Form **990-T**

Exempt Organization Business Income Tax Return
(and proxy tax under section 6033(e))

OMB No 1545-0687

2008

Open to Public Inspection for 501(c)(3) Organizations Only

Department of the Treasury
Internal Revenue Service

For calendar year 2008 or other tax year beginning Oct. 31, 2008, and ending Sept. 30, 20 09. ▶ See separate instructions.

A ☐ Check box if address changed

B Exempt under section
☑ 501(c)(3)
☐ 408(e) ☐ 220(e)
☐ 408A ☐ 530(a)
☐ 529(a)

C Book value of all assets at end of year **23,290,973**

Print or Type

Name of organization (☐ Check box if name changed and see instructions)
Clinton Hospital Association

Number, street, and room or suite no If a P O. box, see page 9 of instructions
201 Highland Street

City or town, state, and ZIP code
Clinton, MA, 01510

D Employer identification number (Employees' trust, see instructions for Block D on page 9)
04 : 1185520

E Unrelated business activity codes (See instructions for Block E on page 9)
N/A : N/A

F Group exemption number (See instructions for Block F on page 9.) ▶ **3642**

G Check organization type ▶ ☑ 501(c) corporation ☐ 501(c) trust ☐ 401(a) trust ☐ Other trust

H Describe the organization's primary unrelated business activity. ▶ **N/A**

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? ▶ ☑ Yes ☐ No
If "Yes," enter the name and identifying number of the parent corporation. ▶ **UMass Memorial Health Care 04-3358566**

J The books are in care of ▶ **Robert Feldmann** Telephone number ▶ (508) 856-1104

Part I Unrelated Trade or Business Income		(A) Income	(B) Expenses	(C) Net
1a Gross receipts or sales ____ b Less returns and allowances ____ c Balance ▶	1c			
2 Cost of goods sold (Schedule A, line 7)	2			
3 Gross profit. Subtract line 2 from line 1c	3			
4a Capital gain net income (attach Schedule D)	4a			
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	4b			
c Capital loss deduction for trusts	4c			
5 Income (loss) from partnerships and S corporations (attach statement)	5	(5 00)		(5 00)
6 Rent income (Schedule C)	6			
7 Unrelated debt-financed income (Schedule E)	7			
8 Interest, annuities, royalties, and rents from controlled organizations (Schedule F)	8			
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	9			
10 Exploited exempt activity income (Schedule I)	10			
11 Advertising income (Schedule J)	11			
12 Other income (See page 11 of the instructions; attach schedule.)	12			
13 **Total.** Combine lines 3 through 12	13	(5 00)		(5 00)

Part II Deductions Not Taken Elsewhere (See page 11 of the instructions for limitations on deductions.)
(Except for contributions, deductions must be directly connected with the unrelated business income.)

14 Compensation of officers, directors, and trustees (Schedule K)	14		
15 Salaries and wages	15		
16 Repairs and maintenance	16		
17 Bad debts	17		
18 Interest (attach schedule)	18		
19 Taxes and licenses	19		
20 Charitable contributions (See page 13 of the instructions for limitation rules.)	20		
21 Depreciation (attach Form 4562) 21			
22 Less depreciation claimed on Schedule A and elsewhere on return 22a	22b		
23 Depletion	23		
24 Contributions to deferred compensation plans	24		
25 Employee benefit programs	25		
26 Excess exempt expenses (Schedule I)	26		
27 Excess readership costs (Schedule J)	27		
28 Other deductions (attach schedule)	28		
29 **Total deductions.** Add lines 14 through 28	29	0	00
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	30	(5	00)
31 Net operating loss deduction (limited to the amount on line 30)	31		
32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30	32	(5	00)
33 Specific deduction (Generally $1,000, but see line 33 instructions for exceptions.)	33	1000	00
34 **Unrelated business taxable income.** Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32	34	NONE	

RECEIVED
JUL 30 2010
OSC

SCANNED AUG 12 2010
JUL 27 2010

EIN # 04-1185520

Part III Tax Computation

35	**Organizations Taxable as Corporations.** See instructions for tax computation on page 15. Controlled group members (sections 1561 and 1563) check here ▶ ☐ **See instructions** and:			
a	Enter your share of the $50,000, $25,000, and $9,925,000 taxable income brackets (in that order): (1) $ (2) $ (3) $			
b	Enter organization's share of: (1) Additional 5% tax (not more than $11,750) $ (2) Additional 3% tax (not more than $100,000) $			
c	Income tax on the amount on line 34 ▶	35c		
36	**Trusts Taxable at Trust Rates.** See instructions for tax computation on page 16. Income tax on the amount on line 34 from: ☐ Tax rate schedule or ☐ Schedule D (Form 1041) ▶	36		
37	**Proxy tax.** See page 16 of the instructions ▶	37		
38	Alternative minimum tax	38		
39	**Total.** Add lines 37 and 38 to line 35c or 36, whichever applies	39	0	00

Part IV Tax and Payments

40a	Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)	40a			
b	Other credits (see page 17 of the instructions)	40b			
c	General business credit. Attach Form 3800	40c			
d	Credit for prior year minimum tax (attach Form 8801 or 8827)	40d			
e	**Total credits.** Add lines 40a through 40d			40e	
41	Subtract line 40e from line 39			41	
42	Other taxes. Check if from: ☐ Form 4255 ☐ Form 8611 ☐ Form 8697 ☐ Form 8866 ☐ Other (attach schedule)			42	
43	**Total tax.** Add lines 41 and 42			43	0 00
44a	Payments: A 2007 overpayment credited to 2008	44a			
b	2008 estimated tax payments	44b			
c	Tax deposited with Form 8868	44c			
d	Foreign organizations: Tax paid or withheld at source (see instructions)	44d			
e	Backup withholding (see instructions)	44e			
f	Other credits and payments: ☐ Form 2439 ☐ Form 4136 ☐ Other Total ▶	44f			
45	**Total payments.** Add lines 44a through 44f			45	0
46	Estimated tax penalty (see page 4 of the instructions). Check if Form 2220 is attached ▶ ☐			46	0
47	**Tax due.** If line 45 is less than the total of lines 43 and 46, enter amount owed ▶			47	0
48	**Overpayment.** If line 45 is larger than the total of lines 43 and 46, enter amount overpaid ▶			48	0
49	Enter the amount of line 48 you want: **Credited to 2009 estimated tax** ▶ **Refunded** ▶			49	0

Part V Statements Regarding Certain Activities and Other Information (see instructions on page 18)

		Yes	No
1	At any time during the 2008 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here ▶		✓
2	During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see page 5 of the instructions for other forms the organization may have to file.		✓
3	Enter the amount of tax-exempt interest received or accrued during the tax year ▶ $		

Schedule A—Cost of Goods Sold. Enter method of inventory valuation ▶

1	Inventory at beginning of year	1		6	Inventory at end of year	6	
2	Purchases	2		7	**Cost of goods sold.** Subtract line 6 from line 5. Enter here and in Part I, line 2	7	
3	Cost of labor	3					
4a	Additional section 263A costs (attach schedule)	4a		8	Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	Yes	No
b	Other costs (attach schedule)	4b					
5	**Total.** Add lines 1 through 4b	5					

Sign Here

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

▶ [signature] 7/12/10 ▶ CFO/Treasurer

Signature of officer Date Title

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

Paid Preparer's Use Only

Preparer's signature ▶	Date	Check if self-employed ☐	Preparer's SSN or PTIN
Firm's name (or yours if self-employed), address, and ZIP code ▶		EIN	
		Phone no ( )	

EIN # 04-1185520

Schedule C—Rent Income (From Real Property and Personal Property Leased With Real Property)

(see instructions on page 19)

1 Description of property

(1) **Not Applicable**

(2)

(3)

(4)

2 Rent received or accrued		3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	
(1)		
(2)		
(3)		
(4)		
Total	Total	

(c) Total income. Add totals of columns 2(a) and 2(b) Enter here and on page 1, Part I, line 6, column (A) . . . ▶

(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) ▶

Schedule E—Unrelated Debt-Financed Income (see instructions on page 19)

1 Description of debt-financed property	2 Gross income from or allocable to debt-financed property	3 Deductions directly connected with or allocable to debt-financed property	
		(a) Straight line depreciation (attach schedule)	(b) Other deductions (attach schedule)
(1) **Not Applicable**			
(2)			
(3)			
(4)			

4 Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5 Average adjusted basis of or allocable to debt-financed property (attach schedule)	6 Column 4 divided by column 5	7 Gross income reportable (column 2 × column 6)	8 Allocable deductions (column 6 × total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		
			Enter here and on page 1, Part I, line 7, column (A)	Enter here and on page 1, Part I, line 7, column (B).

Totals . . . . . ▶

Total dividends-received deductions included in column 8 . . . . . ▶

Schedule F—Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions on page 20)

Exempt Controlled Organizations

1 Name of controlled organization	2 Employer identification number	3 Net unrelated income (loss) (see instructions)	4 Total of specified payments made	5 Part of column 4 that is included in the controlling organization's gross income	6 Deductions directly connected with income in column 5
(1) **Not Applicable**					
(2)					
(3)					
(4)					

Nonexempt Controlled Organizations

7 Taxable Income	8 Net unrelated income (loss) (see instructions)	9 Total of specified payments made	10 Part of column 9 that is included in the controlling organization's gross income	11 Deductions directly connected with income in column 10
(1)				
(2)				
(3)				
(4)				
			Add columns 5 and 10 Enter here and on page 1, Part I, line 8, column (A)	Add columns 6 and 11 Enter here and on page 1, Part I, line 8, column (B)

Totals . . . . . ▶

EIN # 04-1185520

Schedule G—Investment Income of a Section 501(c)(7), (9), or (17) Organization (see instructions on page 21)

1 Description of income	2 Amount of income	3 Deductions directly connected (attach schedule)	4 Set-asides (attach schedule)	5 Total deductions and set-asides (col 3 plus col 4)
(1) **Not Applicable**				
(2)				
(3)				
(4)				
Totals ▶	Enter here and on page 1, Part I, line 9, column (A).			Enter here and on page 1, Part I, line 9, column (B).

Schedule I—Exploited Exempt Activity Income, Other Than Advertising Income (see instructions on page 21)

1 Description of exploited activity	2 Gross unrelated business income from trade or business	3 Expenses directly connected with production of unrelated business income	4 Net income (loss) from unrelated trade or business (column 2 minus column 3) If a gain, compute cols 5 through 7	5 Gross income from activity that is not unrelated business income	6 Expenses attributable to column 5	7 Excess exempt expenses (column 6 minus column 5, but not more than column 4)
(1) **Not Applicable**						
(2)						
(3)						
(4)						
Totals ▶	Enter here and on page 1, Part I, line 10, col (A)	Enter here and on page 1, Part I, line 10, col (B)				Enter here and on page 1, Part II, line 26

Schedule J—Advertising Income (see instructions on page 21)

Part I Income From Periodicals Reported on a Consolidated Basis

1 Name of periodical	2 Gross advertising income	3 Direct advertising costs	4 Advertising gain or (loss) (col 2 minus col 3) If a gain, compute cols 5 through 7	5 Circulation income	6 Readership costs	7 Excess readership costs (column 6 minus column 5, but not more than column 4)
(1) **Not Applicable**						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5)) ▶						

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1 Name of periodical	2 Gross advertising income	3 Direct advertising costs	4 Advertising gain or (loss) (col 2 minus col. 3) If a gain, compute cols 5 through 7	5 Circulation income	6 Readership costs	7 Excess readership costs (column 6 minus column 5, but not more than column 4)
(1) **Not Applicable**						
(2)						
(3)						
(4)						
(5) **Totals from Part I**						
Totals, Part II (lines 1-5) ▶	Enter here and on page 1, Part I, line 11, col. (A)	Enter here and on page 1, Part I, line 11, col (B)				Enter here and on page 1, Part II, line 27

Schedule K—Compensation of Officers, Directors, and Trustees (see instructions on page 22)

1 Name	2 Title	3 Percent of time devoted to business	4 Compensation attributable to unrelated business
Not Applicable		%	
		%	
		%	
		%	
Total. Enter here and on page 1, Part II, line 14 ▶			

Clinton Hospital
EIN#: 04-1185520
Form 990 T
For the period ending 9/30/09

Attachment to Line 5 - Income (loss) from partnerships

Ordinary Income (Loss) from UMass Memorial Investment Partnership, LLP	$	(5)

STATEMENT # 1

UMass Memorial Health Care, Inc. and Affiliates
E.I.N. 91-2155626
Form 990-T
Fiscal Year Ended 9/30/2009

Consent to Apportionment Plan Under Section 1561
Adopted for December 31, 2005

In accordance with the provisions of Section 1561(a) of the Internal Revenue Code and Treasury Regulation section 1.1561-3(b), the corporations set forth on pages 2 and 3 of this statement consent to certain apportionments of taxable income brackets, and the alternative minimum tax exemption.

For purposes of this plan, the address for all the corporations is:

c/o Mr. Todd A. Keating
Treasurer/CFO
UMass Memorial Health Care, Inc.
328 Shrewsbury Street
Worcester, MA 01604

All of the corporations set forth on pages 2 and 3 of this statement are wholly-owned, directly or indirectly, by UMass Memorial Health Care, Inc.

Signature of a duly authorized officer of UMass Memorial Health Care, Inc. acting on behalf of UMass Memorial Health Care, Inc. and all consenting component members:

Title: Treasurer/CFO Date: 5/24/10

UMASS MEMORIAL HEALTH CARE, INC. AND AFFILIATES
E.I.N. # 91-2155626
FORM 990-T
FYE: 9/30/2009

CONSENT TO APPORTIONMENT PLAN UNDER SECTION 1561

In accordance with the provisions of 1561(a)(1) and (3) of the Internal Revenue Code, the undersigned corporations hereby consent to the apportionment of the "Taxable Income Bracket Amounts" and "The Alternative Minimum Tax Exemption" as follows.

Name and Address of Component Member	Type of Organization	EIN Number	Fiscal Year End	Taxable Income Bracket Amounts 15%	25%	34%	Alternative Minimum Tax Exemption
UMass Memorial Health Care, Inc. (Parent)	501(c)(3)	04-3358566	9/30/2009	0	0	0	0
HealthAlliance Realty Corp.	501(c)(2)	04-2560754	9/30/2009	0	0	0	0
Central Massachusetts Magnetic Imaging Center, Inc.	501(c)(3)	04-2981362	9/30/2009	0	0	0	0
Central New England Health Alliance, Inc. (CNEHA)	501(c)(3)	04-3172496	9/30/2009	0	0	0	0
Commons II, Inc.	501(c)(3)	04-3288081	9/30/2009	0	0	0	0
Community HealthLink, Inc	501(c)(3)	04-2626179	9/30/2009	0	0	0	0
HealthAlliance Home Health and Hospice, Inc. f/k/a Diversified Home Services, Inc	501(c)(3)	04-2932308	9/30/2009	0	0	0	0
HealthAlliance Hospitals, Inc.	501(c)(3)	04-2103555	9/30/2009	0	0	0	0
Marlborough Hospital	501(c)(3)	04-2104693	9/30/2009	0	0	0	0
MedPro, Inc.	501(c)(3)	22-2804884	9/30/2009	0	0	0	0
Clinton Hospital Association	501(c)(3)	04-1185520	9/30/2009	0	0	0	0
The Clinton Hospital Foundation, Inc	501(c)(3)	04-3357881	9/30/2009	0	0	0	0
UMass Memorial Behavioral Health System, Inc.	501(c)(3)	04-3374724	9/30/2009	0	0	0	0
UMass Memorial Health Ventures, Inc	501(c)(3)	22-2605679	9/30/2009	0	0	0	0
UMass Memorial Hospitals, Inc.	501(c)(3)	04-3296271	9/30/2009	0	0	0	0
UMass Memorial Laboratories, Inc.	501(c)(3)	04-3321703	9/30/2009	0	0	0	0
UMass Memorial Medical Center, Inc	501(c)(3)	04-3358564	9/30/2009	50,000	25,000	9,925,000	40,000
UMass Memorial Medical Group, Inc.	501(c)(3)	04-2911067	9/30/2009	0	0	0	0
UMass Memorial Realty, Inc.	501(c)(3)	04-2805630	9/30/2009	0	0	0	0
Coordinated Primary Care, Inc.	501(c)(3)	04-3210002	9/30/2009	0	0	0	0

UMASS MEMORIAL HEALTH CARE, INC. AND AFFILIATES
E.I.N. # 91-2155626
FORM 990-T
FYE: 9/30/2009

CONSENT TO APPORTIONMENT PLAN UNDER SECTION 1561

In accordance with the provisions of 1561(a)(1) and (3) of the Internal Revenue Code, the undersigned corporations hereby consent to the apportionment of the "Taxable Income Bracket Amounts" and "The Alternative Minimum Tax Exemption" as follows:

Name and Address of Component Member	Type of Organization	EIN Number	Fiscal Year End	Taxable Income Bracket Amounts 15%	25%	34%	Alternative Minimum Tax Exemption
Wing Memorial Hospital Corporation	501(c)(3)	22-2519813	9/30/2009	0	0	0	0
Commonwealth Professional Assurance Company LTD	Exempt	98-0226143	9/30/2009	0	0	0	0
Caitlin Raymond International Registry, Inc.	501(c)(3)	06-1749208	9/30/2009	0	0	0	0
Yarock Memorial Housing	Exempt	22-2547039	9/30/2009	0	0	0	0

Form **8868** (Rev. April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . . ▶ ☐
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . . . ▶ ☑

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (*e-file*). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization	Employer identification number
	THE CLINTON HOSPITAL ASSOCIATION	04 1185520
	Number, street, and room or suite no. If a P.O. box, see instructions.	
	201 HIGHLAND ST.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	CLINTON, MA 01510	

Check type of return to be filed (file a separate application for each return):

☐ Form 990	☑ Form 990-T (corporation)	☐ Form 4720
☐ Form 990-BL	☐ Form 990-T (sec. 401(a) or 408(a) trust)	☐ Form 5227
☐ Form 990-EZ	☐ Form 990-T (trust other than above)	☐ Form 6069
☐ Form 990-PF	☐ Form 1041-A	☐ Form 8870

- The books are in the care of ▶ Robert Feldmann

Telephone No. ▶ (508) 856-1104 FAX No. ▶ (508) 856-6444

- If the organization does not have an office or place of business in the United States, check this box . . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN)_____. If this is for the whole group, check this box . . . . . ▶ ☐. If it is for part of the group, check this box . . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 20 10, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☐ calendar year 20____ or

▶ ☑ tax year beginning October 1, 20 08, and ending September 30, 20 09.

2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 0
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 0
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.