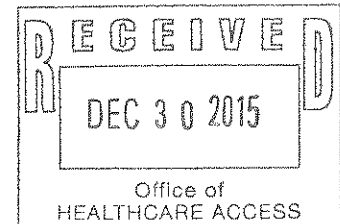


Huber, Jack

From: LeConche, Kim <Kim.LeConche@hhchealth.org>
Sent: Wednesday, December 30, 2015 2:55 PM
To: Huber, Jack; Greer, Leslie
Cc: LeConche, Kim; Liquindoli, Ellen
Subject: HHC MG Annual State Filing
Attachments: HHC MG 2015 Annual Report State of CT group_medical_practice_report.xlsm; HHC MG_2013 Form 990 (FY14).pdf; HHC MG Annual Filing Report 2015_Company Info.pdf

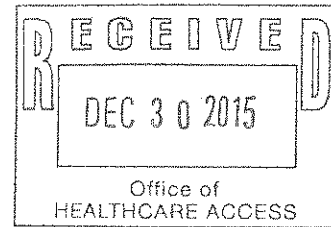
Please find attached the HHC MG 2015 Medical Foundation Annual Reporting to OHCA

Hartford HealthCare
Medical Group



This e-mail message, including any attachments, is for the sole use of the intended recipient(s) and may contain confidential and privileged information. Any unauthorized review, use, disclosure, or distribution is prohibited. If you are not the intended recipient, or an employee or agent responsible for delivering the message to the intended recipient, please contact the sender by reply e-mail and destroy all copies of the original message, including any attachments.

Hartford HealthCare
Medical Group



Mission: *By putting our patients first, we will provide coordinated quality care and value, exceeding the expectations of patients, providers, staff and the community we serve.*

Services Provided: *Hartford HealthCare Medical Group provides Primary Care, Urgent Care, Walk-in services, along with the following specialties: Bariatric Surgery, Breast Care & Surgery, Cardiac Surgery, Cardiology, Colorectal Surgery, Dermatology, General Surgery, Hand Surgery, Head, Neck & Thyroid Surgery, Hepatobiliary & Pancreatic Surgery, Neurosurgery, Oral Maxillofacial Surgery, Orthopedic Surgery, Otolaryngology, Plastic & Reconstructive Surgery, Podiatric Surgery, Rheumatology, Surgical Oncology, Thoracic Surgery, Transplant Surgery, Urologic Surgery, Vascular Surgery.*

There has been no significant change in the services provided by Hartford HealthCare Medical Group.

Form 8453-EO

Exempt Organization Declaration and Signature for Electronic Filing

OMB No. 1545-1678

For calendar year 2014, or tax year beginning OCT 1, 2014, and ending SEP 30, 2014

2013

Department of the Treasury Internal Revenue Service

For use with Forms 990, 990-EZ, 990-PF, 1120-POL, and 8868

Name of exempt organization HHC PhysiciansCare, Inc. D/B/A Hartford HealthCare Medical Group

Employer identification number 45-4456939

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the type of return being filed with Form 8453-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, or 5a below and the amount on that line of the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). If you entered -0- on the return, then enter 0- on the applicable line below. Do not complete more than one line in Part I.

Table with 2 columns: Type of return (1a-5a) and Amount (1b-5b). 1a Form 990 check here [X] 1b Total revenue, if any (Form 990, Part VIII, column (A), line 12) 109,701,459.

Part II Declaration of Officer

I authorize the U.S. Treasury and its designated Financial Agent to initiate an Automated Clearing House (ACH) electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return...

If a copy of this return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I certify that I executed the electronic disclosure consent contained within this return allowing disclosure by the IRS of this Form 990/990-EZ/990-PF (as specifically identified in Part I above) to the selected state agency(ies).

Under penalties of perjury, I declare that I am an officer of the above named organization and that I have examined a copy of the organization's 2013 electronic return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount shown on this copy of the organization's electronic return, I consent to allowing my information to be transmitted to the IRS and to receive from the IRS (a) an acknowledgment of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund.

Sign Here

Signature of officer [Handwritten Signature]

Date 8/12/15

Title President

Part III Declaration of Electronic Return Originator (ERO) and Paid Preparer (see instructions)

I declare that I have reviewed the above organization's return and that the entries on Form 8453-EO are complete and correct to the best of my knowledge. If I am only a collector, I am not responsible for reviewing the return and only declare that this form accurately reflects the data on the return. The organization officer will have signed this form before I submit the return. I will give the officer a copy of all forms and information to be filed with the IRS...

Form section for ERO's Use Only. Includes fields for ERO's signature, Date, Check if also paid preparer, Check if self-employed, ERO's SSN or PTIN, Firm's name, address, and ZIP code.

Under penalties of perjury, I declare that I have examined the above return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. Declaration of preparer (if based on all information of which the preparer has any knowledge).

Form section for Paid Preparer Use Only. Includes fields for Preparer's name, signature, Date, Check if self-employed, PTIN, Firm's name, address, and phone no.

LHA For Privacy Act and Paperwork Reduction Act Notice, see back of form.

Form 8453-EO (2013)

923061 11-21-13

Form **990**

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

OMB No. 1545-0047

2013

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as they may be made public.

Information about Form 990 and its instructions is at www.irs.gov/form990

A For the 2013 calendar year, or tax year beginning **OCT 1, 2013** and ending **SEP 30, 2014**

B Check if applicable:
 Address changes
 Name change
 Initial return
 Extension
 Amended return
 Application pending

C Name of organization: **HHC PhysiciansCare, Inc.**
 Doing Business As: **D/B/A Hartford HealthCare Medical Group**

Number and street (or P.O. box if mail is not delivered to street address) and city or town, state or province, country, and ZIP or foreign postal code:
80 Seymour Street Hartford, CT 06102

F Name and address of principal officer: **James Watkins, MD**
80 Seymour Street, Hartford, CT 06102

D Employer identification number: **45-4456939**

E Telephone number: **860-696-6200**

G Gross receipts: **109,753,661.**

H(a) Is this a group return for subordinates? Yes No
H(b) Are all subordinates included? Yes No
 If "No," attach a list. (see instructions)

H(c) Group exemption number: **▶**

I Tax-exempt status: 501(c)(3) 501(c) () (insert no.) 4947(a)(1) or 527

J Website: **www.hartfordhealthcaremedicalgroup.com**

K Form of organization: Corporation Trust Association Other

L Year of formation: **2012** **M** State of legal domicile: **CT**

Summary

1 Briefly describe the organization's mission or most significant activities: **The Mission of Hartford HealthCare Medical Group is to put the patients first, provide**

2 Check this box If the organization discontinued its operations or disposed of more than 25% of its net assets.

3 Number of voting members of the governing body (Part VI, line 1a)	3	11
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	0
5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	1015
6 Total number of volunteers (estimate if necessary)	6	0
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
7b Net unrelated business taxable income from Form 990-T, line 84	7b	0.

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	0.	0.
9 Program service revenue (Part VIII, line 2g)	78,276,707.	109,744,661.
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0.	-43,202.
11 Other revenue (Part VIII, column (A), lines 5, 8d, 8e, 9c, 10c, and 11e)	0.	0.
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	78,276,707.	109,701,459.
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.
14 Benefits paid to or for members (Part IX, column (A), line 4)	81,259,550.	109,642,619.
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
16a Professional fundraising fees (Part IX, column (A), line 11e)		
b Total fundraising expenses (Part IX, column (D), line 25)	36,552,967.	47,428,796.
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	117,812,517.	157,076,415.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	-39,535,810.	-47,374,956.
19 Revenue less expenses. Subtract line 18 from line 12		

	Beginning of Current Year	End of Year
20 Total assets (Part X, line 13)	37,598,195.	41,016,351.
21 Total liabilities (Part X, line 26)	23,767,350.	23,555,213.
22 Net assets or fund balances. Subtract line 21 from line 20	13,830,845.	17,461,138.

Signature Block

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

Signature of officer: *James Watkins* Date: **8/12/13**
James Watkins, MD, President

Print/preparer's name: **Jeanne Schuster** Preparer's signature: *Jeanne Schuster* Date: **8/12/13** Check if sole preparer: PTIN: **P00743154**

Firm's name: **Ernst & Young U.S. LLP** Firm's EIN: **34-6565596**

Firm's address: **200 Clarendon Street, 44th Floor Boston, MA 02116** Phone no: **617-266-2000**

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

[X]

1 Briefly describe the organization's mission:

The Mission of Hartford HealthCare Medical Group is to put patients first, provide coordinated quality care and value, and exceed the expectations of patients, providers, staff and the community that it serves.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

[] Yes [X] No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

[] Yes [X] No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 53,308,306. including grants of \$) (Revenue \$ 48,107,093.)

Primary Care

The Primary Care program has 72 physicians and 39 advanced practitioners who provide primary care to a wide region within central Connecticut. Physicians have privileges at Hartford Hospital, Hospital of Central Connecticut and MidState Medical Center. The practices saw 331,150 patient visits in 2014. Our providers are credentialed in both internal and family medicine, with a commitment to providing sick visits within 24 hours.

4b (Code:) (Expenses \$ 11,843,292. including grants of \$) (Revenue \$ 8,013,348.)

The General Surgery practice has 12 surgeons and 5 advanced practitioners who provide care at Hartford Hospital, Hospital of Central Connecticut, MidState Medical Center, UCONN Health Center, and Windham Community Memorial Hospital. The group saw 23,516 visits in 2014

The Division of General Surgery at Hartford HealthCare Medical Group is a leading provider of comprehensive General Surgery resources in New England. Staffed by Board Certified General Surgeons, the practice is recognized for its expertise, quality personalized care, and experience in the use of leading-edge techniques such as minimally-invasive surgery.

4c (Code:) (Expenses \$ 13,818,290. including grants of \$) (Revenue \$ 10,699,217.)

The Urological Surgery practice has 13 surgeons and 2 advanced practitioners who provide care at Hartford Hospital, Hospital of Central Connecticut, MidState Medical Center, and UCONN Health Center, The group is active in teaching medical students and residents through UCONN and Hartford Hospital. The group saw 40,304 patient visits in 2014.

The Urology providers have expertise in a wide range of areas that are involved in the diagnosis and treatment, including bladder disease, incontinence and voiding dysfunction, prostate cancer diagnosis, treatment and after care, female urology and pediatric urology. Minimally invasive surgical options are available, including robotic

4d Other program services (Describe in Schedule O) (Expenses \$ 60,586,115. including grants of \$ 5,000.) (Revenue \$ 42,925,003.)

4e Total program service expenses 139,556,003.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?		X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	X	
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b <i>If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?</i>		

Form 990 (2013)

Part IV Checklist of Required Schedules (continued)

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

Note. All Form 990 filers are required to complete Schedule O.

Form 990 (2013)

Form 990 (2013)

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
3b	If "Yes," has it filed a Form 990-T for this year? If "No," to line 3b, provide an explanation in Schedule O		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
4b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		X
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7d	If "Yes," indicate the number of Forms 8282 filed during the year		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
10a	Initiation fees and capital contributions included on Part VIII, line 12		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter:		
11a	Gross income from members or shareholders		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
13c	Enter the amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

Form 990 (2013)

Form 990 (2013)

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
1b	Enter the number of voting members included in line 1a, above, who are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	X	
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?	X	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	X	
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	X	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
8a	a The governing body?	X	
8b	b Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	X	
10b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	X	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13	Did the organization have a written whistleblower policy?		X
14	Did the organization have a written document retention and destruction policy?		X
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	a The organization's CEO, Executive Director, or top management official	X	
15b	b Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).	X	
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
16b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed: None
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: Ellen Liquindoli - 860-545-7188
1290 Silas Deane Highway, Wethersfield, CT 06109

HHC PhysiciansCare, Inc.

D/B/A Hartford HealthCare Medical Group 45-4456939 Page 7

Form 990 (2013)

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII X

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
 - List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
 - List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
 - List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
 - List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.
- List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Steven Hanks, M.D. Director, Physician	2.00 60.00	X						0.	629,647.	161,712.
(2) Rocco Orlando, M.D. Director, Physician	2.00 60.00	X						0.	804,020.	232,305.
(3) James M. Blazar Director	2.00 60.00	X						0.	561,172.	118,973.
(4) James P. Cardon, M.D. Chair, Physician	3.00 60.00	X		X				0.	576,744.	95,181.
(5) Jeffrey A. Flaks Director	2.00 60.00	X						0.	985,840.	182,075.
(6) Thomas J. Marchozzi Director (Thru Sept. 2014)	2.00 60.00	X						0.	778,430.	157,569.
(7) Kent I. Stahl, M.D. Interim President & CEO	60.00	X		X				486,707.	0.	53,330.
(8) Susan Levine, M.D. Director, Physician	60.00	X						144,460.	0.	16,530.
(9) Louis Meyer, M.D. Director, Physician	60.00	X						202,992.	0.	35,706.
(10) Janice A. Oliveri, M.D. Director, Physician	60.00	X						247,218.	0.	42,195.
(11) Steven Shichman, M.D. Director, Physician	60.00	X						552,246.	0.	27,955.
(12) James Watkins, M.D. (Jan 2014) President	60.00			X				0.	0.	0.
(13) Jeffrey Cohen, M.D. VP Specialty Care	60.00				X			655,530.	0.	61,856.
(14) Diana Caffarena, M.D. VP, COO-Primary Care	60.00				X			156,969.	0.	21,122.
(15) Carla Nunzianta, M.D. VP, COO-Specialty Care	60.00				X			154,284.	0.	33,117.
(16) John MacDonald CFO	60.00				X			0.	0.	0.
(17) Charles Castiglione, M.D. Plastic Surgeon	60.00					X		1,096,327.	0.	113,398.

Form 990 (2013)

Form 990 (2013)

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns					
	b	Membership dues					
	c	Fundraising events					
	d	Related organizations					
	e	Government grants (contributions)					
	f	All other contributions, gifts, grants, and similar amounts not included above					
	g	Noncash contributions included in lines 1a-1f: \$					
	h	Total. Add lines 1a-1f					
Program Service Revenue	2 a	Patient Care	621110	109,744,661.	109,744,661.		
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		109,744,661.			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)					
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
	6 a	Gross rents	(i) Real				
			(ii) Personal				
	b	Less: rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss)					
	7 a	Gross amount from sales of assets other than inventory	(i) Securities				
			(ii) Other	9,000.			
	b	Less: cost or other basis and sales expenses		52,202.			
c	Gain or (loss)		-43,202.		-43,202.		
d	Net gain or (loss)		-43,202.		-43,202.		
8 a	Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18	a					
b	Less: direct expenses	b					
c	Net income or (loss) from fundraising events						
9 a	Gross income from gaming activities. See Part IV, line 19	a					
b	Less: direct expenses	b					
c	Net income or (loss) from gaming activities						
10 a	Gross sales of inventory, less returns and allowances	a					
b	Less: cost of goods sold	b					
c	Net income or (loss) from sales of inventory						
Miscellaneous Revenue			Business Code				
11 a							
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d						
12	Total revenue. See instructions.		109,701,459.	109,744,661.	0.	-43,202.	

HHC PhysiciansCare, Inc.

D/B/A Hartford HealthCare Medical Group

45-4456939 Page 10

Form 990 (2013)

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	5,000.	5,000.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	8,074,678.	7,828,944.	245,734.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	83,778,974.	79,523,050.	4,255,924.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	5,591,201.	5,497,151.	94,050.	
9 Other employee benefits	7,365,974.	6,535,940.	830,034.	
10 Payroll taxes	4,831,792.	4,526,700.	305,092.	
11 Fees for services (non-employees):				
a Management	1,885,408.		1,885,408.	
b Legal	88,699.		88,699.	
c Accounting	9,850.		9,850.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	12,634,843.	10,475,373.	2,159,470.	
12 Advertising and promotion	894,141.	4,664.	889,477.	
13 Office expenses	4,020,538.	3,068,954.	951,584.	
14 Information technology	6,155,902.	4,603,121.	1,552,781.	
15 Royalties				
16 Occupancy	9,993,609.	8,986,618.	1,006,991.	
17 Travel	293,717.	203,662.	90,055.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	2,889.	190.	2,699.	
21 Payments to affiliates	2,707,392.	288,094.	2,419,298.	
22 Depreciation, depletion, and amortization	1,716,920.	1,194,489.	522,431.	
23 Insurance	3,129,401.	3,041,209.	88,192.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a Medical Supplies	2,427,294.	2,427,294.		
b Dues, Subs & Licenses	621,137.	574,071.	47,066.	
c Education/Tech Training/	292,773.	268,812.	23,961.	
d Repairs & Maintenance	272,211.	257,789.	14,422.	
e All other expenses	282,072.	244,878.	37,194.	
25 Total functional expenses. Add lines 1 through 24e	157,076,415.	139,556,003.	17,520,412.	0.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 956-720)

Form 990 (2013)

HHC PhysiciansCare, Inc.

D/B/A Hartford HealthCare Medical Group

45-4456939 Page 11

Form 990 (2013)

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year
Assets	1	15,552.	1	5,663.
	2	4,056,852.	2	7,725,000.
	3		3	
	4	13,997,462.	4	11,535,524.
	5		5	
	6		6	
	7		7	
	8	244,564.	8	251,782.
	9	644,946.	9	915,421.
	10a	21,215,162.		
	10b	3,024,770.		
	10c	18,544,549.	10c	18,190,392.
	11		11	
	12		12	
	13		13	
	14		14	
15	94,270.	15	2,392,569.	
16	37,598,195.	16	41,016,351.	
17	17,086,987.	17	14,221,647.	
Liabilities	17		18	
	18		19	
	19		20	
	20		21	
	21		22	
	22		23	
	23		24	
	24		25	
	25	6,680,363.	25	9,333,566.
	26	23,767,350.	26	23,555,213.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27	13,830,845.	27	17,461,138.
	28		28	
	29		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30		30	
	31		31	
	32		32	
33	13,830,845.	33	17,461,138.	
34	37,598,195.	34	41,016,351.	

Form 990 (2013)

Form 990 (2013)

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	109,701,459.
2	Total expenses (must equal Part IX, column (A), line 25)	2	157,076,415.
3	Revenue less expenses. Subtract line 2 from line 1	3	-47,374,956.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	13,830,845.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	51,005,249.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	17,461,138.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

1 Accounting method used to prepare the Form 990: Cash Accrual Other

If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:

Separate basis Consolidated basis Both consolidated and separate basis

b Were the organization's financial statements audited by an independent accountant?

If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:

Separate basis Consolidated basis Both consolidated and separate basis

c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

Form 990 (2013)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization **HHC PhysiciansCare, Inc.**
D/B/A Hartford HealthCare Medical Group

Employer identification number
45-4456939

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I
 - b Type II
 - c Type III - Functionally integrated
 - d Type III - Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? 11g(i)		
(ii) A family member of a person described in (i) above? 11g(ii)		
(iii) A 35% controlled entity of a person described in (i) or (ii) above? 11g(iii)		
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
Total									

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

Schedule A (Form 990 or 990-EZ) 2013

HHC PhysiciansCare, Inc.

D/B/A Hartford HealthCare Medical Group 45-4456939 Page 2

Schedule A (Form 990 or 990-EZ) 2013

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14		%
15 Public support percentage from 2012 Schedule A, Part II, line 14	15		%
16a 33 1/3% support test - 2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>			
b 33 1/3% support test - 2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>			
17a 10% -facts-and-circumstances test - 2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>			
b 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>			
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>			

Schedule A (Form 990 or 990-EZ) 2013

HHC PhysiciansCare, Inc.

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose				78,276,707.	109,744,661.	188,021,368.
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5				78,276,707.	109,744,661.	188,021,368.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0.
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0.
c Add lines 7a and 7b						0.
8 Public support (Subtract line 7c from line 6.)						188,021,368.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6				78,276,707.	109,744,661.	188,021,368.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)				78,276,707.	109,744,661.	188,021,368.

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	%

- 19a 33 1/3% support tests - 2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization
- b 33 1/3% support tests - 2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization
- 20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

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

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization **HHC PhysiciansCare, Inc.
D/B/A Hartford HealthCare Medical Group** Employer identification number **45-4456939**

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <input type="checkbox"/> Yes <input type="checkbox"/> No		
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? <input type="checkbox"/> Yes <input type="checkbox"/> No		

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

- 1 Purpose(s) of conservation easements held by the organization (check all that apply):
- Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area
- Protection of natural habitat Preservation of a certified historic structure
- Preservation of open space
- 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____
- 4 Number of states where property subject to conservation easement is located ▶ _____
- 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No
- 6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____
- 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____
- 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No
- 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

- 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.
- b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
- (i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____
- (ii) Assets included in Form 990, Part X ▶ \$ _____
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:
- a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____
- b Assets included in Form 990, Part X ▶ \$ _____

HHC PhysiciansCare, Inc.

D/B/A Hartford HealthCare Medical Group 45-4456939 Page 2

Schedule D (Form 990) 2013

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment _____%
- b Permanent endowment _____%
- c Temporarily restricted endowment _____%

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		21,215,162.	3,024,770.	18,190,392.
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) 18,190,392.

Schedule D (Form 990) 2013

HHC PhysiciansCare, Inc.

D/B/A Hartford HealthCare Medical Group

45-4456939 Page 3

Schedule D (Form 990) 2013

Part VII Investments - Other Securities.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)		

Part VIII Investments - Program Related.

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

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

Part IX Other Assets.

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

(a) Description	(b) Book value
(1) Security Deposits	55,274.
(2) Other Assets	4,711.
(3) Insurance Receivable	2,332,584.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	2,392,569.

Part X Other Liabilities.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) Due to Affiliates	2,802,638.
(3) Accrued Pension Plan	1,105,493.
(4) Other Liabilities	5,425,435.
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	9,333,566.

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

Schedule D (Form 990) 2013

**SCHEDULE F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.

▶ Attach to Form 990. ▶ See separate instructions.

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

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization
HHC PhysiciansCare, Inc.
D/B/A Hartford HealthCare Medical Group

Employer identification number

45-4456939

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

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
Central America/Caribbean	0	0	Program Services	Insurance Premiums	3,129,401.
South Asia	0	0	Program Services	Indexing Services	40,520.
3 a Sub-total	0	0			3,169,921.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	0	0			3,169,921.

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

Schedule F (Form 990) 2013

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* Yes No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)* Yes No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* Yes No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)* Yes No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report. (see Instructions for Form 5713)* Yes No

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

Part II, line 1, Column (h):
 Name of Organization or Government:
 Hospital of Central CT D/B/A HHC Auxiliary at NBG
 (h) Purpose of Grant or Assistance: Sponsorship for the Chrysanthemum
 Ball event to assist accomplishing their tax exempt mission to raise
 money for hospital programs and services.

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
 ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
 ▶ Attach to Form 990. ▶ See separate instructions.

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

Name of the organization

HHC PhysiciansCare, Inc.
D/B/A Hartford HealthCare Medical Group

Employer identification number

45-4456939

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|--|--|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment? **4a**
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? **4b**
- c** Participate in, or receive payment from, an equity-based compensation arrangement? **4c**
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization? **5a**
- b** Any related organization? **5b**
- If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization? **6a**
- b** Any related organization? **6b**
- If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1a		
1b		
2		
3		
4a		X
4b	X	
4c		X
5a		X
5b		X
6a		X
6b		X
7	X	
8		X
9		

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

Schedule J (Form 990) 2013

HHC PhysiciansCare, Inc.

D/B/A Hartford HealthCare Medical Group 45-4456939

Schedule J (Form 990) 2013 **Part III Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) Steven Hanks, M.D. Director	0.	0.	0.	0.	0.	0.	0.
(2) Rocco Orlando, M.D. Director	498,515.	37,935.	93,197.	137,676.	24,036.	791,359.	0.
(3) James M. Blazar Director	517,103.	212,632.	74,285.	195,137.	37,168.	1,036,325.	0.
(4) James P. Cardon, M.D. Chair	426,962.	110,784.	23,426.	94,167.	24,806.	680,145.	0.
(5) Jeffrey A. Flaks Director	420,929.	155,815.	0.	68,739.	26,442.	671,925.	0.
(6) Thomas J. Marchozzi Director (Thru Sept. 2014)	662,390.	248,669.	74,781.	149,116.	32,959.	1,167,915.	0.
(7) Kent I. Stahl, M.D. Interim President & CEO	573,345.	200,716.	4,369.	129,591.	27,978.	935,999.	0.
(8) Susan Levine, M.D. Director, Physician	356,820.	124,559.	5,328.	37,332.	15,998.	540,037.	0.
(9) Louis Meyer, M.D. Director, Physician	140,344.	1,100.	3,016.	7,386.	9,144.	160,990.	0.
(10) Janice A. Oliveri, M.D. Director, Physician	198,546.	0.	4,446.	14,616.	21,090.	238,698.	0.
(11) Steven Shichman, M.D. Director, Physician	225,450.	20,528.	1,240.	17,767.	24,428.	289,413.	0.
(12) Jeffrey Cohen, M.D. VP Specialty Care	319,886.	222,473.	9,887.	0.	27,955.	580,201.	0.
(13) Diana Caffarena, M.D. VP, COO-Primary Care	547,682.	98,153.	9,695.	46,511.	15,345.	717,386.	0.
(14) Carla Nunziante, M.D. VP, COO-Specialty Care	151,969.	5,000.	0.	9,448.	11,674.	178,091.	0.
(15) John MacDonald CFO	0.	0.	0.	0.	0.	0.	0.
(16) Charles Castiglione, M.D. Plastic Surgeon	154,284.	0.	0.	11,411.	21,706.	187,401.	0.
	947,817.	133,733.	14,777.	77,446.	35,952.	1,209,725.	0.
	0.	0.	0.	0.	0.	0.	0.

HHC PhysiciansCare, Inc.
D/B/A Hartford HealthCare Medical Group

45-4456939

Page 3

Schedule J (Form 990) 2013

Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Part I, Line 4b:

Explanation: Hartford Healthcare Corporation, a related organization, maintains a 457(f) plan. Participants include certain officers and key employees at the President, Executive Vice President, Senior Vice President and Vice President levels that are reported by HHC PhysiciansCare, Inc. on Form 990, Part VII. Contributions are made by Hartford Healthcare Corporation to the plan based on a percentage of the participant's compensation. Participants vest in the plan at the earlier of reaching age 55 and having 5 years of service, death, disability, involuntary separation without reasonable cause or upon reaching age 65. Each participant ceases to be eligible for further contributions by Hartford Healthcare Corporation on the date of the participant's separation from service. Participants receive a one-time lump sum payment of the accumulated amount during the 30-day period following the participant's separation from service.

2013 SERP accruals made on behalf of the following individuals:

Mr. Jeffrey A. Flaks	\$72,684
Dr. Rocco Orlando	\$62,491

HHC PhysiciansCare, Inc.
D/B/A Hartford HealthCare Medical Group

45-4456939

Page 8

Schedule J (Form 990) 2013

Part II Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Part I, Line 7:

Explanation: HHC PhysiciansCare, Inc. has an At Risk Plan that encourages and rewards achievements of significant functional goals for management that contribute to organization(s) strategic and financial direction. The Plan utilizes market practice alignment to ensure competitive recruitment and retention. Awards are based on CEO and/or Hartford HealthCare Corporation's Compensation Committee discretionary assessment of overall organization performance and individual contribution to results.

Part II

Explanation: John MacDonald is an employee of Southwind, LLC which provided consulting services to the organization. As part of the consulting services provided by Southwind, John MacDonald served as the CFO of the filing organization. However, the filing organization is unable to determine how much John MacDonald was paid for his services as CFO. In total, the organization paid Southwind \$1,888,408 for consulting services as well as John MacDonald's services as CFO.

HHC PhysiciansCare, Inc.

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
See Part V	See Part V	1,885,408.	See Part V		X

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions).

Form 990 Sch L Part V

(a) Name of Interested Person: John MacDonald

(b) Relationship between Interested Person and Organization: Officer

(c) Amount of Transactions: \$1,885,408

(d) Description of Transaction: Mr. John MacDonald is an employee of Southwind and performs CFO duties for HHC PhysiciansCare, Inc. In addition to the CFO services, Southwind provides other consulting and analytics to HHC PhysiciansCare, Inc. which totaled \$1,885,408.

(e) Sharing for Organization Revenues? = No

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

2013

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990

Name of the organization

HHC PhysiciansCare, Inc.
D/B/A Hartford HealthCare Medical Group

Employer identification number
45-4456939

Form 990, Part I, Line 1, Description of Organization Mission:

coordinated quality care and value, exceed the expectations of patients,
providers, staff and the community that it serves.

Form 990, Part III, Line 4b, Program Service Accomplishments:

Our many offices throughout central Connecticut provide easy access to
the community.

Our providers have expertise in the following areas:

- Minimally Invasive Surgery for management of a variety of concerns
including Hernia, Gallstones, Splenic problems and Appendicitis
- Endocrine Surgery including concerns with Thyroid, Parathyroid and
Adrenal glands
- Surgery for the management of Biliary, Pancreatic and Liver problems
- Trauma Surgery
- Management of Patients requiring Surgical Critical Care
- Surgical Oncology including Head and Neck, and Breast
- Diseases of Veins
- Gastric Pacing, Gastric Stimulation, Gastroparesis, Gastroesophageal
Reflux Disease (GERD)

As part of our commitment to providing you with state-of-the-art
General Surgery care, our Division is active in the teaching of Medical
Students and Residents through UCONN and Hartford Hospital. We also
participate in a number of Research protocols that enhance our ability

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

Schedule O (Form 990 or 990-EZ) (2013)

332211
09-04-13

Name of the organization HHC PhysiciansCare, Inc.
D/B/A Hartford HealthCare Medical Group

Employer identification number
45-4456939

to provide state-of-the-art treatment options.

The General Surgery division includes services for Bariatric surgery.

The Surgical Weight Loss Program at Hartford HealthCare Medical Group

is a comprehensive program using the latest minimally invasive

techniques for Gastric Bypass Surgery, Laparoscopic Adjustable Gastric

Banding, laparoscopic sleeve gastrectomy, and revisional bariatric

surgery. The Medical Group also has a dedicated team which includes

surgeons, nutritionists, pharmacists, social workers among other

professionals. The professionals provide the ongoing support needed

for long-term success.

Form 990, Part III, Line 4c, Program Service Accomplishments:

Minimally invasive surgical options are available, including robotic surgery.

Providers' areas of expertise also include:

- Stone disease diagnosis and treatment including lithotripsy
- Male sexual function diagnosis and treatment
- Urologic oncology, including diagnosis and treatment of kidney, bladder and prostate cancer
- Vasectomy and vasectomy reversal
- Sexually transmitted disease diagnosis and treatment
- Benign prostatic hyperplasia (BPH)

Form 990, Part III, Line 4d, Other Program Services:

In addition to the above, the organization provides additional healthcare services to its patients. All services are provided regardless of ability to pay.

Name of the organization	HHC PhysiciansCare, Inc. D/B/A Hartford HealthCare Medical Group	Employer identification number	45-4456939
--------------------------	---	--------------------------------	------------

Expenses \$ 60,586,115. incl grants of \$ 5,000. Revenue \$ 42,906,973.

Form 990, Part VI, Section A, line 1:

Explanation: The organization does not have any independent board members as all board members are compensated for their service to the organization by the filing organization or related organizations. However, the filing organization is part of an integrated delivery system of organizations, including multiple tax-exempt hospitals and a tax-exempt parent organization that all have community boards. Additionally, there has been no material change to the structure of the governing body since the organization applied for tax-exempt status, which was approved by the IRS in October 2013.

Form 990, Part VI, Section A, line 3:

Explanation: The organization has a management services and consulting contract with Southwind. As part of this contract, John MacDonald, an employee of Southwind, served as the CFO for the organization. The organization is unable to obtain information about the compensation paid by Southwind to John MacDonald for his services as the CFO. For the year, the organization paid Southwind \$1,885,408 in total for various consulting services as well as John MacDonald's service as CFO.

Form 990, Part VI, Section A, line 6:

Explanation: HHC PhysiciansCare, Inc. is organized as a non-stock not for profit entity. Hartford HealthCare Corporation is the sole member.

Form 990, Part VI, Section A, line 7a:

Explanation: The sole member of the organization has the authority to

Name of the organization	HHC PhysiciansCare, Inc. D/B/A Hartford HealthCare Medical Group	Employer identification number	45-4456939
--------------------------	---	--------------------------------	------------

approve/remove members of the governing body.

Form 990, Part VI, Section A, line 7b:

Explanation: The sole member of the organization has the right to review, approve, disapprove and deny significant transactions such as mergers, acquisitions, dissolutions etc.

Form 990, Part VI, Section B, line 11:

Explanation: The Form 990 was prepared by Hartford HealthCare's Tax Department. It was then reviewed by an independent accounting firm. It was then forwarded to the organization's top management including the Director of Finance for review. The Form was then made available to the board for review. Once the entire review process was completed, the form was signed by the President and then filed with the Internal Revenue Service.

Form 990, Part VI, Section B, Line 12c:

Explanation: The PhysiciansCare's board has adopted the policy of the member, Hartford HealthCare Corporation (HHC). HHC's Conflict of Interest Policy (Policy) requires all covered individuals, including board members and officers, to provide a disclosure of relationships that create or have the appearance of creating a conflict of interest or commitment. The Policy requires updates if changes in circumstances arise during the year that either (a) create a new potential conflict of interest or commitment or (b) change or eliminate a conflict of interest or commitment previously disclosed. Conflict of Interest disclosure statements are maintained by the HHC Office of Compliance, Audit & Privacy (OCAP). All employee disclosures are reviewed by OCAP to determine if there is a potential conflict. Legal counsel reviews all cases where the individual has a significant financial

Schedule O (Form 990 or 990-EZ) (2013)

Name of the organization HHC PhysiciansCare, Inc.
D/B/A Hartford HealthCare Medical Group

Employer identification number
45-4456939

interest and these cases are forwarded to the System Executive Compliance Steering Committee. The System Executive Compliance Steering Committee assesses and recommends whether 1) the conflict be eliminated, 2) the proposed activity be prohibited, or 3) a Conflict of Interest management plan be implemented. Results of the survey of board members are reported to the HHC Nominating and Governance Committee for determinations of conflicts and the management of them, where applicable.

Form 990, Part VI, Section B, Lines 13 & 14

The organization does have a written Document Retention and Destruction policy as well as a written Whistleblower policy. Although the policies were not formally approved by the Board, they were in effect for the entire tax year.

Form 990, Part VI, Section B, Line 15:

Explanation: The Independent Executive Compensation Committee (Committee) of the Board of Directors of Hartford HealthCare on behalf of HHC PhysiciansCare, Inc., hires an outside consultant, Integrated Healthcare Strategies, to determine best practices in governing executive compensation.

The following steps are taken:

- Use of an Independent Executive Compensation Committee (Committee) of the Board of Directors of Hartford HealthCare, on behalf of HHC PhysiciansCare, Inc., established and regularly reviews Executive Compensation Philosophy
- The Committee regularly reviews the scope and depth of positions taking into account complexity and the financial impact and accountability of all "disqualified persons"

Name of the organization	HHC PhysiciansCare, Inc. D/B/A Hartford HealthCare Medical Group	Employer identification number	45-4456939
--------------------------	---	--------------------------------	------------

- Analysis of current total compensation versus market is performed by an independent third party compensation consulting firm and is then reviewed by the committee

- Recommendations are made based on data analysis to ensure appropriate competitive positioning within parameters of the compensation philosophy

- The CEO compensation is determined by the Committee based on comparative market information and organizational performance

- All changes are reviewed and approved by the Executive Compensation Committee

The CEO compensation determination process is reviewed on an annual basis.

All other executive compensation are regularly reviewed for scope and depth of positions taking into account complexity and the financial impact and accountability.

Form 990, Part VI, Section C, Line 18:

Explanation: The Organization's Form 990, Form 1023 and its attachments are available for public inspection at the organization's address upon request.

Form 990, Part VI, Section C, Line 19:

Explanation: The Organization's Financial Statements, Governing Documents and the Conflict of Interest Policy are available for inspection upon request at the Organization's address.

Part VII

Explanation: Compensation paid to members of the board listed in Part VII was paid for employee services to the organization and its related

Name of the organization HHC PhysiciansCare, Inc.
D/B/A Hartford HealthCare Medical Group

Employer identification number
45-4456939

VII was paid for employee services to the organization and its related entities. None of the compensation was for services as a board member to the organization.

Form 990, Part XI, line 9, Changes in Net Assets:

Transfer from Affiliates 51,005,249.

HHC PhysiciansCare, Inc.
D/B/A Hartford HealthCare Medical Group

Part III Continuation of Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization?	
						Yes	No
Natchaug Hospital Inc. - 06-0966963 199 Storrs Road Mansfield Center, CT 06226	Behavioral Health	Connecticut	501(C)(3)	3	Hartford HealthCare Corporation		X
Hartford HealthCare at Home, Inc. - 06-0646938, 1290 Silas Deane Hwy, Suite 4B, Wethersfield, CT 06109	Home HealthCare	Connecticut	501(C)(3)	7	Hartford HealthCare Corporation		X
Rushford Center Inc. - 06-0932875 883 Paddock Avenue Meriden, CT 06450	Substance Abuse Health Care Services	Connecticut	501(C)(3)	7	Hartford HealthCare Corporation		X
Hartford Hospital Auxiliary c/o Hartford Hospital - 06-6040747, 80 Seymour Street, Hartford, CT 06102	Fundraising	Connecticut	501(C)(3)	11(c)	Hartford Hospital		X
Connecticut Health System Inc. - 22-2779421 80 Seymour Street Hartford, CT 06102	Coordination of Health Delivery	Connecticut	501(C)(3)	11(c)	Hartford HealthCare Corporation		X
Institute of Living - 06-0646663 200 Retreat Avenue Hartford, CT 06106	Supporting Organization to Hartford Hospital	Connecticut	501(C)(3)	11(c)	Hartford Hospital		X
VNA Health Resources Inc. - 06-1161422 1290 Silas Deane Hwy, Suite 4B Wethersfield, CT 06109	Home Health Care	Connecticut	501(C)(3)	3	Hartford HealthCare At Home, Inc.		X
Midstate Medical Center - 06-0646715 435 Lewis Avenue Meriden, CT 06451	Healthcare Services	Connecticut	501(C)(3)	3	Hartford HealthCare Corporation		X
The Hatch Hospital Corp. - 06-6076412 112 Mansfield Avenue Willimantic, CT 06226	Healthcare Services	Connecticut	501(C)(3)	3	Windham Community Memorial Hospital		X
WCMH Women's Auxiliary Inc. - 06-0677728 112 Mansfield Avenue Willimantic, CT 06226	Fundraising	Connecticut	501(C)(3)	11(a)	Windham Community Memorial Hospital		X
The Hospital of Central CT - 06-0646768 100 Grand Street New Britain, CT 06050	Healthcare Services	Connecticut	501(C)(3)	3	Hartford HealthCare Corporation		X
Central CT Senior Health Svcs d.b.a. Southington Care Center - 22-2635676, 45 Meride Avenue, Southington, CT 06489	Sub-Acute & Long Term Healthcare	Connecticut	501(C)(3)	9	Hartford HealthCare Corporation		X

**HHC PhysiciansCare, Inc.
D/B/A Hartford HealthCare Medical Group**

Part III Continuation of Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization?	
						Yes	No
Bradley Health Services - 06-1367014 100 Grand Street New Britain, CT 06050	Healthcare Services	Connecticut	501(C)(3)	9	Hartford HealthCare Corporation		X
Central CT Health Alliance - 22-2785033 100 Grand Street New Britain, CT 06050	Support & Management Svcs. to THOCC and Affiliates - Shell	Connecticut	501(C)(3)	11(b)	Hartford HealthCare Corporation		X
The Orchards of Southington - 06-1490803 34 Hobart Street Southington, CT 05489	Residential Services for Senior Citizens	Connecticut	501(C)(3)	9	Central CT Senior Health Services Inc.		X
Rushford Foundation Inc. - 06-1432692 883 Paddock Avenue Meriden, CT 06450	Supporting Organization	Connecticut	501(C)(3)	11(a)	Rushford Center Inc.		X
Mulberry Gardens of Southington, LLC - 82-0586577, 58 Mulberry Street, Plantsville, CT 06479	Assisted Living & Adult Day Care Facility	Connecticut	501(C)(3)	9	Central CT Senior Health Services Inc.		X
Midstate Medical Center Auxiliary - 06-6063082, 435 Lewis Avenue, Meriden, CT 06451	Fundraising	Connecticut	501(C)(3)	11(a)	Midstate Medical Center		X
Caring for Colleagues Employee Crisis Fund - 26-4469178, 100 Grand Street, New Britain, CT 06052	Employee Fund	Connecticut	501(C)(3)	7	Hartford HealthCare Corporation		X
Hartford HealthCare Accountable Care Org. Inc. - 46-0886367, 200 Retreat Avenue, Fl 9, Hartford, CT 06102	To Manage and Coordinate Care for Medicare Beneficiaries	Connecticut	501(C)(3)	7	HHC PhysiciansCare Inc.		X
Hartford HealthCare Corp. Group (VEBA) - 26-6671355, 777 Main Street, Hartford, CT 06102	To Provide Medical Benefits to Employees	Connecticut	501(c)(9)	N/A	Hartford HealthCare Corporation		X
Backus Corporation - 22-2757608 326 Washington Street Norwich, CT 06360	Support Services	Connecticut	501(C)(3)	11(b)	Hartford HealthCare Corporation		X
Backus HealthCare Inc. - 22-2481794 326 Washington Street Norwich, CT 06360	Support Services	Connecticut	501(C)(3)	11(a)	Hartford HealthCare Corporation		X
The William W. Backus Hospital - 06-0250773 326 Washington Street Norwich, CT 06360	Hospital	Connecticut	501(C)(3)	3	Hartford HealthCare Corporation		X

HHC PhysiciansCare, Inc.
D/B/A Hartford HealthCare Medical Group

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	(k) Percentage ownership
							Yes	No			
Omni Home Health Services E. CT, LLC - 06-1458837, 12 Case Street #317, Norwich, CT 06360	Home Health Care	CT	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
New Britain MRI Limited Partnership - 06-1271349, 100 Grand Street, New Britain, CT 06050	Magnetic Resonance Imaging	CT	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Hartford HealthCare Endowment LLC - 45-4181103, 80 Seymour Street, Hartford, CT 06102	Endowment Management	CT	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Ambulance Service of Manchester, LLC - 06-1557358, P.O. Box 300, Manchester, CT 06450	Ambulatory Service	CT	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 513(b)(3) entity?	
								Yes	No
H.R.M.O.B. Corporation & Subsidiary - 06-1140244, 80 Seymour Street, Hartford, CT 06102	Real Estate & Parking	CT	N/A	C CORP	N/A	N/A	N/A		X
Hartford HealthCare Indemnity Services, Ltd FB Ferry Bldg., 40 Church St. Hamilton, BERMUDA	Captive Insurance	Bermuda	N/A	C CORP	N/A	N/A	N/A		X
Windham Health Services Inc. - 06-1441101 112 Mansfield Avenue Willimantic, CT 06226	Home Health Care	CT	N/A	C CORP	N/A	N/A	N/A		X
Windham Physician Hospital Organization - 06-1441614, 112 Mansfield Avenue, Willimantic, CT 06226	Medical Services	CT	N/A	C CORP	N/A	N/A	N/A		X
Windham Family Medical Services - 06-1491649 112 Mansfield Avenue Willimantic, CT 06226	Medical Services	CT	N/A	C CORP	N/A	N/A	N/A		X

HHC PhysiciansCare, Inc.
D/B/A Hartford HealthCare Medical Group

45-4456939

Part V Continuation of Identification of Related Organizations Taxable as a Corporation or Trust

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
GenConn Services Inc. - 22-2836001 100 Grand Street New Britain, CT 06050	Holding Company	CT	N/A	C CORP	N/A	N/A	N/A	X	
Hartford Physician Services PC - 06-1254082 80 Seymour Street Hartford, CT 06102	Medical Services	CT	N/A	C CORP	N/A	N/A	N/A	X	
Meriden Imaging Center - 06-1541468 101 North Plains Industrial Park Meriden, CT 06429	Imaging	CT	N/A	S CORP	N/A	N/A	N/A	X	
Hartford Physician Hospital Organization, Inc. - 22-2785918, 80 Seymour Street, Hartford, CT 06102	Physician & Hospital Support	CT	N/A	C CORP	N/A	N/A	N/A	X	
Aetna Ambulance Service, Inc. - 06-0795431 P.O. Box 1150 Manchester, CT 06045	Ambulance Services	CT	N/A	C CORP	N/A	N/A	N/A	X	
Metro Wheelchair Service, Inc. - 06-0878432 P.O. Box 300 Manchester, CT 06045	Wheelchair Services	CT	N/A	C CORP	N/A	N/A	N/A	X	
WBE Corporation - 06-1054836 326 Washington Street Norwich, CT 06360	Holding Company	CT	N/A	C CORP	N/A	N/A	N/A	X	
ConnCare Inc. - 06-1387598 326 Washington Street Norwich, CT 06360	Healthcare Services	CT	N/A	C CORP	N/A	N/A	N/A	X	
Backus Medical Center Condo Assoc. Inc. - 06-1542647, 326 Washington Street, Norwich, CT 06360	Condo Association	CT	N/A	C CORP	N/A	N/A	N/A	X	
Windham Professional Office Condominium Association, Inc. - 06-1090041, 112 Mansfield Avenue, Willimantic, CT 06226	Condo Association Managing Offices of Physicians and Surgeons	CT	N/A	C CORP	N/A	N/A	N/A	X	
Select Physicians Network - 06-1426901 112 Mansfield Avenue Willimantic, CT 06226		CT	N/A	C CORP	N/A	N/A	N/A	X	
Midstate Medical Group P.C. - 20-4327968 435 Lewis Avenue Meriden, CT 06450	Medical Services	CT	N/A	C CORP	N/A	N/A	N/A	X	

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

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.
 1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	X	
b Gift, grant, or capital contribution to related organization(s)		X
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Dividends from related organization(s)		X
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)		X
m Performance of services or membership or fundraising solicitations by related organization(s)		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
o Sharing of paid employees with related organization(s)		X
p Reimbursement paid to related organization(s) for expenses		X
q Reimbursement paid by related organization(s) for expenses		X
r Other transfer of cash or property to related organization(s)		X
s Other transfer of cash or property from related organization(s)		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) Midstate Medical Center	Q	399,502.FMV	
(2) Windham Community Memorial Hospital	A	634,245.FMV	
(3) Windham Community Memorial Hospital	Q	519,210.FMV	
(4) H.H.M.O.B.	R	625,000.FMV	
(5) H.H.M.O.B.	A	1,765,077.FMV	
(6) Hartford Hospital	M	4,337,680.FMV	

Part V Continuation of Transactions With Related Organizations (Schedule R (Form 990), Part V, line 2)			
(a) Name of other organization	(b) Transaction type (a-f)	(c) Amount involved	(d) Method of determining amount involved
(7)Hartford Hospital	L	5,962,088.FMV	
(8)Hartford Hospital	P	3,708,878.FMV	
(9)Hartford Hospital	O	885,307.FMV	
(10)Hartford Hospital	A	973,301.FMV	
(11)Institute of Living	A	17,251.FMV	
(12)HHC Indemnity Services, Limited	P	3,129,401.FMV	
(13)			
(14)			
(15)			
(16)			
(17)			
(18)			
(19)			
(20)			
(21)			
(22)			
(23)			
(24)			

**Return by a U.S. Transferor of Property
 to a Foreign Corporation**

OMB No. 1545-0026

► Information about Form 926 and its separate instructions is at www.irs.gov/form926.
 ► Attach to your income tax return for the year of the transfer or distribution.

Attachment
 Sequence No. **128**

Part I U.S. Transferor Information (see instructions)

Name of transferor
HHC PhysiciansCare, Inc.
D/B/A Hartford HealthCare Medical Group

Identifying number (see instructions)
45-4456939

- 1 If the transferor was a corporation, complete questions 1a through 1d.
- a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation
Hartford HealthCare Corporation

EIN of parent corporation
22-2672834

- d Have basis adjustments under section 367(a)(5) been made? Yes No

- 2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership

- b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c Is the partner disposing of its **entire** interest in the partnership? Yes No
- d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation)
Hartford HealthCare Indemnity Services, Ltd

4a Identifying number, if any

5 Address (including country)
F.B. Perry Building, 40 Church Street, P.O. Box HM0262
Hamilton, Bermuda

4b Reference ID number
AA-3190907

6 Country code of country of incorporation or organization

7 Foreign law characterization (see instructions)
Corporation

- 8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	11/08/2013		3,129,401.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Cash Transferred to Cover Malpractice Insurance Premiums

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .0000 % (b) After .0000 %

10 Type of nonrecognition transaction (see instructions) ▶ IRS Sec. 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and Temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

See Statement 1

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17 a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Form 926	Additional Information Required by Temporary Regulation Sections 1.6038B-1T(c)(4)(iii) and (vii), and 1.6038B-1T(c)(5)	Statement 1
----------	--	-------------

ATTACHMENT TO FORM 926, PART III, LINE 11
HHC PhysiciansCare, Inc.
EIN: 45-4456939

Following is additional information as requested by Regulations Sections 1.6038B-1(c) and Temporary Regulations 1.6038B-1T (c)(1) through 1.6038B-1T(c)(5) and 1.6038B-1T(d).

Regulation Section 1.6038B-1T(c)(1): Transferor

HHC PhysiciansCare, Inc.
EIN: 45-4456939
Address: 80 Seymour Street
Hartford, CT 06102

Regulation Section 1.6038B-1T(c)(2): Transferee
(i) Hartford HealthCare Indemnity Services, Ltd
Address: F.B. Perry Building, 40 Church Street
PO Box HM 2062
Hamilton, HM HX, Bermuda

(ii) Payment of \$3,129,401 US dollars to Hartford HealthCare Indemnity Services, Ltd.

Regulation Section 1.6038B-1T(c)(3): Consideration Received

Contract To Pay Claims

Regulation Section 1.6038B-1T(c)(4): Property Transferred

Cash US \$3,129,401

Regulation Section 1.6038B-1T(c)(5): Transfer of foreign branch with previously deducted losses

Not applicable

Regulations Section 1.6038B-1T(d): Application of Section 367(d)

Not Applicable