OF PATIENT CARE DELIVERY AND OUTCOMES THROUGH THE DISSEMINATION OF BEST PRACTICES AND USE OF ADVANCED

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TECHNOLOGY.

THE WOLFF CENTER'S EXPERTISE ALSO INCLUDES ENTERPRISE WIDE DATA QUALITY AND ANALYTICS, PATIENT EXPERIENCE, INFECTION PREVENTION, REGULATORY SUPPORT, QUALITY IMPROVEMENT TRAINING, EMERGENCY PREPAREDNESS, AND PAY FOR PERFORMANCE QUALITY OVERSIGHT.

SYSTEM-WIDE QUALITY INITIATIVES DURING FISCAL YEAR 2016 INCLUDED IMPLEMENTATION OF 98 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 2016, UPMC WAS NAMED ONE OF THE COUNTRY'S "MOST WIRED" HEALTH SYSTEMS FOR THE 18TH CONSECUTIVE YEAR - ACCORDING TO HOSPITALS & HEALTH NETWORKS, THE JOURNAL OF THE AMERICAN HOSPITAL ASSOCIATION (AHA).

OVER THE PAST FIVE YEARS, UPMC HAS INVESTED NEARLY \$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

Name of the organization UPMC	Employer identification number 25-1423657
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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 GENERATION OF HEALTH CARE INFORMATION TECHNOLOGY. FOR INSTANCE, UPMC AND MICROSOFT ARE PARTNERING TO APPLY ARTIFICIAL INTELLIGENCE, MACHINE LEARNING AND CLOUD CAPABILITIES TO ADDRESSING SOME OF THE MOST CHALLENGING PROBLEMS IN HEALTH CARE. THE PARTNERS WILL FIRST FOCUS ON PHYSICIAN EMPOWERMENT AND GIVING CLINICIANS TOOLS THAT WILL ALLOW THEM TO FOCUS MORE ON THE PATIENT AND LESS ON THE DEMANDS OF USING ELECTRONIC MEDICAL RECORDS. 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 2016, UPMC SPENT \$384 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 \$405 MILLION IN FISCAL YEAR 2016. UPMC'S ONGOING SUPPORT HAS AIDED THE UNIVERSITY IN ACHIEVING A

Name of the organization UPMC	Employer identification number 25-1423657
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RANK AMONG THE TOP 10 RECIPIENTS OF NATIONAL INSTITUTES OF HEALTH (NIH) GRANTS SINCE 1998. THIS SUCCESS KEEPS BOTH ORGANIZATIONS ON THE CUTTING EDGE OF MEDICAL RESEARCH, WHILE BRINGING MORE THAN \$475 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 ANNUALLY UNDERWRITES THE TRAINING OF NEARLY 1,800 MEDICAL, PHARMACY, DENTAL AND PODIATRY RESIDENTS, AND MEDICAL CLINICAL FELLOWS, OPERATES FOUR 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 2016, UPMC SPENT \$282 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 \$97,200 FOR A FAMILY OF FOUR IN 2016. AN EXTERNAL STUDY FOUND THIS TO CONSTITUTE A BEST PRACTICE AMONG HOSPITAL ORGANIZATIONS.

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ADDITIONALLY, IN FISCAL YEAR 2016, UPMC SPENT \$284 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 HEALTH PROBLEMS SUCH AS DIABETES, HEART DISEASE, AND CANCER, AS WELL AS SOCIAL ISSUES SUCH AS OPIOID ADDICTION, 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 \$214 MILLION IN FISCAL YEAR 2016.

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; A FUTURE 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 \$58.9 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 - CONTRIBUTIONS AND GRANTS: PURSUANT TO TREASURY REGULATION

Name of the organization UPMC	Employer identification number 25-1423657
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SECTION 1.6033-2(D)(5), UPMC HAS ELECTED TO REPORT INFORMATION RELATED TO ITS CONTRIBUTIONS AND GRANTS ON A CONSOLIDATED BASIS FOR ALL OF THE 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, 2016 TAX YEAR, UPMC MADE A CASH CONTRIBUTION FOR \$5,137,374 TO PITTSBURGH PROMISE, A SECTION 501(C)(3) TAX-EXEMPT ORGANIZATION. THE FISCAL YEAR 2016 CONTRIBUTION IS PART OF A TOTAL \$100 MILLION COMMITMENT TO THE PITTSBURGH PROMISE. UNDER UPMC'S ACCOUNTING METHODOLOGY, \$59.5 MILLION OF THE TOTAL COMMITMENT WAS ACCRUED AND 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. IN FISCAL YEAR 2014 AND 2015, A CASH CONTRIBUTION OF \$4,896,759 AND \$3,345,780 RESPECTIVELY, WAS MADE AND ONLY REPORTED ON SCHEDULE O. IN FISCAL YEAR 2016, A CASH CONTRIBUTION OF \$5,137,374 WAS MADE. HOWEVER, BECAUSE OF SOFTWARE LIMITATIONS, UPMC CANNOT REPORT ON SCHEDULE I THE CASH TRANSFER PORTION OF THE PRIOR EXPENSE RECOGNIZED WITHOUT OVER-REPORTING THE EXPENSE ON PART IX. THEREFORE, UPMC IS DISCLOSING THE CASH CONTRIBUTION IN SCHEDULE O HEREIN 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

Name of the organization UPMC	Employer identification number 25-1423657
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SECTION A, LINE 1 ALTHOUGH THE UPMC BOARD OF DIRECTORS IS INDEPENDENT IN FACT, THE BOARD MEMBERS REQUIRED TO BE REPORTED AS NOT INDEPENDENT FOR FORM 990 PURPOSES ARE AS A RESULT OF AFFILIATION WITH COMPANIES PROVIDING SERVICES TO ON THE SAME TERMS AS THOSE OFFERED TO THE GENERAL PUBLIC, OR COMPENSATION PAID FOR OPERATIONAL ROLES FROM THE UNIVERSITY OF PITTSBURGH, ANOTHER 501(C)(3) ORGANIZATION WHICH UPMC SUPPORTS.

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.

Name of the organization

UPMC

Employer identification number

25-1423657

BOD MEMBER/OFFICER/KEY EMPLOYEE: MCCRADY

RELATIONSHIP: BUSINESS

ASSOCIATED PERSON: HAMILTON

BOD MEMBER/OFFICER/KEY EMPLOYEE: HAMILTON

RELATIONSHIP: BUSINESS

ASSOCIATED PERSON: MCCRADY

BOD MEMBER/OFFICER/KEY EMPLOYEE: MCGUINN

RELATIONSHIP: BUSINESS

ASSOCIATED PERSON: BECKWITH

BOD MEMBER/OFFICER/KEY EMPLOYEE: BECKWITH

RELATIONSHIP: BUSINESS

ASSOCIATED PERSON: MCGUINN

BOD MEMBER/OFFICER/KEY EMPLOYEE: LASKOW

RELATIONSHIP: BUSINESS

ASSOCIATED PERSON: BECKWITH

BOD MEMBER/OFFICER/KEY EMPLOYEE: BECKWITH

RELATIONSHIP: BUSINESS

ASSOCIATED PERSON: LASKOW

Name of the organization UPMC	Employer identification number 25-1423657
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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. NO GOVERNANCE DECISIONS OF UPMC ARE RESERVED TO OR SUBJECT TO APPROVAL BY MEMBERS, STOCKHOLDER OR PERSONS OTHER THAN THE BOARD OF DIRECTORS.

SECTION B, LINE 11 THE COMPLETED FORM 990 WAS REVIEWED BY THE CHIEF FINANCIAL OFFICER, MEMBERS OF THE CORPORATE TAX DEPARTMENT, MEMBERS OF THE CORPORATE LEGAL DEPARTMENT, AND OTHER MEMBERS OF UPMC MANAGEMENT PRIOR TO ITS FILING. VARIOUS SECTIONS OF THE 990 WERE ALSO REVIEWED BY THE CHIEF EXECUTIVE OFFICER AND COMMITTEES OF THE FILING ORGANIZATION'S BOARD OF DIRECTORS, AS APPLICABLE. FOR EXAMPLE, THE EXECUTIVE COMPENSATION COMMITTEE OF THE BOARD REVIEWED SECTIONS RELATED TO COMPENSATION AND RELATED PARTY TRANSACTIONS. IN ADDITION, THE BOARD OF DIRECTORS ESTABLISHED A 990 SUBCOMMITTEE, COMPRISED OF THE CHAIRS OF THE BOARD, EXECUTIVE COMPENSATION COMMITTEE, ETHICS AND COMPLIANCE COMMITTEE, FINANCE COMMITTEE AND AUDIT COMMITTEE, WHICH REVIEWED THE ENTIRE COMPLETED FORM 990 PRIOR TO FILING. ADDITIONALLY, THE FORM 990 IS REVIEWED BY AN OUTSIDE INDEPENDENT PUBLIC ACCOUNTING FIRM WHO AS PART OF THE PROCESS SIGNS THE RETURN AS PAID PREPARER. AFTER THIS REVIEW BUT

Name of the organization UPMC	Employer identification number 25-1423657
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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 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

Name of the organization UPMC	Employer identification number 25-1423657
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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.

PART VI GOVERNANCE, MANAGEMENT, DISCLOSURE
SECTION B, LINE 15A & B, 16A & B

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, 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

Name of the organization UPMC	Employer identification number 25-1423657
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PERFORMANCE CRITERIA IN THE CONTEXT OF APPROPRIATE RISK TAKING. THESE CRITERIA DIRECTLY SUPPORT UPMC'S MISSION AND INCLUDE: PATIENT QUALITY AND SATISFACTION, COMMUNITY BENEFITS, OPERATIONAL AND FINANCIAL STRENGTH, LEADERSHIP DEVELOPMENT, AND STRATEGIC BUSINESS INITIATIVES AMONG OTHERS. THE TOTAL COMPENSATION PROGRAM IS INTEGRATED WITH AND REINFORCES THE UPMC BUSINESS PLANNING CYCLE AS WELL AS MANAGEMENT DEVELOPMENT AND SUCCESSION PLANNING PROCESSES. IT IS THE COMMITTEE'S JUDGMENT THAT THE STRUCTURE OF THE TOTAL COMPENSATION PROGRAM IS VITAL TO, AND STRONGLY SUPPORTIVE OF, THE HIGH LEVEL OF ONGOING SUCCESS OF UPMC AND FOSTERS THE RETENTION OF CRITICAL OFFICER AND KEY EMPLOYEE TALENT. THE TOTAL COMPENSATION DETERMINATION PROCESS UTILIZED BY THE COMMITTEE IS INTENDED TO SATISFY THE "REBUTTABLE PRESUMPTION OF REASONABLENESS" AS SET FORTH IN THE REGULATIONS TO SECTION 4958 OF THE INTERNAL REVENUE CODE ("CODE"). THIS MEANS THAT COMPENSATION PROGRAMS AND LEVELS ARE APPROVED IN ADVANCE BY THE COMMITTEE WHICH IS COMPOSED ENTIRELY OF OUTSIDE DIRECTORS WHO DO NOT HAVE A CONFLICT OF INTEREST, AS DEFINED BY THE CODE, WITH RESPECT TO THE COMPENSATION PROGRAM AND LEVELS. THE COMMITTEE OBTAINS AND RELIES UPON A BROAD RANGE OF APPROPRIATE DATA AS TO COMPARABILITY PRIOR TO MAKING ITS DETERMINATIONS. THE COMMITTEE THEN CONTEMPORANEOUSLY DOCUMENTS, IN FORMAL MEETING MINUTES, THE BASIS AND REASONS FOR ITS DETERMINATIONS. THE TOTAL COMPENSATION PROGRAM IS DESIGNED AND ADMINISTERED IN ACCORDANCE WITH THE UPMC BYLAWS, SOUND BUSINESS PRACTICES, THE TENETS OF COMMON LAW BUSINESS JUDGMENT AND FIDUCIARY RESPONSIBILITY AS WELL AS ADHERENCE TO ALL RELEVANT FEDERAL, STATE AND LOCAL LAWS. IN ADDITION TO CODE SECTION 4958, AS SET FORTH ABOVE, THIS INCLUDES BUT IS NOT LIMITED TO CODE SECTION

Name of the organization UPMC	Employer identification number 25-1423657
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501(C) (3) AND THE APPLICABLE REGULATIONS THEREUNDER AS WELL AS ALL LAWS AND REGULATIONS PROHIBITING PRIVATE INUREMENT, 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.

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.

UPMC'S PUBLIC WEBSITE (WWW.UPMC.COM) MAKES ITS FINANCIAL RESULTS, CONFLICT OF INTEREST PROCESS, AND VARIOUS INFORMATION ABOUT GOVERNANCE

Name of the organization UPMC	Employer identification number 25-1423657
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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 WHICH IS THE SPONSOR OR CENTRAL ORGANIZATION OF THE GROUP,
ON THE RETURN OF UPMC GROUP, EIN 20-8295721.

SECTION B PURSUANT TO TREASURY REGULATION SECTION 1.6033-2(D) (5), UPMC
HAS ELECTED TO REPORT CERTAIN PROFESSIONAL CONTRACTORS AND CERTAIN OTHER
CONTRACTORS ON A CONSOLIDATED BASIS FOR ALL OF THE MEMBERS OF THE UPMC
GROUP, INCLUDING THIS PARENT ORGANIZATION WHICH IS THE SPONSOR OR CENTRAL
ORGANIZATION OF THE GROUP, ON THE 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

Name of the organization UPMC	Employer identification number 25-1423657
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RETURN OF CAPITAL FROM EXEMPT SUBSIDIARY	25,000,000
MINIMUM PENSION LIABILITY	(166,874,723)
NET TRANSFERS FROM EXEMPT SUBSIDIARIES	84,763,680
DIVIDENDS/TRANSFERS FROM SUBSIDIARY	5,145,580
INVESTMENT IN AFFILIATE	11,393,653
OTHER CHANGES TO FUND BALANCE	(44,281)
 TOTAL OTHER CHANGES IN NET ASSETS OR FUND BALANCES	 (40,616,091)

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.

ATTACHMENT 1FORM 990, PART V, LINE 4B - FOREIGN COUNTRIES

CAYMAN ISLANDS

IRELAND

ITALY

ATTACHMENT 2FORM 990, PART VIII - INVESTMENT INCOME

<u>DESCRIPTION</u>	(A) <u>TOTAL REVENUE</u>	(B) <u>RELATED OR EXEMPT REVENUE</u>	(C) <u>UNRELATED BUSINESS REV.</u>	(D) <u>EXCLUDED REVENUE</u>
INVESTMENT INCOME	34,683,536.			34,683,536.
TOTALS	<u>34,683,536.</u>			<u>34,683,536.</u>

Name of the organization

UPMC

Employer identification number

25-1423657

ATTACHMENT 3

FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
PUBLIC TRADED SECURITIES	1,468,472,409.	1,417,192,296.
TOTALS	<u>1,468,472,409.</u>	<u>1,417,192,296.</u>

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2015

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

▶ **Attach to Form 990.**

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

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. 25-1574736 600 GRANT STREET PITTSBURGH, PA 15219	SR LIVING	PA	501(C)(3)	9	UPMC	X	
(2) PITTSBURGH LIFETIME CARE COMMUNITY 25-1335247 600 GRANT STREET PITTSBURGH, PA 15219	CCRC	PA	501(C)(3)	9	UPMC SENIOR	X	
(3) CANTERBURY PLACE 25-0965334 600 GRANT STREET PITTSBURGH, PA 15219	SR LIVING	PA	501(C)(3)	9	UPMC SENIOR	X	
(4) SENECA PLACE 72-1562844 600 GRANT STREET PITTSBURGH, PA 15219	SR LIVING	PA	501(C)(3)	9	UPMC SENIOR	X	
(5) SHADYSIDE HOSPITAL SUPPORTING FOUNDATION 26-0303394 600 GRANT STREET PITTSBURGH, PA 15219	FOUNDATION	PA	501(C)(3)	11(A) I	N/A	X	
(6) UPMC LEE 25-0613830 600 GRANT STREET PITTSBURGH, PA 15219	INACTIVE	PA	501(C)(3)	3	UPMC	X	
(7) UNIVERSITY OF PITTSBURGH 25-0965591 4200 FIFTH AVENUE PITTSBURGH, PA 15260	UNIVERSITY	PA	501(C)(3)	2	N/A		X

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

Schedule R (Form 990) 2015

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2015

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Department of the Treasury
Internal Revenue Service

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

▶ **Attach to Form 990.**

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

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) PITTSBURGH CARE PARTNERSHIP, INC. 2400 ARDMORE BOULEVARD PITTSBURGH, PA 15221 25-1753852	HEALTHCARE	PA	501(C)(3)	9	UPMC	X	
(2) UPMC CENTER FOR HIGH VALUE HEALTHCARE 600 GRANT STREET PITTSBURGH, PA 15219 45-2178782	RESEARCH	PA	501(C)(3)	7	UPMC	X	
(3) KANE COMMUNITY HOSPITAL 4372 ROUTE 6 KANE, PA 16735 25-0998168	HOSPITAL	PA	501(C)(3)	3	UPMC HAMOT		X
(4) GREAT LAKES PHYSICIAN PRACTICE, P.C. 600 GRANT STREET PITTSBURGH, PA 15219 46-4186362	PHYSICIANS	NY	501(C)(3)	3	REGLN HEALTH	X	
(5) SAFE HARBOR BEHAVIORAL HEALTH OF UPMC 1330 WEST 26TH STREET ERIE, PA 16508 25-1317492	MENTAL HEALTH	PA	501(C)(3)	7	UPMC HAMOT	X	
(6) UPMC JAMESON 1211 WILMINGTON AVENUE NEW CASTLE, PA 16105 25-0965406	HEALTHCARE	PA	501(C)(3)	3	UPMC	X	
(7) JAMESON HEALTH CARE FOUNDATION 1211 WILMINGTON AVENUE NEW CASTLE, PA 16105-2595 25-1536037	FOUNDATION	PA	501(C)(3)	11 (B) 2	UPMC JAMESON	X	

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

Schedule R (Form 990) 2015

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2015

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

▶ **Attach to Form 990.**

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

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) JAMESON HEALTH SERVICES, INC. 03-0486993 1211 WILIMINGTON AVENUE NEW CASTLE, PA 16105-2595	HEALTHCARE	PA	501(C)(3)	11(B) 2	UPMC JAMESON	X	
(2) CHILDREN'S ADOVCACY CENTER OF LAWRENCE 25-1581304 1211 WILMINGTON AVENUE NEW CASTLE, PA 16105-2595	SUPPORT SYS	PA	501(C)(3)	7	UPMC JAMESON	X	
(3) UPMC/JAMESON CANCER CENTER 20-1459415 600 GRANT STREET PITTSBURGH, PA 15219	ONCOLOGY SVC	PA	501(C)(3)	9	UPMC JAMESON	X	
(4) JAMESON MEDICAL CARE, INC. 26-0462696 1211 WILMINGTON AVENUE NEW CASTLE, PA 16105-2595	HEALTHCARE	PA	501(C)(3)	9	UPMC JAMESON	X	
(5) JAMESON CARE CENTER, INC. 23-2871396 1221 WILMINGTON AVENUE NEW CASTLE, PA 16105	HEALTHCARE	PA	501(C)(3)	9	UPMC SENIOR	X	
(6)							
(7)							

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

Schedule R (Form 990) 2015

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) SENECA HILLS ASSISTED LIVING, 600 GRANT STREET PITTSBURGH, P	ASST LIVING	PA	UPMC SR COMMUNI	RELATED	-72,525.	7,319,365.		X		X		100.0000
(2) ST. MARGARET MEDICAL ARTS ASSO 600 GRANT STREET PITTSBURGH, P	MOB	PA	UPMC SR COMMUNI	RELATED	210,053.	3,129,891.		X		X		100.0000
(3) CORE NETWORK, LLC 25-1786209 600 GRANT STREET PITTSBURGH, P	PHYSICAL THER	PA	UPMC COMM PROVI	RELATED	3,061,189.	10,118,705.		X		X		76.0090
(4) LIFE HOME CARE, LP 25-1847839 600 GRANT STREET PITTSBURGH, P	HEALTHCARE SV	PA	UPMC COMM PROV	RELATED	0.	0.		X		X		100.0000
(5) SHADYSIDE MEDICAL CENTER ASSOC 600 GRANT STREET PITTSBURGH, P	MOB	PA	MEDICAL CTR PRO	RELATED	925,278.	15,880,874.		X		X		100.0000
(6) CHARTWELL, PA LP 25-1729714 600 GRANT STREET PITTSBURGH, P	HOME THERAPY	PA	UPMC COMM PROV	RELATED	18,168,350.	40,795,705.		X		X		94.9855
(7) HAMOT-KCH REAL ESTATE VENTURE, 300 STATE STREET ERIE, PA 1650	MEDICAL OFFIC	PA	UPMC HAMOT	RELATED	6,177.	217,869.		X		X		51.0000

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) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) H.C. PHARMACY CENTRAL, INC. 25-1364192 600 GRANT STREET PITTSBURGH, PA 15219	PHARMACY CO OP	PA	VARIOUS	C	2,723,094.	227,269.	78.5714	X	
(2) CHILDREN'S COMMUNITY CARE 25-1781887 600 GRANT STREET PITTSBURGH, PA 15219	PEDIATRIC SVC	PA	CHILDREN'S HOSP	C	106,500,351.	17,620,303.	100.0000	X	
(3) UPMC CANCER CENTERS IRELAND LIMITED 6TH FLOOR BEACON HOSPITAL SANDYFORD, EI DUBLIN 18	CANCER TREATM	EI	UPMC INT'L HOLD	C	1,737,185.	3,408,524.	100.0000	X	
(4) UPMC PHYSICIAN SERVICES HOLDING CO., INC 25-1877017 600 GRANT STREET PITTSBURGH, PA 15219	HOLDING CO	PA	UPMC	C	0.	142,916,054.	100.0000	X	
(5) HEMATOLOGY ONCOLOGY ASSOC 42-1648357 600 GRANT STREET PITTSBURGH, PA 15219	HEALTHCARE	PA	PHY SER HOLDING	C	-22,611.	1,888,107.	100.0000	X	
(6) ONCOLOGY HEMATOLOGY ASSOC 25-1762980 600 GRANT STREET PITTSBURGH, PA 15219	HEALTHCARE	PA	PHY SER HOLDING	C	48,240,453.	3,482,319.	100.0000	X	
(7) TRI-STATE NEUROSURGICAL ASSOC-UPMC INC 25-1458655 600 GRANT STREET PITTSBURGH, PA 15219	HEALTHCARE	PA	PHY SER HOLDING	C	5,468,192.	3,958,389.	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) HAMOT SURGERY CENTER, LLC 25-1 200 STATE STREET ERIE, PA 1650	AMBULATORY SU	PA	UPMC HAMOT	RELATED	1,481,684.	3,328,736.		X		X		50.9398
(2) LIFE CARE HOME SERVICES OF NW 1647 SASSAFRAS STREET ERIE, PA	HOME HEALTH S	PA	UPMC HAMOT	RELATED	4,479,623.	12,438,839.		X		X		100.0000
(3) EPN-HAMOT URGENT CARE, LLC 27- 600 GRANT STREET PITTSBURGH, P	URGENT CARE	PA	VARIOUS	RELATED	59,336.	3,707,578.		X		X		100.0000
(4) MOUNTAIN VIEW MEDICAL ONCOLOGY 600 GRANT STREET PITTSBURGH, P	HEALTHCARE	PA	UPMC MCKEESPORT	RELATED	0.	0.		X		X		51.0000
(5) LAWRENCE COUNTY MRI & DIAGNOST 2526 WILMINGTON AVENUE NEW CAS	IMAGING CENTER	PA	UPMC JAMESON	RELATED	-13,724.	506,204.		X		X		50.5000
(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) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) RENAISSANCE FAMILY PRACTICE-UPMC INC 600 GRANT STREET PITTSBURGH, PA 15219	HEALTHCARE	PA	PHY SER HOLDING	C	16,510,857.	2,418,993.	100.0000	X	
(2) UPMC HOLDING COMPANY, INC. 600 GRANT STREET PITTSBURGH, PA 15219	HOLDING CORP	PA	UPMC	C	33,550,933.	576,940,837.	100.0000	X	
(3) UPMC COVERAGE PRODUCTS, INC 600 GRANT STREET PITTSBURGH, PA 15219	HOLDING CORP	PA	UPMC HOLDING CO	C	0.	303,415,878.	100.0000	X	
(4) FREEDOM INSURANCE COMPANY 600 GRANT STREET PITTSBURGH, PA 15219	INSURANCE	VT	UPMC COV PRODS	C	431,018.	1,786,922.	100.0000	X	
(5) TRI-CENTURY INSURANCE CO 600 GRANT STREET PITTSBURGH, PA 15219	INSURANCE	PA	UPMC COV PRODS	C	588,110.	27,116,737.	100.0000	X	
(6) UPMC DNA INC. 600 GRANT STREET PITTSBURGH, PA 15219	INSURANCE	PA	UPMC COV PRODS	C	0.	0.	100.0000	X	
(7) UPMC HEALTH BENEFITS, INC. 600 GRANT STREET PITTSBURGH, PA 15219	HEALTH INSURA	PA	UPMC COV PRODS	C	116,921,220.	153,292,197.	100.0000	X	

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							Yes	No		Yes	No	
(1)												
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								Yes	No
(1) UPMC HEALTH NETWORK, INC. 72-1527566 600 GRANT STREET PITTSBURGH, PA 15219	HEALTH INSURA	PA	UPMC COV PRODS	C	86,172,466.	321,739,951.	100.0000	X	
(2) UPMC HEALTH PLAN, INC. 23-2813536 600 GRANT STREET PITTSBURGH, PA 15219	HEALTH INSURA	PA	UPMC COV PRODS	C	1,280,115,572.	381,190,051.	88.6600	X	
(3) UPMC BENEFIT MANAGEMENT SERVICES, INC. 25-1769564 600 GRANT STREET PITTSBURGH, PA 15219	WORKER'S COMP	PA	UPMC COV PRODS	C	91,184,022.	50,079,199.	100.0000	X	
(4) UPMC DIVERSIFIED SERVICES, INC. 25-1778454 600 GRANT STREET PITTSBURGH, PA 15219	HOLDING CORP	PA	UPMC HOLDING CO	C	33,378,516.	67,073,035.	100.0000	X	
(5) MONROEVILLE SPECIALTY CLINIC 25-1666087 600 GRANT STREET PITTSBURGH, PA 15219	HEALTHCARE	PA	UPMC HOLDING	C	7,070,725.	11,278,824.	100.0000	X	
(6) MEDICAL ARCHIVAL SYSTEMS 23-2912501 600 GRANT STREET PITTSBURGH, PA 15219	SOFTWARE DEV&	DE	UPMC HOLDING CO	C	271,216.	824.	90.0000	X	
(7) PRESBY HEALTH RESOURCE MGMT 25-1422155 600 GRANT STREET PITTSBURGH, PA 15219	HEALTHCARE	PA	UPMC DIVERSIFIE	C	0.	0.	100.0000	X	

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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)												
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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) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) BIOTRONICS, INC. 25-1843500 600 GRANT STREET PITTSBURGH, PA 15219	EQUIP MAINTEN	PA	UPMC DIVERSIFIE	C	8,262,713.	2,141,885.	100.0000	X	
(2) MEDICAL CENTER PROPERTIES, INC. 25-1796940 600 GRANT STREET PITTSBURGH, PA 15219	REAL ESTATE	PA	UPMC HOLDING CO	C	1,082,925.	16,691,833.	100.0000	X	
(3) RX PARTNERS, INC. 25-1801966 600 GRANT STREET PITTSBURGH, PA 15219	RETAIL SERVIC	PA	UPMC DIVERSIFIE	C	10,318,229.	4,345,720.	100.0000	X	
(4) ASKESIS DEVELOPMENT GROUP, INC. 54-1625585 600 GRANT STREET PITTSBURGH, PA 15219	SOFTWARE DEVE	DE	N/A	C	5,725,547.	2,989,358.	70.0000	X	
(5) PANTHER REINSURANCE COMPANY, LTD P.O. BOX 1109 GRAND CAYMAN, CAYMAN ISLANDS CJ	INSURANCE	CJ	CATHEDRAL (RE)	C	3,475,130.	47,385,865.	100.0000	X	
(6) FORBES REINSURANCE COMPANY LTD. P.O. BOX 1109 GRAND CAYMAN, CAYMAN ISLANDS CJ	INSURANCE	CJ	UPMC	C	45,898,932.	209,792,027.	100.0000	X	
(7) CATHEDRAL (RE)INSURANCE COMPANY LTD. P.O. BOX 1109 GRAND CAYMAN, CAYMAN ISLANDS CJ	INSURANCE	CJ	FORBES REINSURA	C	42,296,258.	194,132,547.	100.0000	X	

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							Yes	No		Yes	No	
(1)												
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(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) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) UPMC INTERNATIONAL HEALTH INITIATIVES 84-1706741 600 GRANT STREET PITTSBURGH, PA 15219	INACTIVE	PA	UPMC INT'L HOLD	C	0.	0.	100.0000	X	
(2) UPMC IRELAND LIMITED 6TH FLOOR BEACON HOSPITAL SANDYFORD, EI DUBLIN 18	HEALTHCARE SU	EI	UPMC INT'L HOLD	C	0.	3,604,985.	100.0000	X	
(3) UPMC UNITED KINGDOM, LTD 98-0571026 C/O NAIR&CO 11TH FLOOR WHITEFRIARS LEWINS MEAD, BRISTOL U	SOFTWARE LICE	UK	UPMC INT'L HOLD	C	873,511.	1,461,814.	100.0000	X	
(4) UPMC CYPRUS HOLDINGS, LTD JULIA HOUSE 3 THEMISTOCLES DERVIS NICOSIA, CY CY 1066	HEALTHCARE SU	CY	UPMC INT'L HOLD	C	0.	0.	100.0000	X	
(5) UPMC CYPRUS LTD. JULIA HOUSE 3 THEMISTOCLES DERVIS NICOSIA, CY CY 1066	HEALTHCARE SU	CY	UPMC CYPRUS HOL	C	0.	0.	100.0000	X	
(6) BAYFRONT REGIONAL DEVELOPMENT CORP 25-1401388 300 STATE STREET, SUITE 100 ERIE, PA 16507	RE HOLDINGS C	PA	UPMC HAMOT	C	307,209.	12,929,201.	100.0000	X	
(7) BAYSIDE DEVELOPMENT CORP 25-1401386 300 STATE STREET, SUITE 100 ERIE, PA 16507	REAL ESTATE/P	PA	BAYFRONT REG DE	C	2,731,077.	9,513,189.	100.0000	X	

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							Yes	No		Yes	No	
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Part IV Identification of Related Organizations Taxable as a Corporation or Trust Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) UPMC WORK ALLIANCE, INC. 45-2825053 600 GRANT STREET PITTSBURGH, PA 15219	INSURANCE	PA	UPMC COV PRODS	C	2,468,261.	4,920,249.	100.0000	X	
(2) UPMC CANADA TECHNOLOGIES LIMITED 600 GRANT STREET PITTSBURGH, PA 15219	SOFTWARE	CA	UPMC INT'L HOLD	C	0.	2,929,256.	100.0000	X	
(3) ALLIED ORTHOPEDICS APPLIANCES, INC. 16-1092951 335 E 3RD STREET JAMESTOWN, NY 14701	MED APPLIANCE	PA	LIFE CARE HOME	C	0.	0.	100.0000	X	
(4) UPMC HEALTH COVERAGE, INC. 46-2824537 600 GRANT STREET PITTSBURGH, PA 15219	INSURANCE	PA	UPMC COV PRODS	C	27,651,313.	14,284,218.	100.0000	X	
(5) UPMC HEALTH OPTIONS, INC. 46-2824626 600 GRANT STREET PITTSBURGH, PA 15219	INSURANCE	PA	UPMC HEALTH NET	C	1,493,746,581.	368,041,605.	100.0000	X	
(6) UPMC COMPLETE CARE, INC. 46-3605753 5215 CENTRE AVENUE PITTSBURGH, PA 15232	HEALTHCARE	PA	PHY SER HOLDING	C	1,443,140.	137,666.	100.0000	X	
(7) HEALTH FIDELITY, INC. 45-2538963 600 GRANT STREET PITTSBURGH, PA 15219	SOFTWARE DEVE	CA	UPMC	C	580,529.	2,791,415.	69.8400	X	

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							Yes	No		Yes	No	
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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) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) FLUENCE HEALTH, INC. 600 GRANT STREET PITTSBURGH, PA 15219 47-2684174	SOFTWARE DEVE	DE	UPMC HOLDING	C	0.	0.	100.0000	X	
(2) AMERICAN HOME HEALTH SERVICES 868 CORPORATE WAY WESTLAKE, OH 44145 31-1521422	HOME HEALTH	OH	QUALITY FIRST	C	0.	0.	100.0000	X	
(3) CURAVI HEALTH, INC. 6425 PENN AVENUE PITTSBURGH, PA 15206 81-1217377	HEALTHCARE	DE	UPMC	C	0.	1,363,831.	100.0000	X	
(4) PENSIAMO, INC. 600 GRANT STREET, 59TH FLOOR PITTSBURGH, PA 15219 81-2069236	SUPPLY CHAIN	DE	UPMC	C	0.	0.	90.0000	X	
(5) MEDCPU, INC. 100 WALL STREET, SUITE 2202 NEW YORK, NY 10005 38-3805381	SOFTWARE DEVELOP	DE	UPMC	C	0.	0.	63.3000	X	
(6) ALTOONA FAMILY, INC. 620 HOWARD AVENUE ALTOONA, PA 16601 25-1444935	MGMT SVCS	PA	UPMC ALTOONA	C	104,798.	42,357.	100.0000	X	
(7) LEXINGTON HOLDINGS, INC. 620 HOWARD AVENUE ALTOONA, PA 16601 25-1794386	MEDICAL SVCS	PA	CTRL PA MED FND	C	6,280,000.	120,166,255.	100.0000	X	

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							Yes	No		Yes	No	
(1)												
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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) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) LEXINGTON ONE, INC. 25-1468889 620 HOWARD AVENUE ALTOONA, PA 16601	RENTAL	PA	LEXINGTON HOLD	C	1,863,181.	3,528,267.	100.0000	X	
(2) LEXINGTON TWO, INC. 25-1555689 HOWARD AVE & 7TH STREET ALTOONA, PA 16601	RENTAL EQUIPMENT	PA	LEXINGTON HOLD	C	2,121,915.	394,287.	100.0000	X	
(3) LEXINGTON FOUR, INC. 25-1793736 620 HOWARD AVENUE ALTOONA, PA 16601	HOLDING CO	PA	LEXINGTON HOLD	C	10,000,000.	116,974,795.	100.0000	X	
(4) ALLEGHENY HEALTHCARE STAFFING, INC. 27-1657362 620 HOWARD AVENUE ALTOONA, PA 16601	EMPLOYMENT SVC	PA	LEXINGTON HOLD	C	0.	0.	100.0000	X	
(5) UPMC ALTOONA REGIONAL HEALTH SERVICES 25-1219302 1414 9TH AVENUE ALTOONA, PA 16602	MEDICAL SVCS	PA	LEXINGTON FOUR	C	70,661,105.	12,363,117.	100.0000	X	
(6) LEXINGTON ANESTHESIA ASSOCIATES, INC. 25-1897765 620 HOWARD AVENUE ALTOONA, PA 16601	MEDICAL SVCS	PA	LEXINGTON FOUR	C	6,759,193.	31,085.	100.0000	X	
(7) NORTHERN CAMBRIA MEDICAL CENTER, INC. 25-1530860 620 HOWARD AVENUE ALTOONA, PA 16601	MEDICAL SVCS	PA	LEXINGTON FOUR	C	60,875.	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) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) PATTON FAMILY MEDICAL CENTER, INC. 25-1793735 620 HOWARD AVENUE, 5TH FLOOR ALTOONA, PA 16601	MEDICAL SVCS	PA	LEXINGTON FOUR	C	652.	0.	100.0000	X	
(2) UPMC EXCESS PL TR 82-6254351 600 GRANT STREET PITTSBURGH, PA 15219	TRUST	PA	UPMC	TRUST	3,901.	1,429,185.	100.0000	X	
(3)									
(4)									
(5)									
(6)									
(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.

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

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) ASKESIS DEVELOPMENT GROUP, INC.	A	9,420.	COST
(2) UPMC BEDFORD	A	46,533.	COST
(3) CENTER FOR EMERGENCY MEDICINE OF WESTERN PA	A	2,857,221.	COST
(4) COMMUNITY CARE BEHAVIORAL HEALTH ORGANIZATION	A	3,261,920.	COST
(5) MEDICAL ARCHIVAL SYSTEM, INC.	A	99,067.	COST
(6) PITTSBURGH LIFETIME CARE COMMUNITY	A	542,750.	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.

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

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) CHARTWELL PA, LP	A	64,637.	COST
(2) CHILDREN'S COMMUNITY CARE	A	173,241.	COST
(3) CORE NETWORK, LLC	A	439,968.	COST
(4) CURAVI HEALTH, INC.	A	12,636.	COST
(5) UPMC EAST	A	225,709.	COST
(6) EBENEFITS SOLUTIONS, LLC	A	107,393.	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.

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

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) UPMC EMERGENCY MEDICINE INC	A	136,700.	COST
(2) H.C. PHARMACY CENTRAL INC.	A	344,867.	COST
(3) UPMC COMMUNITY PROVIDER SERVICES	A	315,609.	COST
(4) UPMC BENEFIT MANAGEMENT SERVICES, INC.	A	632,336.	COST
(5) UPMC HEALTH PLAN INC.	A	10,598,240.	COST
(6) MAGEE-WOMENS HOSPITAL OF UPMC	A	1,217,546.	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.

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

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) UPMC VISITING NURSES ASSOCIATION	A	32,574.	COST
(2) ONCOLOGY-HEMATOLOGY ASSOCIATION, INC.	A	31,122.	COST
(3) UNIVERSITY OF PITTSBURGH CANCER INSTITUTE CAN	A	189,571.	COST
(4) UPMC PRESBYTERIAN SHADYSIDE	A	19,000,648.	COST
(5) SAFE HARBOR BEHAVIORIAL HEALTH OF UPMC HAMOT	A	60,771.	COST
(6) STRATEGIC BUSINESS INITIATIVES, LLC	A	9,298.	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.

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

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) SBI QUALIFYING SOLUTIONS, LLC	A	353,819.	COST
(2) UPMC ST. MARGARET	A	283,736.	COST
(3) UNIVERSITY PITTSBURGH PHYSICIANS	A	3,931,489.	COST
(4) UPMC COMMUNITY MEDICINE INC.	A	1,056,752.	COST
(5) MONROEVILLE SPECIALTY CLINIC, INC.	A	832,984.	COST
(6) TRI-STATE NEUROSURGICAL ASSOCIATES - UPMC	A	17,725.	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.

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

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) UNIVERSITY OF PITTSBURGH PHYSICIANS	B	2,321,725.	ACTUAL
(2) UPMC PHYSICIAN SERVICES HOLDING COMPANY, INC.	B	30,000,000.	ACTUAL
(3) UPMC HOLDING COMPANY, INC.	B	193,000,000.	ACTUAL
(4) UNIVERSITY OF PITTSBURGH PHYSICIANS	B	25,785,353.	ACTUAL
(5) HEALTH FIDELITY, INC.	B	10,000,000.	ACTUAL
(6) MEDCPU, INC.	B	48,223,243.	ACTUAL

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.

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

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) UPMC INTERNATIONAL HOLDINGS, INC.	B	1,559,988.	ACTUAL
(2) CATHEDRAL (RE) INSURANCE COMPANY LTD.	B	30,859,247.	ACTUAL
(3) H.C. PHARMACY CENTRAL, INC.	P	168,286.	COST
(4) UPMC ALTOONA	Q	6,524,073.	COST
(5) UPMC BEDFORD	Q	712,258.	COST
(6) CHARTWELL PA, LP	Q	102,640.	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.

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

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) CHILDREN'S HOSPITAL OF PITTSBURGH OF UPMC	Q	12,780,348.	COST
(2) CORE NETWORK, LLC	Q	53,506.	COST
(3) UPMC EAST	Q	1,237,555.	COST
(4) ERIE PHYSICIANS NETWORK - UPMC, INC.	Q	60,601.	COST
(5) UPMC HAMOT	Q	2,792,423.	COST
(6) CATHEDRAL (RE)INSURANCE COMPANY, LTD.	Q	104,610.	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.

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

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) FORBES REINSURANCE COMPANY, LTD	Q	82,436.	COST
(2) HEMATOLOGY ONCOLOGY ASSOCIATION	Q	124,187.	COST
(3) UPMC COMMUNITY PROVIDER SERVICES	Q	1,273,181.	COST
(4) UPMC HEALTH BENEFITS, INC.	Q	67,227.	COST
(5) UPMC BENEFIT MANAGEMENT SERVICES, INC.	Q	500,017.	COST
(6) COMMUNITY CARE BEHAVIORAL HEALTH ORGANIZATION	Q	1,087,696.	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.

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

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) UPMC HEALTH PLAN, INC.	Q	979,982.	COST
(2) UPMC HEALTH NETWORK, INC.	Q	58,391.	COST
(3) UPMC HEALTH OPTIONS, INC.	Q	1,040,000.	COST
(4) UPMC FOR YOU, INC.	Q	1,786,817.	COST
(5) UPMC HORIZON	Q	583,119.	COST
(6) STRATEGIC BUSINESS INITIATIVES, LLC	Q	153,333.	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.

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

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

	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	MAGEE - WOMENS HOSPITAL OF UPMC	Q	26,710,627.	COST
(2)	UPMC MCKEESPORT	Q	1,130,829.	COST
(3)	UPMC MERCY	Q	1,826,874.	COST
(4)	BUTLER HEALTH SYSTEM/UPMC MUSCULOSKELETAL	Q	208,582.	COST
(5)	UPMC PASSAVANT	Q	2,669,226.	COST
(6)	UPMC NORTHWEST	Q	1,242,166.	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.

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

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) UPMC VISITING NURSES ASSOCIATION	Q	297,912.	COST
(2) ONCOLOGY-HEMATOLOGY ASSOCIATION, INC.	Q	374,730.	COST
(3) UNIVERSITY OF PITTS CANCER INST CANCER SVCS	Q	572,226.	COST
(4) UPMC OVERSEAS, INC.	Q	235,247.	COST
(5) UPMC PRESBYTERIAN SHADYSIDE	Q	17,083,265.	COST
(6) RENAISSANCE FAMILY PRACTICE - UPMC, INC.	Q	175,688.	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.

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

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) SENECA PLACE	Q	150,754.	COST
(2) UPMC ST. MARGARET	Q	1,710,774.	COST
(3) UPMC HOLDING COMPANY, INC.	Q	1,162,392.	COST
(4) UNIVERSITY OF PITTSBURGH PHYSICIANS	Q	11,497,376.	COST
(5) UPMC COMMUNITY MEDICINE, INC.	Q	2,671,772.	COST
(6) FREEDOM INSURANCE COMPANY	R	390,000.	ACTUAL

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.

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

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) SUGARCREEK STATION	S	1,000,000.	ACTUAL
(2) UPMC ALTOONA	S	18,366,405.	ACTUAL
(3) COMMUNITY CARE BEHAVIORAL HEALTH ORGANIZATION	S	25,000,000.	ACTUAL
(4) UPMC HOLDING COMPANY, INC.	S	1,700,000.	ACTUAL
(5) UPMC HAMOT	S	33,994,485.	ACTUAL
(6) UPMC PRESBYTERIAN SHADYSIDE	S	32,402,790.	ACTUAL

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.

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

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) UPMC INTERNATIONAL HOLDINGS, INC	S	3,445,580.	ACTUAL
(2) CENTER FOR EMERGENCY MEDICINE OF WESTERN PA	S	85,000.	ACTUAL
(3) HEMATOLOGY ONCOLOGY ASSOCIATION	S	71,450.	ACTUAL
(4) ONCOLOGY-HEMATOLOGY ASSOCIATION, INC.	S	85,883.	ACTUAL
(5) CHILDREN'S COMMUNITY CARE	S	436,501.	ACTUAL
(6) UPMC COMMUNITY MEDICINE, INC.	S	1,980,600.	ACTUAL

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.

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

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) ERIE PHYSICIANS NETWORK-UPMC, INC.	S	59,171.	ACTUAL
(2) RENAISSANCE FAMILY PRACTICE-UPMC, INC.	S	127,208.	ACTUAL
(3) UPMC EMERGENCY MEDICINE, INC.	S	823,241.	ACTUAL
(4) UNIVERSITY OF PITTSBURGH PHYSICIANS	S	9,294,055.	ACTUAL
(5) UPMC ALTOONA	S	1,692,311.	ACTUAL
(6) UPMC BEDFORD	S	70,152.	ACTUAL

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.

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

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) CHILDREN'S HOSPITAL OF PITTSBURGH OF UPMC	S	1,833,729.	ACTUAL
(2) UPMC EAST	S	251,063.	ACTUAL
(3) UPMC HAMOT	S	2,950,662.	ACTUAL
(4) UPMC HORIZON	S	329,502.	ACTUAL
(5) KANE COMMUNITY HOSPITAL	S	92,902.	ACTUAL
(6) MAGEE WOMEN'S HOSPITAL OF UPMC	S	2,454,253.	ACTUAL

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.

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

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) UPMC MCKEESPORT	S	415,444.	ACTUAL
(2) UPMC MERCY	S	1,460,724.	ACTUAL
(3) UPMC NORTHWEST	S	200,531.	ACTUAL
(4) UPMC PASSAVANT	S	680,882.	ACTUAL
(5) UPMC PRESBYTERIAN SHADYSIDE	S	4,850,003.	ACTUAL
(6) UPMC ST. MARGARET	S	474,375.	ACTUAL

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.

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

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

	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	UPMC SENIOR COMMUNITIES, INC.	S	90,465.	ACTUAL
(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 sections 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).

SCHEDULE R - RELATED ORGANIZATIONS AND UNRELATED PARTNERSHIPS

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

UPMC GROUP EXEMPTION:

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

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

CHILDRENS' HOSPITAL OF PITTSBURGH OF UPMC

Part VII Supplemental Information

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

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

HOME NURSING AGENCY AFFILIATES

HOME NURSING AGENCY AND VISITING NURSE ASSOCIATION

HOME NURSING AGENCY COMMUNITY SERVICES

HOME NURSING AGENCY FOUNDATION

HOME NURSING AGENCY HOSPICE

UPMC ALTOONA

UPMC ALTOONA PARTNERSHIP FOR A HEALTHY COMMUNITY

CENTRAL PENNSYLVANIA MEDICAL FOUNDATION, INC.

UPMC ALTOONA FOUNDATION

BUTLER HEALTH SYSTEM/UPMC MUSCULOSKELETAL JOINT VENTURE, INC.

UPMC CHAUTAUQUA SERVICES, INC.

Part VII Supplemental Information

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

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.