

Return of Organization Exempt From Income Tax

2014

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 2014 calendar year, or tax year beginning 07/01, 2014, and ending 06/30, 2015

Form header section containing B (Check if applicable), C (Name of organization: UPMC), D (Employer identification number: 25-1423657), E (Telephone number: (412) 647-2345), F (Name and address of principal officer: ROBERT A. DEMICHIEI), G (Gross receipts: \$2,908,035,338), H(a) and H(b) (Subordinates), I (Tax-exempt status: 501(c)(3)), J (Website: WWW.UPMC.COM), K (Form of organization: Corporation), L (Year of formation: 1982), M (State of legal domicile: PA)

Part I Summary

Table with 3 main sections: 1. Activities & Governance (lines 1-7b), 2. Revenue (lines 8-12), 3. Expenses (lines 13-19), 4. Net Assets or Fund Balances (lines 20-22). Includes columns for Prior Year, Current Year, Beginning of Current Year, and End of Year.

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.

Signature of officer: ROBERT A. DEMICHIEI, EXECUTIVE VP & CFO. Date field.

Paid Preparer Use Only section: Print/Type preparer's name (JAMES E STEEN), Preparer's signature, Date, Check self-employed (checked), Firm's name (ERNST & YOUNG US LLP), Firm's address (2100 ONE PPG PLACE PITTSBURGH, PA 15222), Firm's EIN (34-6565596), Phone no. (412 644-7800).

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

For Paperwork Reduction Act Notice, see the separate instructions. Form 990 (2014)

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 \$ 288,370,400. including grants of \$ 7,440,000.) (Revenue \$ 152,497,199.)
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 288,370,400.

Part IV Checklist of Required Schedules

Table with 3 columns: Question number, Yes, No. Rows include questions 1 through 20b regarding organizational requirements and reporting.

Part IV Checklist of Required Schedules *(continued)*

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

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 questions 1a through 14b regarding IRS filings, employee reporting, foreign accounts, and charitable contributions.

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 (22), 2, 3, 4, 5, 6, 7a, 7b, 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, 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:

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	6,338,311.		57,210.	6,281,101.	
	b OTHER INCOME		900099	8,124,379.	8,124,379.			
	c EXP REIMB FROM SUBS		900099	144,383,699.	144,372,820.	10,879.		
	d _____							
	e _____							
	f All other program service revenue							
g Total. Add lines 2a-2f ▶			158,846,389.					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts). ▶			52,526,550.			52,526,550.	
	4 Income from investment of tax-exempt bond proceeds ▶			0				
	5 Royalties ▶			0				
	6a Gross rents	(i) Real						
		(ii) Personal						
	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		2,694,407,061.				
		(ii) Other						
	b Less: cost or other basis and sales expenses			2,293,186,911.				
	c Gain or (loss)			401,220,150.				
	d Net gain or (loss) ▶			401,230,150.			401,230,150.	
	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	2,245,338.		2,245,338.			
b _____								
c _____								
d All other revenue								
e Total. Add lines 11a-11d ▶			2,245,338.					
12 Total revenue. See instructions ▶			614,848,427.	152,497,199.	2,313,427.	460,037,801.		

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	6,500,000.	6,500,000.		
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	940,000.	940,000.		
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	170,321.	170,321.		
b Legal	207,968.	207,968.		
c Accounting	0			
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17.	0			
f Investment management fees	20,459,783.	20,459,783.		
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	2,254,034.	2,254,034.		
12 Advertising and promotion	0			
13 Office expenses	4,464,405.	4,464,405.		
14 Information technology	26,827,266.	26,827,266.		
15 Royalties	0			
16 Occupancy	27,323,758.	27,323,758.		
17 Travel	7,859.	7,859.		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	3,805.	3,805.		
20 Interest	112,096,262.	112,096,262.		
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	40,942,672.	40,942,672.		
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 -----	22,257,613.	22,257,613.		
b PURCHASED SERVICES -----	7,085,450.	7,085,450.		
c SUBSIDIARY PROGRAM SUPPORT -----	2,662,857.	2,662,857.		
d REPAIR AND MAINTENANCE -----	1,320,562.	1,320,562.		
e All other expenses -----	12,845,785.	12,845,785.		
25 Total functional expenses. Add lines 1 through 24e	288,370,400.	288,370,400.		
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	249,075.	1	180,081.
	2 Savings and temporary cash investments	164,060,724.	2	80,475,984.
	3 Pledges and grants receivable, net	0	3	0
	4 Accounts receivable, net	106,760,869.	4	30,146,179.
	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	14,540,819.	7	10,254,670.
	8 Inventories for sale or use	10,887,540.	8	11,379,638.
	9 Prepaid expenses and deferred charges	24,911,840.	9	14,059,082.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 672,910,128.		
	b Less: accumulated depreciation	10b 343,983,243.	321,818,069.	10c 328,926,885.
	11 Investments - publicly traded securities	ATCH 2	1,458,334,598.	11 1,468,472,409.
	12 Investments - other securities. See Part IV, line 11		1,560,432,845.	12 1,762,093,054.
	13 Investments - program-related. See Part IV, line 11		81,559,461.	13 97,761,199.
	14 Intangible assets		0	14 0
	15 Other assets. See Part IV, line 11		1,717,657,653.	15 1,970,826,747.
16 Total assets. Add lines 1 through 15 (must equal line 34)		5,461,213,493.	16 5,774,575,928.	
Liabilities	17 Accounts payable and accrued expenses	658,871,093.	17	792,145,078.
	18 Grants payable	0	18	0
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	2,709,703,919.	20	2,771,163,655.
	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	459,275,391.	23	415,201,692.
	24 Unsecured notes and loans payable to unrelated third parties	71,000,000.	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	490,864,378.	25	526,431,761.
	26 Total liabilities. Add lines 17 through 25		4,389,714,781.	26 4,504,942,186.
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	1,071,492,684.	27	1,269,627,712.
	28 Temporarily restricted net assets	6,028.	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	1,071,498,712.	33	1,269,633,742.	
34 Total liabilities and net assets/fund balances		5,461,213,493.	34 5,774,575,928.	

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	614,848,427.
2	Total expenses (must equal Part IX, column (A), line 25)	2	288,370,400.
3	Revenue less expenses. Subtract line 2 from line 1	3	326,478,027.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,071,498,712.
5	Net unrealized gains (losses) on investments	5	-47,453,145.
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	-80,889,852.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	1,269,633,742.

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

2014

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.)
- 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 or IRC section (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					263,856,366.	

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

Schedule A (Form 990 or 990-EZ) 2014

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) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(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) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(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						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2014 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2013 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2014. 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 - 2013. 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 - 2014. 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 - 2013. 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) 2010, (b) 2011, (c) 2012, (d) 2013, (e) 2014, (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; 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) 2010, (b) 2011, (c) 2012, (d) 2013, (e) 2014, (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 2014 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2013 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 2014 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2013 Schedule A, Part III, line 17.

19a 33 1/3% support tests - 2014. 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 - 2013. 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 on 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 (a) its supported organizations; (b) individuals that are part of the charitable class benefited by one or more of its supported organizations; or (c) 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 IRC 4958(c)(3)(C)), a family member of a substantial contributor, or a 35-percent controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990).</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).</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 9(a)) 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 9(a)) 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 IRC 4943 because of IRC 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer (b) 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? If "Yes" to a, b, or c, provide detail in Part VI.		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? 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.		
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? 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.		

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)? 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).		

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, (1) a written notice describing the type and amount of support provided during the prior tax year, (2) a copy of the Form 990 that was most recently filed as of the date of notification, and (3) 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? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).	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? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.	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.		Yes	No
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? 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.		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? 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.		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? Provide details in Part VI.			
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.			

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	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions).		

Schedule A (Form 990 or 990-EZ) 2014

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 2014 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-2014	(iii) Distributable Amount for 2014
1	Distributable amount for 2014 from Section C, line 6			
2	Underdistributions, if any, for years prior to 2014 (reasonable cause required-see instructions)			
3	Excess distributions carryover, if any, to 2014:			
a				
b				
c				
d				
e	From 2013			
f	Total of lines 3a through e			
g	Applied to underdistributions of prior years			
h	Applied to 2014 distributable amount			
i	Carryover from 2009 not applied (see instructions)			
j	Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4	Distributions for 2014 from Section D, line 7: \$			
a	Applied to underdistributions of prior years			
b	Applied to 2014 distributable amount			
c	Remainder. Subtract lines 4a and 4b from 4.			
5	Remaining underdistributions for years prior to 2014, if any. Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions).			
6	Remaining underdistributions for 2014. Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions).			
7	Excess distributions carryover to 2015. Add lines 3j and 4c.			
8	Breakdown of line 7:			
a				
b				
c				
d	Excess from 2013			
e	Excess from 2014			

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 2015.

SCHEDULE A, PART IV

SOME OF THE ENTITIES LISTED BELOW WERE INACTIVE DURING THE TAX YEAR ENDED JUNE 30, 2015. 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. UPMC HAS SUPPORTED THESE ORGANIZATIONS WITHIN A RANGE OF 2 TO 33 YEARS WITH THE RELATIONSHIP CONTINUING INDEFINITELY. THIS HISTORIC AND CONTINUING RELATIONSHIP EXISTS AND THAT 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

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).

HEALTH SYSTEM.

QUESTION 5A

- (I) COMMUNITY PHYSICIAN SERVICES, INC. EIN: 25-1722923
- (II) MERGED OUT OF EXISTENCE
- (III) AUTHORITY AS REQUIRED BY UPMC ARTICLES OF INCORPORATION
- (IV) BY VIRTURE OF MERGER

- (I) PITTSBURGH CARE PARTNERSHIP
- (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 TRANSPLANTATION. 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 INFORMATION. AS A RESULT OF THE ABOVE, THE SUPPORTED ORGANIZATION

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).

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 AFFORDED §501(C)(3) FEDERAL TAX EXEMPTION 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)		(V) AMOUNT OF SUPPORT	(VI) OTHER SUPPORT AMOUNT
			YES	NO		
UPMC PRESBYTERIAN SHADYSIDE	25-0965480	03	X		0	0
UPMC BRADDOCK	25-1800797	03		X	88,282.	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	03	X	0	0
UPMC COMMUNITY PROVIDER SERVICES	25-1804746	04	X	0	0
UPMC PASSAVANT	25-0965451	03	X	0	0
UPMC BEDFORD	23-1396795	03	X	2,031,232.	0
UPMC LEE	25-0613830	03	X	0	0
UPMC MCKEESPORT	25-0965423	03	X	4,374,559.	0
UPMC HORIZON	25-0523970	03	X	0	0
MAGEE-WOMEN'S HOSPITAL OF UPMC	25-0965420	03	X	58,386,760.	0
UPMC COMMUNITY MEDICINE INC.	25-1727721	03	X	0	0
UNIVERSITY OF PITTSBURGH PHYSICIANS	23-2919472	03	X	0	0
UNIVERSITY OF PITTSBURGH	25-0965591	02	X	191,400,000.	0
CHILDREN'S HOSPITAL OF PITTSBURGH OF UPMC	25-0402510	03	X	0	0
UPMC NORTHWEST	25-0489010	03	X	0	0
COMMUNITY CARE BEHAVIORAL HEALTH ORGANIZATION	25-1799823	04	X	0	0
UPMC SENIOR COMMUNITIES, INC.	25-1574736	04	X	0	0
UPMC CENTER FOR HEALTH SECURITY	04-3770052	04	X	0	0
UPMC FOR YOU	90-0174238	04	X	0	0
UPMC IMITS CENTER	20-8392908	03	X	0	0
UPMC MERCY	25-0965429	03	X	7,575,533.	0
UPMC EAST	27-4814831	03	X	0	0
UPMC HAMOT	25-0965387	03	X	0	0
UPMC CENTER FOR HIGH-VALUE HEALTHCARE	45-2178782	03	X	0	0
UPMC ALTOONA	23-1352155	03	X	0	0
PITTSBURGH CARE PARTNERSHIP, INC.	25-1753852	09	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	09	X	0	0
SAFE HARBOR BEHAVIORAL HEALTH OF UPMC HAMOT	25-1317492	07	X	0	0
GREAT LAKES PHYSICIAN PRACTICE, P.C.	46-4186362	03	X	0	0
UPMC ALTOONA PARTNERSHIP FOR A HEALTHY COMMUNITY	25-1842308	07	X	0	0
UPMC EMERGENCY MEDICINE, INC.	25-1787601	09	X	0	0
PASSAVANT PROFESSIONAL ASSOCIATES, INC.	25-1755608	09	X	0	0
UNIVERSITY OF PITTSBURGH CANCER INSTITUTE CANCER SERVICES	25-1899326	03	X	0	0
UPMC MULTISPECIALTY GROUP	47-1869395	03	X	0	0
DONOHUE & ALLEN CARDIOLOGY - UPMC, INC.	46-0901441	03	X	0	0
ERIE PHYSICIANS NETWORK - UPMC, INC.	45-3012506	03	X	0	0
UPMC - CONEMAUGH CANCER CENTER	20-2671883	03	X	0	0
SUGAR CREEK STATION	25-1472178	03	X	0	0
CRANBERRY PLACE	04-3709885	09	X	0	0
PITTSBURGH LIFETIME CARE COMMUNITY	25-1335247	09	X	0	0
THE HERITAGE SHADYSIDE	02-0614185	09	X	0	0
CANTERBURY PLACE	25-0965334	09	X	0	0
SENECA PLACE	72-1562844	09	X	0	0
UPMC VISITING NURSES ASSOCIATION	25-1222033	09	X	0	0
HOME NURSING AGENCY AFFILIATES	25-1518698	09	X	0	0
UPMC ADVANCED PRACTICE PROVIDERS	47-1301784	03	X	0	0
HOME NURSING AGENCY AND VISITING NURSE ASSOCIATION	25-1188570	07	X	0	0
HOME NURSING AGENCY COMMUNITY SERVICES	25-1517533	07	X	0	0
HOME NURSING AGENCY FOUNDATION	25-1467014	09	X	0	0
HOME NURSING AGENCY HOSPICE	47-4158492	09	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		
CENTER FOR EMERGENCY MEDICINE OF WESTERN PENNSYLVANIA	25-1443759	09		X	0	0
TOTAL AMOUNT OF SUPPORT					<u>263,856,366</u>	<u>0</u>

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

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

2014

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" to 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" to Form 990, Part IV, line 7.

Table with 2 columns: Description, 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, and enforcing conservation easements during the year, 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year, 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?, 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

Table with 2 columns: Description, Amount. 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. b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items: (i) 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) 2014

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" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?
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 in Part XIII.

Part V Endowment Funds. Complete if the organization answered "Yes" to 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 in lines 2a, 2b, and 2c should equal 100%.
3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
(i) unrelated organizations
(ii) related organizations
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?
4 Describe in Part XIII the intended uses of the organization's endowment funds.

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

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 10(c).)

Part VII Investments - Other Securities.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) CASH EQUIVALENTS	83,194,298.	COST
(B) LIMITED PARTNERSHIPS	1,391,738,402.	COST
(C) EVOLENT HEALTH, INC.	287,160,354.	FMV
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶	1,762,093,054.	

Part VIII Investments - Program Related.

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

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

Part IX Other Assets.

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

(a) Description	(b) Book value
(1) OTHER TRUSTEED ASSETS	1,318,036.
(2) INVESTMENTS IN SUBSIDIARIES	1,803,098,666.
(3) INVESTMENTS IN JOINT VENTURES	6,920,642.
(4) DEFERRED FINANCING COSTS	21,829,269.
(5) OTHER ASSETS	1,143,564.
(6) NON HEDGE SWAP FMV ADJ	656,785.
(7) DUE FROM RESTRICTED FUNDS	23,111,908.
(8) DUE FROM SUBSIDIARIES	112,747,877.
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	1,970,826,747.

Part X Other Liabilities.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) PENSION MINIMUM LIABILITY	213,349,346.
(3) OTHER LONG TERM LIABILITIES	8,409,960.
(4) BONDS/OID/OIP/REBATE	86,107,148.
(5) CAPITAL LEASES	45,125,507.
(6) OTHER MISC LIABILITIES	146,815,685.
(7) ASSET RETIREMENT OBLIGATIONS	8,938,530.
(8) HEDGE/NONHEDGE SWAP FMV ADJ	17,685,585.
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	526,431,761.

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

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

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

1	Total revenue, gains, and other support per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains (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 . (This must equal Form 990, Part I, line 12.)		5	

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

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

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

Part XIII Supplemental Information.

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

SEE PAGE 5

Part XIII Supplemental Information (continued)

PART X AND PART XI

UPMC HAS NO UNCERTAIN TAX POSITIONS RECORDED. TAX BENEFITS ARE RECOGNIZED WHEN IT IS MORE LIKELY THAN NOT THAT A TAX POSITION WILL BE SUSTAINED UPON EXAMINATION BY THE TAX AUTHORITIES BASED ON THE TECHNICAL MERITS OF THE POSITION. SUCH TAX POSITIONS ARE MEASURED AS THE LARGEST AMOUNT OF TAX BENEFIT THAT IS GREATER THAN 50% LIKELY TO BE REALIZED UPON ULTIMATE SETTLEMENT WITH THE TAX AUTHORITIES ASSUMING FULL KNOWLEDGE OF THE POSITION AND ALL RELEVANT FACTS. AS OF JUNE 30, 2015, 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

2014

Open to Public Inspection

- ▶ 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.

Department of the Treasury
Internal Revenue Service

Name of the organization

UPMC

Employer identification number

25-1423657

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

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) CENTRAL AMERICA/CARIBBEAN			INVESTMENTS		72,700,713.
(2) EAST ASIA AND THE PACIFIC			INVESTMENTS		359,618,066.
(3) EUROPE			INVESTMENTS		412,477,851.
(4) MIDDLE EAST AND NORTH AFRICA			INVESTMENTS		11,940,839.
(5) NORTH AMERICA			INVESTMENTS		62,337,099.
(6) RUSSIA/INDEPENDENT STATES			INVESTMENTS		7,934,727.
(7) SOUTH AMERICA			INVESTMENTS		24,025,828.
(8) SOUTH ASIA			INVESTMENTS		88,517,881.
(9) SUB-SAHARAN AFRICA			INVESTMENTS		11,925,013.
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total,					1,051,478,017.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)					1,051,478,017.

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

Schedule F (Form 990) 2014

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	940,000.	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.

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 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 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 I
(Form 990)**

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

OMB No. 1545-0047

2014

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

▶ Attach to Form 990.

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

Name of the organization

UPMC

Employer identification number

25-1423657

Part I General Information on Grants and Assistance

- Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) SUGAR CREEK STATION 351 CAUSEWAY DRIVE FRANKLIN, PA 16323	25-1472178	501(C)(3)	6,500,000.				COMMUNITY DEVELOPMENT
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

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

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

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

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

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

SCHEDULE I

PART 1, QUESTION 2

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

SCHEDULE K (Form 990)

Supplemental Information on Tax-Exempt Bonds

2014

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 10 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 13 rows of questions and 8 columns of Yes/No responses. Questions include: 1 Amount of bonds retired, 2 Amount of bonds legally defeased, 3 Total proceeds of issue, 4 Gross proceeds in reserve funds, 5 Capitalized interest from proceeds, 6 Proceeds in refunding escrows, 7 Issuance costs from proceeds, 8 Credit enhancement from proceeds, 9 Working capital expenditures from proceeds, 10 Capital expenditures from proceeds, 11 Other spent proceeds, 12 Other unspent proceeds, 13 Year of substantial completion, 14 Were the bonds issued as part of a current refunding issue?, 15 Were the bonds issued as part of an advance refunding issue?, 16 Has the final allocation of proceeds been made?, 17 Does the organization maintain adequate books and records to support the final allocation of proceeds?

Part III Private Business Use

Table with 2 rows of questions and 8 columns of Yes/No responses. Questions include: 1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?, 2 Are there any lease arrangements that may result in private business use of bond-financed property?

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

2014

**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

(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	138,410,000.		385,800,000.		123,205,000.			
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

2014

**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

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
A ALLEGHENY COUNTY HOSPITAL DEVELOPMENT AUTHORITY	25-1327925		03/24/2009	27,000,000.	SERIES 2009A NOTE		X		X		X
B ALLEGHENY COUNTY HOSPITAL DEVELOPMENT AUTHORITY	25-1327925	01728AU87	06/03/2009	396,938,675.	SERIES 2009A		X		X		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	23,756,335.		47,475,000.		10,125,000.		257,320,000.	
2 Amount of bonds legally defeased								
3 Total proceeds of issue	27,004,102.		397,229,164.		560,000,000.		748,942,403.	
4 Gross proceeds in reserve funds								
5 Capitalized interest from proceeds								
6 Proceeds in refunding escrows								
7 Issuance costs from proceeds	50,970.		4,540,042.		2,466,412.		6,699,702.	
8 Credit enhancement from proceeds								
9 Working capital expenditures from proceeds								
10 Capital expenditures from proceeds	26,953,132.		392,689,608.					
11 Other spent proceeds					554,241,634.		755,761,524.	
12 Other unspent proceeds								
13 Year of substantial completion	2009		2011		2010		2010	
	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	

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

2014

**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

(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	9,950,000.		17,540,000.		3,690,000.			
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	

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

2014

**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

	(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												
C												
D												

Part II Proceeds

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

Part III Private Business Use

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

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, arbitrage rebates, and hedge arrangements.

Part III Private Business Use (Continued)

SET 2

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 III Private Business Use (Continued)

SET 3

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X	X		X		X	
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?			X		X		X	
c Are there any research agreements that may result in private business use of bond-financed property?		X		X		X		X
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶				.6000 %		.5000 %		.5000 %
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶				%		%		%
6 Total of lines 4 and 56000 %		.5000 %		.5000 %
7 Does the bond issue meet the private security or payment test?		X		X		X		X
8a Has there been a sale or disposition of any of the bond-financed property to a non-governmental person other than a 501(c)(3) organization since the bonds were issued?		X		X	X		X	
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of				%		.1000 %		.3000 %
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?					X		X	
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	X		X		X		X	

Part IV Arbitrage

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

Part III Private Business Use (Continued)

SET 4

Table with 9 rows and 8 columns (A, B, C, D, Yes, No). 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, Yes, No). Rows include questions about Form 8038-T, arbitrage rebates, and qualified 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)

Table with 4 main columns (A, B, C, D) and 2 sub-columns (Yes, No) for each. Rows include questions about gross proceeds invested in a guaranteed investment contract (GIC) and whether the regulatory safe harbor was satisfied.

Part V Procedures To Undertake Corrective Action

Table with 4 main columns (A, B, C, D) and 2 sub-columns (Yes, No) for each. Row asks: 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).

Large empty text area for providing supplemental information.

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)?		<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>
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?		<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>
7 Has the organization established written procedures to monitor the requirements of section 148?	<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>	

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?	<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>	

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 NOTE

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

SERIES 2009A

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

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.

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

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

4/2/1998 (UPMC HEALTH SYSTEM); AND (3) HEALTH CENTER REVENUE BONDS, SERIES 1998 ISSUED 3/24/1998 (CANTERBURY PLACE); (II) THE REFUNDING OF ALL OF THE ALLEGHENY COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY VARIABLE RATE DEMAND REVENUE REFUNDING BONDS, SERIES 2002C ISSUED 12/5/2002 (UPMC HEALTH SYSTEM); (III) FINANCING COSTS OF ACQUIRING, CONSTRUCTING AND EQUIPPING CERTAIN RENOVATIONS, IMPROVEMENTS AND OTHER CAPITAL EXPENDITURES RELATING TO THE FACILITIES OF THE CORPORATION, ITS SUBSIDIARY HOSPITALS, AND OTHER AFFILIATES DEVOTED TO THEIR TAX-EXEMPT PURPOSES, INCLUDING THE REIMBURSEMENT OF PRIOR CAPITAL EXPENDITURES, AND (IV) THE PAYMENT OF THE COSTS OF ISSUING THE 2008B BONDS.

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

SERIES 2009A 06/03/2009 THE PROCEEDS FROM THE SALE OF THE 2009A BONDS WILL BE USED BY THE CORPORATION TO UNDERTAKE ALL OR A PORTION OF A PROJECT CONSISTING OF (I) FINANCING THE COSTS OF ACQUIRING, CONSTRUCTING AND EQUIPPING CERTAIN RENOVATIONS, IMPROVEMENTS AND OTHER CAPITAL

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

EXPENDITURES RELATING TO THE FACILITIES OF THE CORPORATION, ITS
SUBSIDIARY HOSPITALS, AND OTHER AFFILIATES DEVOTED TO THEIR TAX-EXEMPT
PURPOSES, INCLUDING THE REIMBURSEMENT OF PRIOR CAPITAL EXPENDITURES, AND
(II) THE PAYMENT OF THE COSTS OF ISSUING THE 2009A BONDS.

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

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

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
 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

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

REFUNDED ACHDA SERIES 1998 B BONDS ISSUED 6/25/1998; PARTLY REFUNDED PHEFA SERIES 1999A BONDS ISSUED 3/4/1999; REFUNDED ACHDA SERIES 1999B BONDS ISSUED 4/21/1999; PARTLY REFUNDED PHEFA SERIES 2001A BONDS ISSUED 6/5/2001; PARTLY REFUNDED ACHDA SERIES 2005B BONDS ISSUED 11/17/2005; PARTLY REFUNDED ACHDA SERIES 2006A BONDS ISSUED 3/30/2006; PARTLY REFUNDED ACHDA SERIES 2007A2 BONDS ISSUED 5/23/2007; PARTLY REFUNDED ACHDA SERIES 2007C BONDS ISSUED 11/15/2007; PARTLY REFUNDED ACHDA SERIES 2007D BONDS ISSUED 11/15/2007.

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

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

IMPROVEMENTS TO BE LOCATED AT THE HEALTHCARE AND RELATED FACILITIES OR PORTIONS THEREOF OWNED AND OR OPERATED BY UPMC IN THE CITY OF PITTSBURGH AND THE MUNICIPALITY OF MONROEVILLE; AND PAY THE COSTS ASSOCIATED WITH THE ISSUANCE OF THE 2012 BONDS.

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

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

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
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
2105 A NOTE.

SCHEDULE L
(Form 990 or 990-EZ)

Transactions With Interested Persons

OMB No. 1545-0047

2014

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.**

Open To Public Inspection

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) 2014

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 1,068,178

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).

D DESCRIPTION OF TRANSACTION	COMPENSATION
E SHARING OF ORGANIZATIONS REVENUES	NO
A NAME OF INTERESTED PERSON	HOWARD HANNA MORTGAGE
B RELATIONSHIP BETWEEN INTERESTED PERSON AND THE ORGANIZATION	BOARD MEMBER HOWARD W. HANNA III IS CHAIRMAN AND CEO OF INTERESTED PERSON
C AMOUNT OF TRANSACTION	1,694,606
D DESCRIPTION OF TRANSACTION	HEALTH INSURANCE
E SHARING OF ORGANIZATIONS REVENUES	NO
A NAME OF INTERESTED PERSON	RELOCATION HORIZONS
B RELATIONSHIP BETWEEN INTERESTED PERSON AND THE ORGANIZATION	BOARD MEMBER HOWARD W.HANNA III CHAIRMAN AND CEO OF INTERESTED PERSON
C AMOUNT OF TRANSACTION	381,482

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).

D DESCRIPTION OF TRANSACTION RELOCATION SERVICES

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

2014

**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 MORE THAN 60,000 EMPLOYEES WITHIN THE VARIOUS CONTROLLED HEALTH CARE ENTITIES, UPMC ENCOMPASSES MORE THAN 20 HOSPITALS AND MORE THAN 500 OUTPATIENT SITES, PHYSICIAN OFFICES, AND RETIREMENT AND LONG-TERM CARE FACILITIES. BY INTEGRATING ITS HEALTH CARE SERVICES WITH A MAJOR INSURANCE DIVISION

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

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 NEARLY 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, WITH MORE THAN 40 LOCATIONS AND MORE THAN 2,000 PHYSICIANS, RESEARCHERS, AND STAFF. UPMC'S EXPERTISE IN TRANSPLANTATION AND ONCOLOGY IS KEY TO THE GLOBALIZATION EFFORTS UNDERTAKEN THROUGH ITS INTERNATIONAL DIVISION, WHICH PROMOTES THE EXCHANGE OF SCIENTIFIC KNOWLEDGE WORLDWIDE, WHILE GENERATING REVENUE THAT IS REINVESTED IN WESTERN PENNSYLVANIA.

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

IN MANAGING ITS GLOBAL HEALTH ENTERPRISE, UPMC HAS TAKEN A LEADERSHIP ROLE IN GOOD CORPORATE GOVERNANCE PRACTICES - VOLUNTARILY ACHIEVING SARBANES-OXLEY CERTIFICATION FOR TEN 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 BENEFICIAL FOR UPMC AND THE COMMUNITIES IT SERVES.

HIGH-QUALITY, PATIENT-FOCUSED CARE

BY LEVERAGING RESOURCES AND EXPERTISE ACROSS ITS GLOBAL NETWORK, UPMC HAS ACHIEVED SIGNIFICANT GAINS IN THE DELIVERY OF HIGH-QUALITY, PATIENT-FOCUSED CARE.

THE DONALD D. WOLFF CENTER FOR QUALITY, SAFETY, AND INNOVATION (THE WOLFF CENTER) AT UPMC COORDINATES AND CONNECTS QUALITY, SAFETY, 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 TECHNOLOGY.

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

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

SYSTEM-WIDE QUALITY INITIATIVES IN THE LAST FISCAL YEAR 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 2015, UPMC WAS NAMED ONE OF THE COUNTRY'S "MOST WIRED" HEALTH SYSTEMS FOR THE 17TH CONSECUTIVE YEAR- THE ONLY HEALTH CARE ORGANIZATION TO BE CONSISTENTLY RECOGNIZED WITH THAT DISTINCTION DURING THAT TIMEFRAME - ACCORDING TO HOSPITALS & HEALTH NETWORKS, THE JOURNAL OF THE AMERICAN HOSPITAL ASSOCIATION (AHA).

OVER THE PAST FIVE YEARS, UPMC HAS INVESTED 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 HIMSS ANALYTICS, A SUBSIDIARY OF THE HEALTHCARE INFORMATION AND

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

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 GENERAL ELECTRIC ARE COLLABORATING TO DEVELOP NEW SOLUTIONS IN IMAGING INFORMATICS. TEAMS FROM UPMC AND GE ARE RE-IMAGINING IMAGING WORKFLOW USING CLOUD-BASED TECHNOLOGY TO IMPROVE THE WAY PROVIDERS INTERPRET, ACCESS, AND ARCHIVE MRIS, CT SCANS, AND OTHER IMAGING MODALITIES. IN KEEPING WITH ITS GOAL OF ENSURING ACCESS TO HIGH-QUALITY HEALTH CARE FOR ALL THROUGHOUT WESTERN PENNSYLVANIA, UPMC ALSO CONTINUES TO INVEST IN WORLD-CLASS FACILITIES AND CLINICAL SERVICES. IN FISCAL YEAR 2015, UPMC SPENT \$412 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 \$362 MILLION IN FISCAL YEAR 2015. UPMC'S ONGOING SUPPORT HAS AIDED THE UNIVERSITY IN ACHIEVING A 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 AN ADDITIONAL \$457 MILLION OF

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

NIH FUNDING TO THE REGION. THE RESULTS OF THIS RESEARCH ARE WIDELY SHARED WITH OTHER SCIENTISTS AND RESEARCHERS, LEADING TO DISCOVERIES AND IMPROVEMENTS IN HEALTH CARE PRACTICES THAT BENEFIT THE GENERAL PUBLIC. UPMC ALSO UNDERWRITES THE TRAINING OF NEARLY 1,800 MEDICAL, PHARMACY, DENTAL AND PODIATRY RESIDENTS, AND MEDICAL CLINICAL FELLOWS, OPERATES THREE SCHOOLS OF NURSING, OFFERS A TRAINING PROGRAM FOR RADIOLOGY TECHNICIANS, AND COORDINATES A WIDE ARRAY OF CONTINUING MEDICAL EDUCATION PROGRAMS TO ALLOW THE REGION'S MEDICAL COMMUNITY TO BUILD ITS COLLECTIVE EXPERTISE.

CARING FOR THE COMMUNITY

IN FISCAL YEAR 2015, UPMC SPENT \$313 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 \$97,000 FOR A FAMILY OF FOUR IN 2015. AN EXTERNAL STUDY FOUND THIS TO CONSTITUTE A "BEST PRACTICE" AMONG HOSPITAL ORGANIZATIONS.

ADDITIONALLY, IN FISCAL YEAR 2015, UPMC SPENT \$283 MILLION TO COVER PAYMENT SHORTFALLS FOR THOSE ENROLLED IN MEDICARE.

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

UPMC ANNUALLY PROVIDES OR CONTRIBUTES TO MORE THAN 3,000 COMMUNITY HEALTH IMPROVEMENT PROGRAMS AND SUBSIDIZED SERVICES. MANY OF THESE PROGRAMS TARGET THE UNMET NEEDS OF VULNERABLE POPULATIONS, ADDRESSING CHRONIC HEALTH PROBLEMS SUCH AS DIABETES, HEART DISEASE, AND CANCER, AS WELL AS SOCIAL ISSUES SUCH AS TEEN PREGNANCY, VIOLENCE AGAINST WOMEN, AND ELDERLY LIVING ALONE. THE COST OF THESE SERVICES, ALONG WITH CHARITABLE INITIATIVES AND DONATIONS THAT BENEFIT THE COMMUNITY, AMOUNTED TO \$217 MILLION IN FISCAL YEAR 2015.

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 \$53.8 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 SECTION 1.6033-2(D)(5), UPMC HAS ELECTED TO REPORT INFORMATION RELATED TO ITS CONTRIBUTIONS AND GRANTS ON A CONSOLIDATED BASIS FOR ALL OF THE

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

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

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

LINE 21 - FOR JUNE 30, 2015 TAX YEAR, UPMC MADE A CASH CONTRIBUTION FOR \$3,345,780 TO PITTSBURGH PROMISE, A SECTION 501(C)(3) TAX-EXEMPT ORGANIZATION. THE FISCAL YEAR 2015 CONTRIBUTION IS PART OF A TOTAL \$59.5 MILLION COMMITMENT TO THE PITTSBURGH PROMISE. UNDER UPMC'S ACCOUNTING METHODOLOGY, THE ENTIRE \$59.5 MILLION COMMITMENT WAS REPORTED AS AN EXPENSE ON PART IX OF UPMC'S JUNE 30, 2013 FORM 990. HOWEVER, ONLY THE AMOUNT OF THE CASH CONTRIBUTION FOR FISCAL YEAR 2013, \$4,995,639 WAS REPORTED ON UPMC'S JUNE 30, 2013 FORM 990, SCHEDULE I. IN FISCAL YEAR 2014, A CASH CONTRIBUTION OF \$4,896,759 WAS MADE AND ONLY REPORTED ON SCHEDULE O. IN FISCAL YEAR 2015, A CASH CONTRIBUTION OF \$3,345,780 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, 15A & B, 16A & B

SECTION A, LINE 1 ALTHOUGH THE UPMC BOARD OF DIRECTORS IS INDEPENDENT IN

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

FACT, 3 OF THE BOARD MEMBERS ARE REQUIRED TO BE REPORTED AS NOT INDEPENDENT FOR FORM 990 PURPOSES AS A RESULT OF AFFILIATION WITH COMPANIES PROVIDING SERVICES TO OR PURCHASING HEALTH INSURANCE OR OTHER SERVICES FROM UPMC HEALTH PLAN ON THE SAME TERMS AS THOSE OFFERED TO THE GENERAL PUBLIC.

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

BOD MEMBER/OFFICER/KEY EMPLOYEE: MCCRADY

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

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: WADHWANI

BOD MEMBER/OFFICER/KEY EMPLOYEE: WADHWANI

RELATIONSHIP: BUSINESS

ASSOCIATED PERSON: MCGUINN

SECTION A, LINE 7 UPMC DOES NOT HAVE MEMBERS OR STOCKHOLDERS. THE UNIVERSITY OF PITTSBURGH HAS THE AUTHORITY TO APPOINT 1/3 OF THE MEMBERS OF THE UPMC BOARD OF DIRECTORS; CERTAIN UPMC HOSPITAL ENTITIES OR ENTITIES AFFILIATED WITH THOSE HOSPITALS HAVE THE RIGHT TO APPOINT 1/3 OF THE MEMBERS OF THE UPMC BOARD OF DIRECTORS; THE REMAINING 1/3 OF THE BOARD OF DIRECTORS MEMBERS ARE NOMINATED BY A NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS AND ARE ELECTED BY THE BOARD AT LARGE. NO GOVERNANCE DECISIONS OF UPMC ARE RESERVED TO OR SUBJECT TO APPROVAL BY MEMBERS, STOCKHOLDER OR PERSONS OTHER THAN THE BOARD OF DIRECTORS.

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

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 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

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

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

SECTION B, LINE 15A AND B: AS A SYSTEM-WIDE PRACTICE, TO SUPPORT UPMC'S MISSION AND AS SET FORTH IN THE UPMC BYLAWS, THE BOARD OF DIRECTORS HAS

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

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 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

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

MEANS THAT COMPENSATION PROGRAMS AND LEVELS ARE APPROVED IN ADVANCE BY THE COMMITTEE WHICH IS COMPOSED ENTIRELY OF OUTSIDE DIRECTORS WHO DO NOT HAVE A CONFLICT OF INTEREST, AS DEFINED BY THE CODE, WITH RESPECT TO THE COMPENSATION PROGRAM AND LEVELS. THE COMMITTEE OBTAINS AND RELIES UPON A BROAD RANGE OF APPROPRIATE DATA AS TO COMPARABILITY PRIOR TO MAKING ITS DETERMINATIONS. THE COMMITTEE THEN CONTEMPORANEOUSLY DOCUMENTS, IN FORMAL MEETING MINUTES, THE BASIS AND REASONS FOR ITS DETERMINATIONS. THE TOTAL COMPENSATION PROGRAM IS DESIGNED AND ADMINISTERED IN ACCORDANCE WITH THE UPMC BYLAWS, SOUND BUSINESS PRACTICES, THE TENETS OF COMMON LAW BUSINESS JUDGMENT AND FIDUCIARY RESPONSIBILITY AS WELL AS ADHERENCE TO ALL RELEVANT FEDERAL, STATE AND LOCAL LAWS. IN ADDITION TO CODE SECTION 4958, AS SET FORTH ABOVE, THIS INCLUDES BUT IS NOT LIMITED TO CODE SECTION 501(C) (3) AND THE APPLICABLE REGULATIONS THEREUNDER AS WELL AS ALL LAWS AND REGULATIONS PROHIBITING PRIVATE 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

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

ITS OWN EXPERTS, INCLUDING ACCOUNTANTS, EXECUTIVE COMPENSATION
CONSULTANTS AND LEGAL COUNSEL.

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

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

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

SECTION B PURSUANT TO TREASURY REGULATION SECTION 1.6033-2(D)(5), UPMC

Name of the organization

UPMC

Employer identification number

25-1423657

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, 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

FUNDING OF SUBSIDIARIES	-4,825,751
NET TRANSFERS FROM EXEMPT SUBSIDIARIES	-10,641,082
MINIMUM PENSION LIABILITY ADJUSTMENT	-106,779,745
OTHER CHANGES TO FUND BALANCE	-105,728
RETURN OF EQUITY FROM AFFILIATES	50,000,000
JOINT VENTURE EQUITY FUNDING	10,500,000
FUND BALANCE TRANSFER - INVESTMENT IN AFFILIATE	-19,037,546
TOTAL OTHER CHANGES IN NET ASSETS OR FUND BALANCES	-80,889,852

PART XII FINANCIAL STATEMENTS AND REPORTING

QUESTION 2B AN EXTERNAL AUDIT IS COMPLETED AT A CONSOLIDATED SYSTEM

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

LEVEL ONLY, INCLUDING UPMC AND ALL TAXABLE AND TAX-EXEMPT SUBSIDIARIES.

ATTACHMENT 1

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

ITALY

IRELAND

CAYMAN ISLANDS

CHINA

ATTACHMENT 2

FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
PUBLIC TRADED SECURITIES	1,458,334,598.	1,468,472,409.
TOTALS	<u>1,458,334,598.</u>	<u>1,468,472,409.</u>

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2014

**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) 2014

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2014

**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

Employer identification number

UPMC

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 MULTISPECIALTY GROUP 7500 BROOKTREE ROAD WEXFORD, PA 15090 47-1869395	PHYSICIANS	PA	501(C)(3)	3	CMI	X	
(7)							

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

Schedule R (Form 990) 2014

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) LILIANE S. KAUFMANN MOB ASSOC 600 GRANT STREET	MOB	PA	UPMC PRESBY/SHA	RELATED	894,605.	0		X		X		93.5136
(2) SENECA HILLS ASSISTED LIVING, 600 GRANT STREET	ASST LIVING	PA	UPMC SR COMMUNI	RELATED	-74,777.	7,319,365.		X		X		100.0000
(3) ST. MARGARET MEDICAL ARTS ASSO 600 GRANT STREET	MOB	PA	UPMC SR COMMUNI	RELATED	223,148.	2,934,729.		X		X		100.0000
(4) CORE NETWORK, LLC 25-1786209 600 GRANT STREET	PHYSICAL THER	PA	UPMC COMM PROVI	RELATED	2,730,911.	9,327,806.		X		X		76.0090
(5) UPMC JEFFERSON REGIONAL HOME H 600 GRANT STREET	HOMECARE	PA	UPMC COMM PROVI	RELATED	0	0		X		X		64.9800
(6) LIFE HOME CARE, LP 25-1847839 600 GRANT STREET	HEALTHCARE SV	PA	UPMC COMM PROV	RELATED	0	0		X		X		100.0000
(7) SHADYSIDE MEDICAL CENTER ASSOC 600 GRANT STREET	MOB	PA	MEDICAL CTR PRO	RELATED	950,297.	14,790,294.		X		X		100.0000

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) 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 O	PA	VARIOUS	C	1,687,348.	257,562.	78.5714	X	
(2) CHILDREN'S COMMUNITY CARE 25-1781887 600 GRANT STREET PITTSBURGH, PA 15219	PEDIATRIC SVC	PA	CHILDREN'S HOSP	C	97,479,684.	9,632,321.	100.0000	X	
(3) UPMC CANCER CENTERS IRELAND LIMITED 6TH FLOOR BEACON HOSPITAL DUBLIN 18 SANDYFORD, EI	CANCER TREATM	EI	UPMC INT'L HOLD	C	0	0	100.0000	X	
(4) UPMC PHYSICIAN SERVICES HOLDING CO., INC 25-1877017 600 GRANT STREET PITTSBURGH, PA 15219	HOLDING CO	PA	UPMC	C	0	113,012,054.	100.0000	X	
(5) HEMATOLOGY ONCOLOGY ASSOC 42-1648357 600 GRANT STREET PITTSBURGH, PA 15219	HEALTHCARE	PA	PHY SER HOLDING	C	11,764,644.	702,764.	100.0000	X	
(6) ONCOLOGY HEMATOLOGY ASSOC 25-1762980 600 GRANT STREET PITTSBURGH, PA 15219	HEALTHCARE	PA	PHY SER HOLDING	C	47,527,256.	4,239,336.	100.0000	X	
(7) TRI-STATE NEUROSURGICAL ASSOC-UPMC INC 25-1458655 600 GRANT STREET PITTSBURGH, PA 15219	HEALTHCARE	PA	PHY SER HOLDING	C	6,440,716.	3,878,777.	100.0000	X	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) CHARTWELL, PA LP 25-1729714 600 GRANT STREET	HOME THERAPY	PA	UPMC COMM PROV	RELATED	18,448,892.	29,563,297.		X		X		94.9855
(2) HAMOT-KCH REAL ESTATE VENTURE, 300 STATE STREET ERIE, PA 1650	MEDICAL OFFIC	PA	UPMC HAMOT	RELATED	2,599.	238,567.		X		X		51.0000
(3) HAMOT SURGERY CENTER, LLC 25-1 200 STATE STREET ERIE, PA 1655	AMBULATORY SU	PA	UPMC HAMOT	RELATED	1,830,100.	3,567,969.		X		X		51.0000
(4) LIFE CARE HOME SERVICES OF NW 1647 SASSAFRAS STREET	HOME HEALTH S	PA	UPMC HAMOT	RELATED	3,809,504.	7,130,567.		X		X		100.0000
(5) EPN-HAMOT URGENT CARE, LLC 27- 600 GRANT STREET	URGENT CARE	PA	VARIOUS	RELATED	155,516.	3,707,578.		X				100.0000
(6) MOUNTAIN VIEW MEDICAL ONCOLOGY 600 GRANT STREET	HEALTHCARE	PA	UPMC MCKEESPORT	RELATED	39,909.	0		X		X		51.0000
(7) VIA ONCOLOGY, LLC 37-1754667 5750 CENTRE AVENUE, SUITE 500	ONCOLOGY SERVICES		UNIV CANCER INS	RELATED	0	0		X				66.8000

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	15,323,948.	1,188,935.	100.0000	X	
(2) UPMC HOLDING COMPANY, INC. 600 GRANT STREET PITTSBURGH, PA 15219	HOLDING CORP	PA	UPMC	C	35,502,204.	461,539,888.	100.0000	X	
(3) UPMC COVERAGE PRODUCTS, INC 600 GRANT STREET PITTSBURGH, PA 15219	HOLDING CORP	PA	UPMC HOLDING CO	C	24,460.	23,423,009.	100.0000	X	
(4) FREEDOM INSURANCE COMPANY 600 GRANT STREET PITTSBURGH, PA 15219	INSURANCE	VT	UPMC COV PRODS	C	430,128.	2,205,763.	100.0000	X	
(5) TRI-CENTURY INSURANCE CO 600 GRANT STREET PITTSBURGH, PA 15219	INSURANCE	PA	UPMC COV PRODS	C	881,115.	25,793,218.	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	104,759,977.	134,848,886.	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) UPMC HEALTH NETWORK, INC. 600 GRANT STREET PITTSBURGH, PA 15219 72-1527566	HEALTH INSURA	PA	UPMC COV PRODS	C	103,647,220.	40,574,441.	100.0000	X	
(2) UPMC HEALTH PLAN, INC. 600 GRANT STREET PITTSBURGH, PA 15219 23-2813536	HEALTH INSURA	PA	UPMC COV PRODS	C	1,188,595,244.	329,786,031.	88.6600	X	
(3) UPMC BENEFIT MANAGEMENT SERVICES, INC. 600 GRANT STREET PITTSBURGH, PA 15219 25-1769564	WORKER'S COMP	PA	UPMC COV PRODS	C	85,822,720.	49,378,958.	100.0000	X	
(4) UPMC DIVERSIFIED SERVICES, INC. 600 GRANT STREET PITTSBURGH, PA 15219 25-1778454	HOLDING CORP	PA	UPMC HOLDING CO	C	40,049,253.	56,865,775.	100.0000	X	
(5) MONROEVILLE SPECIALTY CLINIC 600 GRANT STREET PITTSBURGH, PA 15219 25-1666087	HEALTHCARE	PA	UPMC HOLDING	C	6,994,620.	11,132,352.	100.0000	X	
(6) MEDICAL ARCHIVAL SYSTEMS 600 GRANT STREET PITTSBURGH, PA 15219 23-2912501	SOFTWARE DEV&	DE	UPMC HOLDING CO	C	401,049.	16,943.	90.0000	X	
(7) PRESBY HEALTH RESOURCE MGMT 600 GRANT STREET PITTSBURGH, PA 15219 25-1422155	HEALTHCARE	PA	UPMC DIVERSIFIE	C	0	0	100.0000	X	

Part III Identification of Related Organizations Taxable as a Partnership Complete if the organization answered "Yes" 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) BIOTRONICS, INC. 25-1843500 600 GRANT STREET PITTSBURGH, PA 15219	EQUIP MAINTEN	PA	UPMC DIVERSIFIE	C	7,763,413.	2,743,336.	100.0000	X	
(2) MEDICAL CENTER PROPERTIES, INC. 25-1796940 600 GRANT STREET PITTSBURGH, PA 15219	REAL ESTATE	PA	UPMC HOLDING CO	C	1,101,095.	15,578,041.	100.0000	X	
(3) RX PARTNERS, INC. 25-1801966 600 GRANT STREET PITTSBURGH, PA 15219	RETAIL SERVIC	PA	UPMC DIVERSIFIE	C	9,346,755.	4,302,576.	100.0000	X	
(4) ASKESIS DEVELOPMENT GROUP, INC. 54-1625585 600 GRANT STREET PITTSBURGH, PA 15219	SOFTWARE DEVE	DE	N/A	C	6,910,847.	2,743,259.	70.0000	X	
(5) PANTHER REINSURANCE COMPANY, LTD P.O. BOX 1109 GRAND CAYMAN, CAYMAN ISLANDS CJ	INSURANCE	CJ	CATHEDRAL (RE)	C	0	0	100.0000	X	
(6) FORBES REINSURANCE COMPANY LTD. P.O. BOX 1109 GRAND CAYMAN, CAYMAN ISLANDS CJ	INSURANCE	CJ	UPMC	C	44,428,730.	202,789,644.	100.0000	X	
(7) CATHEDRAL (RE)INSURANCE COMPANY LTD. P.O. BOX 1109 GRAND CAYMAN, CAYMAN ISLANDS CJ	INSURANCE	CJ	FORBES REINSURA	C	0	0	100.0000	X	

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) 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 DUBLIN 18 SANDYFORD, EI	HEALTHCARE SU	EI	UPMC INT'L HOLD	C	0	5,242,681.	100.0000	X	
(3) UPMC UNITED KINGDOM, LTD 98-0571026 C/O NAIR&CO 11TH FLOOR WHITEFRIARS BS1 2 LEWINS MEAD, BRI	SOFTWARE LICE	UK	UPMC INT'L HOLD	C	998,082.	881,146.	100.0000	X	
(4) UPMC CYPRUS HOLDINGS, LTD JULIA HOUSE 3 THEMISTOCLES DERVIS CY 106 NICOSIA, CY	HEALTHCARE SU	CY	UPMC INT'L HOLD	C	0	0	100.0000	X	
(5) UPMC CYPRUS LTD. JULIA HOUSE 3 THEMISTOCLES DERVIS CY 106 NICOSIA, CY	HEALTHCARE SU	CY	UPMC CYPRUS HOL	C	0	0	100.0000	X	
(6) BAYFRONT REGIONAL DEVELOPMENT CORP 25-1401388 300 STATE STREET, SUITE 100 ERIE, PA 16507	RE HOLDINGS C	PA	UPMC HAMOT	C	1,414,416.	11,940,588.	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	2,281,566.	7,379,601.	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) UPMC WORK ALLIANCE, INC. 45-2825053 600 GRANT STREET PITTSBURGH, PA 15219	INSURANCE	PA	UPMC COV PRODS	C	1,852,268.	3,140,822.	100.0000	X	
(2) UPMC CANADA TECHNOLOGIES LIMITED 600 GRANT STREET PITTSBURGH, PA 15219	SOFTWARE	CA	UPMC INT'L HOLD	C	2,591,719.	2,965,675.	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	20,841,711.	12,581,899.	100.0000	X	
(5) UPMC HEALTH OPTIONS, INC. 46-2824626 600 GRANT STREET PITTSBURGH, PA 15219	INSURANCE	PA	UPMC HEALTH NET	C	1,214,659,498.	296,729,108.	100.0000	X	
(6) UPMC COMPLETE CARE, INC. 46-3605753 5215 CENTRE AVENUE PITTSBURGH, PA 15232	HEALTHCARE	PA	PHY SER HOLDING	C	1,536,123.	88,873.	100.0000	X	
(7) UPMC HEALTH FIDELITY, INC. 45-2538963 600 GRANT STREET PITTSBURGH, PA 15219	SOFTWARE DEVELOP	CA	UPMC	C	98,216.	6,242,316.	58.7800	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) FLUENCE HEALTH, INC. 47-2684174 600 GRANT STREET PITTSBURGH, PA 15219	SOFTWARE DEVELOP	DE	UPMC HOLDING	C	0	0	100.0000	X	
(2) AMERICAN HOME HEALTH SERVICES 31-1521422 868 CORPORATE WAY WESTLAKE, OH 44145	HOME HEALTH	OH	QUALITY FIRST	C	0	0	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)		
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	A	70,630.	COST
(2) CENTER FOR EMERGENCY MEDICINE OF WESTERN PA	A	2,151,504.	COST
(3) COMMUNITY CARE BEHAVIORAL HEALTH ORGANIZATION	A	3,317,515.	COST
(4) MEDICAL ARCHIVAL SYSTEM, INC.	A	110,445.	COST
(5) PITTSBURGH LIFETIME CARE COMMUNITY	A	654,017.	COST
(6) SHADYSIDE MEDICAL CENTER ASSOCIATES	A	17,572.	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	57,315.	COST
(2) CHILDREN'S HOSPITAL OF PITTSBURGH OF THE UPMC	A	73,369.	COST
(3) CHILDREN'S COMMUNITY CARE	A	140,249.	COST
(4) CORE NETWORK, LLC	A	364,970.	COST
(5) UPMC EAST	A	225,709.	COST
(6) EBENEFITS SOLUTIONS, LLC	A	105,463.	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	142,766.	COST
(2) H.C. PHARMACY CENTRAL INC.	A	253,886.	COST
(3) UPMC COMMUNITY PROVIDER SERVICES	A	255,228.	COST
(4) UPMC BENEFIT MANAGEMENT SERVICES, INC.	A	695,902.	COST
(5) UPMC HEALTH PLAN INC.	A	11,413,716.	COST
(6) MAGEE-WOMENS HOSPITAL OF UPMC	A	1,068,181.	COST

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

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

	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	31,211.	COST
(2) ONCOLOGY-HEMATOLOGY ASSOCIATION, INC.	A	31,122.	COST
(3) UNIVERSITY OF PITTSBURGH CANCER INSTITUTE CAN	A	326,391.	COST
(4) UPMC PRESBYTERIAN SHADYSIDE	A	5,430,250.	COST
(5) STRATEGIC BUSINESS INITIATIVES, LLC	A	110,579.	COST
(6) SBI QUALIFYING SOLUTIONS, LLC	A	350,639.	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 ST. MARGARET	A	280,407.	COST
(2)	SIMMEDICAL LLC	A	10,879.	COST
(3)	UNIVERSITY PITTSBURGH PHYSICIANS	A	5,225,126.	COST
(4)	UPMC COMMUNITY MEDICINE INC.	A	1,012,041.	COST
(5)	MONROEVILLE SPECIALTY CLINIC, INC.	A	832,984.	COST
(6)	TRI-STATE NEUROSURGICAL ASSOCIATES - UPMC	A	17,155.	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 BEDFORD	A	5,636.	COST
(2) UPMC BEDFORD	B	2,031,232.	ACTUAL
(3) UPMC MAGEE	B	58,386,760.	ACTUAL
(4) UPMC MCKEESPORT	B	4,374,559.	ACTUAL
(5) UPMC MERCY	B	7,575,533.	ACTUAL
(6) UPMC BRADDOCK	B	88,282.	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) FLUENCE HEALTH	B	175,967.	ACTUAL
(2) KANE COMMUNITY HOSPITAL	B	2,980,048.	ACTUAL
(3) SBI QUALIFYING SOLUTIONS, LLC	B	312,684.	ACTUAL
(4) UNIVERSITY OF PITTSBURGH PHYSICIANS	B	2,214,038.	ACTUAL
(5) UPMC PHYSICIAN SERVICES HOLDING COMPANY, INC.	B	22,583,000.	ACTUAL
(6) UPMC HOLDING COMPANY, INC.	B	117,500,000.	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) UNIVERSITY OF PITTSBURGH PHYSICIANS	B	23,139,702.	ACTUAL
(2) HEALTH FIDELITY, INC.	B	5,000,000.	ACTUAL
(3) H.C. PHARMACY CENTRAL, INC.	P	85,024.	COST
(4) UPMC ALTOONA	Q	80,962.	COST
(5) UNIVERSITY OF PITTS CANCER INST CANCER SVCS	Q	946,455.	COST
(6) UNIVERSITY OF PITTSBURGH PHYSICIANS	Q	12,563,424.	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 COMMUNITY PROVIDER SERVICES	Q	1,736,102.	COST
(2) UPMC COMMUNITY MEDICINE, INC.	Q	2,718,133.	COST
(3) UPMC EMERGENCY MEDICINE INC.	Q	61,877.	COST
(4) UPMC HORIZON	Q	1,638,809.	COST
(5) UPMC BEDFORD MEMORIAL	Q	1,136,876.	COST
(6) UPMC NORTHWEST	Q	1,955,734.	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	26,992,436.	COST
(2)	UPMC PASSAVANT	Q	5,525,727.	COST
(3)	UPMC ST. MARGARET	Q	3,635,155.	COST
(4)	CHILDREN'S HOSPITAL OF PITTSBURGH OF UPMC	Q	13,189,656.	COST
(5)	UPMC MCKEESPORT	Q	1,546,123.	COST
(6)	UPMC MERCY	Q	1,735,004.	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 FOR YOU	Q	1,281,789.	COST
(2) COMMUNITY CARE BEHAVIORAL HEALTH	Q	1,032,708.	COST
(3) UPMC BENEFIT MANAGEMENT SERVICES, INC.	Q	414,097.	COST
(4) UPMC HEALTH BENEFITS, INC.	Q	55,500.	COST
(5) UPMC HEALTH PLAN INC.	Q	806,089.	COST
(6) UPMC HEALTH NETWORK INC.	Q	62,819.	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 OPTIONS, INC.	Q	726,238.	COST
(2) CATHEDRAL (RE) INSURANCE COMPANY LTD	Q	110,797.	COST
(3) FORBES REINSURANCE COMPANY LTD	Q	89,693.	COST
(4) UPMC HOLDING COMPANY, INC.	Q	1,266,838.	COST
(5) RENAISSANCE FAMILY PRACTICE-UPMC INC.	Q	154,449.	COST
(6) UPMC PRESBYTERIAN SHADYSIDE	Q	27,055,895.	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 EAST	Q	1,426,888.	COST
(2) ERIE PHYSICIANS NETWORK-UPMC, INC.	Q	114,840.	COST
(3) UPMC HAMOT	Q	4,769,966.	COST
(4) UPMC INTERNATIONAL HEALTH INITIATIVES, INC.	Q	145,934.	COST
(5) UPMC OVERSEAS, INC.	Q	258,091.	COST
(6) STRATEGIC BUSINESS INITIATIVES, LLC	Q	180,784.	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) MONROEVILLE SPECIALTY CLINIC, INC	Q	57,228.	COST
(2) SUGARCREEK STATION	R	6,500,000.	COST
(3) UPMC ALTOONA	S	19,182,324.	ACTUAL
(4) CHILDREN'S HOSPITAL OF PITTSBURGH OF UPMC	S	1,595,693.	ACTUAL
(5) UPMC EAST	S	5,903,957.	ACTUAL
(6) UPMC HAMOT	S	43,287,671.	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 HORIZON	S	2,904,878.	ACTUAL
(2) UPMC INTERNATIONAL HOLDINGS, INC.	S	82,244,974.	ACTUAL
(3) UNIVERSITY OF PITTSBURGH CANCER INST CANCER	S	6,337,545.	ACTUAL
(4) UPMC PASSAVANT	S	8,901,947.	ACTUAL
(5) UPMC NORTHWEST	S	3,069,891.	ACTUAL
(6) UPMC ST. MARGARET	S	7,749,830.	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 PRESBYTERIAN SHADYSIDE	S	4,427,265.	ACTUAL
(2) UPMC HEALTH PLAN, INC.	S	50,000,000.	ACTUAL
(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:

COMMUNITY FAMILY HEALTH CENTERS

UNIVERSITY OF PITTS. CANCER INSTITUTE CANCER SRVCS.

UNIVERSITY OF PITTSBURGH PHYSICIANS

UPMC COMMUNITY PROVIDER SERVICES

UPMC COMMUNITY MEDICINE, INC.

UPMC EMERGENCY MEDICINE, INC.

UPMC HORIZON

UPMC HORIZON COMMUNITY HEALTH FOUNDATION

UPMC INTERNATIONAL HOLDINGS, INC.

UPMC OVERSEAS, INC.

CRANBERRY PLACE

SUGAR CREEK STATION

THE HERITAGE SHADYSIDE

UNIVERSITY HEALTH CENTER OF PITTSBURGH

UPMC BEDFORD

UPMC NORTHWEST

UPMC VISITING NURSES ASSOCIATION

UPMC CENTER FOR HEALTH SECURITY

MAGEE-WOMENS HOSPITAL OF UPMC

PASSAVANT PROFESSIONAL ASSOCIATES, INC.

UPMC PASSAVANT

UPMC ST. MARGARET

Part VII Supplemental Information

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

CHILDRENS' HOSPITAL OF PITTSBURGH OF UPMC

UPMC BRADDOCK

UPMC MCKEESPORT

UPMC PRESBYTERIAN SHADYSIDE

UPMC MERCY

UPMC IMITS CENTER

UPMC EAST

UPMC FOR YOU, INC.

COMMUNITY CARE BEHAVIORAL HEALTH ORGANIZATION

CENTER FOR EMERGENCY MEDICINE OF WESTERN PA

ERIE PHYSICIANS NETWORK - UPMC, INC.

DONOHUE & ALLEN CARDIOLOGY - UPMC INC.

UPMC HAMOT REGIONAL HEALTH SERVICES, INC.

UPMC ADVANCED PRACTICE PROVIDERS

HOME NURSING AGENCY AFFILIATES

HOME NURSING AGENCY AND VISITING NURSE ASSOCIATION

HOME NURSING AGENCY COMMUNITY SERVICES

HOME NURSING AGENCY FOUNDATION

HOME NURSING AGENCY HOSPICE

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.