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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2011

Open to Public Inspection

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

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

C Name of organization
MULTICARE HEALTH FOUNDATION

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
PO BOX 5299

City or town, state or country, and ZIP + 4
TACOMA, WA 98415

D Employer identification number
91-1514257

E Telephone number
(253)459-8125

G Gross receipts $ 5,657,334

F Name and address of principal officer
DIANE CECCHETTINI
PO BOX 5299
TACOMA,WA 98415

H(a) Is this a group return for affiliates? ☐ Yes ☑ No

H(b) Are all affiliates 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 MULTICARE ORG

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1991

M State of legal domicile WA

Part I Summary

1 Briefly describe the organization's mission or most significant activities
MULTICARE HEALTH FOUNDATION SUPPORTS HEALTH CARE FOR ADULTS AND FAMILIES (SEE SCHEDULE O) THROUGH PHILANTHROPY IN SUPPORT OF MULTICARE HEALTH SYSTEM, A RELATED TAX-EXEMPT ORGANIZATION

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**	20
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	20
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	**5**	4
6	Total number of volunteers (estimate if necessary)	**6**	371
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	0
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	0

		Prior Year	Current Year
Revenue			
8	Contributions and grants (Part VIII, line 1h)	6,200,272	4,755,091
9	Program service revenue (Part VIII, line 2g)	0	0
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,749,076	759,174
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-884,139	-456,436
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	7,065,209	5,057,829
Expenses			
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	5,753,149	3,393,572
14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	312,481	324,930
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b	Total fundraising expenses (Part IX, column (D), line 25) ▶943,441		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	536,194	1,131,164
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	6,601,824	4,849,666
19	Revenue less expenses Subtract line 18 from line 12	463,385	208,163
Net Assets or Fund Balances		**Beginning of Current Year**	**End of Year**
20	Total assets (Part X, line 16)	18,666,772	18,813,130
21	Total liabilities (Part X, line 26)	87,076	84,614
22	Net assets or fund balances Subtract line 21 from line 20	18,579,696	18,728,516

Part II 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.

Sign Here

▶ Signature of officer — Date: 2012-11-12

▶ DIANE CECCHETTINI PRESIDENT/CEO
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶	Date 2012-11-12	Check if self-employed ▶☐	Preparer's taxpayer identification number (see instructions) P00712229
Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ ERNST & YOUNG US LLP 178 SRIO GRANDE STREETSTE 400 SALT LAKE CITY, UT 84101			EIN ▶ 34-6565596 Phone no ▶ (801) 350-3300

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III . . . . . ☑

1 Briefly describe the organization's mission

MULTICARE HEALTH FOUNDATION SUPPORTS HEALTH CARE FOR ADULTS AND FAMILIES THROUGH PHILANTHROPY IN SUPPORT OF MULTICARE HEALTH SYSTEM, A RELATED TAX-EXEMPT ORGANIZATION

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 ☑ 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 ☑ 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 and section 4947(a)(1) trusts 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 $ 1,500,000 including grants of $ 1,303,140) (Revenue $ 0)

THE CAROL MILGARD BREAST CENTER OF WHICH THE MULTICARE HEALTH FOUNDATION SPONSORED $1,303,140 IN EXPENSES IN 2011 THE CAROL MILGARD BREAST CENTER IS A COLLABORATION BETWEEN MULTICARE HEALTH SYSTEM AND THE FRANCISCAN HEALTH SYSTEM TO CREATE A STATE-OF-THE ART BREAST CENTER FOR THE RESIDENTS OF TACOMA AND ITS VICINITIES THE CENTER OFFERS A FULL SUITE OF SCREENING AND DIAGNOSTIC SERVICES INCLUDING DIGITAL MAMMOGRAPHY, ULTRASOUND, MRI, BREAST BIOPSY, BONE DENSITY SERVICES, ULTRASOUND-GUIDED AND MRI-GUIDED BIOPSIES THE CENTER TARGETS THE UNDERSERVED, UNDERINSURED OR UNSINSURED WOMEN BY PROVIDING FREE SCREENING MAMMOGRAMS AND FREE BREAST HEALTH EDUCATION TO THIS SEGMENT OF THE POPULATION

4b (Code) (Expenses $ 812,621 including grants of $ 705,973) (Revenue $ 0)

THE EMERGENCY SERVICES CAMPAIGN WAS INITIATED IN 2008 AND ASSISTS MULTICARE HEALTH SYSTEM WITH THE FUNDING FOR THE NEW CONSTRUCTION AND EXPANSION OF THE EMERGENCY DEPARTMENT SERVICES THE MULTICARE HEALTH FOUNDATION HAS PLEDGED TO JOINTLY RAISE $25 MILLION OVER FIVE YEARS WITH ANOTHER RELATED FOUNDATION FOR THE NEW CONSTRUCTION DURING 2011, MULTICARE HEALTH FOUNDATION GRANTED $705,972 TOWARDS THE EMERGENCY DEPARTMENT EXPANSION PROJECT AT MULTICARE

4c (Code) (Expenses $ 305,301 including grants of $ 265,233) (Revenue $ 0)

HELPING HANDS IS A PROGRAM AT MULTICARE HEALTH SYSTEM WHICH IS DEDICATED TO PROVIDING SUPPORT AND ASSISTANCE TO LOW-INCOME PATIENTS AND THEIR FAMILIES IN 2011 MULTICARE HEALTH FOUNDATION PROVIDED FUNDING IN THE FORMS OF FOOD, CLOTHING, GAS VOUCHERS AND TRANSPORTATION TO PATIENTS AND THEIR FAMILIES

(Code) (Expenses $ 1,288,303 including grants of $ 1,119,226) (Revenue $ 0)

MULTICARE HEALTH FOUNDATION PROVIDED FUNDING FOR OTHER PROGRAMS INCLUDING BUT NOT LIMITED TO, THE CENTER FOR HEALTHY LIVING, CAREGIVER EDUCATION, THE TREEHOUSE, ADULT DAY HEALTH, AND THE CANCER CENTER THE CENTER FOR HEALTHY LIVING OFFERS PROGRAMS THAT SUPPORT HEALTH AND WELLNESS OF THE COMMUNITY CAREGIVER EDUCATION PROVIDES EDUCATION AND RESOURCES FOR CAREGIVERS OF OLDER ADULTS AND INCLUDES CONFERENCES, NICU NEUROSCIENCE, REVIEW COURSES OF END OF LIFE CARE ETC

4d Other program services (Describe in Schedule O)

(Expenses $ 1,288,303 including grants of $ 1,119,226) (Revenue $)

4e Total program service expenses ▶ $ 3,906,225

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)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
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? *If "Yes," complete Schedule C, Part II*	4		No
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? *If "Yes," complete Schedule C, Part III*	5		No
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? *If "Yes," complete Schedule D, Part I*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	Yes	
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, line10? *If "Yes," complete Schedule D, Part VI.*	11a	Yes	
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? *If "Yes," complete Schedule D, Part VII.*	11b		No
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? *If "Yes," complete Schedule D, Part VIII.*	11c		No
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? *If "Yes," complete Schedule D, Part IX.*	11d	Yes	
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.*	11e		No
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)? *If "Yes," complete Schedule D, Part X.*	11f	Yes	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a		No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
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? *If "Yes," complete Schedule F, Part I*	14b		No
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the U S ? *If "Yes," complete Schedule F, Part II and IV*	15		No
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the U S ? *If "Yes," complete Schedule F, Part III and IV*	16		No
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? *If "Yes," complete Schedule G, Part I*	17		No
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18	Yes	
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20a	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? **Note.** All Form 990 filers that operated one or more hospitals must attach audited financial statements	20b		

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	**21**	Yes	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	**22**		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 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*	**23**	Yes	
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 questions 24b–24d and complete Schedule K. If "No," go to line 25*	**24a**		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	**24b**		
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?	**24c**		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	**24d**		
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*	**25a**		No
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*	**25b**		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	**26**		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	**27**		No
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*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**		No
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 owner? *If "Yes," complete Schedule L, Part IV*	**28c**		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
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*	**33**		No
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	**34**	Yes	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	**35a**		No
b	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*	**35b**		No
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*	**36**		No
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*	**37**		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V . . . . . ☐

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	**1a**	35		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	**1b**	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			**1c**	Yes	
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	**2a**	4		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			**2b**	Yes	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)					
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?			**3a**		No
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*			**3b**		
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 or securities account)?			**4a**		No
b	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? . .			**5a**		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			**5b**		No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?			**5c**		
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?			**6a**		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			**6b**		
7	**Organizations that may receive deductible contributions under section 170(c).**					
a	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?			**7a**	Yes	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			**7b**	Yes	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			**7c**		No
d	If "Yes," indicate the number of Forms 8282 filed during the year	**7d**				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			**7e**		No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .			**7f**		No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			**7g**		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			**7h**		
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?			**8**		
9	**Sponsoring organizations maintaining donor advised funds.**					
a	Did the organization make any taxable distributions under section 4966?			**9a**		
b	Did the organization make a distribution to a donor, donor advisor, or related person?			**9b**		
10	**Section 501(c)(7) organizations.** Enter					
a	Initiation fees and capital contributions included on Part VIII, line 12 . . .	**10a**				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	**10b**				
11	**Section 501(c)(12) organizations.** Enter					
a	Gross income from members or shareholders	**11a**				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	**11b**				
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			**12a**		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	**12b**				
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**					
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state			**13a**		
b	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	**13b**				
c	Enter the aggregate amount of reserves on hand	**13c**				
14a	Did the organization receive any payments for indoor tanning services during the tax year?			**14a**		No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .			**14b**		

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

Check if Schedule O contains a response to any question 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	1a	20		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	20		
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?		2	Yes	
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? .		3		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		4		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets? .		5		No
6	Did the organization have members or stockholders?		6	Yes	
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?		7a	Yes	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		7b	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?		8a	Yes	
b	Each committee with authority to act on behalf of the governing body?		8b	Yes	
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		9		No

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?	10a		No
b	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?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review the Form 990			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	Yes	
b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes	
13	Did the organization have a written whistleblower policy?	13	Yes	
14	Did the organization have a written document retention and destruction policy?	14	Yes	
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?			
a	The organization's CEO, Executive Director, or top management official	15a	Yes	
b	Other officers or key employees of the organization	15b	Yes	
	If "Yes," to line 15a or 15b, describe the process in Schedule O (see instructions)			
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?	16a		No
b	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?	16b		

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed ▶ WA

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (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

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 See Additional Data Table

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶

JASON MITCHELL
737 SOUTH FAWCETT STREET
TACOMA, WA 98402
(253) 459-8331

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

Check if Schedule O contains a response to any question in this Part VII . . . . . ☑

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, and **current** key employees 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, or 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 organizations compensated any current or former officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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			
See Additional Data Table										

Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** (continued)

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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			
See Additional Data Table										
1b **Sub-Total**										
c **Total from continuation sheets to Part VII, Section A**										
d **Total (add lines 1b and 1c)**								138,589	3,795,878	202,407

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 1

			Yes	No
3	Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	**3**		No
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	**4**	Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	**5**		No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ 0

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns . . 1a 73,115				
	b	Membership dues 1b				
	c	Fundraising events 1c 492,889				
	d	Related organizations . . . 1d 1,595,449				
	e	Government grants (contributions) 1e				
	f	All other contributions, gifts, grants, and similar amounts not included above 1f 2,593,638				
	g	Noncash contributions included in lines 1a-1f $ 129,043				
	h	**Total.** Add lines 1a-1f . . . . . ▶	4,755,091			
Program Service Revenue		Business Code				
	2a					
	b					
	c					
	d					
	e					
	f	All other program service revenue				
	g	**Total.** Add lines 2a–2f . . . . . ▶				
	3	Investment income (including dividends, interest and other similar amounts) . . . . . ▶	717,818			717,818
	4	Income from investment of tax-exempt bond proceeds . . ▶				
	5	Royalties . . . . . ▶				
		(i) Real / (ii) Personal				
	6a	Gross rents				
	b	Less rental expenses				
	c	Rental income or (loss)				
	d	Net rental income or (loss) . . . . . ▶				
		(i) Securities / (ii) Other				
	7a	Gross amount from sales of assets other than inventory: 129,043				
	b	Less cost or other basis and sales expenses: 87,687				
	c	Gain or (loss): 41,356				
	d	Net gain or (loss) . . . . . ▶	41,356			41,356
Other Revenue	8a	Gross income from fundraising events (not including $ 492,889 of contributions reported on line 1c) See Part IV, line 18 . . . a 55,382				
	b	Less direct expenses . . . b 511,818				
	c	Net income or (loss) from fundraising events . . ▶	-456,436			-456,436
	9a	Gross income from gaming activities See Part IV, line 19 . . . a				
	b	Less direct expenses . . . b				
	c	Net income or (loss) from gaming activities . . ▶				
	10a	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				
	11a					
	b					
	c					
	d	All other revenue				
	e	**Total.** Add lines 11a–11d . . . . . ▶				
	12	**Total revenue.** See Instructions . . . ▶	5,057,829	0	0	302,738

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) but are not required to complete columns (B), (C), and (D)
Check if Schedule O contains a response to any question 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	3,393,572	3,393,572		
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				
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	251,871		14,540	237,331
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9	Other employee benefits	56,868		2,151	54,717
10	Payroll taxes	16,191			16,191
11	Fees for services (non-employees)				
a	Management				
b	Legal				
c	Accounting				
d	Lobbying				
e	Professional fundraising *See Part IV, line 17*				
f	Investment management fees				
g	Other	53,895			53,895
12	Advertising and promotion				
13	Office expenses	52,097			52,097
14	Information technology				
15	Royalties				
16	Occupancy				
17	Travel	5,226			5,226
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	30			30
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization				
23	Insurance				
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	CORPORATE ALLOCATIONS	1,011,818	512,653	-16,691	515,856
b	DUES,BOOKS,PERIODICALS	4,053			4,053
c	PUBLIC RELATIONS	4,045			4,045
d					
e					
f	All other expenses				
25	**Total functional expenses.** Add lines 1 through 24f	4,849,666	3,906,225	0	943,441
26	**Joint costs.** Check here ▶ ☐ if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

			(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing		1	
	2	Savings and temporary cash investments		2	
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net	630,966	4	3,377
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges		9	
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D* — 10a			
	b	Less accumulated depreciation — 10b		10c	
	11	Investments—publicly traded securities		11	
	12	Investments—other securities See Part IV, line 11		12	
	13	Investments—program-related See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11	18,035,806	15	18,809,753
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	18,666,772	16	18,813,130
Liabilities	17	Accounts payable and accrued expenses	87,076	17	84,614
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability *Complete Part IV of Schedule D*		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons *Complete Part II of Schedule L*		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		25	
	26	**Total liabilities.** Add lines 17 through 25	87,076	26	84,614
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	5,355,946	27	5,613,426
	28	Temporarily restricted net assets	6,124,807	28	4,626,332
	29	Permanently restricted net assets	7,098,943	29	8,488,758
		Organizations that do not follow SFAS 117, check here ▶ ☐ and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	18,579,696	33	18,728,516
	34	Total liabilities and net assets/fund balances	18,666,772	34	18,813,130

Part XI Reconcilliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI . . . . . ☑

1	Total revenue (must equal Part VIII, column (A), line 12) . . .	1	5,057,829
2	Total expenses (must equal Part IX, column (A), line 25)	2	4,849,666
3	Revenue less expenses Subtract line 2 from line 1	3	208,163
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . .	4	18,579,696
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-59,343
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	18,728,516

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII . . . . . ☐

			Yes	No
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? . .	2a		No
b	Were the organization's financial statements audited by an independent accountant?	2b	Yes	
c	If "Yes," to 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	2c	Yes	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both ☐ Separate basis ☑ Consolidated basis ☐ Both consolidated and separated basis			
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?	3a		No
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 . .	3b		

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SCHEDULE A (Form 990 or 990EZ)

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.** ▶ **See separate instructions.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
MULTICARE HEALTH FOUNDATION

Employer identification number
91-1514257

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 **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 - Other

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 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? Yes	(iv) No	(v) Did you notify the organization in col (i) of your support? Yes	(v) No	(vi) Is the organization in col (i) organized in the U S ? Yes	(vi) No	(vii) Amount of support?
Total									

Part II **Support Schedule for Organizations Described in IRC 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	11,148,423	5,505,689	5,560,267	6,200,272	4,755,091	33,169,742
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	11,148,423	5,505,689	5,560,267	6,200,272	4,755,091	33,169,742
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)						9,565,706
6 **Public Support.** Subtract line 5 from line 4						23,604,036

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	11,148,423	5,505,689	5,560,267	6,200,272	4,755,091	33,169,742
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,108,251	889,973	434,825	1,539,938	717,818	4,690,805
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets	174,229	865,534	642,437	42,084	55,382	1,779,666
11 **Total support** (Add lines 7 through 10)						39,640,213

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 501(c)(3) organization, check this box and **stop here** ☐

Section C. Computation of Public Support Percentage

14	Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	**14**	59 550 %
15	Public Support Percentage for 2010 Schedule A, Part II, line 14	**15**	62 140 %

16a **33 1/3% support test—2011.** 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 ☑

b **33 1/3% support test—2010.** If the organization did not check the 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 ☐

17a **10%-facts-and-circumstances test—2011.** 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 ☐

b **10%-facts-and-circumstances test—2010.** 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 ☐

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 ☐

Part III **Support Schedule for Organizations Described in IRC 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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						
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						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
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						
c Add lines 7a and 7b						
8 **Public Support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
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)						

14 **First Five Years** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** ▶☐

Section C. Computation of Public Support Percentage

15 Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15	
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2011** (line 10c column (f) divided by line 13 column (f))	17	
18 Investment income percentage from **2010** Schedule A, Part III, line 17	18	

19a **33 1/3% support tests—2011.** 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—2010.** 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 ▶☐

Part IV **Supplemental Information.** Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

SCHEDULE A, PART II, LINE 10, EXPLANATION OF OTHER INCOME SPECIAL EVENT REVENUE MISCELLANEOUS REVENUE

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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, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
MULTICARE HEALTH FOUNDATION

Employer identification number
91-1514257

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? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may 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 ☐ Yes ☐ 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 pleasure) ☐ Preservation of an historically importantly land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ Preservation of open space

2 Complete lines 2a–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 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	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable 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 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, 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, 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 XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, 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 relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

b Assets included in Form 990, Part X ▶ $ _____

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

3 Using the organization's 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 XIV

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 XIV 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 XIV

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	14,663,231	13,776,725	13,020,644	16,644,858	
b Contributions	2,927,942	3,818,464	4,345,240	4,009,705	
c Investment earnings or losses	385,448	947,150	496,377	-1,785,178	
d Grants or scholarships	67,050	48,100	29,544	33,708	
e Other expenditures for facilities and programs	3,306,911	3,831,008	4,055,992	5,815,033	
f Administrative expenses					
g End of year balance	14,602,660	14,663,231	13,776,725	13,020,644	

2 Provide the estimated percentage of the year end balance held as

- a Board designated or quasi-endowment ▶ 10 000 %
- b Permanent endowment ▶ 58 000 %
- c Term endowment ▶ 32 000 %

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

		Yes	No
(i) unrelated organizations	3a(i)	Yes	
(ii) related organizations	3a(ii)	Yes	
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b	Yes	

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

Part VI Land, Buildings, and Equipment. 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				
e Other				
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				0

Part VII Investments—Other Securities. 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		
Other		
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶		

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. *(Column (b) should equal Form 990, Part X, col (B) line 13)* ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) LIMITED USE OF ASSETS- DONOR RESTRICTED	18,809,753
Total. *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	18,809,753

Part X Other Liabilities. See Form 990, Part X, line 25.

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	
See Additional Data Table	
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	

2. Fin 48 (ASC 740) Footnote In Part XIV, 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 (ASC740)

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 - 8	9	
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total Revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12)			5	

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
4	Amounts included on Form 990, Part IX, line 25, but not on line **1:**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total expenses Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18)			5	

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b Also complete this part to provide any additional information

Identifier	Return Reference	Explanation
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	INTENDED USES OF ENDOWMENT FUNDS THE INTENDED USE OF MULTICARE HEALTH FOUNDATION ENDOWMENTS ARE TO PROVIDE PROGRAM SUPPORT TO VARIOUS PROGRAMS AT MULTICARE HEALTH SYSTEM PER DONOR INTENT THE DONOR INTENT IS OUTLINED IN THE LETTER OF UNDERSTANDING THAT IS ENTERED INTO AT THE TIME OF THE ESTABLISHMENT OF EACH ENDOWMENT SUCH PROGRAMS RECEIVING SUPPORT FROM ESTABLISHED ENDOWMENTS INCLUDE CAREGIVER EDUCATION, THE KATTERHAGEN CANCER RESOURCE CENTER, AND BREAST HEALTH ASSISTANCE
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X	MULTICARE HEALTH FOUNDATION IS INCLUDED IN THE CONSOLIDATED AUDITED FINANCIAL STATEMENTS OF MULTICARE HEALTH SYSTEM THE FOOTNOTE ON THE CONSOLIDATED FINANCIAL STATEMENTS READS "EFFECTIVE JANUARY I, 2007, MHS ADOPTED FASB ASC TOPIC 740-10 -INCOME TAXES, WHICH CLARIFIES THE ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES RECOGNIZED IN MHS' CONSOLIDATED FINANCIAL STATEMENTS ASC TOPIC 740-10 ALSO PRESCRIBES A RECOGNITION THRESHOLD AND MEASUREMENT STANDARD FOR THE FINANCIAL STATEMENT RECOGNITION AND MEASUREMENT OF AN INCOME TAX POSITION TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN ONLY TAX POSITIONS THAT MEET THE "MORE LIKELY THAN NOT" RECOGNITION THRESHOLD AT THE EFFECTIVE DATE MAY BE RECOGNIZED OR CONTINUE TO BE RECOGNIZED UPON ADOPTION IN ADDITION, ASC TOPIC 740-10 PROVIDES GUIDANCE ON DERECOGNITION, CLASSIFICATION, INTEREST AND PENALTIES, ACCOUNTING IN INTERIM PERIODS, DISCLOSURE, AND TRANSITION ASC TOPIC 740-10, RELATING TO ACCOUNTING FOR UNCERTAIN TAX POSITIONS, DID NOT HAVE A SIGNIFICANT IMPACT ON THE CONSOLIDATED FINANCIAL STATEMENTS OF MULTICARE HEALTH SYSTEM OTHER THAN MEDIS, INC , A TAXABLE CORPORATION, AND GOOD SAMARITAN SURGERY CENTER, LLC, A LIMITED LIABILITY COMPANY (WHICH MERGED INTO MHS IN DECEMBER 2010), ALL OF THE OTHER ENTITIES HAVE OBTAINED DETERMINATION LETTERS FROM THE INTERNAL REVENUE SERVICE THAT THEY ARE EXEMPT FROM FEDERAL INCOME TAXES UNDER SECTION 501 (C)(3) OF THE INTERNAL REVENUE CODE, EXCEPT FOR TAX ON UNRELATED BUSINESS INCOME "

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SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than $15,000 on Form 990-EZ, line 6a.
Attach to Form 990 or Form 990-EZ. See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
MULTICARE HEALTH FOUNDATION

Employer identification number
91-1514257

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

1 Indicate whether the organization raised funds through any of the following activities Check all that apply

a ☐ Mail solicitations
b ☐ Internet and e-mail solicitations
c ☐ Phone solicitations
d ☐ In-person solicitations
e ☐ Solicitation of non-government grants
f ☐ Solicitation of government grants
g ☐ Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ **Yes** ☐ **No**

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization Form 990-EZ filers are not required to complete this table

(i) Name and address of individual or entity (fundraiser)	**(ii)** Activity	**(iii)** Did fundraiser have custody or control of contributions?		**(iv)** Gross receipts from activity	**(v)** Amount paid to (or retained by) fundraiser listed in col **(i)**	**(vi)** Amount paid to (or retained by) organization
		Yes	**No**			
Total . . . . . ▶						

3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing

Part II **Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than $15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than $5,000.

		(a) Event #1 SOUND TO NARROWS (event type)	(b) Event #2 ROCK THE FOUNDATION (event type)	(c) Other Events (total number)	(d) Total Events (Add col (a) through col (c))
Revenue	1 Gross receipts	261,148	287,123		548,271
	2 Less Charitable contributions	226,148	266,741		492,889
	3 Gross income (line 1 minus line 2)	35,000	20,382		55,382
Direct Expenses	4 Cash prizes				
	5 Non-cash prizes				
	6 Rent/facility costs	10,187	0		10,187
	7 Food and beverages	33,764	6,092		39,856
	8 Entertainment				
	9 Other direct expenses	130,234	331,541		461,775
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				(511,818)
	11 Net income summary Combine lines 3 and 10 in column (d) ▶				-456,436

Part III **Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than $15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col (a) through col (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes ☐ No	☐ Yes ☐ No	☐ Yes ☐ No	
	7 Direct expense summary Add lines 2 through 5 in column (d) ▶				( )
	8 Net gaming income summary Combine lines 1 and 7 in column (d) ▶				

9 Enter the state(s) in which the organization operates gaming activities _____

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," Explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," Explain _____

11 Does the organization operate gaming activities with nonmembers? . . . . . ☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? . . . . . ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in

a	The organization's facility	**13a**	
b	An outside facility	**13b**	

14 Provide the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶ ----------

Address ▶ ----------

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? . . . . . ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ $ _____ and the amount of gaming revenue retained by the third party ▶ $ _____

c If "Yes," enter name and address

Name ▶ ----------

Address ▶ ----------

16 Gaming manager information

Name ▶ ----------

Gaming manager compensation ▶ $ ----------

Description of services provided ▶ ----------

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? . . . . . ☐ Yes ☐ No

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $

Part IV Complete this part to provide additional information for responses to question on Schedule G (see instructions.)

Identifier	ReturnReference	Explanation

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Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
MULTICARE HEALTH FOUNDATION

Employer identification number
91-1514257

Part I General Information on Grants and Assistance

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

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed . . . ▶ ☐

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) MULTICARE HEALTH SYSTEMPO BOX 5299 TACOMA, WA 98415	91-1352172	501(C)(3)	3,393,572				CAPITAL AND OPERATIONAL EXPENDITURES

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . ▶ 1

3 Enter total number of other organizations listed in the line 1 table . . . ▶ 0

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. Use Schedule I-1 (Form 990) 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.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 ORGANIZATION'S PROCEDURES FOR MONITORING THE USE OF GRANTS ANNUALLY, THE MULTICARE HEALTH FOUNDATION BOARD OF DIRECTORS ACCEPTS GRANT APPLICATIONS FOR PROGRAMS SEEKING FOUNDATION SUPPORT EACH PROGRAM MANAGER PRESENTS THEIR APPLICATION, THE PROGRAM'S CURRENT ACTIVITIES, AND THEIR INTENTIONS FOR USE OF THE GRANTED FUNDS IN PERSON TO THE BOARD THE BOARD OF DIRECTORS VOTES ON EACH OF THE APPLICATIONS FOR APPROVAL OF FUNDING THROUGHOUT THE YEAR, THE BOARD INVITES THE PROGRAM MANAGER BACK TO REPORT ON PROGRAM DEVELOPMENT, AND USAGE OF THE GRANTED FUNDS THESE PRESENTATIONS ARE DOCUMENTED IN THE OFFICIAL BOARD MINUTES

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
MULTICARE HEALTH FOUNDATION

Employer identification number
91-1514257

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate 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 ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax idemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)			
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement orprovision of all the expenses described above? If "No," complete Part III to explain	**1b**		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	**2**		
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply ☑ Compensation committee ☑ Written employment contract ☑ Independent compensation consultant ☑ Compensation survey or study ☐ Form 990 of other organizations ☑ 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**		No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**	Yes	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	**4c**		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations only 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**		No
b	Any related organization?	**5b**		No
	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**	Yes	
b	Any related organization?	**6b**	Yes	
	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	**7**		No
8	Were any amounts reported in Form 990, Part VII, paid or accured pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	**8**		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	**9**		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space 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, columns (D) and (E) for that individual

(A) Name		(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 in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) JAMES TAYLOR MD PART YEAR	(i)	0	0	0	0	0	0	0
	(ii)	410,076	28,420	3,616	9,566	25,189	476,867	0
(2) DIANE CECCHETTINI	(i)	0	0	0	0	0	0	0
	(ii)	815,284	817,088	1,196	25,970	12,991	1,672,529	0
(3) JOHN LONG PART YEAR	(i)	0	0	0	0	0	0	0
	(ii)	242,227	281,585	13,848	13,358	4,013	555,031	0
(4) VINCENT SCHMITZ	(i)	0	0	0	0	0	0	0
	(ii)	435,907	400,043	14,348	25,970	18,269	894,537	0
(5) SARA LONG	(i)	0	0	0	0	0	0	0
	(ii)	211,396	59,919	60,925	27,229	15,282	374,751	53,680
(6) LINDA KAYE BRIGGS	(i)	112,332	25,642	615	8,016	16,554	163,159	0
	(ii)	0	0	0	0	0	0	0

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8 Also complete this part for any additional information

Identifier	Return Reference	Explanation
	PART I, LINE 4B	THE FOLLOWING REPORTED PEOPLE PARTICIPATED IN A 457(F) DEFERRED COMPENSATION PLAN SARA LONG $13,771
	PART I, LINE 6	THE MULTICARE HEALTH SYSTEM COMPENSATION COMMITTEE SETS ANNUAL GOALS FOR THE INCENTIVE COMPENSATION PLAN COVERING SENIOR VICE PRESIDENTS, VICE PRESIDENTS, ADMINISTRATORS, DIRECTORS, MANAGERS AND SUPERVISORS TARGETS IN QUALITY OF CARE, PATIENT SAFETY, CUSTOMER SERVICE, PEOPLE AND PERFORMANCE ALONG WITH A SYSTEM WIDE OPERATING MARGIN GOAL MUST BE MET IN ORDER FOR THE INCENTIVE COMPENSATION PLAN PAYMENTS TO BE MADE THE INCENTIVE COMPENSATION PLAN IS THEN CALCULATED AND PAID BASED ON THE ACHIEVEMENT OF THE IDENTIFIED GOALS
SUPPLEMENTAL INFORMATION	PART III	THE REPORTABLE COMPENSATION FOR THE OFFICERS OF THE CORPORATION AND KEY EMPLOYEES IS BASED ON THE TOTAL AMOUNT PAID DURING THE FISCAL YEAR FOR MANAGEMENT AND LEADERSHIP OF MULTICARE HEALTH SYSTEM AND ITS SUBSIDIARIES, INCLUDING CURRENT YEAR PAYMENTS OF AMOUNTS REPORTED IN PRIOR YEARS AS CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS AND DEFERRED COMPENSATION PLANS AS A RESULT, CERTAIN AMOUNTS HAVE BEEN REPORTED TWICE, BOTH IN PRIOR YEARS WHEN EARNED OR ACCRUED, AND AGAIN IN THE CURRENT YEAR WHEN PAID THE AMOUNTS UNDER OTHER COMPENSATION INCLUDE DEFERRED COMPENSATION, AND THE VALUE OF MEDICAL, DENTAL, LIFE, DISABILITY INSURANCE, AND PENSION BENEFITS COMPENSATION ON THIS TAX RETURN INCLUDES AMOUNTS THAT ARE NOT VESTED, ARE SUBJECT TO SUBSTANTIAL RISK OF FORFEITURE AND MAY NOT BE PAID OUT IN THE FUTURE THE PROCESS FOR DETERMINING EXECUTIVE COMPENSATION AT MULTICARE HEALTH SYSTEM (I) COMPLIES WITH IRS GUIDELINES FOR TAX-EXEMPT ORGANIZATIONS, (II) IS DETERMINED BY A SEPARATE COMMITTEE OF THE BOARD OF DIRECTORS WHOSE MEMBERS ARE ALL INDEPENDENT, DO NOT HAVE A CONFLICT OF INTEREST, AND ARE NON-PAID, AND (III) IS ANNUALLY EVALUATED IN THE CONTEXT OF COMPENSATION DATA GATHERED BY INDEPENDENT EXTERNAL CONSULTANTS FROM A PEER GROUP COMPRISED OF SIMILAR HIGH PERFORMING HEALTHCARE INSTITUTIONS, PRIMARILY INTEGRATED HEALTHCARE ORGANIZATIONS COMPENSATION PAID IS DETERMINED TO BE REASONABLE AND NECESSARY BY THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS AND THE INDEPENDENT EXTERNAL CONSULTANT IN ADDITION, A SIGNIFICANT PORTION OF COMPENSATION IS AT RISK AND BASED ON ACHIEVEMENT OF GOALS SET BY THE BOARD OF DIRECTORS AT THE START OF EACH FISCAL YEAR IN AREAS SUCH AS PATIENT SAFETY, QUALITY, WORKFORCE DEVELOPMENT, FINANCE AND OTHER MISSION-RELATED AREAS THE BOARD PLACES A HIGH PRIORITY ON THE NEED TO RECRUIT AND RETAIN A STRONG LEADERSHIP TEAM AND TO CREATE A HIGHLY MOTIVATED AND ENGAGED WORKFORCE TO DRIVE SUPERIOR ORGANIZATIONAL PERFORMANCE IN ORDER TO ACHIEVE TOP TIER INTEGRATED CARE DELIVERY SYSTEM STATUS THE EXECUTIVE COMPENSATION COMMITTEE ROUTINELY REVIEWS BENEFITS AND RETIREMENT PROGRAMS TO ENSURE THE PLANS ARE MARKET-BASED AND OTHERWISE CONSISTENT WITH IRS GUIDELINES THE OFFICERS OF MULTICARE HEALTH SYSTEM (FEIN 91-1352172), ALSO FULFILL OFFICER AND EXECUTIVE FUNCTIONS FOR ITS RELATED ENTITIES COMPENSATION DISCLOSED IS REPORTED TO THE RELATED ENTITIES TAX RETURNS IN ACCORDANCE WITH IRS REGULATIONS, BUT IS NOT CHARGED TO THE SUBSIDIARY OR AFFILIATE AN OFFICER LISTED DEVOTES AN AVERAGE OF 60 HOURS PER WEEK TO PERFORM HIS OR HER RESPONSIBILITIES
SUPPLEMENTAL INFORMATION	PART III	SCHEDULE J, PART I, LINE 3 THE ORGANIZATION'S CHIEF EXECUTIVE OFFICER IS AN EMPLOYEE OF ITS TAX EXEMPT PARENT, MULTICARE HEALTH SYSTEM (MHS), AND IS DISCLOSED AS A PERSON PAID BY A RELATED ORGANIZATION SEE SCHEDULE O, FORM 990, PART VI, LINE 15A FOR THE PROCESS THAT IS COMPLETED BY MHS

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SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

NonCash Contributions

▶Complete if the organization answered "Yes" on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.

OMB No 1545-0047

2011

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Name of the organization
MULTICARE HEALTH FOUNDATION

Employer identification number
91-1514257

Part I Types of Property

		(a) Check if applicable	(b) Number of Contributions or items contributed	(c) Contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining contribution amounts
1	Art—Works of art				
2	Art—Historical treasures				
3	Art—Fractional interests				
4	Books and publications				
5	Clothing and household goods				
6	Cars and other vehicles				
7	Boats and planes				
8	Intellectual property				
9	Securities—Publicly traded	X	3,846	129,043	TRADING PRICE
10	Securities—Closely held stock				
11	Securities—Partnership, LLC, or trust interests				
12	Securities—Miscellaneous				
13	Qualified conservation contribution—Historic structures				
14	Qualified conservation contribution—Other				
15	Real estate—Residential				
16	Real estate—Commercial				
17	Real estate—Other				
18	Collectibles				
19	Food inventory				
20	Drugs and medical supplies				
21	Taxidermy				
22	Historical artifacts				
23	Scientific specimens				
24	Archeological artifacts				
25	Other ▶ (_____)				
26	Other ▶ (_____)				
27	Other ▶ (_____)				
28	Other ▶ (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement . . . **29** 0

			Yes	No
30a	During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	30a		No
b	If "Yes," describe the arrangement in Part II			
31	Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	31	Yes	
32a	Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions?	32a	Yes	
b	If "Yes," describe in Part II			
33	If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II			

Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
METHOD FOR DETERMINING NUMBER OF CONTRIBUTORS	PART I, COLUMN (B)	THE ORGANIZATION IS REPORTING THE NUMBER OF ITEMS RECEIVED
THIRD PARTY USE	PART I, LINE 32B	THIRD PARTY USE A STOCK BROKERAGE FIRM IS USED TO SELL PUBLICLY TRADED STOCK RECEIVED FROM DONORS

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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
MULTICARE HEALTH FOUNDATION

Employer identification number
91-1514257

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 2	BUSINESS AND FAMILY RELATIONSHIPS JOHN LONG AND SARA LONG HAVE A FAMILY RELATIONSHIP

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 6	CLASSES OF MEMBERS THE MEMBERS ARE THE DIRECTORS OF MULTICARE HEALTH SYSTEM, A RELATED TAX-EXEMPT ORGANIZATION

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7A	CLASSES OF PERSONS AND THE NATURE OF THEIR RIGHTS THE BOARD OF DIRECTORS OF MULTICARE HEALTH SYSTEM HAS THE POWER TO APPOINT OR REMOVE ANY DIRECTOR ON THE BOARD OF DIRECTORS OF MULTICARE HEALTH FOUNDATION

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7B	DECISIONS REQUIRING APPROVAL THE DECISIONS THAT REQUIRE MULTICARE HEALTH SYSTEM BOARD OF DIRECTORS APPROVAL ARE ANY AMENDMENTS TO ARTICLES AND BYLAWS OF THE MULTICARE HEALTH FOUNDATION, ANY MONETARY OBLIGATION OVER $100,000, ANY SALE, LEASE, OR EXCHANGE OF AN ASSET THAT IS OVER 5% OF MULTICARE HEALTH FOUNDATION'S GROSS REVENUE, AND THE APPROVAL OF THE MULTICARE HEALTH FOUNDATION ANNUAL BUDGET ALL OTHER DECISIONS ARE MADE BY THE MULTICARE HEALTH FOUNDATION DIRECTORS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	PROCESS USED BY THE MANAGEMENT AND/OR GOVERNING BODY TO REVIEW 990 THE FORM 990 IS PREPARED BY THE INTERNAL TAX STAFF AND IS REVIEWED BY AN OUTSIDE ACCOUNTING FIRM INITIAL REVIEWS WERE PERFORMED BY LEVELS OF MANAGEMENT IN VARIOUS DEPARTMENTS THROUGHOUT THE ORGANIZATION,THE CHIEF EXECUTIVE OFFICER, AND THE CHIEF FINANCIAL OFFICER A REVIEW WAS THEN PERFORMED BY THE AUDIT COMMITTEE OF THE MULTICARE HEALTH SYSTEM BOARD, AND INCLUDED A PRESENTATION BY THE OUTSIDE ACCOUNTING FIRM LASTLY, A COPY OF THE FINAL FORM 990, INCLUDING ALL REQUIRED SCHEDULES, WAS PROVIDED TO EACH VOTING MEMBER OF THE BOARD OF DIRECTORS FOR REVIEW, PRIOR TO ITS FILING WITH THE IRS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	PROCESS USED TO MONITOR TRANSACTIONS FOR CONFLICTS OF INTEREST THE BOARD, THROUGH UTILIZATION OF MULTICARE HEALTH SYSTEM (THE MEMBER), HAS ACCOUNTABILITY FOR OVERSIGHT OF THE PROCESS FOR DISCLOSURE, EVALUATION, AND MANAGEMENT OF CONFLICTS OF INTEREST INVOLVING ANY DIRECTOR ON THE BOARD, EXECUTIVE LEADERSHIP, OR KEY EMPLOYEE. IN ACCORDANCE WITH THE CONFLICTS OF INTEREST POLICY, THESE INDIVIDUALS ARE REQUIRED TO COMPLETE THE CONFLICTS OF INTEREST QUESTIONNAIRE AT LEAST ANNUALLY, AND HAVE AN ONGOING OBLIGATION TO UPDATE THE DISCLOSURE IN THE EVENT AN ACTUAL OR POTENTIAL CONFLICT OF INTEREST ARISES. THE CONFLICTS OF INTEREST QUESTIONNAIRE INCLUDES A STATEMENT THAT THE PERSON HAS RECEIVED A COPY OF THE CONFLICTS OF INTEREST POLICY, HAS READ AND UNDERSTANDS THE POLICY, HAS AGREED TO COMPLY WITH THE POLICY, AND UNDERSTANDS THAT THE ORGANIZATION MUST ENGAGE PRIMARILY IN ACTIVITIES THAT FURTHER ITS TAX EXEMPT PURPOSES. WRITTEN DISCLOSURES ARE REVIEWED BY THE COMPLIANCE OFFICER, AND IN CERTAIN CIRCUMSTANCES, THERE IS FURTHER REVIEW BY THE GENERAL COUNSEL AND MEMBER. NO PERSON WITH A CONFLICT OF INTEREST PARTICIPATES IN AN ACTIVITY RELATED TO THE CONFLICT OF INTEREST UNLESS DISCLOSED, RESOLVED, AND PERMITTED IN ACCORDANCE WITH THE CONFLICT OF INTEREST POLICY. CONFLICTS OF INTEREST ARE DOCUMENTED

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	A-B - PROCESS USED TO DETERMINE COMPENSATION OF THE CEO THE BOARD, THROUGH UTILIZATION OF THE MULTICARE HEALTH SYSTEM (THE MEMBERS') COMPENSATION COMMITTEE, CONSISTING OF INDEPENDENT, NON-PAID, MHS BOARD MEMBERS, ARE ACCOUNTABLE FOR ENSURING AND APPROVING A REASONABLE TOTAL COMPENSATION PACKAGE, CONSISTENT WITH ITS COMPENSATION PHILOSOPHY, FOR THE CEO FOR HER MANAGEMENT AND LEADERSHIP OF MULTICARE HEALTH SYSTEM ENTITIES THE COMPENSATION COMMITTEE DIRECTS THE DEVELOPMENT AND IT APPROVES ANNUAL GOALS AND PERFORMANCE CRITERIA THAT ARE USED TO DETERMINE VARIABLE COMPENSATION OPPORTUNITIES FOR THE PRESIDENT THE COMPENSATION COMMITTEE ASSESS PERFORMANCE AGAINST THESE GOALS AND PERFORMANCE CRITERIA, WHICH INCLUDE IMPROVING PATIENT CARE, CARE ACCESS TO THE UNDERSERVED, CLINICAL OUTCOMES, AND PATIENT SAFETY, AS WELL AS EARNING AN OPERATING MARGIN TO ENABLE INVESTMENT IN PEOPLE, TECHNOLOGY, AND FACILITIES THE COMPENSATION COMMITTEE SELECTS AND ENGAGES A QUALIFIED INDEPENDENT COMPENSATION CONSULTANT EACH YEAR TO REVIEW AND ANALYZE THE TOTAL COMPENSATION PACKAGE FOR ALIGNMENT WITH APPROPRIATE PRACTICES FOR SIMILAR NOT-FOR-PROFIT HEALTHCARE SYSTEMS THE COMPENSATION COMMITTEE, AS PART OF ITS ANALYSIS, OBTAINS FROM THE INDEPENDENT COMPENSATION CONSULTANT APPROPRIATE COMPARABILITY DATA, INCLUDING TOTAL COMPENSATION PAID BY SIMILARLY SITUATED NOT-FOR-PROFIT HEALTH CARE ORGANIZATIONS FOR POSITIONS THAT ARE FUNCTIONALLY COMPARABLE THE COMPENSATION DELIBERATION AND DECISIONS ARE CONTEMPORANEOUSLY DOCUMENTED THE LAST TIME THIS PROCESS WAS UNDERTAKEN WAS 2011

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	THE ORGANIZATION MAKES ITS GOVERNMENT DOCUMENTS, CONFLICT OF INTEREST POLICY AND AUDITED CONSOLIDATED FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST

Identifier	Return Reference	Explanation
HOURS DEVOTED TO RELATED ORGANIZATIONS	FORM 990, PART VII	DIANE CECCHETTINI IS THE PRESIDENT AND CEO OF MULTICARE HEALTH SYSTEM AND AFFILIATES SHE IS COMPENSATED BY MULTICARE HEALTH SYSTEM (MHS) AND DEVOTES ON AVERAGE A TOTAL OF 60 HOURS PER WEEK TO MHS AND AFFILIATES AS FOLLOWS 1 HOUR PER WEEK TO MARY BRIDGE CHILDREN'S FOUNDATION, 1 HOUR PER WEEK TO MULTICARE HEALTH FOUNDATION, 1 HOUR PER WEEK TO GOOD SAMARITAN FOUNDATION, AND 57 HOURS PER WEEK TO MHS VINCENT SCHMITZ IS THE CFO OF MULTICARE HEALTH SYSTEM (MHS) AND AFFILIATES HE IS COMPENSATED BY MHS AND DEVOTES ON AVERAGE A TOTAL OF 60 HOURS PER WEEK TO MHS AND ITS AFFILIATES AS FOLLOWS 1 HOUR PER WEEK TO MARY BRIDGE CHILDREN'S FOUNDATION, 1 HOUR PER WEEK TO MULTICARE HEALTH FOUNDATION, 1 HOUR PER WEEK TO GOOD SAMARITAN FOUNDATION, AND 57 HOURS PER WEEK TO MHS JOHN LONG WAS THE PRESIDENT OF GOOD SAMARITAN HOSPITAL, A RELATED TAX-EXEMPT ENTITY, FROM JANUARY THROUGH APRIL 2011 ON APRIL 1ST, 2011 GOOD SAMARITAN HOSPITAL MERGED WITH MULTICARE HEALTH SYSTEM (MHS) AND JOHN LONG'S ROLE AS AN OFFICER ENDED WHILE HE CONTINUES TO WORK FOR MULTICARE AS A NON-MEDICAL CONSULTANT HE IS COMPENSATED BY MHS AND DEVOTES ON AVERAGE A TOTAL OF 60 HOURS PER WEEK TO MHS AND ITS AFFILIATES SARA LONG IS COMPENSATED BY MULTICARE HEALTH SYSTEM (MHS) FOR HER SERVICES PROVIDED TO THE MULTICARE'S FOUNDATIONS GOOD SAMARITAN FOUNDATION, MARY BRIDGE CHILDREN'S FOUNDATION AND MULTICARE HEALTH FOUNDATION SHE DEVOTES ON AVERAGE 20 HOURS PER WEEK TO EACH FOUNDATION JAMES TAYLOR, MD IS A BOARD MEMBER OF MULTICARE HEALTH FOUNDATION AND AN EMPLOYEE OF MULTICARE HEALTH SYSTEM (MHS) HE DEVOTES 48 HOURS PER WEEK TO MHS

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	NET UNREALIZED LOSSES ON INVESTMENTS -147,124 NET ASSETS RELEASED FROM RESTRICTIONS 87,781 TOTAL TO FORM 990, PART XI, LINE 5 -59,343

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SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
MULTICARE HEALTH FOUNDATION

Employer identification number
91-1514257

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(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	(g) Section 512(b)(13) controlled organization No
(1) MULTICARE HEALTH SYSTEM 315 MARTIN LUTHER KING JR WAY TACOMA, WA 98405 91-1352172	HOSPITAL	WA	501(C)(3)	LINE 3	N/A		No
(2) GOOD SAMARITAN HOSPITAL 407 14TH AVE SE PUYALLUP, WA 98372 91-0961134	HOSPITAL	WA	501(C)(3)	LINE 3	MHS		No
(3) MARY BRIDGE CHILDREN'S FOUNDATION 409 S J STREET TACOMA, WA 98405 91-1514257	SOLICIT CONTRIBUTIONS	WA	501(C)(3)	LINE 7	MHS		No
(4) GOOD SAMARITAN FOUNDATION 402 15TH AVE SE SUITE 101 PUYALLUP, WA 98372 91-2004312	SOLICIT CONTRIBUTIONS	WA	501(C)(3)	LINE 7	MHS		No
(5) GOOD SAMARITAN OUTREACH SERVICES 325 E PIONEER AVE PUYALLUP, WA 98372 91-1203564	MEDICAL SERVICES	WA	501(C)(3)	LINE 9	MHS		No

Part III **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? Yes	(h) No	(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership

Part IV **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
(1) MEDIS CORPORATION 315 S K STREET TACOMA, WA 98405 91-1111928	BLDG RENTAL & CONSULTING	WA	MHS	C			

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

		Yes	No
Note. Complete line 1 if any entity is listed in Parts II, III or IV			
1 During the tax year, did the orgranization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties **(iv)** rent from a controlled entity	1a		No
b Gift, grant, or capital contribution to related organization(s)	1b	Yes	
c Gift, grant, or capital contribution from related organization(s)	1c	Yes	
d Loans or loan guarantees to or for related organization(s)	1d		No
e Loans or loan guarantees by related organization(s)	1e		No
f Sale of assets to related organization(s)	1f		No
g Purchase of assets from related organization(s)	1g		No
h Exchange of assets with related organization(s)	1h		No
i Lease of facilities, equipment, or other assets to related organization(s)	1i		No
j Lease of facilities, equipment, or other assets from related organization(s)	1j		No
k Performance of services or membership or fundraising solicitations for related organization(s)	1k		No
l Performance of services or membership or fundraising solicitations by related organization(s)	1l		No
m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1m		No
n Sharing of paid employees with related organization(s)	1n		No
o Reimbursement paid to related organization(s) for expenses	1o		No
p Reimbursement paid by related organization(s) for expenses	1p		No
q Other transfer of cash or property to related organization(s)	1q		No
r Other transfer of cash or property from related organization(s)	1r		No

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 other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization See instructions regarding exclusion for certain investment partnerships

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate 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			Yes	No		Yes	No	

Schedule R (Form 990) 2011

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation	

Additional Data

Software ID:
Software Version:
EIN: 91-1514257
Name: MULTICARE HEALTH FOUNDATION

Form 990, Special Condition Description:

Special Condition Description

Form 990, Part III - 4 Program Service Accomplishments (See the Instructions)

4d. Other program services

(Code) (Expenses $ 1,288,303 including grants of $ 1,119,226) (Revenue $ 0)

MULTICARE HEALTH FOUNDATION PROVIDED FUNDING FOR OTHER PROGRAMS INCLUDING BUT NOT LIMITED TO, THE CENTER FOR HEALTHY LIVING, CAREGIVER EDUCATION, THE TREEHOUSE, ADULT DAY HEALTH, AND THE CANCER CENTER THE CENTER FOR HEALTHY LIVING OFFERS PROGRAMS THAT SUPPORT HEALTH AND WELLNESS OF THE COMMUNITY CAREGIVER EDUCATION PROVIDES EDUCATION AND RESOURCES FOR CAREGIVERS OF OLDER ADULTS AND INCLUDES CONFERENCES, NICU NEUROSCIENCE, REVIEW COURSES OF END OF LIFE CARE ETC

Form 990, Part VII - Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(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			
ANDREW LEVINE MD TREASURER	2 00	X		X				0	0	0
ANN BROWN MEMBER	2 00	X						0	0	0
BETT LUCAS MEMBER	2 00	X						0	0	0
BRIAN HAYNES MEMBER	2 00	X						0	0	0
BRIAN SALVA MEMBER	2 00	X						0	0	0
C W HERCHOLD MEMBER	2 00	X						0	0	0
CHRISTINE MICHAUD PART YEAR MEMBER	2 00	X						0	0	0
CINDY THOMPSON PART YEAR MEMBER	2 00	X						0	0	0
CLAUDE REMY MEMBER	2 00	X						0	0	0
COLETTE TAYLOR MEMBER	2 00	X						0	0	0
DEEDRA WALKEY PART YEAR MEMBER	2 00	X						0	0	0
DON JOHNSON CHAIR	2 00	X		X				0	0	0
ELIZABETH LUFKIN PART YEAR MEMBER	2 00	X						0	0	0
EMILY REITER SECRETARY	2 00	X		X				0	0	0
JAMES TAYLOR MD PART YEAR MEMBER	2 00	X						0	442,112	34,755
JAMES L WALTON PART YEAR MEMBER	2 00	X						0	0	0
JEFF ALLEN PART YEAR MEMBER	2 00	X						0	0	0
JIM WITHACRE PART YEAR MEMBER	2 00	X						0	0	0
KALLY DOWLING MEMBER	2 00	X						0	0	0
KATHRYN VAN WAGENEN MEMBER	2 00	X						0	0	0
KATHY MCLEAN MEMBER	2 00	X						0	0	0
KENT ROBERTS VICE CHAIR	2 00	X		X				0	0	0
KIT SEVERSON MEMBER	2 00	X						0	0	0
LUKE XITCO PART YEAR MEMBER	2 00	X						0	0	0
MARGARET LAPIN MEMBER	2 00	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(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			
RICK BOOTH PART YEAR MEMBER	2 00	X						0	0	0
RICH OSAKA MEMBER	2 00	X						0	0	0
NEEDHAM WARD PART YEAR MEMBER	2 00	X						0	0	0
SULJA WARNICK MEMBER	2 00	X						0	0	0
THOMAS TAYLOR MEMBER	2 00	X						0	0	0
VALERIE SAUL MD PART YEAR MEMBER	2 00	X						0	0	0
WILLIAM HOLDERMAN MEMBER	2 00	X						0	0	0
DIANE CECCHETTINI PRESIDENT & CEO	1 00			X				0	1,633,568	38,961
JOHN LONG PART YEAR PRESIDENT GOOD SAMARITAN	1 00			X				0	537,660	17,371
VINCENT SCHMITZ CFO	1 00			X				0	850,298	44,239
SARA LONG VP	20 00				X			0	332,240	42,511
LINDA KAYE BRIGGS EXECUTIVE DIRECTOR	50 00					X		138,589	0	24,570