

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 2013 This Form is Open to Public Inspection
---	---	---

Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</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>UPMC 403(B) RETIREMENT SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>334</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>08/01/1967</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>25-1423657</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>412-647-7905</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>622000</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>334</u>	1c Effective date of plan <u>08/01/1967</u>		2b Employer Identification Number (EIN) <u>25-1423657</u>		2c Sponsor's telephone number <u>412-647-7905</u>		2d Business code (see instructions) <u>622000</u>	
1b Three-digit plan number (PN) ▶	<u>334</u>										
1c Effective date of plan <u>08/01/1967</u>											
2b Employer Identification Number (EIN) <u>25-1423657</u>											
2c Sponsor's telephone number <u>412-647-7905</u>											
2d Business code (see instructions) <u>622000</u>											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>UPMC</u> <u>USS TOWER, 56TH FL, 600 GRANT ST</u> <u>PITTSBURGH, PA 15219</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.	10/09/2014	MICHAEL P. HURLEY
	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
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
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
5 Total number of participants at the beginning of the plan year		5 51803
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	44165
b Retired or separated participants receiving benefits	6b	15
c Other retired or separated participants entitled to future benefits.....	6c	4454
d Subtotal. Add lines 6a , 6b , and 6c	6d	48634
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	96
f Total. Add lines 6d and 6e	6f	48730
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g	39232
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2L 2M 2F 2G		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics 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
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) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

<div><div>SCHEDULE A</div><div>(Form 5500)</div><div>Department of the Treasury Internal Revenue Service</div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div>	<div>Insurance Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> <div>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</div>	<div>OMB No. 1210-0110</div> <div>2013</div> <div>This Form is Open to Public Inspection</div>
---	--	--

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan UPMC 403(B) RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶	334
C Plan sponsor's name as shown on line 2a of Form 5500 UPMC		
		D Employer Identification Number (EIN) 25-1423657

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
---------------	---

1 Coverage Information:

(a) Name of insurance carrier TIAA-CREF					
(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
13-1624203	69345	101707	4544		

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.	
(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).
(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid			

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☒ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	60579982
c Additions: (1) Contributions deposited during the year	7c(1)	
(2) Dividends and credits	7c(2)	2505315
(3) Interest credited during the year	7c(3)	
(4) Transferred from separate account	7c(4)	
(5) Other (specify below)	7c(5)	
▶		
(6) Total additions	7c(6)	2505315
d Total of balance and additions (add lines 7b and 7c(6))	7d	63085297
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	2810121
(2) Administration charge made by carrier	7e(2)	
(3) Transferred to separate account	7e(3)	
(4) Other (specify below)	7e(4)	165606
▶ TRANSFERS		
(5) Total deductions	7e(5)	2975727
f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	60109570

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>UPMC 403(B) RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>334</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>UPMC</u>	D Employer Identification Number (EIN) <u>25-1423657</u>

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

TIAA

13-1624203

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

CREF

13-3586142

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

HEWITT FINANCIAL SERVICES LLC

36-3943169

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

THE VANGUARD GROUP, INC.

23-1945930

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

THE BANK OF NEW YORK MELLON

13-5160382

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

FIDELITY INVESTMENTS INSTL OPS CO

04-2647786

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

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

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

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

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

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

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)

HEWITT ASSOCIATES LLC

36-2235791

(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?
15	RECORDKEEPER	955016	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

AON HEWITT FINANCIAL ADVISORS, LLC

35-2421957

(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?
26	PARTICIPANT ADVISORY	139262	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

THE BANK OF NEW YORK MELLON

25-0659306

(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?
21	TRUSTEE	94816	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)

ERNST & YOUNG, LLP

34-6565596

(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	AUDITOR	60993	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FIRST COMMONWEALTH FINANCIAL ADVISO

25-1800305

(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?
17	CONSULTING	53820	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

THE VANGUARD GROUP, INC.

23-1945930

(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?
15	RECORDKEEPER	32851	Yes ☒ No ☐	Yes ☒ No ☐	520	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)

BUCHANAN INGERSOLL & ROONEY

25-1698000

(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?
29	LEGAL	26684	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:	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:

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="border: 1px solid black; text-align: center; padding: 5px; font-weight: bold; font-size: 1.2em;">2013</div> This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan UPMC 403(B) RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	334
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 UPMC	D Employer Identification Number (EIN) 25-1423657	

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)
--------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: TIAA CREF REAL ESTATE ACCOUNT
--

b Name of sponsor of entity listed in (a): TIAA-CREF

c EIN-PN 13-1624203-004	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1185475
--	--	---

a Name of MTIA, CCT, PSA, or 103-12 IE: DEFINED CONTRIBUTION PLAN TRUST
--

b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON

c EIN-PN 25-0659306-023	d Entity code M	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1181037069
--	--	--

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)**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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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 2013 This Form is Open to Public Inspection
---	--	---

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan UPMC 403(B) RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶	334
C Plan sponsor's name as shown on line 2a of Form 5500 UPMC	D Employer Identification Number (EIN) 25-1423657	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other	1b(3)	65029	371417
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(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)	11834174	13771599
	(9) Value of interest in common/collective trusts	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)	1030657	1185475
	(11) Value of interest in master trust investment accounts	1c(11)	922677907	1181037069
	(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)	133050345	154102535
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	60579982	60109570
	(15) Other	1c(15)	55545476	63609603

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	1184783570	1474187268

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	1439	21839
k Total liabilities (add all amounts in lines 1g through 1j)	1k	1439	21839

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1184782131	1474165429
---	-----------	------------	------------

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) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	124364766	
(C) Others (including rollovers)	2a(1)(C)	7577492	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		131942258
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(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)	535499	
(F) Other	2b(1)(F)	6918837	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		7454336
(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)		
(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
(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

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		101756
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		200580256
(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)		23482178
c Other income.....	2c		13806703
d Total income. Add all income amounts in column (b) and enter total.....	2d		377367487

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	86745047	
(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)		86745047
f Corrective distributions (see instructions).....	2f		21839
g Certain deemed distributions of participant loans (see instructions).....	2g		117669
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)	215274	
(2) Contract administrator fees.....	2i(2)	830540	
(3) Investment advisory and management fees.....	2i(3)	53820	
(4) Other.....	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		1099634
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		87984189

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		289383298
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: ERNST & YOUNG, LLP

(2) EIN: 34-6565596

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

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.).....

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.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
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		5000000
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.		X	

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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

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 2013 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>UPMC 403(B) RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>334</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>UPMC</u>	D Employer Identification Number (EIN) <u>25-1423657</u>

Part I	Distributions
---------------	----------------------

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
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>25-1926855</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

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)
----------------	--

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
-----------------	-------------------

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
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

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.
----------------	---

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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

FINANCIAL STATEMENTS AND SUPPLEMENTAL
SCHEDULE

UPMC 403(b) Retirement Savings Plan
December 31, 2013 and 2012, and
Year Ended December 31, 2013
With Report of Independent Auditors

Ernst & Young LLP



Building a better
working world

UPMC 403(b) Retirement Savings Plan
Financial Statements and Supplemental Schedule

December 31, 2013 and 2012, and
Year Ended December 31, 2013

Contents

Report of Independent Auditors.....	1
Financial Statements	
Statements of Net Assets Available for Benefits.....	3
Statement of Changes in Net Assets Available for Benefits.....	4
Notes to Financial Statements.....	5
Supplemental Schedule	
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	18

Report of Independent Auditors

The Plan Sponsor
UPMC 403(b) Retirement Savings Plan
Pittsburgh, Pennsylvania

We were engaged to audit the accompanying financial statements of UPMC 403(b) Retirement Savings Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

The UPMC 403(b) Retirement Savings Plan has not maintained sufficient accounting records and supporting documents relating to annuity contracts and custodial accounts issued to current and former employees prior to January 1, 2009. Accordingly, we were unable to apply auditing procedures sufficient to determine the extent to which the accompanying financial statements may have been affected by these conditions.

Disclaimer of Opinion on Financial Statements

Because of the significance of the matters described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Disclaimer of Opinion on Supplemental Schedule

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2013, is presented for purposes 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. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

Ernst & Young LLP

October 7, 2014

UPMC 403(b) Retirement Savings Plan

Statements of Net Assets Available for Benefits

	December 31	
	2013	2012
Assets		
Investments:		
Interest in Master Trust	\$ 1,181,037,069	\$ 922,677,907
Other investments	279,007,183	250,206,460
Total investments	1,460,044,252	1,172,884,367
Receivables:		
Notes receivable from participants	13,771,599	11,834,174
Other receivables, net	349,578	63,590
Total receivables	14,121,177	11,897,764
Net assets available for benefits	\$ 1,474,165,429	\$ 1,184,782,131

See accompanying notes.

UPMC 403(b) Retirement Savings Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2013

Additions

Investment income:

Net appreciation in registered investment companies	\$ 23,482,178
Net appreciation in variable annuities	11,927,295
Net appreciation in the pooled separate account	101,756
Net appreciation in guaranteed annuity contract	1,879,408
Net investment gain from Master Trust	200,580,256
Interest income from registered investment companies	6,290,651
Interest income from guaranteed annuity contract	628,186

Total investment income 244,889,730

Interest income on notes receivable from participants 535,499

Contributions:

Employee contributions	124,342,927
Rollovers	1,575,284

Total contributions 125,918,211

Transfers:

Transfer from other qualified plans	6,002,208
-------------------------------------	-----------

Total transfers 6,002,208

Total additions 377,345,648

Deductions

Administrative expense	1,099,634
Benefits paid to participants	86,862,716
Total deductions	<u>87,962,350</u>

Net increase 289,383,298

Net assets available for benefits at beginning of year 1,184,782,131

Net assets available for benefits at end of year \$ 1,474,165,429

See accompanying notes.

UPMC 403(b) Retirement Savings Plan

Notes to Financial Statements

December 31, 2013 and 2012

1. Description of the Plan

The primary purpose of the UPMC 403(b) Retirement Savings Plan (the Plan) is to accept employee pretax contributions made by the participants with respect to certain employees who have elected salary deferrals under the Plan. The Plan is a tax-sheltered annuity plan, intended to satisfy all of the requirements of Internal Revenue Code Section 403(b).

The Plan is a contributory pension plan offered to a significant number of employees of UPMC (the Employer) and its subsidiary corporations and affiliates. Periodically, UPMC subsidiary corporations and/or affiliates adopt the Plan and, in certain circumstances, the assets of a plan sponsored by the subsidiary or affiliated corporation may also be transferred to the Plan.

This description of the Plan provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions. Additional information about the vesting and benefit provisions of the plan document is contained in the Community or Urban Summary Plan Descriptions, which are available from UPMC's Retirement Line or online through AON Hewitt's participant website, Your Benefit Resources™.

Participant Accounts

An individual account is maintained for each participating employee by the Plan's administrator/record-keeper, AON Hewitt. Each participant may elect to have his or her contributions invested in any of the funds offered by the Plan in multiples of 1.0% or as flat dollar amounts.

Vesting

A participant is fully vested in his or her contributions.

Contributions

Participants may elect to defer up to 100% of their compensation as defined in the Plan and up to the dollar limit imposed under the Internal Revenue Code (the Code) Section 402(g) for a respective calendar year.

UPMC 403(b) Retirement Savings Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Payment of Benefits

Distributions from the participant's account are permitted upon separation of service, or, if eligible and approved by the plan administrator for an in-service or hardship withdrawal. The benefit to which a participant is entitled is the balance in the participant's account.

Participant Loans

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of the lesser of \$50,000 or 50% of their vested account balance. Loan terms range from six months to five years, except for loans for the purchase of a primary residence, which must be repaid within fifteen years. The loans are secured by the balance in the participant's account and bear interest at rates between 4.25% and 10.00% at December 31, 2013. Principal and interest are paid ratably through regular payroll deductions.

Other Loans

The Teachers Insurance and Annuity Association – College Retirement Equities Fund (TIAA-CREF) offers plan loans which are issued directly from funds owned by TIAA-CREF and not directly from a participant's account. These loans are not assets of the Plan. Adequate security is required and a portion of the participant's account is reserved, or held in collateral, to cover 110% of the outstanding loan in case of default. The collateral is held in the TIAA Traditional Annuity.

Plan Termination

Although it has not expressed any intent to do so, UPMC has the right under the Plan to terminate the Plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). However, in any such event, the participants' rights to their accrued benefits are nonforfeitable.

Basis of Accounting

The Plan reports its financial statements on the accrual method of accounting.

UPMC 403(b) Retirement Savings Plan

Notes to Financial Statements (continued)

2. Significant Accounting Policies

Payment of Benefits

Benefits are recorded when paid.

Notes Receivable From Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes and supplemental schedule. Actual results could differ from those estimates.

Investments Valuation and Income Recognition

Investments held by the Plan are stated at fair value. Fair value is defined as 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 (exit price). See Note 4 for further discussion of fair value measurement.

The Plan's investments consist of an interest in the UPMC 401(a)/403(b) Master Trust (Master Trust) held by BNY Mellon Bank, N.A. (see Note 3) and other investments, including funds trusted by Fidelity Management Trust Company (Fidelity), Vanguard Fiduciary Trust Company (Vanguard), and TIAA-CREF.

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

UPMC 403(b) Retirement Savings Plan

Notes to Financial Statements (continued)

2. Significant Accounting Policies (continued)

Subsequent Events

Management evaluated subsequent events for the Plan through October 7, 2014, the date the financial statements were available to be issued.

3. Investments

Individual investments that represent 5% or more of the Plan's net assets available for benefits are as follows:

	December 31	
	2013	2012
TIAA Traditional Fund	(a)	\$ 60,579,982

(a) Investment is less than 5%.

Certain of the Plan's investments are held in the Master Trust, which was established for the investment of assets of the Plan and another UPMC-sponsored retirement plan. Each participating retirement plan's interest in the investment funds of the Master Trust is based on account balances of the participants and their elected investment funds. The Master Trust assets are allocated among the participating plans by assigning to each plan those transactions (primarily contributions, benefit payments, and plan-specific expenses) that can be specifically identified and by allocating among all plans, in proportion to the fair value of the assets assigned to each plan, income and expenses resulting from the collective investment of the assets of the Master Trust. The Plan's interest in the net assets of the Master Trust was approximately 46% at both December 31, 2013 and 2012.

The following table presents the fair value of the investments of the Master Trust:

	December 31	
	2013	2012
Master Trust investments, at fair value:		
Registered investment companies	\$ 2,559,118,529	\$ 2,000,615,906
Total Master Trust investments, at fair value	\$ 2,559,118,529	\$ 2,000,615,906

UPMC 403(b) Retirement Savings Plan

Notes to Financial Statements (continued)

3. Investments (continued)

Net investment income for the Master Trust for the year ended December 31, 2013, is summarized as follows:

Net appreciation in fair value of investments:	
Registered investment companies	<u>\$ 429,531,182</u>
Total Master Trust net investment appreciation	<u>\$ 429,531,182</u>

4. Fair Value Measurements

Fair value is defined under ASC 820 as 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 (i.e., an exit price). The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

- Level 1 – Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.
- Level 2 – Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:
 - Quoted prices for similar assets and liabilities in active markets
 - Quoted prices for identical or similar assets or liabilities in markets that are not active
 - Observable inputs other than quoted prices that are used in the valuation of the assets or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals)
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means
- Level 3 – Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

UPMC 403(b) Retirement Savings Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level input that is significant to the fair value measure in its entirety.

Following is a description of the valuation techniques and inputs used for each major class of assets measured at fair value:

Cash is valued at amortized cost which approximates fair value.

Registered Investment Companies are trustee by BNY Mellon Bank, N.A., Vanguard, and Fidelity and are valued based on quoted market prices which represent the net asset value (NAV) of shares held by the Plan at year-end. The NAV is a quoted price in an active market.

Variable Annuities (CREF Accounts) consist of eight investment portfolios: the Stock, Global Equities, Growth, Equity Index, Bond Market, Inflation-Linked Bond, Social Choice, and Money Market Accounts (individually referred to as the “Account” or collectively referred to as the “Accounts”). CREF is registered with the Securities and Exchange Commission under the Investment Company Act of 1940 as an open-end management investment company; however, the CREF Accounts themselves are not traded on an exchange in an active market. These Accounts are variable annuities which are primarily valued using market quotations or prices obtained from independent pricing sources who may employ various pricing methods to value the investments including matrix pricing, except for the Money Market Account which is generally valued at amortized cost. Each Account determines its NAV on a daily basis and is redeemable at NAV on the valuation date.

Pooled Separate Account (PSA) (TIAA Real Estate Account) is a non-fully benefit-responsive investment valued principally from the market value of the underlying real estate holdings or real estate-related investments. Real estate holdings are valued principally using external appraisals, which are estimates of property values based on a professional’s opinion. The PSA also sometimes holds securities which are generally priced using values obtained from independent pricing sources. Unit values are calculated each day and the fund is redeemable at NAV daily. The PSA itself is not traded on an exchange in an active market.

UPMC 403(b) Retirement Savings Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

Guaranteed Annuity Contract (TIAA Traditional fund) is offered to participants of the Plan through Retirement Annuity (RA) and Group Retirement Annuity (GRA) contracts, which are not fully benefit-responsive and through Supplemental Retirement Annuity (SRA) and Group Supplemental Retirement Annuity (GSRA) contracts, which are fully benefit-responsive. The TIAA Traditional fund is valued at contract value, which approximates fair value. The contract value of the fund equals the accumulated cash contributions, interest credited to the Plan's contracts, and transfers, if any, less any withdrawals. Since the investment is not available for sale or transfer on any securities exchange, transactions in similar investment instruments are not observable. As a guaranteed annuity backed by TIAA's claims paying ability, the TIAA Traditional fund guarantees principal and a guaranteed minimum rate of interest, plus the opportunity for additional amounts in excess of the guaranteed rate. The guaranteed minimum interest rate during the accumulation phase is generally 3%. These guarantees of principal and minimum interest rates assure that each participant's accumulation is protected from loss and will always increase in value. These additional amounts, when declared by the TIAA Board of Trustees, are determined on a year-by-year basis and remain in effect for the "declaration year." The declaration year begins each March 1 for accumulating annuities and each January 1 for lifetime payout annuities. Together, the guaranteed minimum and additional amounts make up the "crediting rate" in the accumulation phase of the account. TIAA uses a "vintage" method of crediting interest for funds in the TIAA Traditional fund. Because the yields available on new long-term investments tend to vary over time, TIAA groups the funds received over discrete time periods into vintages. The interest credited to each vintage reflects the investment returns initially obtained on TIAA's investments during each period. When the accumulation in the TIAA Traditional fund is converted to an annuity based on life expectancy, the present value of the stream of payments is equal to the accumulation. The average yield earned by the Plan and credited to participants in the Plan for all fully benefit-responsive investment contracts is 3.6% and 3.4% at December 31, 2013 and 2012, respectively.

In determining the reasonableness of the methodology, the plan sponsor evaluates a variety of factors including review of existing contracts, economic conditions, industry and market developments, and overall credit ratings. Certain unobservable inputs are assessed through review of contract terms (for example, duration or payout date) while others are substantiated utilizing available market data.

UPMC 403(b) Retirement Savings Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

The following table sets forth by level, within the fair value hierarchy, the Master Trust's assets at fair value as of December 31, 2013:

	Level 1	Level 2	Level 3	Total
Cash	\$ 1,580,335	\$ —	\$ —	\$ 1,580,335
Registered investment companies:				
Money Market Option	139,061,424	—	—	139,061,424
Core Bond Option	239,671,686	—	—	239,671,686
Index Stock Option	249,770,421	—	—	249,770,421
Core Stock Growth Option	279,953,678	—	—	279,953,678
Core Stock Value Option	211,940,929	—	—	211,940,929
Aggressive Stock Option	337,167,125	—	—	337,167,125
International Stock Option	175,847,799	—	—	175,847,799
Asset Allocation/LifeCycle	618,287,327	—	—	618,287,327
Balanced Option	305,837,805	—	—	305,837,805
Total assets of the Master Trust, at fair value	<u>\$ 2,559,118,529</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 2,559,118,529</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's assets held outside of the Master Trust, at fair value as of December 31, 2013:

	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Money Market Option	\$ 6,721,644	\$ —	\$ —	\$ 6,721,644
Core Bond Option	10,451,183	—	—	10,451,183
Index Stock Option	20,182,176	—	—	20,182,176
Core Stock Growth Option	8,206,299	—	—	8,206,299
Core Stock Value Option	39,023,994	—	—	39,023,994
Aggressive Stock Option	9,357,147	—	—	9,357,147
International Stock Option	8,907,379	—	—	8,907,379
Balanced Option	51,252,713	—	—	51,252,713
Variable annuities:				
CREF Stock ^(a)	—	37,795,181	—	37,795,181
CREF Money Market ^(b)	—	4,914,439	—	4,914,439
CREF Social Choice ^(c)	—	5,016,003	—	5,016,003
CREF Bond Market ^(d)	—	3,750,671	—	3,750,671
CREF Global Equities ^(e)	—	4,603,766	—	4,603,766
CREF Growth ^(f)	—	3,718,606	—	3,718,606
CREF Equity Index ^(g)	—	3,165,635	—	3,165,635
CREF Inflation-Linked Bond ^(h)	—	645,302	—	645,302
Pooled Separate Account ⁽ⁱ⁾	—	1,185,475	—	1,185,475
Guaranteed Annuity Contract	—	—	60,109,570	60,109,570
Total assets, excluding the Plan's interest in the Master Trust, at fair value	<u>\$ 154,102,535</u>	<u>\$ 64,795,078</u>	<u>\$ 60,109,570</u>	<u>\$ 279,007,183</u>

UPMC 403(b) Retirement Savings Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

The following table sets forth by level, within the fair value hierarchy, the Master Trust's assets at fair value as of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Money Market Option	\$ 150,079,904	\$ —	\$ —	\$ 150,079,904
Core Bond Option	271,304,081	—	—	271,304,081
Index Stock Option	144,577,081	—	—	144,577,081
Core Stock Growth Option	226,151,294	—	—	226,151,294
Core Stock Value Option	160,489,032	—	—	160,489,032
Aggressive Stock Option	245,995,010	—	—	245,995,010
International Stock Option	96,725,851	—	—	96,725,851
Asset Allocation/LifeCycle	451,734,079	—	—	451,734,079
Balanced Option	253,559,574	—	—	253,559,574
Total assets of the Master Trust, at fair value	<u>\$ 2,000,615,906</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 2,000,615,906</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's assets held outside of the Master Trust, at fair value as of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Money Market Option	\$ 7,587,503	\$ —	\$ —	\$ 7,587,503
Core Bond Option	11,328,235	—	—	11,328,235
Index Stock Option	15,937,890	—	—	15,937,890
Core Stock Growth Option	6,493,263	—	—	6,493,263
Core Stock Value Option	31,198,044	—	—	31,198,044
Aggressive Stock Option	6,851,775	—	—	6,851,775
International Stock Option	7,743,194	—	—	7,743,194
Balanced Option	45,910,441	—	—	45,910,441
Variable annuities:				
CREF Stock ^(a)	—	31,735,182	—	31,735,182
CREF Money Market ^(b)	—	4,896,236	—	4,896,236
CREF Social Choice ^(c)	—	4,435,649	—	4,435,649
CREF Bond Market ^(d)	—	4,244,493	—	4,244,493
CREF Global Equities ^(e)	—	3,895,721	—	3,895,721
CREF Growth ^(f)	—	3,052,235	—	3,052,235
CREF Equity Index ^(g)	—	2,432,019	—	2,432,019
CREF Inflation-Linked Bond ^(h)	—	853,941	—	853,941
Pooled Separate Account ⁽ⁱ⁾	—	1,030,657	—	1,030,657
Guaranteed Annuity Contract	—	—	60,579,982	60,579,982
Total assets, excluding the Plan's interest in the Master Trust, at fair value	<u>\$ 133,050,345</u>	<u>\$ 56,576,133</u>	<u>\$ 60,579,982</u>	<u>\$ 250,206,460</u>

UPMC 403(b) Retirement Savings Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

- (a) The investment objective of this Account is to achieve a favorable long-term rate of return through capital appreciation and investment income by investing primarily in a broadly diversified portfolio of common stocks.
- (b) The investment objective of this Account is to achieve high current income consistent with maintaining liquidity and preserving capital. Substantially all of the Account's assets are invested in securities maturing in 397 days or less including commercial paper, obligations of commercial banks, U.S. government securities and other foreign and domestic debt obligations.
- (c) The investment objective of this Account is to achieve a favorable long-term rate of return that reflects the investment performance of the financial markets while giving special consideration to certain social criteria. The Account invests in a diversified set of domestic and foreign stocks and other equity securities, bonds and other fixed-income securities, as well as money market instruments and other short-term debt instruments.
- (d) The investment objective of this Account is to achieve a favorable long-term rate of return through high current income consistent with preserving capital. The majority of the Account's assets are invested in U.S. treasury and agency securities, corporate bonds and mortgage-backed or other asset-backed securities.
- (e) The investment objective of this Account is to achieve a favorable long-term rate of return through capital appreciation and investment income from a broadly diversified portfolio that consists of foreign and domestic stocks.
- (f) The investment objective of this Account is to achieve a favorable long-term rate of return, mainly through capital appreciation, primarily from a diversified portfolio of common stocks that present the opportunity for exceptional growth.
- (g) The investment objective of this Account is to achieve a favorable long-term rate of return from a diversified portfolio selected to track the overall market for common stocks publicly traded in the United States, as represented by a broad stock market index. The Account is designed to track the U.S. stock market as a whole and invests in stocks in its benchmark index, the Russell 3000 Index.
- (h) The investment objective of this Account is to achieve a favorable long-term rate of return that outpaces inflation, primarily through investment in inflation-indexed bonds – fixed-income securities whose returns are designed to track a specified inflation index over the life of the bond.
- (i) The investment objective for this fund is to achieve long-term returns primarily through rental income and appreciation of real estate investments owned by the Account. The Account will also invest in publicly traded securities and short-term higher quality liquid investments that are easily converted to cash to enable the Account to meet participant redemption requests, purchase or improve properties or cover other expense needs. There are currently no redemption restrictions on this investment. Liquidity is guaranteed since the fund is backed by the TIAA general account.

UPMC 403(b) Retirement Savings Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

Quantitative Information About Significant Unobservable Inputs Used in Level 3 Fair Value Measurements

The following table presents the Plan's Level 3 investments, the valuation techniques used to measure the fair value, and the significant unobservable inputs and the ranges of values for those inputs.

December 31, 2013				
Investment (by Class)	Fair Value	Valuation Technique	Significant Unobservable Inputs	Range
Guaranteed Annuity Contract	\$ 60,109,570	Discounted Cash Flow Theoretical transfer (exit value)	Risk-adjusted discount rate applied*	RA and GRA – 3.00%–5.00% SRA and GSRA – 3.00%–4.25%
December 31, 2012				
Investment (by Class)	Fair Value	Valuation Technique	Significant Unobservable Inputs	Range
Guaranteed Annuity Contract	\$ 60,579,982	Discounted Cash Flow Theoretical transfer (exit value)	Risk-adjusted discount rate applied*	RA and GRA – 3.00%–5.00% SRA and GSRA – 3.00%–4.25%

* Unobservable inputs include discount rate applied.

TIAA Traditional fund's account balances are reported at contract value. Contract value is the aggregation of contributions, plus interest, less withdrawals, if any. Crediting rates are a combination of a guaranteed rate and an annually established discretionary rate. Additionally, the discretionary rate applied to contributions received during a reporting period may vary from the discretionary rate applied to account balances at the end of the prior reporting period. Contract value approximates a discounted cash flow value calculated using an appropriate risk-adjusted market discount rate which correlates closely with TIAA Traditional fund's historical crediting rates.

UPMC 403(b) Retirement Savings Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2013.

	Guaranteed Annuity Contract
Balance, beginning of year	\$ 60,579,982
Realized gains	1,009,502
Unrealized gains relating to instruments still held at the reporting date	869,906
Purchases	462,572
Sales	(2,812,392)
Balance, end of year	<u>\$ 60,109,570</u>

5. Administrative Expenses

Effective July 1, 2002, UPMC initiated a ten-basis-point administrative fee that is netted against the respective fund's investment income and is calculated based on the daily net asset value of each fund. Effective July 1, 2011, UPMC reduced this administrative fee to five basis points. Effective January 1, 2013, UPMC increased the administrative fee to eleven basis points. Starting in the fourth quarter of 2004, a quarterly administrative fee of \$7.50 was charged to the accounts of terminated participants who elect to retain an account balance in the Plan. The amount of administrative fees charged in 2013 was \$44,461.

These fees are used to offset a portion of the Plan's administrative expenses. The Plan sponsor as well as the Plan pay the administrative expenses of the Plan. Investment fees are netted against the respective fund's investment income.

6. Related-Party Transactions

Certain of the Plan's investments are managed by TIAA-CREF, Fidelity, and Vanguard. These transactions qualify as party-in-interest transactions; however, they are exempt from prohibited transaction rules under ERISA.

UPMC 403(b) Retirement Savings Plan

Notes to Financial Statements (continued)

7. Tax Status

The Plan has been designed to qualify under Section 403(b) of the Code and therefore, it is not currently eligible to receive a determination letter from the Internal Revenue Service (IRS). The Plan is required to operate in conformity with the Code to maintain its qualification under Section 403(b). The plan administrator believes that the Plan is operating in accordance with the applicable requirements of Section 403(b) of the Code and, therefore, believes the Plan is qualified and the related custodial accounts and tax-deferred annuities are tax-exempt.

Accounting principles generally accepted in the United States require plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. 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 the Plan is no longer subject to income tax examinations for years prior to 2010.

8. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market volatility, 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 participants' account balances and the amounts reported in the statements of net assets available for benefits.

Supplemental Schedule

UPMC 403(b) Retirement Savings Plan

EIN #25-1423657 Plan #334

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2013

Identity of Investment	Description	Cost	Current Value
*TIAA Traditional Fund	Guaranteed Annuity Contract	**	\$ 60,109,570
*TIAA Real Estate Fund	Pooled Separate Account	**	1,185,475
*CREF Stock Fund	Variable Annuity	**	37,795,181
*CREF Money Market Fund	Variable Annuity	**	4,914,439
*CREF Social Choice Fund	Variable Annuity	**	5,016,003
*CREF Bond Market Fund	Variable Annuity	**	3,750,671
*CREF Global Equities Fund	Variable Annuity	**	4,603,766
*CREF Growth Fund	Variable Annuity	**	3,718,606
*CREF Equity Index Fund	Variable Annuity	**	3,165,635
*CREF Inflation-Linked Bond Fund	Variable Annuity	**	645,302
*Fidelity Magellan	Registered Investment Company	**	3,005,987
*Fidelity Growth Company	Registered Investment Company	**	3,616,190
*Fidelity Growth & Income	Registered Investment Company	**	2,203,744
*Fidelity Interm Bond	Registered Investment Company	**	337,388
*Fidelity Overseas	Registered Investment Company	**	1,110,000
*Fidelity Asset Mgr 50%	Registered Investment Company	**	731,702
*Fidelity Asset Mgr 70%	Registered Investment Company	**	1,142,339
*Fidelity Asset Mgr 20%	Registered Investment Company	**	188,407
*Fidelity Short Term Bond	Registered Investment Company	**	53,552
*Fidelity Retirement Money Market	Registered Investment Company	**	332,370
*Vanguard Wellington Fund Investor Shares	Registered Investment Company	**	34,659,186
*Vanguard Windsor II Fund Investor Shares	Registered Investment Company	**	36,018,007
*Vanguard 500 Index Fund Investor Shares	Registered Investment Company	**	20,182,176
*Vanguard STAR Fund	Registered Investment Company	**	11,444,558
*Vanguard Prime Money Market Fund	Registered Investment Company	**	6,389,274
*Vanguard International Growth Fund Investor Shares	Registered Investment Company	**	7,797,379
*Vanguard GNMA Fund Investor Shares	Registered Investment Company	**	5,876,374
*Vanguard Explorer Fund Investor Shares	Registered Investment Company	**	9,357,147

UPMC 403(b) Retirement Savings Plan

EIN #25-1423657 Plan #334

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

Identity of Investment	Description	Cost	Current Value
*Vanguard Balanced Index Fund Investor Shares	Registered Investment Company	**	\$ 3,048,761
*Vanguard High-Yield Corporate Fund Investor Shares	Registered Investment Company	**	1,135,108
*Vanguard Short-Term Treasury Fund Investor Shares	Registered Investment Company	**	2,386,365
*Vanguard U.S. Growth Fund Investor Shares	Registered Investment Company	**	1,378,747
*Vanguard Wellesley Income Fund Investor Shares	Registered Investment Company	**	1,707,774
*Participant loans	Varying maturity dates with interest rates ranging from 4.25% to 10.00%		13,771,599
			<u>\$ 292,778,782</u>

*Party in interest

** Participant-directed investment, cost not required

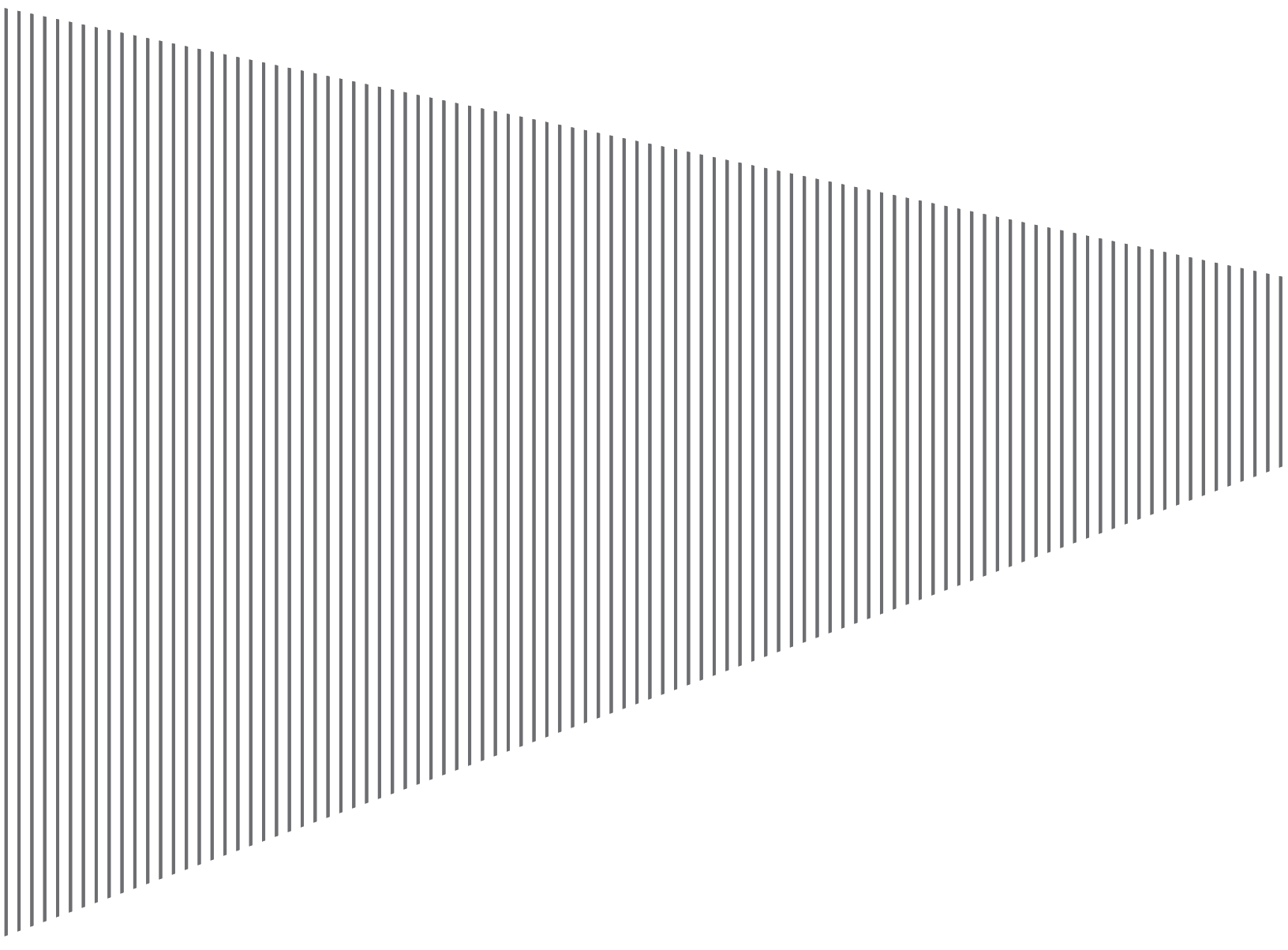
About EY

EY is a global leader in assurance, tax, transaction and advisory services. The insights and quality services we deliver help build trust and confidence in the capital markets and in economies the world over. We develop outstanding leaders who team to deliver on our promises to all of our stakeholders. In so doing, we play a critical role in building a better working world for our people, for our clients and for our communities.

EY refers to the global organization, and may refer to one or more, of the member firms of Ernst & Young Global Limited, each of which is a separate legal entity. Ernst & Young Global Limited, a UK company limited by guarantee, does not provide services to clients. For more information about our organization, please visit ey.com.

© 2013 Ernst & Young LLP.
All Rights Reserved.

ey.com



UPMC 403(b) Retirement Savings Plan

EIN #25-1423657 Plan #334

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2013

Identity of Investment	Description	Cost	Current Value
*TIAA Traditional Fund	Guaranteed Annuity Contract	**	\$ 60,109,570
*TIAA Real Estate Fund	Pooled Separate Account	**	1,185,475
*CREF Stock Fund	Variable Annuity	**	37,795,181
*CREF Money Market Fund	Variable Annuity	**	4,914,439
*CREF Social Choice Fund	Variable Annuity	**	5,016,003
*CREF Bond Market Fund	Variable Annuity	**	3,750,671
*CREF Global Equities Fund	Variable Annuity	**	4,603,766
*CREF Growth Fund	Variable Annuity	**	3,718,606
*CREF Equity Index Fund	Variable Annuity	**	3,165,635
*CREF Inflation-Linked Bond Fund	Variable Annuity	**	645,302
*Fidelity Magellan	Registered Investment Company	**	3,005,987
*Fidelity Growth Company	Registered Investment Company	**	3,616,190
*Fidelity Growth & Income	Registered Investment Company	**	2,203,744
*Fidelity Interim Bond	Registered Investment Company	**	337,388
*Fidelity Overseas	Registered Investment Company	**	1,110,000
*Fidelity Asset Mgr 50%	Registered Investment Company	**	731,702
*Fidelity Asset Mgr 70%	Registered Investment Company	**	1,142,339
*Fidelity Asset Mgr 20%	Registered Investment Company	**	188,407
*Fidelity Short Term Bond	Registered Investment Company	**	53,552
*Fidelity Retirement Money Market	Registered Investment Company	**	332,370
*Vanguard Wellington Fund Investor Shares	Registered Investment Company	**	34,659,186
*Vanguard Windsor II Fund Investor Shares	Registered Investment Company	**	36,018,007
*Vanguard 500 Index Fund Investor Shares	Registered Investment Company	**	20,182,176
*Vanguard STAR Fund	Registered Investment Company	**	11,444,558
*Vanguard Prime Money Market Fund	Registered Investment Company	**	6,389,274
*Vanguard International Growth Fund Investor Shares	Registered Investment Company	**	7,797,379
*Vanguard GNMA Fund Investor Shares	Registered Investment Company	**	5,876,374
*Vanguard Explorer Fund Investor Shares	Registered Investment Company	**	9,357,147

UPMC 403(b) Retirement Savings Plan

EIN #25-1423657 Plan #334

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

Identity of Investment	Description	Cost	Current Value
*Vanguard Balanced Index Fund Investor Shares	Registered Investment Company	**	\$ 3,048,761
*Vanguard High-Yield Corporate Fund Investor Shares	Registered Investment Company	**	1,135,108
*Vanguard Short-Term Treasury Fund Investor Shares	Registered Investment Company	**	2,386,365
*Vanguard U.S. Growth Fund Investor Shares	Registered Investment Company	**	1,378,747
*Vanguard Wellesley Income Fund Investor Shares	Registered Investment Company	**	1,707,774
*Participant loans	Varying maturity dates with interest rates ranging from 4.25% to 10.00%		13,771,599
			<u>\$ 292,778,782</u>

*Party in interest

** Participant-directed investment, cost not required