

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
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>07/01/2013</u> and ending <u>06/30/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information				
1a Name of plan <u>HAMOT HEALTH FOUNDATION EMPLOYEE TAX-DEFERRED SAVI</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>003</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/01/1987</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>003</u>	1c Effective date of plan <u>07/01/1987</u>	
1b Three-digit plan number (PN) ▶	<u>003</u>				
1c Effective date of plan <u>07/01/1987</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>UPMC HAMOT</u> <u>201 STATE STREET</u> <u>ERIE, PA 16550</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>25-0965387</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>814-877-6000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>622000</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>25-0965387</u>	2c Sponsor's telephone number <u>814-877-6000</u>	2d Business code (see instructions) <u>622000</u>	
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2c Sponsor's telephone number <u>814-877-6000</u>					
2d Business code (see instructions) <u>622000</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	03/24/2015	SUSAN TESTA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
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	
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		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	3516
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	2925
b Retired or separated participants receiving benefits		6b	12
c Other retired or separated participants entitled to future benefits		6c	260
d Subtotal. Add lines 6a , 6b , and 6c		6d	3197
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	1
f Total. Add lines 6d and 6e		6f	3198
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	2572
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	39
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: 2M 2L 2F 2H 2R 2S 2T			
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)	

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance 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. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2013 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning **07/01/2013** and ending **06/30/2014**

A Name of plan HAMOT HEALTH FOUNDATION EMPLOYEE TAX-DEFERRED SAVI	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 UPMC HAMOT	D Employer Identification Number (EIN) 25-0965387	

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.
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1 Coverage Information:

(a) Name of insurance carrier

MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

(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
04-1590850	65935	MR 60360	3198	07/01/2013	06/30/2014

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
135000	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

RBC CAPITAL MARKETS LLC
60 S 6TH ST
MINNEAPOLIS, MN 55402

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
135000			4

(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	0

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 ▶ **GROUP ANNUITY CONTRACT**

b Balance at the end of the previous year	7b	17102290
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c Additions: (1) Contributions deposited during the year	7c(1)	-99	
(2) Dividends and credits	7c(2)	0	
(3) Interest credited during the year	7c(3)	161946	
(4) Transferred from separate account	7c(4)	312814	
(5) Other (specify below)	7c(5)	43635	

▶ **LN INT, LN PRIN, LOAN DEFAULT, TRAN**

(6) Total additions	7c(6)	518296
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d Total of balance and additions (add lines 7b and 7c(6))	7d	17620586
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	2341075	
(2) Administration charge made by carrier	7e(2)	319	
(3) Transferred to separate account	7e(3)	0	
(4) Other (specify below)	7e(4)	0	

(5) Total deductions	7e(5)	2341394
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	15279192
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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 **07/01/2013** and ending **06/30/2014**

A Name of plan HAMOT HEALTH FOUNDATION EMPLOYEE TAX-DEFERRED SAVI	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 UPMC HAMOT	D Employer Identification Number (EIN) 25-0965387	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.
04-1590850

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
STATE STREET GLOBAL MARKETS
04-3464336

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

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

MASSACHUSETTS MUTUAL LIFE INS. CO.

04-1590850

(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?
52 60 63 64 68 72	CONTRACT ADMINISTRATOR	1644	Yes ☒ No ☐	Yes ☒ No ☐	0	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 ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
PREMIER MONEY MARKET FD BABSON 04-3212059		BASIS POINTS * PLAN ASSETS
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
MM S&P 500 INDEX FDNORTHERN TRUST 04-3410047		BASIS POINTS * PLAN ASSETS
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
SEL GR OPPRTNTS FD SANDS/DELAWARE 04-3512589		BASIS POINTS * PLAN ASSETS

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0
(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.	
SEL MID CAP GR II FD TRP/FRONTIER 04-3512596	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0
(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.	
PREMIER HIGH YIELD FUND BABSON 04-3520009	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0
(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.	
SELECT FNDMNTL VAL FD WELLINGTON 04-3584138	BASIS POINTS * PLAN ASSETS	

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
JP MORGAN MID CAP VALUE FUND 13-3963293	BASIS POINTS * PLAN ASSETS	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
MANNING&NAPIER PRO-BLEND CONTRM FD 16-0995736	BASIS POINTS * PLAN ASSETS	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
NORTHERN BOND INDEX FUND 20-8294681	BASIS POINTS * PLAN ASSETS	

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
<div style="text-align: center;">(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</div>		
AMERICAN CENTURY STRAT ALLOC AGR FD 43-1677617	BASIS POINTS * PLAN ASSETS	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
<div style="text-align: center;">(b) Service Codes (see instructions)</div>		
<div style="text-align: center;">(c) Enter amount of indirect compensation</div>		
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
<div style="text-align: center;">(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</div>		
AMERICAN CENTURY STRAT ALLOC CON FD 43-1677617	BASIS POINTS * PLAN ASSETS	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
<div style="text-align: center;">(b) Service Codes (see instructions)</div>		
<div style="text-align: center;">(c) Enter amount of indirect compensation</div>		
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
<div style="text-align: center;">(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</div>		
AMERICAN CENTURY STRAT ALLOC MOD FD 43-1677617	BASIS POINTS * PLAN ASSETS	

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(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.	
INVESCO SELECT COMPANIES FUND 47-0929668	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(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.	
NORTHERN INTL EQUITY INDEX FUND 56-2496727	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(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.	
AMERICAN CENTURY REAL ESTATE FUND 94-3226139	BASIS POINTS * PLAN ASSETS	

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation AMERICAN FUNDS CAP INCM BUILDER FND 95-1411037		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. BASIS POINTS * PLAN ASSETS		
(a) Enter service provider name as it appears on line 2 MASSACHUSETTS MUTUAL LIFE INS. CO.		
(b) Service Codes (see instructions) 60		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation AMERICAN FUNDS CAP WLD GR AND INC FD 95-4402570		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. BASIS POINTS * PLAN ASSETS		
(a) Enter service provider name as it appears on line 2 MASSACHUSETTS MUTUAL LIFE INS. CO.		
(b) Service Codes (see instructions) 60		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation AMER FUNDS EUROPACIFIC GROWTH FUND 95-6810128		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. BASIS POINTS * PLAN ASSETS		

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 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
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For calendar plan year 2013 or fiscal plan year beginning 07/01/2013 and ending 06/30/2014		
A Name of plan HAMOT HEALTH FOUNDATION EMPLOYEE TAX-DEFERRED SAVI	B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 UPMC HAMOT	D Employer Identification Number (EIN) 25-0965387	

Part I	Asset and Liability Statement		(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)		
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)	764197	390931
	(9) Value of interest in common/collective trusts	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(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)	83971265	84458002
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	20682459	18781620
	(15) Other.....	1c(15)	1051721	907424

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	106469642	104537977

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	106469642	104537977
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)	49741	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		49741
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)	21936	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		21936
(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)	3587597	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		3587597
(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)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(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)		10501940
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		14161214

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	11521707	
(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)		11521707
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	1644	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1644
j Total expenses. Add all expense amounts in column (b) and enter total	2j		11523351

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		2637863
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		4569528

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		10000000
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.			

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)
UPMC 403(B) RETIREMENT & SAVINGS PLAN	25-1423657	334

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.
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For calendar plan year 2013 or fiscal plan year beginning 07/01/2013 and ending 06/30/2014

A Name of plan <u>HAMOT HEALTH FOUNDATION EMPLOYEE TAX-DEFERRED SAVI</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>UPMC HAMOT</u>	D Employer Identification Number (EIN) <u>25-0965387</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-1590850</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)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....	6a		
b Enter the amount contributed by the employer to the plan for this plan year.....	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?.....	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

Hamot Health Foundation Employee
Tax Deferred Savings Plan
June 30, 2014 and 2013, and
Year Ended June 30, 2014
With Report of Independent Auditors

Ernst & Young LLP



Building a better
working world

Hamot Health Foundation Employee Tax Deferred Savings Plan

Financial Statements and Supplemental Schedule

June 30, 2014 and 2013, and Year Ended June 30, 2014

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Report of Independent Auditors

Participants, Plan Administrator, Pension/Defined Contribution
Review Committee
Hamot Health Foundation Employee Tax Deferred Savings Plan

We were engaged to audit the accompanying financial statements of the Hamot Health Foundation Employee Tax Deferred Savings Plan, which comprise the statements of net assets available for benefits as of June 30, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended June 30, 2014, 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 matters described in the Basis for Disclaimer of Opinion paragraphs, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified investment information described in Note 4, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the entities that certified the investment information meet the requirements of 29 CFR 2520.103-8. The plan administrator has obtained certifications as of June 30, 2014 and 2013, and for the year ended June 30, 2014, stating that the investment information provided to the plan administrator is complete and accurate.

Additionally, the Hamot Health Foundation Employee Tax Deferred 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 paragraphs, 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

The accompanying supplemental schedule of assets (held at end of year) as of June 30, 2014, 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 matters described in the Basis for Disclaimer of Opinion paragraphs, we do not express an opinion on the supplemental schedule referred to above.

Ernst & Young LLP

March 20, 2015

Hamot Health Foundation Employee Tax Deferred Savings Plan

Statements of Net Assets Available for Benefits

	June 30	
	2014	2013
Assets		
Investments, at fair value	\$ 104,147,046	\$ 105,705,445
Receivables:		
Notes receivable from participants	390,931	764,197
Total receivables	390,931	764,197
Net assets available for benefits	<u>\$ 104,537,977</u>	<u>\$ 106,469,642</u>

See accompanying notes.

Hamot Health Foundation Employee Tax Deferred Savings Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended June 30, 2014

Additions to net assets attributed to:

Investment income:

Net appreciation in fair value of investments \$ 10,501,940

Interest and dividends 3,587,597

Total investment income 14,089,537

Interest income on notes receivable from participants 21,936

Contributions:

Rollovers 49,741

Total contributions 49,741

Total additions 14,161,214

Deductions from net assets attributed to:

Benefits paid to participants 11,521,707

Administrative expenses 1,644

Total deductions 11,523,351

Net increase in net assets available for benefits 2,637,863

Transfers out to UPMC Savings Plan (4,569,528)

Net assets available for benefits:

Beginning of year 106,469,642

End of year \$ 104,537,977

See accompanying notes.

Hamot Health Foundation Employee Tax Deferred Savings Plan

Notes to Financial Statements

June 30, 2014

1. Description of the Plan

The following description of the Hamot Health Foundation Employee Tax Deferred Savings Plan (the Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan under Section 403(b) of the Internal Revenue Code (IRC) covering all non-student employees of Hamot Health Foundation (the Company). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

On February 1, 2011, the Company and the University of Pittsburgh Medical Center (UPMC) completed an affiliation between the organizations. Effective December 31, 2011, the Plan was amended to discontinue contributions of any kind, prohibit participants from taking loans against their accounts, and discontinue entrance of any new participants to the Plan. Participants continue to have access to their accounts, continue to receive earnings on their investments, and continue to earn vested service. Effective January 1, 2012, all participant and employer contributions are made to a separate UPMC-sponsored plan.

Contributions

Prior to December 31, 2011, each year, participants could contribute up to 100% of pretax annual compensation, as defined by the Plan, up to the maximum limits of the IRC. Participants who had attained age 50 before the end of the plan year were eligible to make catch-up contributions. Participants could also contribute amounts representing distributions from other qualified plans. Participants who had attained age 21 and completed one year of service, as defined by the Plan, were eligible to receive a discretionary nonelective company contribution based on years of service and eligible compensation.

Participants directed their contributions, and those made on their behalf, into various investment options offered by the Plan and can change their investment options on a daily basis. In spite of the plan freeze, participants are permitted to roll over monies into the Plan.

Hamot Health Foundation Employee Tax Deferred Savings Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Participant Accounts

Effective after the plan freeze at December 31, 2011, each participant's account is credited with allocations of plan earnings and charged with an allocation of administrative expenses. Plan earnings are allocated based on the participant's share of net earnings or losses of his or her respective elected investment options. Allocations of administrative expenses are based on the participant's account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants were immediately vested in any participant rollovers. Vesting in the discretionary nonelective company contribution portion of their accounts is based on years of credited service. Participants become 20% vested after two years of service, which increases by 20% per year of additional service until participants are fully vested after six years of service.

Transfers

The Plan permits participants to elect a plan-to-plan transfer to the UPMC Savings Plan.

Notes Receivable From Participants

Prior to December 31, 2011, participants could borrow from their vested account balance. The loans are secured by the balance in the participant's account and bear interest at the prime rate plus 1%. Principal and interest are paid ratably through biweekly payroll deductions. Loan terms range from one to five years or greater for the purchase of a primary residence. Notes receivable are stated at their unpaid principal balance plus accrued unpaid interest.

Payment of Benefits

On termination of service due to death, disability, retirement, or other reasons, a participant may elect to receive either a lump-sum distribution or a joint and survivor annuity equal to the value of the participant's vested account.

Hamot Health Foundation Employee Tax Deferred Savings Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

Use of Estimates

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

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note 3 for further discussion and disclosures related to fair value measurements.

The Plan invests in a fully benefit-responsive guaranteed investment contract (GIC). This investment contract is recorded at fair value (see Note 3), which for this GIC also approximates contract value. Contract value is the relevant measurement attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The contract value of the fully benefit-responsive investment contracts represents contributions plus earnings, less participant withdrawals, and administrative expenses.

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

Payment of Benefits

Benefit payments to participants are recorded when paid.

Hamot Health Foundation Employee Tax Deferred Savings Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

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 recorded when they are incurred. No allowance for credit losses has been recorded as of June 30, 2014 or 2013. 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.

Administration of Plan Assets

The Plan's assets are administered under contracts with Massachusetts Mutual Life Insurance Company (Mass Mutual), MetLife Insurance Company of Connecticut (MetLife), Voya Financial (formerly ING Life Insurance and Annuity Company), and Mutual of America, the custodians of the Plan. The custodians invest funds received from investment sales, interest, and dividend income and make distribution payments to participants. Certain administrative expenses of maintaining the Plan are paid by the Company.

3. Fair Value Measurements

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 (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 and 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

Hamot Health Foundation Employee Tax Deferred Savings Plan

Notes to Financial Statements (continued)

3. Fair Value Measurements (continued)

- 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 asset 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, 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).

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 assets measured at fair value. There have been no changes in the techniques and inputs used at June 30, 2014 or 2013:

Money market and mutual funds are valued at the quoted net asset value of shares held by the Plan at year-end.

Self-directed brokerage accounts consist of money market and mutual funds, and common stock. Money market and mutual funds are valued at the quoted net asset value of shares held by the Plan at year-end. Common stocks are valued at the closing price reported on the active market on which the individual securities are traded.

Guaranteed annuity contracts are valued based on unobservable inputs using valuation methodologies to determine fair value to include discounted cash flows based on current yields of similar instruments with comparable durations with consideration of the creditworthiness of the issuer. In determining the reasonableness of the fair value, the Pension & Defined Contribution Committee evaluates a variety of factors including review of the contract terms, the guaranteed rate of return, economic conditions, and industry and market developments.

Hamot Health Foundation Employee Tax Deferred Savings Plan

Notes to Financial Statements (continued)

3. Fair Value Measurements (continued)

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

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value:

Assets at Fair Value as of June 30, 2014				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Growth funds	\$ 31,181,617	\$ —	\$ —	\$ 31,181,617
Large value	923,383	—	—	923,383
Large blend	832,509	—	—	832,509
Mid value	6,884,306	—	—	6,884,306
Small blend	10,021,486	—	—	10,021,486
Small value	49,340	—	—	49,340
Balanced funds	22,615,452	—	—	22,615,452
International funds	3,380,636	—	—	3,380,636
Fixed income funds	6,407,930	—	—	6,407,930
Real estate funds	2,076,492	—	—	2,076,492
Other funds	57,671	—	—	57,671
Total mutual funds	84,430,822	—	—	84,430,822
Self-directed brokerage accounts:				
Mutual funds:				
Growth funds	13,380	—	—	13,380
Balanced funds	9,197	—	—	9,197
Fixed income funds	12,309	—	—	12,309
International funds	—	—	—	—
Total mutual funds	34,886	—	—	34,886
Money market fund	129,326	—	—	129,326
Common stock	743,212	—	—	743,212
Total self-directed brokerage accounts	907,424	—	—	907,424
Money market funds	27,180	—	—	27,180
Guaranteed annuity contract – fully benefit responsive	—	—	15,279,192	15,279,192
Guaranteed annuity contracts – non-fully benefit responsive	—	—	3,502,428	3,502,428
Total	\$ 85,365,426	\$ —	\$ 18,781,620	\$ 104,147,046

Hamot Health Foundation Employee Tax Deferred Savings Plan

Notes to Financial Statements (continued)

3. Fair Value Measurements (continued)

	Assets at Fair Value as of June 30, 2013			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Growth funds	\$ 29,893,775	\$ —	\$ —	\$ 29,893,775
Large value	939,704	—	—	939,704
Large blend	715,434	—	—	715,434
Mid blend	6,730	—	—	6,730
Mid value	6,587,823	—	—	6,587,823
Small blend	9,618,505	—	—	9,618,505
Small value	44,686	—	—	44,686
Balanced funds	23,685,656	—	—	23,685,656
International funds	3,068,736	—	—	3,068,736
Fixed income funds	7,320,063	—	—	7,320,063
Real estate funds	1,997,946	—	—	1,997,946
Other funds	64,136	—	—	64,136
Total mutual funds	83,943,194	—	—	83,943,194
Self-directed brokerage accounts:				
Mutual funds:				
Growth funds	10,643	—	—	10,643
Balanced funds	5,302	—	—	5,302
Fixed income funds	11,798	—	—	11,798
International funds	18,268	—	—	18,268
Total mutual funds	46,011	—	—	46,011
Money market fund	287,953	—	—	287,953
Common stock	717,757	—	—	717,757
Total self-directed brokerage accounts	1,051,721	—	—	1,051,721
Money market funds	28,071	—	—	28,071
Guaranteed annuity contract – fully benefit responsive	—	—	17,102,290	17,102,290
Guaranteed annuity contracts – non-fully benefit responsive	—	—	3,580,169	3,580,169
Total	\$ 85,022,986	\$ —	\$ 20,682,459	\$ 105,705,445

Hamot Health Foundation Employee Tax Deferred Savings Plan

Notes to Financial Statements (continued)

3. Fair Value Measurements (continued)

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended June 30, 2014:

	Guaranteed Annuity Contract – Fully Benefit Responsive	Guaranteed Annuity Contracts – Non-Fully Benefit Responsive
Beginning balance	\$ 17,102,290	\$ 3,580,169
Realized gains	163,582	105,623
Purchases	354,395	120,462
Sales	(2,341,075)	(303,826)
Ending balance	<u>\$ 15,279,192</u>	<u>\$ 3,502,428</u>

4. Investments

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments held and notes receivable from participants at June 30, 2014 and 2013, and net appreciation in fair value of investments, interest and dividends, and interest income on notes receivable from participants for the year ended June 30, 2014, was obtained or derived from information provided to the plan administrator and certified as complete and accurate by Mass Mutual, MetLife, and Voya Financial, the custodians of the Plan.

Hamot Health Foundation Employee Tax Deferred Savings Plan

Notes to Financial Statements (continued)

4. Investments (continued)

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

	June 30	
	2014	2013
Manning & Napier Pro-Blend Conservative Term Series Fund	\$ 20,795,129	\$ 21,782,946
Mass Mutual Capital Preservation Fund	15,279,192	17,102,290
Invesco Select Companies Fund	10,021,486	9,618,505
Northern Trust Select Indexed Equity Fund	8,620,278	8,270,270
American Funds Capital Income Builder Fund	8,260,442	8,373,885
J.P. Morgan Mid Cap Value Fund	6,882,229	6,586,126
American Funds EuroPacific Growth Fund	5,400,921	5,419,577

During 2014, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Guaranteed annuity contracts	\$ 269,205
Mutual funds	10,053,523
Common stock	179,212
Total	<u>\$ 10,501,940</u>

5. Investment Contract With Insurance Company

The Plan offers the option to invest in a fully benefit-responsive guaranteed annuity contract with Mass Mutual. Mass Mutual maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed annuity contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. The crediting interest rate is based on a formula agreed upon with the issuer and cannot be less than 1% or more than 3%. Such interest rate is reviewed on a quarterly basis for resetting.

Hamot Health Foundation Employee Tax Deferred Savings Plan

Notes to Financial Statements (continued)

5. Investment Contract With Insurance Company (continued)

Certain events may limit the ability of the Plan to currently transact at contract value and may result in a deferral of the payment at contract value for up to 12 months. Such events include, but may not be limited to, a participant termination of employment due to the following: (1) removal of a group of participants from plan coverage as a result of temporary absence, change in position, or other occurrence qualifying as a temporary break in service under the Plan; (2) transfer or other change of position resulting in employment by an entity controlling, controlled by, or under other common control with the employer; (3) cessation of an employment relationship resulting from a reorganization, merger, layoff, or the sale or discontinuance of all or any part of the plan sponsor's business; (4) removal from the Plan of one or more groups or classifications of participants; (5) partial or complete plan termination; or (6) plan disqualification. The plan administrator does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

	2014	2013
Average yields:		
Based on actual earnings	1.00%	1.12%
Based on interest rate credited to participants	1.00%	1.12%

6. Related-Party Transactions

Certain plan investments are managed by the custodians, and therefore, these transactions qualify as party-in-interest transactions. Additionally, the Plan holds notes receivable from participants, which are secured by the participants' account balances. These transactions qualify as party-in-interest transactions; however, they are exempt from prohibited transaction rules under ERISA. Certain administrative functions of the Plan are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan.

7. Plan Termination

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100% vested in their accounts. The plan amendment described in Note 1 does not constitute a termination of the Plan.

Hamot Health Foundation Employee Tax Deferred Savings Plan

Notes to Financial Statements (continued)

8. Tax Status

The underlying prototype plan has not received an opinion letter from the Internal Revenue Service (IRS), stating that the underlying prototype plan is qualified under Section 403(b) of the Internal Revenue Code (the Code). However, the plan administrator believes that the Plan has been designed to comply with and 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 June 30, 2014, 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 it is no longer subject to income tax examinations for years prior to 2011.

9. Subsequent Events

Management evaluated subsequent events for the Plan through March 20, 2015, the date the financial statements were available to be issued.

10. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are subject 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

Hamot Health Foundation Employee Tax Deferred Savings Plan

EIN #25-0965387 Plan #003

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

June 30, 2014

Identity of Issue		Cost	Current Value
Mutual fund	Manning & Napier Pro-Blend Conservative Term Series Fund	N/R	\$ 20,795,129
* Guaranteed annuity contract	Mass Mutual Capital Preservation Fund	N/R	15,279,192
Mutual fund	Invesco Select Companies Fund	N/R	10,021,486
Mutual fund	Northern Trust Select Indexed Equity Fund	N/R	8,620,278
Mutual fund	American Funds Capital Income Builder Fund	N/R	8,260,442
Mutual fund	J.P. Morgan Mid Cap Value Fund	N/R	6,882,229
Mutual fund	American Funds EuroPacific Growth Fund	N/R	5,400,921
Mutual fund	PIMCO Total Return Fund	N/R	3,188,673
Mutual fund	Northern International Equity Index Fund	N/R	2,239,375
Mutual fund	American Century Real Estate Fund	N/R	2,050,939
Mutual fund	American Funds Capital World Growth and Income Fund	N/R	1,953,002
Mutual fund	Babson Premier High Yield Fund	N/R	1,685,377
Mutual fund	Northern Bond Index Fund	N/R	1,266,820
* Guaranteed investment contract	Met Life T-Flex I	N/R	1,244,593
Mutual fund	Select Growth Opps	N/R	1,242,351
* Guaranteed investment contract	Voya Fixed Account	N/R	1,209,419
Mutual fund	American Century Strategic Allocation: Aggressive Fund	N/R	1,088,275
Mutual fund	American Century Strategic Allocation: Moderate Fund	N/R	1,032,035
Mutual fund	ClearBridge VarAggGrw Prt	N/R	887,448
Mutual fund	Wellington Select Fundamental Value Fund	N/R	850,648
Mutual fund	Frontier Select Mid Cap Growth Equity II Fund	N/R	681,902
* Mutual fund	MetLife Stock Index Port	N/R	653,508
Mutual fund	Oppenheimer Global Equity	N/R	641,723
* Mutual fund	Voya Growth and Income Portfolio – Class I	N/R	633,563
Mutual fund	BlackRock Diversified	N/R	633,164
Mutual fund	Fidelity VIP Contrafund Portfolio – Initial Class	N/R	430,492
Mutual fund	Jennison Growth Portfolio	N/R	405,600
* Guaranteed annuity contract	Mutual of America Interest Accumulation Account	N/R	379,526
* Guaranteed annuity contract	Fixed Rider (MetLife Universal Annuity)	N/R	357,370
Mutual fund	Fidelity VIP Eqty Income	N/R	333,689
* Guaranteed investment contract	Met Life T-Flex	N/R	287,620
Mutual fund	Fid VIP Mid Cap Port SC 2	N/R	249,269

Hamot Health Foundation Employee Tax Deferred Savings Plan

EIN #25-0965387 Plan #003

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

Identity of Issue		Identity of Issue	Cost	Current Value
* Mutual fund		Voya Large Cap Growth Portfolio Inst	N/R	\$ 171,291
* Mutual fund		Voya Intermediate Bond Portfolio – Class I	N/R	142,236
* Mutual fund		Voya Templeton Foreign Equity Portfolio – Initial Class	N/R	142,035
Self-directed brokerage account		APPLE INC	N/R	138,386
Self-directed brokerage account		SSGA MONEY MARKET FUND	N/R	129,326
* Mutual fund		Voya Oppenheimer Global Portfolio – Initial Class	N/R	114,074
Mutual fund		T. Rowe Price Small CapGr	N/R	104,438
Mutual fund		PIMCO Total Return Port	N/R	101,117
* Mutual fund		Voya T. Rowe Price Diversified Mid Cap Growth Port – Initial	N/R	91,747
Self-directed brokerage account		NETFLIX COM INC COM	N/R	88,120
Mutual fund		Loomis Sayles Global Mkts	N/R	87,551
* Mutual fund		Mutual of America Equity Index Fund	N/R	83,737
* Mutual fund		Voya Global Resources Portfolio – Service Class	N/R	67,376
Self-directed brokerage account		PRICELINE GROUP INC THE	N/R	60,150
Mutual fund		American Century Strategic Allocation: Conservative Fund	N/R	59,282
* Mutual fund		Voya Loan Collateral Fund	N/R	57,671
Mutual fund		American Century VP Capital Appreciation Fund	N/R	54,851
Self-directed brokerage account		GENERAL ELECTRIC CO	N/R	54,714
Self-directed brokerage account		CITIGROUP INC COM NEW	N/R	54,357
* Mutual fund		Voya T. Rowe Price Growth Equity Portfolio – Initial Class	N/R	54,078
Mutual fund		Invesco Sm Cap Growth	N/R	49,129
Mutual fund		CB Var Sm Cap Gr Prt	N/R	48,596
Mutual fund		Fidelity VIP Growth Portfolio – Initial Class	N/R	46,862
Mutual fund		Russell 2000(R) Index	N/R	44,604
Mutual fund		Third Ave Sm Cap Val Port	N/R	44,519
* Mutual fund		Mutual of America All American Fund	N/R	44,436
Mutual fund		DWS Variable Series I Capital Growth VIP	N/R	44,228
Mutual fund		American Funds Washington Mutual Investors FundSM – R-4	N/R	38,498
Mutual fund		MFS Total Return Por-CI F	N/R	36,601
Self-directed brokerage account		LLOYDS BANKING GROUP AD	N/R	35,980
Mutual fund		LggMsn Inv Cns Var Sc Awr	N/R	33,110
Mutual fund		Fidelity ContraFund - SC2	N/R	31,490

Hamot Health Foundation Employee Tax Deferred Savings Plan

EIN #25-0965387 Plan #003

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

Identity of Issue		Cost	Current Value
Mutual fund	Fidelity VIP Equity-Income Portfolio – Initial Class	N/R	\$ 30,369
Mutual fund	MFS Value Portfolio	N/R	29,243
Self-directed brokerage account	GOOGLE INC CL A	N/R	29,234
Self-directed brokerage account	GOOGLE INC CL C	N/R	28,764
Mutual fund	Neuberger Berman Genesis	N/R	28,706
Mutual fund	Fidelity High Inc Port IC	N/R	27,468
Mutual fund	American Funds The Growth Fund of America® – Class R-4	N/R	26,052
Mutual fund	CB Var Lg Cap Val Prt	N/R	25,601
Mutual fund	Pioneer Fund Portfolio	N/R	25,227
* Mutual fund	Voya Index Plus SmallCap Portfolio – Class I	N/R	24,611
* Mutual fund	Voya Balanced Portfolio – Class I	N/R	24,385
* Guaranteed investment contract	Voya Fixed Plus Account	N/R	23,900
Mutual fund	Templeton Developing Mkts	N/R	23,513
Mutual fund	American Funds EuroPacific Growth Fund® – Class R-4	N/R	22,061
* Self-directed brokerage account	VOYA INTL HIGH DIVID EQUI	N/R	21,196
Mutual fund	Clarion Gbl Real Estate	N/R	20,673
Money market fund	Babson Premier Money Market Fund	N/R	19,986
Mutual fund	JanusAspenSeries Overseas	N/R	19,203
Self-directed brokerage account	BERKSHIRE HATHAWAY INC	N/R	18,984
* Mutual fund	Voya Index Plus LargeCap Portfolio – Class I	N/R	15,967
Mutual fund	BlackRock High Yield	N/R	15,734
Self-directed brokerage account	SPDR SER TR S&P BIOTECH E	N/R	15,562
Self-directed brokerage account	LINN ENERGY LLC UNIT REP	N/R	15,504
Self-directed brokerage account	LILLY ELI & CO	N/R	15,112
Self-directed brokerage account	POWERSHARES EXCH TRADE	N/R	14,974
Self-directed brokerage account	HENNESSY EQUITY AND INCOME INVSTR CL 2	N/R	13,469
* Mutual fund	Voya Small Company Portfolio – Class I	N/R	13,264
Self-directed brokerage account	ALTRIA GROUP INC	N/R	13,204
Self-directed brokerage account	VERIZON COMMUNICATIONS	N/R	13,014
Self-directed brokerage account	TOYOTA MOTOR CORP ADR	N/R	12,594
Self-directed brokerage account	VIPSX VANGUARD INFLATION PROTECTED SECS INV	N/R	12,309
Mutual fund	BlackRock Capital App	N/R	11,551

Hamot Health Foundation Employee Tax Deferred Savings Plan

EIN #25-0965387 Plan #003

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

Identity of Issue		Cost	Current Value
Self-directed brokerage account	ISHARES MORNINGSTAR LAR	N/R	\$ 11,323
* Mutual fund	Voya Large Cap Value Portfolio Inst	N/R	10,950
Self-directed brokerage account	MARKEL CORP HLDG CO	N/R	9,835
Mutual fund	T Rowe Price Lg Cap Val	N/R	9,589
Self-directed brokerage account	ALCOA INC ISIN #US01381710	N/R	9,368
Mutual fund	Oppenheimer Developing Markets Fund – Class A	N/R	9,002
Self-directed brokerage account	COMPUGEN ILS0.01 ISIN #IL00	N/R	8,990
Self-directed brokerage account	BRISTOL MYERS SQUIBB	N/R	8,896
Mutual fund	Vanguard VIF International Portfolio	N/R	8,737
Mutual fund	Wanger USA	N/R	8,645
* Mutual fund	Mutual of America Small Cap Growth Fund	N/R	8,394
Self-directed brokerage account	DU PONT E I DE NEMOURS	N/R	7,988
Mutual fund	Frank Sm-Mid Cap Gro Sec	N/R	7,888
* Money market fund	Voya Money Market Portfolio – Class I	N/R	7,192
Self-directed brokerage account	MORNINGSTAR INC	N/R	7,181
Mutual fund	Wells Fargo Advantage Special Small Cap Value Fund – Class A	N/R	6,728
* Mutual fund	Voya BlackRock Hlth Sci Oppt Pt Srv	N/R	6,528
Self-directed brokerage account	PACWEST BANCORP DEL CO	N/R	6,124
Mutual fund	Lord Abbett Series Fund – Mid-Cap Value Port – CI VC Shares	N/R	5,490
* Mutual fund	Voya T. Rowe Price Capital Appreciation Portfolio – Service	N/R	5,094
Mutual fund	TRowe Price Lrg Cap Val	N/R	4,994
* Mutual fund	Voya Clarion Global Real Estate Portfolio – Institutional	N/R	4,880
* Mutual fund	Mutual of America Small Cap Value Fund	N/R	4,821
Self-directed brokerage account	MONDELEZ INTL INC COM	N/R	4,668
Mutual fund	Templeton Global Bond Fund A	N/R	4,221
Mutual fund	Fidelity VIP Overseas Portfolio – Initial Class	N/R	3,942
Self-directed brokerage account	FIRST EAGLE GLOBAL CLAS	N/R	3,557
Self-directed brokerage account	BIONDO GROWTH FUND INVESTOR CLASS	N/R	3,554
Self-directed brokerage account	AMERICAN CAPITAL WORLD GRTH & INC A	N/R	3,540
Self-directed brokerage account	OPPENHEIMER PORT SER ACTIVE ALLOC INV A	N/R	3,443
Self-directed brokerage account	ACTIVISION BLIZZARD INC C	N/R	3,387
Self-directed brokerage account	PIMCO ALL ASSET ALL AUTHORITY FD CL A	N/R	3,018

Hamot Health Foundation Employee Tax Deferred Savings Plan

EIN #25-0965387 Plan #003

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

Identity of Issue		Cost	Current Value
Self-directed brokerage account	BANCO LATINOAMERICANO 3	N/R	\$ 3,000
* Mutual fund	Voya BlackRock Large Cap Growth Portfolio – Institutional	N/R	2,843
Self-directed brokerage account	BLACK ROCK ALL CAP ENERGY & RESOURCES	N/R	2,843
Self-directed brokerage account	CHINA MOBILE LTD SPON AD	N/R	2,763
Self-directed brokerage account	INFINERA CORP	N/R	2,760
Self-directed brokerage account	PIMCO GLOBAL MULTI ASSET FUND CL A	N/R	2,622
Self-directed brokerage account	KRAFT FOODS GROUP INC CO	N/R	2,541
* Mutual fund	Voya Baron Small Cap Growth Portfolio – Service Class	N/R	2,279
Mutual fund	Franklin Small Cap Value Securities Fund – Class 2	N/R	2,098
* Mutual fund	Mutual of America Mid-Cap Value Fund	N/R	2,077
Mutual fund	MSCI EAFE(R) Index	N/R	2,044
Self-directed brokerage account	EXELIXIS INC	N/R	2,034
Self-directed brokerage account	TELEKOMUNIKASI INDONESIA	N/R	1,955
Mutual fund	PIMCO Inflation Prot Bond	N/R	1,901
Mutual fund	West As Mgt U.S. Govt Por	N/R	1,851
Self-directed brokerage account	DENBURY RES INC DEL COM	N/R	1,846
Self-directed brokerage account	CALAMOS CONVERTIBLE FUND CLASS A	N/R	1,761
Self-directed brokerage account	ARCH COAL INC	N/R	959
Self-directed brokerage account	MFC INDUSTRIAL LTD COM N	N/R	833
Self-directed brokerage account	FRONTIER COMMUNICATION	N/R	817
Self-directed brokerage account	KHD HUMBOLDT WEDAG INT	N/R	648
Mutual fund	Frontier Mid Cap Grw Port	N/R	302
Self-directed brokerage account	CHINA GREEN AGRICULTURE	N/R	220
* Participant loans	Interest rates: 4.25%		390,931
			<u>\$ 104,537,977</u>

* A party in interest as defined by ERISA

N/R – Participant-directed investments, cost not required to be reported

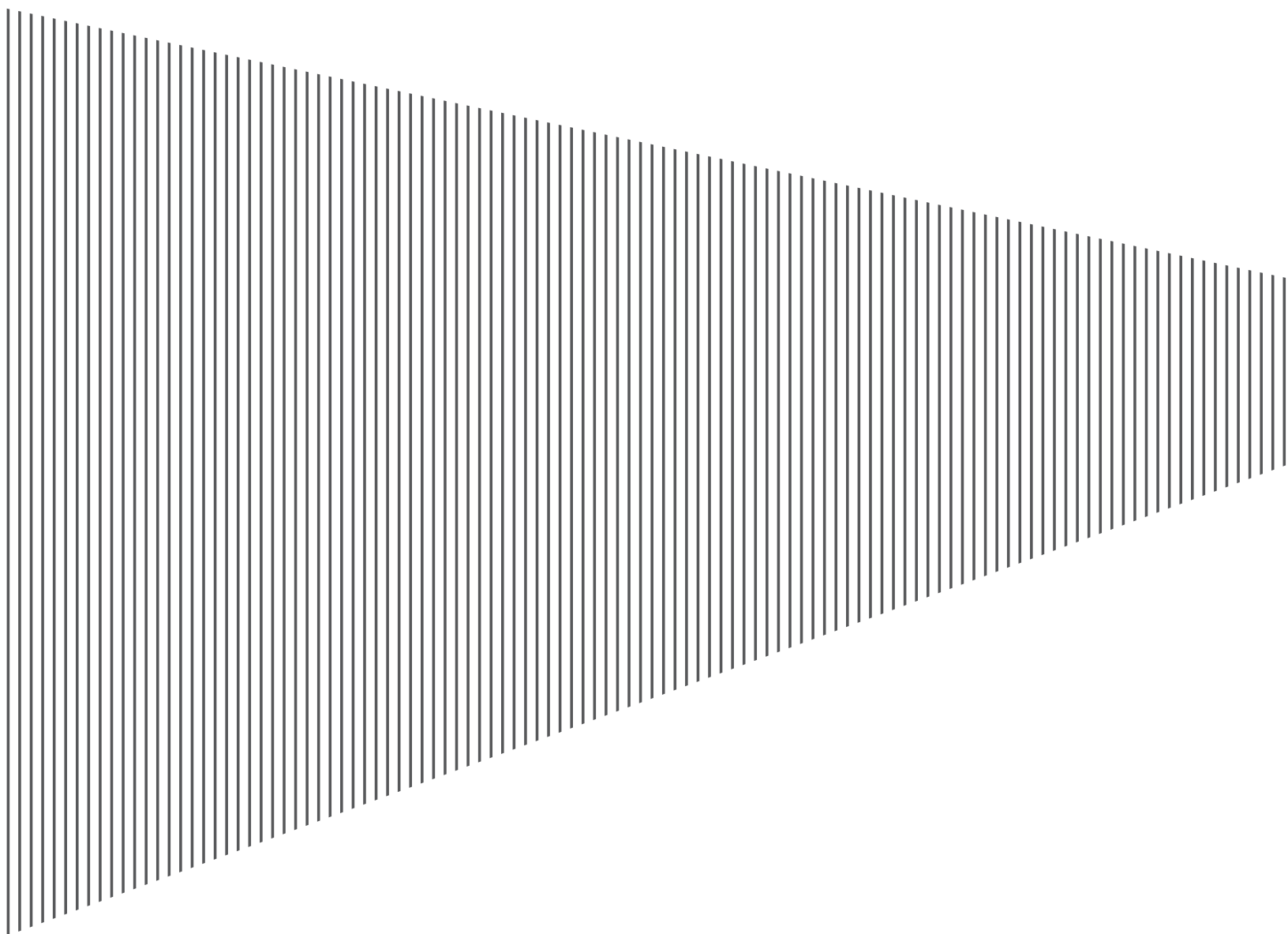
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A Name of Plan Hamot Health Foundation Employee Tax-Deferred Savings Plan	B Three-digit plan Number	003
C Plan sponsor's name as shown on line 2a of Form 5500 UPMC Hamot	D Employer Identification Number 250965387	

Schedule H, line 4i - Schedule of Assets (Held At End of Year)

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	MassMutual	Guaranteed Interest Account	15,279,192	15,279,192
*	MassMutual Premier	Holding Account - MF-G	0	2
*	American Funds	MF-705	6,567,298	8,260,442
*	American Century	MF-744	52,839	59,282
*	American Century	MF-745	835,177	1,032,035
*	American Century	MF-746	871,679	1,088,275
*	MassMutual Premier	MF-G	19,986	19,986
*	American Century	MF-GR	1,262,119	2,050,939
*	American Funds	MF-KR	4,121,021	5,400,921
*	MassMutual Select	MF-LD	941,876	1,242,351
*	MassMutual Premier	MF-MH	1,468,600	1,685,377
*	Northern Funds	MF-QA	1,751,002	2,239,375
*	Invesco	MF-QG	5,920,152	10,021,486
*	JP Morgan	MF-QJ	3,787,458	6,882,229
*	American Funds	MF-QM	1,417,883	1,953,002
*	Northern Funds	MF-QW	1,260,284	1,266,820
*	MassMutual Select	MF-SK	623,345	850,648
*	PIMCO Funds	MF-TZ	3,203,555	3,188,673
*	MassMutual Select	MF-WF	523,744	681,902
*	Manning & Napier	MF-XC	18,576,232	20,795,129
*	MassMutual Select	MF-ZX	5,170,494	8,620,278
*	State Street	SDBA	614,655	907,425
	Participant Loans	4.250000 - 9.250000	0	301,999

A Name of Plan Hamot Health Foundation Employee Tax-Deferred Savings Plan	B Three-digit plan Number	003
C Plan sponsor's name as shown on line 2a of Form 5500 UPMC Hamot	D Employer Identification Number 250965387	

Schedule C Formula Description and/or EIC Statement Description

Service Provider Name	Service Provider EIN	Service Provider Address	Formula / EIC Statement
American Century	431677617		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Century with respect to American Century Strat Alloc Agr Fd (MF-746).
American Century	431677617		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Century with respect to American Century Strat Alloc Con Fd (MF-744).
American Century	431677617		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Century with respect to American Century Strat Alloc Mod Fd (MF-745).
American Century	943226139		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Century with respect to American Century Real Estate Fund (MF-GR).
American Funds	951411037		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Funds with respect to American Funds Cap Incm Builder Fnd (MF-705).
American Funds	954402570		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Funds with respect to American Fnds Cap Wld Gr and Inc Fd (MF-QM).
American Funds	956810128		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Funds with respect to Amer Funds EuroPacific Growth Fund (MF-KR).
Invesco	470929668		MassMutual provided the Plan with the required written disclosure for Management Fees received by Invesco with respect to Invesco Select Companies Fund (MF-QG).
JP Morgan	133963293		MassMutual provided the Plan with the required written disclosure for Management Fees received by JP Morgan with respect to JP Morgan Mid Cap Value Fund (MF-QJ).
Manning & Napier	160995736		MassMutual provided the Plan with the required written disclosure for Management Fees received by Manning & Napier with respect to Manning&Napier Pro-Blend ConTrm Fd (MF-XC).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to MM S&P 500 Index Fd(Northern Trust) (MF-ZX).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to Sel Gr Opprtnts Fd (Sands/Delaware) (MF-LD).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to Sel Mid Cap Gr II Fd (TRP/Frontier) (MF-WF).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for soft dollar compensation received by the subadviser with respect to Select Fndmntl Val Fd (Wellington) (MF-SK).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Amer Funds EuroPacific Growth Fund (MF-KR).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to American Funds Cap Incm Builder Fnd (MF-705).

Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Invesco Select Companies Fund (MF-QG).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to JP Morgan Mid Cap Value Fund (MF-QJ).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Total Return Fund Admin (PIMCO) (MF-TZ).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for float revenue received by MassMutual.
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to MM S&P 500 Index Fd(Northern Trust) (MF-ZX).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to Premier High Yield Fund (Babson) (MF-MH).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to Premier Money Market Fd (Babson) (MF-G).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to Sel Gr Opprtnts Fd (Sands/Delaware) (MF-LD).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to Sel Mid Cap Gr II Fd (TRP/Frontier) (MF-WF).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to Select Fndmntl Val Fd (Wellington) (MF-SK).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (18 basis points * plan assets) with respect to Sel Mid Cap Gr II Fd (TRP/Frontier) (MF-WF).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (24 basis points * plan assets) with respect to Premier High Yield Fund (Babson) (MF-MH).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (27 basis points * plan assets) with respect to Select Fndmntl Val Fd (Wellington) (MF-SK).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (49 basis points * plan assets) with respect to Sel Gr Opprtnts Fd (Sands/Delaware) (MF-LD).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (6 basis points * plan assets) with respect to MM S&P 500 Index Fd(Northern Trust) (MF-ZX).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (8 basis points * plan assets) with respect to Premier Money Market Fd (Babson) (MF-G).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (10 basis points * plan assets) with respect to Amer Funds EuroPacific Growth Fund (MF-KR).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (10 basis points * plan assets) with respect to American Funds Cap Incm Builder Fnd (MF-705).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to Invesco Select Companies Fund (MF-QG).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to JP Morgan Mid Cap Value Fund (MF-QJ).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (30 basis points * plan assets) with respect to Manning&Napier Pro-Blend ConTrm Fd (MF-XC).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (35 basis points * plan assets) with respect to American Century Real Estate Fund (MF-GR).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (35 basis points * plan assets) with respect to American Century Strat Alloc Agr Fd (MF-746).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (35 basis points * plan assets) with respect to American Century Strat Alloc Con Fd (MF-744).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (35 basis points * plan assets) with respect to American Century Strat Alloc Mod Fd (MF-745).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (5 basis points * plan assets) with respect to American Fnds Cap Wld Gr and Inc Fd (MF-QM).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (6 basis points * plan assets) with respect to Northern Bond Index Fund (MF-QW).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (6 basis points * plan assets) with respect to Northern Intl Equity Index Fund (MF-QA).
Northern Funds	208294681	MassMutual provided the Plan with the required written disclosure for Management Fees received by Northern Funds with respect to Northern Bond Index Fund (MF-QW).

Northern Funds	562496727
PIMCO Funds	330239892
State Street Global Markets	043464336

MassMutual provided the Plan with the required written disclosure for Management Fees received by Northern Funds with respect to Northern Intl Equity Index Fund (MF-QA).
 MassMutual provided the Plan with the required written disclosure for Management Fees received by PIMCO Funds with respect to Total Return Fund Admin (PIMCO) (MF-TZ).
 State Street Global Markets provided the Plan with the required written disclosure for commissions received by State Street Global Markets with respect to the SDBA.



Schedule C Soft Dollar Compensation Eligible Indirect Compensation Statement

Mutual fund investments of the plan (whether direct or indirect through a separate investment account) may have soft dollar arrangements pursuant to which the investment advisor or sub-advisor to the mutual fund (and/or its affiliates) may direct trades to certain brokers in exchange for research and other services, other than just trade execution. For plans investing directly or indirectly in the MassMutual Premier or Select Funds, MassMutual provided the required written disclosure regarding soft dollar compensation on the Schedule C Formula Description and/or EIC Statement Description Attachment. For all other mutual funds, MassMutual provided the required written disclosure in the Statement of Additional Information ("SAI").

For additional information on soft dollar compensation, refer to the section of the mutual fund's SAI that discusses brokerage allocation and other practices.