

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2011 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2011 or fiscal plan year beginning <u>07/01/2011</u> and ending <u>06/30/2012</u>			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☐ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☐		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan	<u>HAMOT HEALTH FOUNDATION CASH ACCOUNT PENSION PLAN</u>	1b Three-digit plan number (PN) ▶	<u>001</u>
		1c Effective date of plan	<u>01/01/1965</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)	2b Employer Identification Number (EIN) <u>25-0965387</u>		
<u>UPMC HAMOT</u>	2c Sponsor's telephone number <u>814-877-2432</u>		
<u>201 STATE STREET</u> <u>ERIE, PA 16550-0001</u>	2d Business code (see instructions) <u>622000</u>		

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	04/15/2013	SUSAN TESTA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") UPMC HAMOT 201 STATE STREET ERIE, PA 16550-0001	3b Administrator's EIN 25-0965387 3c Administrator's telephone number 814-877-2432
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	2197
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	938
b Retired or separated participants receiving benefits.....	6b	357
c Other retired or separated participants entitled to future benefits.....	6c	787
d Subtotal. Add lines 6a , 6b , and 6c	6d	2082
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	39
f Total. Add lines 6d and 6e	6f	2121
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	1

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

1C 1G 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☐ **A** (Insurance Information)
- (4) ☒ **C** (Service Provider Information)
- (5) ☒ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 07/01/2011 and ending 06/30/2012

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>HAMOT HEALTH FOUNDATION CASH ACCOUNT PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>UPMC HAMOT</u>	D Employer Identification Number (EIN) <u>25-0965387</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>07</u> Day <u>01</u> Year <u>2011</u>	
2 Assets:	
a Market value	2a <u>50121229</u>
b Actuarial value	2b <u>50659158</u>
3 Funding target/participant count breakdown:	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>362</u> <u>17477287</u>
b For terminated vested participants	3b <u>824</u> <u>13143920</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>507853</u>
(2) Vested benefits	3c(2) <u>25748452</u>
(3) Total active	3c(3) <u>1012</u> <u>26256305</u>
d Total	3d <u>2198</u> <u>56877512</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>5.52 %</u>
6 Target normal cost	6 <u>328265</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>04/05/2013</u>
Signature of actuary	Date
<u>HUGH JACKSON</u>	<u>11-05998</u>
Type or print name of actuary	Most recent enrollment number
<u>MERCER</u>	<u>410-374-8102</u>
Firm name	Telephone number (including area code)
<u>ONE SOUTH STREET, SUITE 1001</u> <u>BALTIMORE, MD 21202</u>	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2011
v.012611

Part II Beginning of year carryover and prefunding balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>14.46</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38 from prior year)		10124
b Interest on (a) using prior year's effective rate of <u>6.45</u> % except as otherwise provided (see instructions)		653
c Total available at beginning of current plan year to add to prefunding balance.....		10777
d Portion of (c) to be added to prefunding balance.....		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	0	0

Part III Funding percentages		
14 Funding target attainment percentage.....	14	89.06 %
15 Adjusted funding target attainment percentage.....	15	89.02 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	84.19 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
10/14/2011	600000				
01/13/2012	400000				
03/13/2012	500000				
07/13/2012	600000				
03/15/2013	30000				
			Totals ►	18(b)	2130000
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	2056019
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No		
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No		
c If 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
0	0	0
		(4) 4th
		0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: 2.67%	2nd segment: 5.69%	3rd segment: 6.44 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	328265	
b Excess assets, if applicable, but not greater than 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	6218354	1724948	
b Waiver amortization installment		0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	2053213	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			0
36 Additional cash requirement (line 34 minus line 35)	36	2053213	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	2056019	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	2806	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 07/01/2011 and ending 06/30/2012

A Name of plan HAMOT HEALTH FOUNDATION CASH ACCOUNT PENSION PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 UPMC HAMOT	D Employer Identification Number (EIN) 25-0965387

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
 PNC BANK, NATIONAL ASSOCIATION

25-1211909

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

MERCER

13-2834414

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11	NONE	122043	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

PARENTEBEARD LLC

23-2932984

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	15850	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

PNC ADVISORS

25-1211909

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	9016	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name: ROBERT D. FICK	b EIN: 13-2834414
c Position: SIGNING ACTUARY	
d Address: MERCER SIX PPG PLACE, SUITE 400 PITTSBURGH, PA 15222-5406	e Telephone: 412-355-8800

Explanation: ROBERT D. FICK IS NO LONGER EMPLOYED AT MERCER.

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="text-align: center; font-size: 1.2em;">2011</div> This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 07/01/2011 and ending 06/30/2012

A Name of plan HAMOT HEALTH FOUNDATION CASH ACCOUNT PENSION PLAN	B Three-digit plan number (PN) ►	001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 UPMC HAMOT	D Employer Identification Number (EIN) 25-0965387	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: UPMC MASTER TRUST

b Name of sponsor of entity listed in (a): UPMC

c EIN-PN 25-1423657-999	d Entity code M	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 47663836
--	--	--

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 07/01/2011 and ending 06/30/2012		
A Name of plan HAMOT HEALTH FOUNDATION CASH ACCOUNT PENSION PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 UPMC HAMOT	D Employer Identification Number (EIN) 25-0965387	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	625000	630000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	426391	317847
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	49964445	47663836
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	51015836	48611683

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	14273	11543
k Total liabilities (add all amounts in lines 1g through 1j)	1k	14273	11543

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	51001563	48600140
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	2130000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2130000

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	324	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		324

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B).....	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		-626151
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1504173

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3453860	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		3453860
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	137893	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	9016	
(4) Other	2i(4)	304827	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		451736
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3905596

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-2401423
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: PARENTEBEARD LLC (2) EIN: 23-2932984

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 07/01/2011 and ending 06/30/2012

A Name of plan <u>HAMOT HEALTH FOUNDATION CASH ACCOUNT PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>UPMC HAMOT</u>	D Employer Identification Number (EIN) <u>25-0965387</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>25-0965387</u> <u>13-2655998</u> Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>68</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. Complete as many entries as needed to report all applicable employers.

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: 39% Investment-Grade Debt: 11% High-Yield Debt: 0% Real Estate: 5% Other: 45%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☒ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Independent Auditors' Report

Participants and Plan Administrator
Hamot Health Foundation Cash Account Pension Plan

We have audited the accompanying statement of net assets available for benefits of the Hamot Health Foundation Cash Account Pension Plan (the "Plan") as of June 30, 2012 and 2011 and the related statement of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, information regarding the Plan's net assets available for benefits as of June 30, 2012 and changes therein for the year then ended, and its financial status as of June 30, 2011 and changes therein for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year) as of June 30, 2012 is presented for the purpose of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

ParenteBeard LLC

Pittsburgh, Pennsylvania
April 10, 2013

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue Service
Department of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ File as an attachment to Form 5500 or 5500-SF.

OMB No. 1210-0110

2011**This Form is Open to Public
Inspection**

For calendar plan year 2011 or fiscal plan year beginning 07/01/2011 and ending 06/30/2012

▶ Round off amounts to nearest dollar.

▶ Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan HAMOT HEALTH FOUNDATION CASH ACCOUNT PENSION PLAN		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF UPMC HAMOT		D Employer Identification Number (EIN) 25-0965387
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information

1 Enter the valuation date: Month <u>7</u> Day <u>1</u> Year <u>2011</u>	
2 Assets:	
a Market value	2a 50,121,229
b Actuarial value	2b 50,659,158
3 Funding target/participant count breakdown:	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a 362 17,477,287
b For terminated vested participants	3b 824 13,143,920
c For active participants:	
(1) Non-vested benefits	3c(1) 507,853
(2) Vested benefits	3c(2) 25,748,452
(3) Total active	3c(3) 1,012 26,256,305
d Total	3d 2,198 56,877,512
4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 5.52 %
6 Target normal cost	6 328,265

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	 Signature of actuary	<u>4/5/2013</u> Date
HUGH JACKSON Type or print name of actuary		11-05998 Most recent enrollment number
MERCER Firm name		(410) 374-8102 Telephone number (including area code)
ONE SOUTH STREET, SUITE 1001 BALTIMORE MD 21202 Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2011 v.01261

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8).....	0	0
10 Interest on line 9 using prior year's actual return of <u>14.46%</u>		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38 from prior year)		10,124
b Interest on (a) using prior year's effective rate of <u>6.45%</u> except as otherwise provided (see instructions).....		653
c Total available at beginning of current plan year to add to prefunding balance.....		10,777
d Portion of (c) to be added to prefunding balance.....		0
12 Other reductions in balances due to elections or deemed elections.....	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12).....	0	0

Part III Funding percentages

14 Funding target attainment percentage.....	14	89.06 %
15 Adjusted funding target attainment percentage.....	15	89.02 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	84.19 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
10/14/2011	600,000				
01/13/2012	400,000				
03/13/2012	500,000				
07/13/2012	600,000				
03/15/2013	30,000				
Totals *			18(b)	2,130,000	18(c) 0

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years.....	19a	0
b Contributions made to avoid restrictions adjusted to valuation date.....	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	2,056,019

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost**21** Discount rate:**a** Segment rates:1st segment:
2.67 %2nd segment:
5.69 %3rd segment:
6.44 %☐ N/A, full yield curve used**b** Applicable month (enter code).....**21b**

4

22 Weighted average retirement age.....**22**

63

23 Mortality table(s) (see instructions) ☐

Prescribed - combined

☒ Prescribed - separate☐ Substitute**Part VI Miscellaneous items****24** Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment..... ☒ Yes ☐ No**25** Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment..... ☐ Yes ☒ No**26** Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment..... ☒ Yes ☐ No**27** If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....**27****Part VII Reconciliation of unpaid minimum required contributions for prior years****28** Unpaid minimum required contributions for all prior years.....**28**

0

29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....**29**

0

30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29).....**30**

0

Part VIII Minimum required contribution for current year**31** Target normal cost and excess assets (see instructions):**a** Target normal cost (line 6).....**31a**

328,265

b Excess assets, if applicable, but not greater than 31a.....**31b**

0

32 Amortization installments:**a** Net shortfall amortization installment.....

Outstanding Balance

Installment

6,218,354

1,724,948

b Waiver amortization installment.....

0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount.....**33****34** Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33).....**34**

2,053,213

Carryover balance

Prefunding balance

Total balance

35 Balances elected for use to offset funding requirement.....

0

36 Additional cash requirement (line 34 minus line 35).....**36**

2,053,213

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....**37**

2,056,019

38 Present value of excess contributions for current year (see instructions)**a** Total (excess, if any, of line 37 over line 36).....**38a**

2,806

b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances.....**38b**

0

39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37).....**39**

0

40 Unpaid minimum required contributions for all years.....**40**

0

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)**41** If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:**a** Schedule elected.....☐ 2 plus 7 years☐ 15 years**b** Eligible plan year(s) for which the election in line 41a was made.....☐ 2008☐ 2009☐ 2010☐ 2011**42** Amount of acceleration adjustment.....**42****43** Excess installment acceleration amount to be carried over to future plan years.....**43**

Schedule SB, Line 22 — Description of Weighted Average Retirement Age

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 63.

A	B	C	D	E
			Calculations	
<u>Age</u>	<u>Rates of Retirement</u>	<u>Lx</u>	<u>Number Required</u>	<u>#Retired x Age</u>
60	15.00%	10,000	1,500	90,000
61	20.00%	8,500	1,700	103,000
62	25.00%	6,800	1,700	105,400
63	30.00%	5,100	1,530	96,390
64	35.00%	3,570	1,250	79,968
65	60.00%	2,321	1,392	90,500
66	80.00%	928	743	49,009
67	100.00%	186	186	12,438
Total			10,000	627,404
Average				62.74

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial assumptions****Discount rate sponsor elections**

▪ Segment rates or full yield curve	Segment rates
▪ Lookback months	4
▪ First 5 years	2.67%
▪ Next 15 years	5.69%
▪ Over 20 years	6.44%

Mortality sponsor elections

▪ Healthy and disabled participants	Section 430(h)(3) prescribed separate static annuitant and non-annuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.
-------------------------------------	---

Cash balance plans

▪ Interest accumulation rate	4.25%
▪ Whipsaw calculations	Not applicable
▪ Annuity conversion	
– Mortality table	Not applicable
– Interest rate basis	Not applicable

Other economic assumptions

▪ Salary increases	3.50% per year
▪ Flat-dollar benefit increases	Not applicable
▪ Social Security wage base	3.00% per year
▪ Inflation	2.50% per year
▪ Expected investment return	8.00% per year
▪ Expenses	\$321,000 added to current year normal cost.

Demographic assumptions

▪ Withdrawal	90.0% of the 2003 SOA termination table.
▪ Disability incidence	1985 Pension Disability table, Class 2

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Retirement age	Attained age	Annual rates of retirement per 100 eligible participants
	60	15.0
	61	20.0
	62	25.0
	63	30.0
	64	35.0
	65	60.0
	66	80.0
	67+	100.0
Benefit commencement age for		
▪ Future vested deferred	Age 65 for grandfathered participants; Age 63 for non-grandfathered participants.	
▪ Current vested deferred	Age 65 for grandfathered participants; Age 63 for non-grandfathered participants and grandfathered participants with \$0 account balance.	
Spouse assumptions	<u>Male participants</u>	<u>Female participants</u>
▪ Percentage married	80%	65%
▪ Spouse age difference	3 years younger	3 years older

Form of payment	<u>Lump sum</u>	Single life with 3cc	<u>100% J&S</u>
Active retirements (grandfathered)	0%	66-2/3%	33-1/3%
Active retirements (non-grandfathered)	100%	0%	0%
Future vested deferred (grandfathered)	0%	66-2/3%	33-1/3%
Future vested deferred (non-grandfathered)	100%	0%	0%
Future disabilities (grandfathered)	0%	66-2/3%	33-1/3%
Future disabilities (non-grandfathered)	100%	0%	0%
Future deaths	100%	0%	0%
Current vested deferred (grandfathered)	0%	100%	0%
Current vested deferred (non-grandfathered)	100%	0%	0%
Unpredictable contingent event assumptions	Not applicable		

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Actuarial methods

Asset methods

The asset valuation method is an average of the adjusted market value for each month during the last two months (three data points) preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110 percent and no less than 90 percent of the fair market value, as defined in IRC Section 430.

A characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than the market value.

Participant methods

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** The plan does not have any insurance contracts.

Minimum funding methods

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.

- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

Maximum deductible contribution method

Calculations of maximum deductible contributions include the excess of the funding target computed using the projected unit credit method over the minimum funding target. The objective of the projected unit credit method is to fund each participant's benefits under the plan as they accrue, taking into consideration expected future compensation increases. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- An individual's **projected funding target** is the present value of benefits based on credited service as of the beginning of the plan year and projected compensation that would be used in the calculation of the benefit on each expected separation date. If multiple decrements are used, the projected funding target for an individual is the sum of the component projected funding targets associated with the various anticipated separation dates.
- The plan's **projected funding target** is the sum of the projected funding targets for all participants under the plan. The excess of the plan's projected funding target over the plan's funding target is included in the "cushion amount."

Schedule SB, Part V — Summary of Plan Provisions

Plan provisions

Benefits included or excluded

Unless noted below, all benefits provided by the plan are included in this valuation.

- **Plan amendments excluded:** None
- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
 - *Plan amendments:* See above.
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Scheduled benefit increases:** Scheduled benefit increases effective after the end of the current plan year are excluded from minimum funding requirements.
- **Late retirement increases:**
 - *Active participants:* The plan provides benefit suspension notices to participants who work beyond normal retirement; therefore, late retirement actuarial increases only apply to participants who defer retirement beyond age 70½. This valuation includes increases for current participants over age 70.
 - *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.
- **IRC Section 415(b) benefit limitations:** The limitations of Internal Revenue Code Section 415(b) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60 percent of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

Schedule SB, Part V — Summary of Plan Provisions**Summary of major plan provisions**

Effective date and plan year	Original plan: January 1, 1965 Restated plan: July 1, 2005 Plan year: July 1 to June 30
Status of the plan	The plan has ongoing benefit accruals for active grandfathered participants only. Non-grandfathered participants receive interest only on their contribution account balance. New employees are not eligible to participate in the plan.
Significant events that occurred during the year	None

Definitions

▪ Covered employees	Employees hired before July 1, 2003
▪ Participation	Limited to participants as of July 1, 2003. No new employees will participate in plan.
▪ Employee contributions	None
▪ Vesting and credited service	For determining vesting service, a participant earns one year of vesting service for each year in which 1,000 hours are credited.

For determining the Accrued Benefit earned through June 30, 1987 under the prior plan in effect through that date, credited service was measured on the basis of years of plan participation in which a participant completed 1,800 hours of service with partial credit granted for service between 1,000 and 1,800 hours in a participation year. For participants who had at least 5 years of vesting service and whose age and vesting service equaled 55 or more on June 30, 1987 and who are therefore entitled to be covered under a grandfathered benefit formula, a full year of credited service will continue to be granted for each plan year in which 1,800 hours of service or more are completed. A partial year of credited service will be granted in accordance with the following schedule:

Hours of service	Credited service
1,800 or more	1 year
1,600 - 1,799	7/8 year
1,400 - 1,599	6/8 year
1,200 - 1,399	5/8 year
1,000 - 1,199	1/2 year
Less than 1,000	0 years

Schedule SB, Part V — Summary of Plan Provisions**Normal retirement**

- **Eligibility** A participant's normal retirement date is the first day of the month coincident with or next following the participant's 65th birthday.
- **Benefit** For participants eligible for a grandfathered benefit, the normal retirement benefit is the greater of the accrued benefit at normal retirement date or the participant's contribution account benefit.

For participants not eligible for a grandfathered benefit, the benefit at normal retirement is equal to the (i) accrued benefit under the prior plan as of June 30, 1987 plus (ii) the participant's contribution account benefit.

The contribution account benefit is determined by dividing the contribution account by a conversion factor (see Exhibit A) and by further dividing that quotient by 12. The contribution account is established for each participant to which a contribution credit will be made each Plan Year in accordance with the following table:

	Before 6 years of Vesting Service	Between 6 and 10 years of Vesting Service	On and After 10 years of Vesting Service
<i>Contribution Credit Between July 1, 1987 and July 1, 1989</i>			
Below 50% of Social Security Wage Base	3%	3%	4%
In excess of 50% of Social Security Wage Base	6%	6%	8%
<i>Contribution Credit on Compensation for Years:</i>			
Between July 1, 1989 and July 1, 1999	4%	4%	6%
After July 1, 1999*	4%	4.5%	6%

If an Employee completes his sixth or tenth year of Vesting Service during the Plan Year, the Contribution Credit for the Plan Year will be at the higher rate for the entire Plan Year.

*For all non-grandfathered participants, benefit accruals were frozen on July 1, 2003.

Schedule SB, Part V — Summary of Plan Provisions

- | | |
|---|--|
| <ul style="list-style-type: none"> ▪ Benefit (Continued) | <p>Each participant's contribution account continues to accrue interest. The method for setting the annual interest credit rate is defined in Section 4.06(c) of the plan document. This rate is set equal to the lesser of: (1) the two-month average rate of interest on one-year Treasury securities in effect for May and June immediately preceding the first day of the plan year plus 1%, and (2) the 30-year treasury rate for June preceding the applicable plan year. The ultimate rate is then round to the nearest tenth of a percent.</p> |
|---|--|

Early retirement

- | | |
|---|--|
| <ul style="list-style-type: none"> ▪ Eligibility | <p>A participant may elect early retirement on the first day of the month following the completion of 3 years of vesting service and attainment of age 55.</p> |
| <ul style="list-style-type: none"> ▪ Benefit | <p>For participants who qualify for the grandfathered benefit, the benefit payable is calculated using the normal retirement benefit formula with Credited Service and Final Earnings as of the early retirement date. This benefit is reduced by .0055 for each of the first sixty (60) months and by .0027 for each of the next sixty (60) months by which the commencement date of benefits precedes the Normal Retirement Age.</p> <p>For participants not eligible for the grandfathered benefit, the benefit payable is the actuarial equivalent of the accrued benefit as of June 30, 1987 plus the contribution account balance accrued after June 30, 1987 divided by a conversion factor (see Exhibit A) with the resulting amount divided by 12 to determine the monthly retirement income attributable to such contribution account.</p> |

Late retirement

- | | |
|---|---|
| <ul style="list-style-type: none"> ▪ Eligibility | <p>A participant may elect to work beyond his normal retirement. His late retirement date will be the first of the month coincident with or next following his actual retirement.</p> |
| <ul style="list-style-type: none"> ▪ Benefit | <p>The benefit payable at late retirement is his accrued benefit as of his late retirement date.</p> |
-

Schedule SB, Part V — Summary of Plan Provisions

Deferred vested	
▪ Eligibility	Upon termination of employment prior to any of the above retirement dates, a participant will be entitled to a termination benefit provided such participant has completed at least three years of vesting service. A participant will be 100% vested after 3 years of vesting service.
▪ Benefit	For participants not eligible for a grandfathered benefit, in lieu of a deferred vested benefit commencing at normal retirement date or early retirement date, if eligible, such terminated participant may elect to receive the vested portion of his accrued benefit in the form of a lump sum payment at the end of the quarter following the second anniversary date of his termination of employment. Participants eligible for a grandfathered benefit must take their vested benefit in the form of a monthly retirement income.
Disability	
▪ Eligibility	Effective July 1, 1996, Disability Retirement Date means the first day of the month following the date a participant incurs a Total and Permanent Disability and has terminated employment with the Employer.
▪ Benefit	<p>A participant who qualifies for disability retirement (two years of disability which qualify for receipt of long term disability benefits under an Employer sponsored long term disability insurance program) is entitled to a disability retirement benefit which shall be calculated in the same manner as an early retirement benefit.</p> <p>The participant may elect to commence receipt of his benefit anytime on or after his disability retirement date, with the benefit reduced for commencement prior to his normal retirement age. The benefit reduction for the Grandfathered Benefit or the accrued benefit under the Prior Plan, which ever is applicable, shall be 1/15th for each of the first five years, by 1/30th for each of the next five years and actuarially reduced for each additional year thereafter.</p>
Death	
▪ Eligibility	Three years of vesting service.

Schedule SB, Part V — Summary of Plan Provisions

<ul style="list-style-type: none"> Benefit prior to early retirement age 	<p>If the participant dies before retirement and before age 55, the surviving spouse will receive the greater of 100% of the benefit that would have been payable had the participant survived until the earliest retirement date or the value of his account balance as of the date of death. If the Participant is not survived by a spouse, such participant's designated beneficiary is entitled to the value of the participant's account as of the date of death.</p>
<ul style="list-style-type: none"> Benefit after early retirement age 	<p>Upon the death of an active participant after early retirement age, the surviving spouse will receive the greater of 100% of the accrued benefit reduced for early retirement or the accumulated value of the participant's account balance. If the Participant is not survived by a spouse, such participant's designated beneficiary is entitled to the value of the participant's account as of the date of death.</p>
Form of benefits	
<ul style="list-style-type: none"> Automatic form for unmarried participants 	<p>The normal, early and late retirement benefits are payable for the lifetime of the participant with a guarantee of thirty-six (36) monthly payments with a lump sum as the primary optional form of payment.</p>
<ul style="list-style-type: none"> Automatic form for married participants 	<p>The normal form for married participants is the qualified joint and survivor form (100% joint and survivor annuity), which is equal to the automatic form for unmarried participants.</p>
<ul style="list-style-type: none"> Optional forms 	<p>Lump sum payment (for non-grandfathered participants), 66-2/3% joint and survivor annuity, 100% joint and survivor annuity, single life annuity, life annuity with 120 payments guaranteed, life annuity with 180 payments guaranteed, full cash refund, and life annuity with annual cost of living adjustment.</p>
<ul style="list-style-type: none"> Optional form conversion factors 	<p>The interest rate is 8.0% and the mortality assumption is the 1984 Unisex Pension Mortality Table with a three-year set back.</p>
Miscellaneous	
<ul style="list-style-type: none"> Maximum compensation 	<p>Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2011, the limit is \$245,000.</p>

Schedule SB, Part V — Summary of Plan Provisions

-
- | | |
|--------------------|---|
| ▪ Maximum benefits | Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2011, the limit is \$195,000. |
|--------------------|---|
-

Plan provision changes since prior valuation

There have been no changes since the July 1, 2010 valuation.

Schedule SB, Part V — Summary of Plan Provisions**Exhibit A - Monthly Cash Balance Conversion Factors**

Age	Conversion Factor	Age	Conversion Factor
Less than or equal to 56	16.6667	79	10.0000
57	16.0000	80	9.0000
58	16.0000	81	9.0000
59	16.0000	82	9.0000
60	16.0000	83	8.0000
61	15.0000	84	8.0000
62	15.0000	85	8.0000
63	15.0000	86	7.0000
64	15.0000	87	7.0000
65	14.0000	88	7.0000
66	14.0000	89	6.0000
67	14.0000	90	6.0000
68	14.0000	91	6.0000
69	13.0000	92	5.0000
70	13.0000	93	5.0000
71	13.0000	94	5.0000
72	12.0000	95	5.0000
73	12.0000	96	4.0000
74	12.0000	97	4.0000
75	11.0000	98	4.0000
76	11.0000	99	4.0000
77	11.0000	100	4.0000
78	10.0000	101 and beyond	3.0000

Actuarial basis for conversion factors:

- GATT 2003 mortality
- 5.00% interest

Factors rounded up to next integer

Schedule SB, Line 24 — Change in Actuarial Assumptions

Expense normal cost decreased from \$421,000 to \$321,000 to reflect our expectations for the current plan year.

Schedule SB, Line 26 — Schedule of Active Participant Data

Attained age	Years of credited service										Total
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Up	
Under 25											
25-29	1	4									5
30-34	3	45 3,025									48
35-39	1	42 5,000	31 12,645								74
40-44	8	43 5,822	47 19,730	33 26,579	5						136
45-49	5	42 5,778	34 18,774	51 31,487	61 47,387						193
50-54	5	56 5,275	36 17,268	41 35,305	75 50,150	21 66,609					234
55-59	3	46 6,480	21 20,939	31 34,312	33 48,876	51 66,115	8				193
60-64	3	25 4,212	16	11	13	26 63,732	13	1	1		109
65-69	1	4		5	1	2	1			1	15
70 & Up	1		2				1	1			5
Total	31	307	187	172	188	100	23	2	1	1	1,012 28,257

In each cell, the top number is the count of active participants for each age/service combination. Average pay is not shown for plans with less than 1,000 active participants or cells with fewer than 20 participants.

Schedule SB, Line 32 — Schedule of Amortization Bases

The shortfall amortization charge is the sum of the shortfall base amortization for each plan year covered under PPA. Although a shortfall base can be negative, the combined shortfall amortization charge cannot be negative.

Shortfall bases				
Year established		Outstanding balance	Years remaining	2011 installment
2008	\$	7,336,835	4	\$ 1,907,336
2009		(8,345)	5	(1,758)
2010		(105,958)	6	(19,248)
2011		<u>(1,004,178)</u>	7	<u>(161,382)</u>
Total	\$	6,218,354		\$ 1,724,948

Hamot Health Foundation Cash Account Pension Plan

Financial Statements and
Supplemental Schedule

June 30, 2012 and 2011



Hamot Health Foundation Cash Account Pension Plan

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June 30, 2012 and 2011

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Independent Auditors' Report

Participants and Plan Administrator
Hamot Health Foundation Cash Account Pension Plan

We have audited the accompanying statement of net assets available for benefits of the Hamot Health Foundation Cash Account Pension Plan (the "Plan") as of June 30, 2012 and 2011 and the related statement of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, information regarding the Plan's net assets available for benefits as of June 30, 2012 and changes therein for the year then ended, and its financial status as of June 30, 2011 and changes therein for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year) as of June 30, 2012 is presented for the purpose of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

ParenteBeard LLC

Pittsburgh, Pennsylvania
April 10, 2013

Hamot Health Foundation Cash Account Pension Plan

Statement of Net Assets Available for Benefits

June 30, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets		
Investments, at fair value:		
Money market funds	\$ 317,847	\$ 426,391
Plan interest in UPMC Master Trust	<u>47,663,836</u>	<u>49,964,445</u>
Total investments	47,981,683	50,390,836
Employer contribution receivable	<u>630,000</u>	<u>625,000</u>
Total assets	48,611,683	51,015,836
Liabilities		
Accrued administrative expenses	<u>11,543</u>	<u>14,273</u>
Net assets available for benefits	<u><u>\$ 48,600,140</u></u>	<u><u>\$ 51,001,563</u></u>

See notes to financial statements

Hamot Health Foundation Cash Account Pension Plan

Statement of Changes in Net Assets Available for Benefits

Years Ended June 30, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Additions to Net Assets Attributed to		
Investment income (loss):		
Plan interest in UPMC Master Trust investment (loss) income	\$ (626,151)	\$ 3,247,765
Interest and dividends	324	1,087,306
Net appreciation in fair value of investments	<u>-</u>	<u>3,243,514</u>
Net investment income	(625,827)	7,578,585
Employer contributions	<u>2,130,000</u>	<u>2,425,000</u>
Total additions	<u>1,504,173</u>	<u>10,003,585</u>
Deductions from Net Assets Attributed to		
Benefits paid to participants	3,453,860	3,871,697
Administrative expenses	<u>451,736</u>	<u>508,764</u>
Total deductions	<u>3,905,596</u>	<u>4,380,461</u>
Net (decrease) increase in net assets available for benefits	(2,401,423)	5,623,124
Net Assets Available for Benefits		
Beginning of year	<u>51,001,563</u>	<u>45,378,439</u>
End of year	<u>\$ 48,600,140</u>	<u>\$ 51,001,563</u>

See notes to financial statements

Hamot Health Foundation Cash Account Pension Plan

Notes to Financial Statements
June 30, 2012 and 2011

1. Description of the Plan

The following description of the Hamot Health Foundation Cash Account Pension Plan (the "Plan") is provided for general information purposes only. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General

The Plan is a noncontributory defined benefit pension plan covering substantially all employees of Hamot Health Foundation and its affiliates (the "Company") who were employed prior to July 1, 2003. As of July 1, 2003, participation and certain benefits under the Plan were frozen, at which time participants ceased to accrue additional benefits, except for certain grandfathered participants. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA")

On February 1, 2011, the Company and the University of Pittsburgh Medical Center ("UPMC") completed an affiliation between the organizations. There were no changes to the provisions of the Plan as a result of the affiliation, however, during 2011 substantially all of the Plan's investments were liquidated and subsequently invested in the UPMC Master Trust (the "Master Trust").

The Plan's management evaluated subsequent events for recognition or disclosure through April 10, 2013, the date the financial statements were available to be issued.

Eligibility for Participation

Prior to the date the Plan was frozen, employees became eligible to participate in the Plan upon attainment of age 21 and completion of one year of credited service, as defined by the Plan. Employees hired after the date the Plan was frozen are not eligible to participate in the Plan.

Benefits

The Plan utilizes a cash balance account design under which benefits are defined in terms of stated annual contributions. These contributions are allocated to eligible participant accounts which earn a stated rate of interest each year. Participant accounts earn an annual interest credit at a rate generally based on the two month average of the one-year United States Treasury Bond Rate for the two months immediately preceding the first day of the plan year plus 1%.

The Plan was amended effective July 1, 1999 to implement the cash balance account plan design, as described above. On this date, active participants' accrued benefits were converted to a lump-sum present value. Additionally, certain transitional credits are granted to employees who met certain age and service criteria as of June 30, 1987.

On termination of service due to death, disability, retirement, or other reasons, a participant is entitled to receive benefits under the Plan generally equal to the value of their accumulated plan benefits either as a lump-sum distribution or as an annuity payable monthly for life. The Plan permits early retirement from age 55 to 64.

Hamot Health Foundation Cash Account Pension Plan

Notes to Financial Statements
June 30, 2012 and 2011

Vesting

Vesting is based on years of credited service. Eligible participants become 100% vested upon completion of seven years of credited service. Participants earn one year of credited service for each year in which they are credited with at least 1,000 hours of service.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets and liabilities and changes therein, disclosure of contingent assets and liabilities and the actuarial present value of accumulated plan benefits and changes therein. Actual results could differ from those estimates.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for a discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to: (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the Plan are generally based on a cash balance account plan design, determined under the provisions of the Plan. Benefits payable under all circumstances such as retirement, death, disability, and termination of employment are included to the extent they are attributable to employee service rendered to the date the Plan was frozen.

Hamot Health Foundation Cash Account Pension Plan

Notes to Financial Statements
June 30, 2012 and 2011

The actuarial present value of accumulated plan benefits presented below is based on actuarial valuations as of July 1, 2011 and 2010 prepared by the Plan's actuary, using the projected unit credit actuarial cost method. The actuarial present value of accumulated plan benefits is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The actuarial present value of accumulated plan benefits as of July 1, 2011 and 2010 is as follows:

	<u>2011</u>	<u>2010</u>
Vested benefits:		
Participants currently receiving benefits	\$ 14,657,951	\$ 15,977,028
Other participants	<u>32,111,695</u>	<u>35,732,368</u>
Total vested benefits	46,769,646	51,709,396
Nonvested benefits	<u>761,319</u>	<u>650,142</u>
Actuarial present value of accumulated plan benefits	<u>\$ 47,530,965</u>	<u>\$ 52,359,538</u>

The changes in the actuarial present value of the accumulated plan benefits for the year ended July 1, 2011 are summarized as follows:

Actuarial present value of accumulated plan benefits at beginning of year	<u>\$ 52,359,538</u>
Increase (decrease) during the year attributable to:	
Benefits accumulated and actuarial experience	(1,088,176)
Interest due to decrease in discount period	3,518,366
Benefits paid	(3,871,697)
Change in actuarial assumptions	<u>(3,387,066)</u>
Net decrease	<u>(4,828,573)</u>
Actuarial present value of accumulated plan benefits at end of year	<u>\$ 47,530,965</u>

Significant actuarial assumptions underlying the actuarial computations in 2011 and 2010 are:

- (a) Mortality – PPA separate Static Annuitant and Non-Annuitant Mortality Tables for 2011 and 2010.
- (b) Retirement age – Age 63 for 2011 and 2010.
- (c) Interest rate – 8.00% for 2011 and 7.00% for 2010.

Hamot Health Foundation Cash Account Pension Plan

Notes to Financial Statements
June 30, 2012 and 2011

During the year ended July 1, 2011, as a result of the change in the interest rate used to discount the actuarial present value of accumulated plan benefits, the actuarial present value of accumulated plan benefits decreased by approximately \$3.4 million.

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

New Accounting Standards

In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update No. 2011-04 "Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs," ("ASU 2011-04") which amends FASB ASC Topic 820, "Fair Value Measurement," to bring accounting principles generally accepted in the United States of America for fair value measurements in line with International Financial Reporting Standards by clarifying existing guidance for items such as: the application of the highest and best use concept to non-financial assets and liabilities; the application of fair value measurement to financial instruments classified in a reporting entity's stockholder's equity; and disclosure requirements regarding quantitative information about unobservable inputs used in the fair value measurements of Level 3 assets. ASU 2011-04 is effective for fiscal years and interim reporting periods beginning after December 15, 2011. Plan management is evaluating the impact of adopting ASU 2011-04 and believes it will not be material to the financial statements but will provide additional disclosures.

3. Interest in UPMC Master Trust

In connection with the affiliation between the Company and UPMC described in Note 1, on February 25, 2011, substantially all of the Plan's investments were liquidated and subsequently invested in the Master Trust, which was established for the investment of assets of the Plan and other UPMC-sponsored retirement plans. Each participating retirement plan has an undivided interest in the Master Trust. The Master Trust assets are allocated among the participating plans by assigning to each plan those transactions (primary contributions, benefit payments, and plan-specific administrative expenses) that can be specifically identified and by allocating among all plans, in proportion to each plan's beneficial interest in the Master Trust, income and expenses resulting from the collective investment of the assets in the Master Trust. The Plan's interest in the net assets of the Master Trust was approximately 4.8 percent at June 30, 2012 and 4.9 percent at June 30, 2011.

The Master Trust includes investments in limited partnerships, representing investments in hedge funds, and venture capital funds approximating \$181.3 million and \$323.6 million at June 30, 2012, respectively and \$141.8 million and \$275.4 million at June 30, 2011, respectively. UPMC has outstanding commitments to invest up to \$150.1 million and \$158.1 million in limited partnerships included in the Master Trust as of June 30, 2012 and 2011, respectively.

Hamot Health Foundation Cash Account Pension Plan

Notes to Financial Statements
June 30, 2012 and 2011

The following table presents the assets, including investments, of the Master Trust at June 30, 2012 and 2011:

	<u>2012</u>	<u>2011</u>
Master Trust investments, at fair value:		
Cash	\$ 8,017	\$ 943,649
Government securities	6,341,494	-
Corporate debt instruments	9,209,795	402,000
Corporate stocks	80,308,790	126,396,423
Interest in registered investment companies	277,680,573	400,034,085
Interest in common/collective trust funds	104,879,681	52,122,423
Limited partnerships	519,972,096	432,247,300
Total Master Trust investments, at fair value	998,400,446	1,012,145,880
Net receivables (payables)	485,155	(503,400)
Total Master Trust assets	<u>\$ 998,885,601</u>	<u>\$ 1,011,642,480</u>
Plan interest in Master Trust	<u>\$ 47,663,836</u>	<u>\$ 49,964,445</u>

Investment income of the Master Trust for the year ended June 30, 2012 and for the period from February 25, 2011 through June 30, 2011 is as follows:

	<u>2012</u>	<u>2011</u>
Net appreciation (depreciation) in fair value of investments:		
Cash	\$ 846	\$ 4,875
Government securities	3,671	-
Corporate debt instruments	116,868	(558)
Corporate stocks	(7,245,341)	359,877
Interest in registered investment companies	(25,148,482)	555,597
Interest in common/collective trust funds	(1,563,191)	2,570,721
Limited partnerships	3,351,540	41,505,986
Total net (depreciation) appreciation in fair value of investments	(30,484,089)	44,996,498
Interest	3,701,629	1,680,781
Dividends	14,445,028	6,183,197
Net investment income of the Master Trust	<u>\$ (12,337,432)</u>	<u>\$ 52,860,476</u>

Hamot Health Foundation Cash Account Pension Plan

Notes to Financial Statements

June 30, 2012 and 2011

4. Fair Value Measurements

The Plan measures on a recurring basis its investments at fair value in accordance with FASB codification "Fair Value Measurement," which provides the framework for measuring fair value. That framework provides a fair value hierarchy used to classify the inputs used in measuring fair value. That hierarchy prioritizes the inputs used in determining valuations into three levels. The levels of fair value hierarchy are as follows:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices in active markets that are accessible to the Plan for identical assets. These generally provide the most reliable evidence and are used to measure fair value whenever available.

Level 2 – Inputs to the valuation methodology include significant inputs, other than Level 1 inputs, that are observable either directly or indirectly for substantially the full term of the asset through corroboration with observable market data. Level 2 inputs include quoted market prices in active markets for similar assets, quoted market prices in markets that are not active for identical or similar assets, and other observable inputs.

Level 3 – Inputs to the valuation methodology are unobservable inputs and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value by the Plan and by the Master Trust. There have been no changes in the methodologies used at June 30, 2012 and 2011:

Money market funds and registered investment companies are valued at the quoted net asset value of the shares held at year-end.

U.S. government securities and corporate stocks are generally valued at the closing price reported on the active market on which the individual securities are traded.

Corporate debt instruments are valued based on yields currently available on comparable securities of issuers with similar credit ratings.

Common/collective trust fund investments are valued based upon the units of such collective trust funds held by the Master Trust at year end multiplied by the respective unit value. The unit values of the collective trust funds are based upon significant observable inputs, although are not based upon quoted market prices in an active market.

Limited partnerships are valued based upon the interests of such limited partnerships held by the Master Trust at year end multiplied by the respective net asset value.

The preceding methods may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Hamot Health Foundation Cash Account Pension Plan

Notes to Financial Statements
June 30, 2012 and 2011

The Plan's investments consist of a money market fund and an undivided interest in the Master Trust. The money market fund held outside of the Master Trust in the amount of \$317,847 at June 30, 2012 and \$426,391 at June 30, 2011 is classified as a Level 1 fair value measurement. The following tables set forth by level, within the fair value hierarchy, the Master Trust's assets at fair value as of June 30, 2012 and 2011:

	Assets at Fair Value as of June 30, 2012			
	Level 1	Level 2	Level 3	Total
Money market funds	\$ 8,017	\$ -	\$ -	\$ 8,017
Corporate stocks:				
U.S. large cap	6,416,748	-	-	6,416,748
U.S. mid cap	2,573,474	-	-	2,573,474
U.S. small cap	21,053,786	-	-	21,053,786
International developed	25,233,913	-	-	25,233,913
Emerging markets	8,013,479	-	-	8,013,479
U.S. REITS	17,017,390	-	-	17,017,390
U.S. government securities	6,341,494	-	-	6,341,494
Corporate debt instruments	-	9,209,795	-	9,209,795
Registered investment companies:				
Domestic index funds	113,773,141	-	-	113,773,141
Domestic fixed income funds	29,299,946	-	-	29,299,946
International developed equity funds	28,477,930	-	-	28,477,930
International equity index funds	15,833,073	-	-	15,833,073
International emerging market funds	90,296,483	-	-	90,296,483
Common/collective trust funds ^(a)	-	104,879,681	-	104,879,681
Limited partnerships:				
Private real estate ^(b)	-	-	48,591,592	48,591,592
Private natural resources ^(c)	-	-	28,676,784	28,676,784
Absolute return hedge funds ^(d)	-	-	77,698,840	77,698,840
Long/short hedge funds ^(e)	15,065,341	-	103,637,909	118,703,250
Private equity ^(f)	-	-	246,301,630	246,301,630
Total	<u>\$ 379,404,215</u>	<u>\$ 114,089,476</u>	<u>\$ 504,906,755</u>	<u>\$ 998,400,446</u>

Hamot Health Foundation Cash Account Pension Plan

Notes to Financial Statements
June 30, 2012 and 2011

	Assets at Fair Value as of June 30, 2011			
	Level 1	Level 2	Level 3	Total
Money market funds	\$ 943,649	\$ -	\$ -	\$ 943,649
Corporate stocks:				
U.S. large cap	8,691,861	-	-	8,691,861
U.S. small cap	64,987,019	-	-	64,987,019
International developed	26,124,281	-	-	26,124,281
Emerging markets	9,191,388	-	-	9,191,388
U.S. REITS	17,401,874	-	-	17,401,874
Corporate debt instruments		402,000	-	402,000
Registered investment companies:				
Domestic index funds	106,229,059	-	-	106,229,059
Domestic fixed income funds	121,130,302	-	-	121,130,302
U.S. REITS	15,748,200	-	-	15,748,200
International developed equity funds	23,182,940	-	-	23,182,940
International equity index funds	35,537,628	-	-	35,537,628
International emerging market funds	98,205,956	-	-	98,205,956
Common/collective trust funds ^(a)	-	52,122,423	-	52,122,423
Limited partnerships:				
Private real estate ^(b)	-	-	33,509,695	33,509,695
Private natural resources ^(c)	-	-	24,224,996	24,224,996
Absolute return hedge funds ^(d)	-	-	64,542,852	64,542,852
Long/short hedge funds ^(e)	15,014,353	-	77,250,068	92,264,421
Private equity ^(f)	-	-	217,705,336	217,705,336
Total	\$ 542,388,510	\$ 52,524,423	\$ 417,232,947	\$ 1,012,145,880

- (a) The investment objective for these funds is to achieve long-term capital growth. Liquidity provisions vary per fund, with most being permitted to redeem on valuation date with written notification at least one month prior to redemption. The valuation date varies per fund, and ranges mainly from weekly to monthly. Fund managers can reserve the right to suspend redemptions under certain market conditions.
- (b) The investment objective of these partnerships is to invest in commercial real estate properties and real estate related assets primarily in the industrial, office, hospitality, retail, and multi-family sectors that can provide for long-term capital appreciation and a current income component. It is estimated that the underlying assets of the funds will be liquidated over an average of nine years with no redemption ability prior to the conclusion of the partnerships. The outstanding commitment to invest in these funds is up to \$21.9 million.

Hamot Health Foundation Cash Account Pension Plan

Notes to Financial Statements
June 30, 2012 and 2011

- (c) The investment objective of these funds is to acquire energy assets such as oil and natural gas production, oilfield services, power generation, and other natural resources-related industries that have the potential for meaningful capital appreciation. It is estimated that the underlying assets of the funds will be liquidated over an average of ten years with no redemption ability prior to the conclusion of the partnerships. The outstanding commitment to invest in these funds is up to \$25.5 million.
- (d) The investment objective for these funds is to invest with the goal of generating a positive real return without correlation to general markets. While specific liquidity provisions vary by fund, redemptions are generally permitted on a monthly or quarterly basis. While fund managers reserve the right to suspend redemptions under certain market conditions, no such conditions exist as of June 30, 2012 and through April 10, 2013, the date these financial statements were available to be issued.
- (e) The investment objective for these funds is to invest with the goal of generating a return similar to equity markets with less volatility. While specific liquidity provisions vary by fund, redemptions are generally permitted on a monthly, quarterly, or annual basis. While fund managers reserve the right to suspend redemptions under certain market conditions, no such conditions exist as of June 30, 2012 and through April 10, 2013, the date these financial statements were available to be issued.
- (f) The investment objective of these partnerships is to achieve long-term capital appreciation through a diversified portfolio of leveraged buyout, growth equity, venture capital, structured equity, and distressed debt investment opportunities throughout the globe. It is estimated that the underlying assets of the funds will be liquidated over an average of nine years with no redemption ability prior to the conclusion of the partnerships. The outstanding commitment to invest in these funds is up to \$102.7 million.

The following table sets forth a summary of changes in the fair value of the Master Trust's Level 3 assets for the year ended June 30, 2012 and for the period from February 25, 2011 to June 30, 2011:

	Limited Partnerships	
	2012	2011
Beginning balance	\$ 417,232,947	\$ 372,240,628
Realized gains	14,958,217	3,532,036
Unrealized gains (losses) relating to assets still held at the reporting date	(12,385,973)	38,700,601
Purchases	150,692,455	-
Settlements	(65,590,891)	-
Purchases, sales, issuances, and settlements (net)	-	2,759,682
Ending balance	<u>\$ 504,906,755</u>	<u>\$ 417,232,947</u>

Gains and losses (realized and unrealized) included in changes in net assets available for period above are reported in Plan interest in UPMC Master Trust investment (loss) income in the statement of changes in net assets available for benefits.

Hamot Health Foundation Cash Account Pension Plan

Notes to Financial Statements
June 30, 2012 and 2011

5. Funding Policy

The Company's funding policy is to make annual contributions to the Plan as determined by the Plan's independent actuary in amounts necessary to provide the Plan with assets sufficient to fund participants' benefits by the time they retire. Participant contributions are not permitted. The minimum funding requirements of ERISA were met for 2012 and 2011.

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA.

6. Plan Termination

In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

- a) Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under plan provisions in effect at any time during the five years preceding plan termination.
- b) Other vested benefits insured by the Pension Benefit Guaranty Corporation ("PBGC") (a U.S. government agency) up to the applicable limitations (discussed subsequently).
- c) All other vested benefits (that is, vested benefits not insured by PBGC).
- d) All nonvested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, a statutory ceiling exists, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Company and the level of benefits guaranteed by the PBGC.

Hamot Health Foundation Cash Account Pension Plan

Notes to Financial Statements
June 30, 2012 and 2011

7. Investments

The following table presents investments that represent 5% or more of the Plan's net assets available for benefits at June 30, 2012 and 2011:

	<u>2012</u>	<u>2011</u>
Plan interest in UPMC Master Trust	\$ 47,663,836	\$ 49,964,445

The Plan reported no net appreciation (depreciation) in 2012. During 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Registered investment companies	\$ 1,890,074
Corporate stocks	1,302,105
U.S. government securities	14,867
Corporate debt instruments	<u>36,468</u>
Net appreciation in fair value of investments	<u>\$ 3,243,514</u>

8. Related Party Transactions

Through February 24, 2011, the Plan's assets were administered under contracts with Morgan Stanley and PNC Bank, N.A. Effective February 25, 2011, the assets administered by Morgan Stanley were transferred to the Master Trust, which is administered under a contract with Bank of New York Mellon, N.A. Contributions are held and managed by Bank of New York Mellon, N.A. and PNC Bank, N.A., the custodians of the Plan, who invest cash received, interest, and dividend income. PNC Bank, N.A. makes distributions to participants. Certain of the Plan's investments are managed by the custodians; therefore, these transactions qualify as party-in-interest transactions.

Administrative expenses of the custodians are paid by the Plan. Certain other administrative expenses of the Plan are paid by the Company. Additionally, certain administrative functions of the Plan are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan.

9. Tax Status

The Company has applied for and has not yet received a determination letter from the Internal Revenue Service stating that the Plan and related trust are designed in accordance with the applicable sections of the Internal Revenue Code ("IRC"). However, the plan administrator believes that the Plan has been designed to comply with and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believes the Plan is qualified and the related trust is exempt from taxation.

Hamot Health Foundation Cash Account Pension Plan

Notes to Financial Statements
June 30, 2012 and 2011

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of June 30, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

10. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates, and employee compensation and demographics, all of which are subject to change. Due to the uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Hamot Health Foundation Cash Account Pension Plan

EIN: 25-1400999 Plan Number: 001

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)
June 30, 2012

(a)	Identity of Issue (b)	Description of Investment (c)	Cost (d)	Current Value (e)
*	Money market fund	Blackrock Liquidity Funds Tempfund Institutional Shrs #24	\$ 317,847	\$ 317,847
*	Plan interest in master trust	UPMC Master Trust	44,075,627	47,663,836
		Total	\$ 44,393,474	\$ 47,981,683

* A party-in-interest as defined by ERISA

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Ein: 25-1400999 Plan Number: 001

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June 30, 2012

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Schedule SB, Line 15 - Reconciliation of differences between valuation results and amounts used to calculate AFTAP

The following schedule shows each AFTAP that was certified or recertified for the 2011 plan year, the date made, and a description of the AFTAP change:

Certification		
Date	AFTAP	Update Description
9/30/2011	89.02%	N/A

The following chart shows a comparison of the final 2011 AFTAP and the FTAP shown on the 2011 Schedule SB, line 14.

	Final certified AFTAP	Schedule SB Line 14 FTAP	Difference (explained below)
1. Adjusted plan assets			
a. Actuarial value of plan assets ¹	\$ 50,635,236	\$ 50,659,158	\$ 23,922
b. Credit balances subtracted	0	0	
c. Annuity purchases for non-HCEs in prior two plan years	0	N/A	0
d. Earmarked contributions during plan year	0	N/A	0
e. Adjusted plan assets: (a.) – (b.) + (c.) + (d.)	\$ 50,635,236	\$ 50,659,158	\$ 23,922
2. Adjusted funding target			
a. Funding target	\$ 56,877,512	\$ 56,877,512	\$ 0
b. Funding target increases not already reflected in (a.) due to amendments, UCEBs, etc.	0	0	0
c. Annuity purchases for non-HCEs in prior two plan years	0	0	0
d. Adjusted funding target: (a.) + (b.) + (c.)	\$ 56,877,512	\$ 56,877,512	\$ 0
3. 2011 AFTAP/FTAP: (1.e.) ÷ (2.d.)	89.02%	89.06%	0.04%

¹ The discounted value of the contribution of \$25,000 made on March 15, 2012 was not included in the actuarial value of assets used in the final certified AFTAP because the contribution had not been made on the September 30, 2011, AFTAP certification date.