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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Name of foundation
EMPIRE HEALTH FOUNDATION

A Employer identification number
26-3375286

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 244

Room/suite

B Telephone number (see page 10 of the instructions)
(509) 315-1323

City or town, state, and ZIP code
SPOKANE, WA 99210

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 66,287,270

J Accounting method ☐ Cash ☑ Accrual ☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	4,171,325			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	1,427,818	1,427,818		
	5a	Gross rents				
	b	Net rental income or (loss) _____				
	6a	Net gain or (loss) from sale of assets not on line 10	-601,322			
	b	Gross sales price for all assets on line 6a 111,120,646				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	2,622,143	0	2,622,143	
	12	**Total.** Add lines 1 through 11	7,619,964	1,427,818	2,622,143	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	189,780	18,976	0	170,804
	14	Other employee salaries and wages	329,814	4,589	0	314,205
	15	Pension plans, employee benefits	141,622	4,580	0	140,719
	16a	Legal fees (attach schedule)	308,314	5,083	0	445,841
	b	Accounting fees (attach schedule)	52,495	10,490	0	42,005
	c	Other professional fees (attach schedule)	1,264,875	143,361	0	1,343,579
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	35,031	0	0	0
	19	Depreciation (attach schedule) and depletion	15,679	0	0	
	20	Occupancy	54,509	0	0	54,302
	21	Travel, conferences, and meetings	146,330	0	0	136,709
	22	Printing and publications				
	23	Other expenses (attach schedule)	3,638,682	0	0	10,740,801
	24	**Total operating and administrative expenses.** Add lines 13 through 23	6,177,131	187,079	0	13,388,965
	25	Contributions, gifts, grants paid	1,007,303			1,138,325
	26	**Total expenses and disbursements.** Add lines 24 and 25	7,184,434	187,079	0	14,527,290
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	435,530			
	b	**Net investment income** (if negative, enter -0-)		1,240,739		
	c	**Adjusted net income** (if negative, enter -0-)			2,622,143	

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	2,563,941	1,833,559	1,833,559
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 705,000			
	Less allowance for doubtful accounts ▶	1,369,710	705,000	705,000
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable		3,903,552	3,903,552
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ 125,074			
	Less allowance for doubtful accounts ▶ 0	956,406	125,074	125,074
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		31,181	31,181
	10a Investments—U S and state government obligations (attach schedule)	15,995,595	15,804,074	15,804,074
	b Investments—corporate stock (attach schedule)	9,800,222	3,693,781	3,693,781
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	46,916,927	39,670,120	39,670,120
	14 Land, buildings, and equipment basis ▶ 114,310			
	Less accumulated depreciation (attach schedule) ▶ 19,638	108,858	94,672	94,672
	15 Other assets (describe ▶)	173,877	426,257	426,257
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	77,885,536	66,287,270	66,287,270
Liabilities	17 Accounts payable and accrued expenses	9,131,390	8,400,209	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)	19,315,299	12,442,839	
	23 **Total liabilities** (add lines 17 through 22)	28,446,689	20,843,048	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☑ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	48,607,866	40,600,263	
	25 Temporarily restricted	830,981	4,596,147	
	26 Permanently restricted		247,812	
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see page 17 of the instructions)	49,438,847	45,444,222	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	77,885,536	66,287,270	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	49,438,847
2	Enter amount from Part I, line 27a	2	435,530
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	49,874,377
5	Decreases not included in line 2 (itemize) ▶	5	4,430,155
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	45,444,222

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	SECURITIES	P	2010-01-01	2011-06-30
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	111,120,646		111,721,968	-601,322
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				-601,322
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-601,322
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	21,267,749	81,066,770	0 262349
2009	7,939,819	81,116,441	0 097882
2008			
2007			
2006			

2	**Total** of line 1, column (d)	2	0 360231
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 180116
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	70,251,955
5	Multiply line 4 by line 3	5	12,653,501
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	12,407
7	Add lines 5 and 6	7	12,665,908
8	Enter qualifying distributions from Part XII, line 4	8	14,527,290

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary–see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	12,407
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	12,407
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	12,407
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 26,080		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c:		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	26,080
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	13,673
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 13,673 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ WA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation .*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶ EMPIREHEALTHFOUNDATION ORG

14 The books are in care of ▶ THE ORGANIZATION Telephone no ▶ (509) 315-1323

Located at ▶ 111 N POST ST SUITE 301 SPOKANE WA ZIP+4 ▶ 99201

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year . . . ▶ 15

16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		**Yes**	**No**
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☑ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ **Yes** ☑ **No**			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ **Yes** ☑ **No**			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ **Yes** ☑ **No**			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☑ **No**			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
DAVE LUHN 6202 N VISTA RIDGE LANE SPOKANE, WA 99217	CHIEF FINANCIAL OFFI 40 00	63,580	2,700	1,807

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
DRINKER BIDDLE & REATH LLP ONE LOGAN SQUARE STE 2000 PHILADELPHIA,PA 191036996	LEGAL SERVICES	400,671
MERCER INC 601 WEST MAIN AVE SPOKANE,WA 99201	ACTUARIAL SERVICES	307,377
BESSEMER TRUST 100 WOODBRIDGE CENTER DRIVE WOODBRIDGE,NJ 07095	INVESTMENT MANAGEMENT	247,814
WITHERSPOON KELLEY ET AL 422 W RIVERSIDE SPOKANE,WA 99201	LEGAL SERVICES	219,523
QUALITY REIMBURSEMENT SERVICES INCL 150 NORTH SANTA ANITA AVE STE 570A ARCADIA,CA 91006	MEDICARE RECOVERY SERVICES	128,450
Total number of others receiving over $50,000 for professional services. ▶		4

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE, SCIENTIFIC, AND EDUCATIONAL PURPOSES TO PROMOTE GOOD HEALTH IN THE GREATER SPOKANE REGION THROUGH PROMOTION, FACILITATION, AND/OR FUNDING OF HEALTHCARE SERVICES, EDUCATION AND RESEARCH	14,527,290
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions **3**	
Total. Add lines 1 through 3. ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	69,053,540
b	Average of monthly cash balances		1b	2,268,242
c	Fair market value of all other assets (see page 24 of the instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	71,321,782
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0		
2	Acquisition indebtedness applicable to line 1 assets		2	0
3	Subtract line 2 from line 1d		3	71,321,782
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)		4	1,069,827
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	70,251,955
6	**Minimum investment return.** Enter 5% of line 5		6	3,512,598

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6		1	3,512,598
2a	Tax on investment income for 2011 from Part VI, line 5	2a 12,407		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	12,407
3	Distributable amount before adjustments Subtract line 2c from line 1		3	3,500,191
4	Recoveries of amounts treated as qualifying distributions		4	14,391
5	Add lines 3 and 4		5	3,514,582
6	Deduction from distributable amount (see page 25 of the instructions)		6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	3,514,582

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	14,527,290
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	14,527,290
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	12,407
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	14,514,883

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				3,514,582
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008 7,298,554				
d From 2009 3,887,174				
e From 2010 17,266,560				
f **Total** of lines 3a through e	28,452,288			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 14,527,290				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2011 distributable amount				3,514,582
e Remaining amount distributed out of corpus	11,012,708			
5 Excess distributions carryover applied to 2011	0			0
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	39,464,996			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	39,464,996			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008 7,298,554				
c Excess from 2009 3,887,174				
d Excess from 2010 17,266,560				
e Excess from 2011 11,012,708				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

EMPIRE HEALTH FOUNDATION
PO BOX 244
SPOKANE, WA 99210
(509) 315-1323

b The form in which applications should be submitted and information and materials they should include

APPLICATIONS CAN BE MADE ON-LINE AT HTTP //EMPIREHEALTHFOUNDATION ORG OR IN WRITING THROUGH THE BOARD OF DIRECTORS OF EMPIRE HEALTH FOUNDATION

c Any submission deadlines

SEE WEBSITE HTTP //EMPIREHEALTHFOUNDATION ORG/ FOR AVAILABLE CYCLES

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

REQUESTS MUST BE IN THE CONSISTENT WITHIN THE SCOPE OF THE ARTICLES OF INCORPORATION AND BYLAWS

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . . ▶ **3a**				1,138,325
b *Approved for future payment*				
Total . . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	1,427,818	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	-601,322	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a COST REPORT INCOME			01	178,040	
b OTHER REFUND INCOME			01	10,772	
c MISCELLANEOUS			01	2,418,940	
d REFUND OF EXPENSES			01	14,391	
e					
12 Subtotal Add columns (b), (d), and (e). .		0		3,448,639	0
13 **Total.** Add line 12, columns (b), (d), and (e).				13	3,448,639

(See worksheet in line 13 instructions on page 28 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

******	2012-10-18	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed	PTIN
BARBARA L EARNHEART	2012-10-05	☐	P00240388

Firm's name	Firm's EIN
CLIFTONLARSONALLEN LLP	41-0746749
601 WEST RIVERSIDE SUITE 700	
Firm's address: SPOKANE, WA 992010622	Phone no (509) 363-6300

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☐ No

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491299004042

Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2011

Name of organization
EMPIRE HEALTH FOUNDATION

Employer identification number
26-3375286

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule—

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . . ▶ $ _____

Caution. An Organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box in the heading of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
EMPIRE HEALTH FOUNDATION

Employer identification number
26-3375286

Part I **Contributors** (see Instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	BOONE FOUNDATION 428 RIVERSIDE SUITE 700 SPOKANE, WA 99201	$ 214,509	Person ☑ Payroll ☐ Noncash ☑ (Complete Part II if there is a noncash contribution)
2	WOODROW FOUNDATION 428 RIVERSIDE SUITE 700 SPOKANE, WA 99201	$ 38,264	Person ☑ Payroll ☐ Noncash ☑ (Complete Part II if there is a noncash contribution)
3	GRANT MAKERS IN HEALTH 1100 CONNECTICUT AVE NW SUITE 1200 WASHINGTON, DC 20036	$ 15,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
EMPIRE HEALTH FOUNDATION	26-3375286

Part II **Noncash Property** (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	SECURITIES	$ 207,162	2011-01-01

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	SECURITIES	$ 37,509	2011-01-01

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
EMPIRE HEALTH FOUNDATION	26-3375286

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** (Complete columns **(a)** through **(e) and** the following line entry)
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
WOMEN'S HEARTH920 W 2ND AVE SPOKANE,WA 99201	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	244
DENVER'S GREAT KIDS HEAD START1155 DECATUR STREET DENVER,CO 80204	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	300
VANESSA BEHAN CRISIS NURSERY1004 E 8TH AVE SPOKANE,WA 99203	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	470
FAMILY RESOURCE CENTERPO BOX 1130 DAVENPORT,WA 99122	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	1,000
AMERICAN HEART ASSOCIATION 140 S ARCHER ST 610 SPOKANE,WA 99202	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	1,500
ADAMS COUNTY PUBLIC HEALTH DEPARTMENT425 E MAIN OTHELLO,WA 99344	NONE	GOVERNMENT AGENCY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	2,000
DEPT OF PUBLIC HEALTH AND EMERGENCY MGTN 301 MAIN COLFAX,WA 99111	NONE	GOVERNMENT AGENCY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	2,000
NE TRI-COUNTY HEALTH DISTRICT240 E DOMINION COLVILLE,WA 99114	NONE	GOVERNMENT AGENCY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	2,000
ADAMS COUNTY COMMUNITY PUBLIC HEALTH315 N 14TH AVE OTHELLO,WA 99344	NONE	GOVERNMENT AGENCY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	2,500
CURLEW CIVICS CLUBPO BOX 111 CURLEW,WA 99118	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	2,540
POTLATCH FUND801 2ND AVE STE 304 SEATTLE,WA 98104	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	2,850
EWU INSTITUTE FOR PUBLIC POLICY668 RIVERPOINT BLVD SUITE 238 SPOKANE,WA 99004	NONE	SCHOOL	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	2,948
ADAMS COUNTY COMMUNITY NETWORK315 N 14TH AVE OTHELLO,WA 99344	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	3,000
PALOUSE HIV CONSORTIUMPO BOX 1013 PULLMAN,WA 99163	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	3,000
ST ALOYSIUS SCHOOL611 E MISSION SPOKANE,WA 99202	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	3,000
SPOKANE TRIBAL HEALTH ED DEPT6203 AGENCY LOOP ROAD WILLPINIT,WA 99040	NONE	RECOGNIZED TRIBE	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	4,000
TRI-COUNTY COMMUNITY HEALTH FUND1200 E COLUMBIA AVE COLVILLE,WA 99114	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	4,500
CANCER PATIENT CARE1507 E SPRAGUE AVE SPOKANE,WA 99202	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	5,000
LAKE ROOSEVELT COMMUNITY HEALTH CENTERS39 SHORTCUT ROAD INCHELIUM,WA 99138	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	5,000
SOCIAL VENTURES PARTNERS SEATTLE1601 2ND AVE SEATTLE,WA 98101	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	5,000
STEVENS COUNTY FIRE DISTRICT #14532 RAILROAD AVE CLAYTON,WA 99110	NONE	GOVERNMENT AGENCY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	5,000
THIN AIR RADIO35 WEST MAIN SUITE 340 SPOKANE,WA 99201	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	5,000
HOSPICE OF SPOKANEPO BOX 2215 SPOKANE,WA 99210	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	6,000
YMCA OF THE INLAND NORTHWEST1126 N MONROE SPOKANE,WA 99201	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	6,750
NEWPORT HOSPITAL & HEALTH SERVICES714 W PINE NEWPORT,WA 99156	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	6,776
PARTNERS WITH CHILDREN & FAMILIES SPOKANE613 S WASHINGTON SPOKANE,WA 99204	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	7,500
THE NATIVE PROJECT1803 W MAXWELL SPOKANE,WA 99201	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	7,500
WHITMAN COUNTY HEALTH DEPARTMENT310 N MAIN SUITE 108 COLFAX,WA 99111	NONE	GOVERNMENT AGENCY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	7,500
NE YOUTH CENTER3004 E QUEEN AVE SPOKANE,WA 99207	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	9,000
ODYSSEY YOUTH CENTER1121 S PERRY STREET SPOKANE,WA 99202	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	9,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
COMMUNITIES IN SCHOOLS OF SPOKANE COUNTY905 W RIVERSIDE STE 314 SPOKANE,WA 99201	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	10,000
LUTHERAN COMMUNITY SERVICES NORTHWEST210 W SPRAGUE SPOKANE,WA 99201	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	10,000
SPOKANE AIDS NETWORK905 S MONROE SPOKANE,WA 99204	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	10,000
EAST CENTRAL COMMUNITY CENTER500 S STONE SPOKANE,WA 99202	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	10,000
INLAND NORTHWEST HEALTH SERVICESPO BOX 469 SPOKANE,WA 99210	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	10,000
KETTLE FALLS SCHOOL DISTRICT PO BOX 458 KETTLE FALLS,WA 99141	NONE	SCHOOL	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	10,000
THE URBAN INSTITUTE2100 M STREET WASHINGTON,DC 20037	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	10,000
WALLA WALLA COMMUNITY COLLEGE500 TAUSICK WAY WALLA WALLA,WA 99362	NONE	SCHOOL	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	10,000
PHILANTHROPY NW2101 4TH AVE SEATTLE,WA 98121	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	10,400
YOUTH EMERGENCY SERVICESPO BOX 944 NEWPORT,WA 99156	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	11,000
SPOKANE REGIONAL HEALTH DISTRICT1101 W COLLEGE AVE SPOKANE,WA 99201	NONE	GOVERNMENT AGENCY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	11,300
LINCOLN COUNTY HEALTH DEPARTMENT ON BEHALF OF THE LINCOLN COUNTY PUBLIC HEA90 NICHOLS DAVENPORT,WA 99122	NONE	GOVERNMENT AGENCY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	12,000
BLUEPRINTS FOR LEARNING35 WEST MAIN SUITE 280 SPOKANE,WA 99201	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	12,500
CCS FOUNDATIONN 501 RIVERPOINT BLVD SPOKANE,WA 99217	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	12,500
LINCOLN COUNTY PUBLIC HOSPITAL10 NICHOLS STREET DAVENPORT,WA 99122	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	12,500
PROVIDENCE HEALTH & SERVICES WASHINGTON104 W 5TH SPOKANE,WA 99204	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	12,500
RURAL RESOURCES COMMUNITY ACTION956 S MAIN STREET COLVILLE,WA 99114	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	12,500
SPOKANE PRESCRIPTION ASSISTANCE1111 HARVARD AVE SEATTLE,WA 98122	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	13,500
NE WASHINGTON HEALTH PROGRAMS509 E MAIN CHEWELAH,WA 99109	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	15,000
WHITWORTH UNIVERSITY300 W HAWTHORNE ROAD SPOKANE,WA 99251	NONE	SCHOOL	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	15,000
SPOKANE COUNTY MEDICAL SOCIETY104 S FREYA SUITE 114 SPOKANE,WA 99202	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	16,500
UNION GOSPEL MISSION ASSOCIATION OF SPOKANE1224 E TRENT AVE PO BOX 4066 SPOKANE,WA 99202	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	17,000
DAYBREAK YOUTH SERVICES 11711 E SPRAGUE ST STE D4 SPOKANE VALLEY,WA 99206	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	17,500
MEALS ON WHEELS SPOKANE 1222 W 2ND STREET SPOKANE,WA 99201	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	18,000
SPOKANE DISTRICT DENTAL SOCIETY FOUNDATIONPO BOX 4432 SPOKANE,WA 99220	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	18,500
WASHINGTON STATE DEPARTMENT OF HEALTHPO BOX 47890 OLYMPIA,WA 98504	NONE	GOVERNMENT AGENCY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	19,105
NW AUTISM CENTER25 W 5TH AVE SPOKANE,WA 99204	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	20,000
SPOKANE COUNTY MEDICAL SOCIETY FOUNDATION104 S FREYA SUITE 114 SPOKANE,WA 99202	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	20,000
YAKIMA VALLEY FARM WORKER'S CLINIC518 W FIRST AVE TOPPENISH,WA 98948	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	20,000
ST JOSEPH FAMILY CENTER1016 N SUPERIOR SPOKANE,WA 99202	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	20,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CHENEY PUBLIC SCHOOLS520 FOURTH STREET CHENEY,WA 99004	NONE	SCHOOL	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	22,400
CITY OF CHENEY PARKS AND REC DEPT2640 1ST STREET SUITE B CHENEY,WA 99004	NONE	GOVERNMENT AGENCY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	22,400
REPUBLIC SCHOOL DISTRICT 30306 E HWY 20 SPOKANE,WA 99166	NONE	SCHOOL	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	23,000
TRANSITIONAL PROGRAMS FOR WOMEN DBA TRANSITIONS3104 W FORT GEORGE WRITE DR SPOKANE,WA 99224	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	25,000
YOUTH SUICIDE PREVENTION PROGRAM444 NE RAVENNA BLVD STE 401 SEATTLE,WA 98115	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	25,000
ADAMS COUNTY JUVENILE SERVICES425 E MAIN OTHELLO,WA 99344	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	25,000
CHRIST CLINIC914 CARLISLE AVE SPOKANE,WA 99205	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	25,000
SPOKANE COUNTY312 W 8TH AVE SPOKANE,WA 99201	NONE	GOVERNMENT AGENCY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	25,000
CUSICK SCHOOL DISTRICT305 MONUMENTAL WAY CUSICK,WA 99119	NONE	SCHOOL	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	25,000
SPOKANE TRIBE OF INDIANSPO BOX 100 WILLPINIT,WA 99040	NONE	RECOGNIZED TRIBE	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	25,500
YFA CONNECTIONS22 S THOR STREET SPOKANE WA,WA 99202	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	27,500
SPOKANE COUNTY UNITED WAY 920 N WASHINGTON STREET SPOKANE,WA 99201	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	30,000
CHOICE REGIONAL HEALTH NETWORK2409 PACIFIC AVE SE OLYMPIA,WA 98501	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THE	31,672
FRONTIER BEHAVIORAL HEALTH 107 S DIVISION SPOKANE,WA 99202	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	32,500
EASTERN WASHINGTON UNIVERSITY202 SUTTON HALL CHENEY,WA 99004	NONE	SCHOOL	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	37,850
WASHINGTON STATE UNIVERSITY PO BOX 643140 PULLMAN,WA 99164	NONE	SCHOOL	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	47,500
KALISPEL TRIBE OF INDIANSPO BOX 96 USK,WA 99180	NONE	RECOGNIZED TRIBE	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	57,500
EXPERIENCE FOOD PROJECTPO BOX 723 LANGELY,WA 98260	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	89,820
Total . . . . . ▶ **3a**				1,138,325

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TY 2011 Accounting Fees Schedule

Name: EMPIRE HEALTH FOUNDATION

EIN: 26-3375286

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	52,495	10,490	0	42,005

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TY 2011 Investments Corporate Stock Schedule

Name: EMPIRE HEALTH FOUNDATION

EIN: 26-3375286

Name of Stock	End of Year Book Value	End of Year Fair Market Value
	3,693,781	3,693,781

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TY 2011 Investments Government Obligations Schedule

Name:	EMPIRE HEALTH FOUNDATION
EIN:	26-3375286
US Government Securities - End of Year Book Value:	15,804,074
US Government Securities - End of Year Fair Market Value:	15,804,074
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

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TY 2011 Investments - Other Schedule

Name: EMPIRE HEALTH FOUNDATION

EIN: 26-3375286

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
	FMV	39,670,120	39,670,120

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TY 2011 Legal Fees Schedule

Name: EMPIRE HEALTH FOUNDATION

EIN: 26-3375286

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL EXPENSES	308,314	5,083	0	445,841

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TY 2011 Other Assets Schedule

Name: EMPIRE HEALTH FOUNDATION

EIN: 26-3375286

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DEPOSITS	20,000	0	0
ACCRUED INVESTMENT INCOME	153,877	178,445	178,445
BENEFICIAL INTERESTS IN TRUSTS	0	247,812	247,812

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TY 2011 Other Decreases Schedule

Name: EMPIRE HEALTH FOUNDATION

EIN: 26-3375286

Description	Amount
NET UNREALIZED LOSS	4,430,155

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TY 2011 Other Expenses Schedule

Name: EMPIRE HEALTH FOUNDATION

EIN: 26-3375286

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSES & POSTAGE	29,767	0	0	25,271
DUES, LICENSES, MEMBERSHIPS	4,064	0	0	4,039
GENERAL INSURANCE	17,421	0	0	48,602
PBGC INSURANCE	74,690	0	0	74,690
EXECUTIVE RECRUITING	22,282	0	0	22,282
TRAILING PENSION PLAN CONTRIBUTIONS	8,566,631	0	0	8,566,631
TRAILING PLAN LIABILITY	-5,166,460	0	0	0
TRAILING 403(B) CONTRIBUTIONS	-75,428	0	0	1,146,572
TRAILING OTHER TRAILING MATTERS	27,588	0	0	7,588
TRAILING UNEMPLOYMENT & WORKPERS COMP	76,365	0	0	345,459
CHARITABLE GIFT ANNUITY PAYMENTS	47,806	0	0	26,762
PY SETTLEMENT	13,956	0	0	498,956
UNEMPLOYMENT RESERVE	0	0	0	-26,051

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TY 2011 Other Income Schedule

Name: EMPIRE HEALTH FOUNDATION

EIN: 26-3375286

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
COST REPORT INCOME	178,040		178,040
OTHER REFUND INCOME	10,772		10,772
MISCELLANEOUS	2,418,940		2,418,940
REFUND OF EXPENSES	14,391		14,391

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TY 2011 Other Liabilities Schedule

Name: EMPIRE HEALTH FOUNDATION

EIN: 26-3375286

Description	Beginning of Year - Book Value	End of Year - Book Value
PPD FUNDING	16,108,299	10,941,839
INSURANCE RESERVE	882,000	594,000
PROFESSIONAL LIABILITY	650,000	454,000
403(B) LIABILITY	1,552,000	330,000
COBRA LIABILITY	123,000	123,000

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TY 2011 Other Professional Fees Schedule

Name: EMPIRE HEALTH FOUNDATION

EIN: 26-3375286

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER PROFESSIONAL FEES	1,264,875	143,361	0	1,343,579

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TY 2011 Taxes Schedule

Name: EMPIRE HEALTH FOUNDATION

EIN: 26-3375286

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX AND LICENSE	35,031	0	0	0

Additional Data

Software ID:
Software Version:
EIN: 26-3375286
Name: EMPIRE HEALTH FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
BARB CHAMBERLAIN 938 16TH AVENUE SPOKANE,WA 99203	TRUSTEE 1 00	0	0	0
ANNE C COWLES 1727 EAST 20TH AVENUE SPOKANE,WA 99203	TRUSTEE 1 00	0	0	0
DEB HARPER 1629 E 46TH AVENUE SPOKANE,WA 99223	TRUSTEE 1 00	0	0	0
TERESSA MARTINEZ PO BOX 248 WELLPINIT,WA 99040	TRUSTEE 1 00	0	0	0
GARMAN LUTZ 8620 E BOARDWALK LANE SPOKANE,WA 99212	TREASURER 1 00	0	0	0
SUE LANI MADSEN PO BOX 107 EDWALL,WA 99008	TRUSTEE 1 00	0	0	0
THERESA SANDERS 1812 EAST SUNBURST LANE SPOKANE,WA 99224	VICE CHAIR 1 00	0	0	0
SAM SELINGER MD 5441 S QUAIL RIDGE CIRCLE SPOKANE,WA 99223	TRUSTEE 1 00	0	0	0
MICHAEL A SENSKE 8120 W SUNSET HIGHWAY SPOKANE,WA 99224	CHAIRMAN 1 00	0	0	0
ALMA MCNAMEE 10310 E BRIDGES ROAD ELK,WA 99009	TRUSTEE 1 00	0	0	268
BARRY BACON 1200 E COLUMBIA AVE COLVILLE,WA 99114	TRUSTEE 1 00	0	0	0
MATTHEW LAYTON 17204 W DENO ROAD MEDICAL LAKE,WA 99022	TRUSTEE 1 00	0	0	0
ANNE HIRSCH 2917 W FORT WORTH DRIVE SPOKANE,WA 99224	SECRETARY 1 00	0	0	0
ANTONY CHIANG 617 W SHOSHONE SPOKANE,WA 99203	PRESIDENT 40 00	189,780	22,827	1,347