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Form **990-PF**
Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052
2012
Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
EMPIRE HEALTH FOUNDATION

A Employer identification number
26-3375286

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P.O. BOX 244

B Telephone number
509-315-1323

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

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 64,983,909.

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

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

SCANNED NOV 25 2013

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	177,515.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,232,779.	1,304,581.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	742,564.			STATEMENT 1
	b Gross sales price for all assets on line 6a 111,120,646.				
	7 Capital gain net income (from Part IV, line 2)		755,364.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	1,939,528.	6,656.	2,501,872.	STATEMENT 2
	12 Total. Add lines 1 through 11	4,092,386.	2,066,601.	2,501,872.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	198,608.	9,962.	0.	186,726.
	14 Other employee salaries and wages	473,051.	3,601.	0.	467,044.
	15 Pension plans, employee benefits	157,580.	2,198.	0.	156,757.
	16a Legal fees STMT 3	-135,137.	0.	0.	359,922.
	b Accounting fees STMT 4	48,391.	0.	0.	46,941.
	c Other professional fees STMT 5	1,728,318.	140,411.	0.	1,660,697.
	17 Interest				
	18 Taxes STMT 6	40,134.	0.	0.	1,468.
	19 Depreciation and depletion	19,607.	0.	0.	
	20 Occupancy	55,530.	0.	0.	55,736.
	21 Travel, conferences, and meetings	118,353.	0.	0.	127,910.
	22 Printing and publications				
	23 Other expenses STMT 7	-978,284.	0.	0.	3,623,408.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,726,151.	156,172.	0.	6,686,609.
	25 Contributions, gifts, grants paid	1,286,614.			1,331,614.
	26 **Total expenses and disbursements** Add lines 24 and 25	3,012,765.	156,172.	0.	8,018,223.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	1,079,621.			
	b **Net investment income** (if negative, enter -0-)		1,910,429.		
	c **Adjusted net income** (if negative, enter -0-)			2,501,872.	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,833,559.	1,813,495.	1,813,495.
	2 Savings and temporary cash investments		151,802.	151,802.
	3 Accounts receivable ▶ 136,000.			
	Less: allowance for doubtful accounts ▶	705,000.	136,000.	136,000.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable	3,903,552.	4,037,053.	4,037,053.
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ 92,530.			
	Less: allowance for doubtful accounts ▶ 81,377.	125,074.	11,153.	11,153.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	31,181.	34,775.	34,775.
	10a Investments - U.S. and state government obligations STMT 8	15,804,074.	6,439,390.	6,439,390.
	b Investments - corporate stock STMT 9	3,693,781.	7,612,341.	7,612,341.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	39,670,120.	44,300,236.	44,300,236.
	14 Land, buildings, and equipment: basis ▶ 109,317.			
	Less accumulated depreciation ▶ 39,245.	94,672.	70,072.	70,072.
	15 Other assets (describe ▶ STATEMENT 11)	426,257.	377,592.	377,592.
	16 **Total assets** (to be completed by all filers)	66,287,270.	64,983,909.	64,983,909.
Liabilities	17 Accounts payable and accrued expenses	8,400,209.	4,979,059.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 12)	12,442,839.	10,601,972.	
	23 **Total liabilities** (add lines 17 through 22)	20,843,048.	15,581,031.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted	40,600,263.	44,401,072.	
	25 Temporarily restricted	4,596,147.	4,730,857.	
	26 Permanently restricted	247,812.	270,949.	
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	45,444,222.	49,402,878.	
	31 **Total liabilities and net assets/fund balances**	66,287,270.	64,983,909.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	45,444,222.
2	Enter amount from Part I, line 27a	2	1,079,621.
3	Other increases not included in line 2 (itemize) ▶ NET UNREALIZED LOSS	3	2,879,035.
4	Add lines 1, 2, and 3	4	49,402,878.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	49,402,878.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SECURITIES	P	01/01/11	06/30/12
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	111,120,646.		110,365,282.	755,364.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				755,364.
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	755,364.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	14,514,883.	70,251,955.	.206612
2010	21,267,749.	81,066,770.	.262349
2009	7,939,819.	81,116,441.	.097882
2008			
2007			

2	Total of line 1, column (d)	2	.566843
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.188948
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	60,100,722.
5	Multiply line 4 by line 3	5	11,355,911.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	19,104.
7	Add lines 5 and 6	7	11,375,015.
8	Enter qualifying distributions from Part XII, line 4	8	8,018,223.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	38,209.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	38,209.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	38,209.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 38,209.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c:		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	38,209.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3	X	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) SEE STATEMENT 13	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ EMPIREHEALTHFOUNDATION.ORG

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

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

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16		X

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b		X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ▶ _____, _____, _____, _____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		199,043.	25,233.	1,467.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KRISTEN WEST - 14222 FRIENDSHIP LANE, NINE MILE FALLS, WA 99026	VICE PRESIDENT/PROGRAMS 40.00	108,897.	16,220.	4,235.
DAVE LUHN - 6202 N VISTA RIDGE LANE, SPOKANE, WA 99217	CHIEF FINANCIAL OFFICER 40.00	84,811.	5,219.	283.
SARAH LYMAN 3914 S LAMONTE, SPOKANE, WA 99203	SENIOR PROGRAM ASSOCIATE 40.00	50,647.	12,725.	1,910.

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
TGC, LLC PO BOX #62759, BALTIMORE, MD 21230	COLLECTION SERVICES	475,512.
MILLMANN, INC. 1301 FIFTH AVE #3800, SEATTLE, WA 98101	ACTUARIAL SERVICES	249,970.
BESSEMER TRUST - 100 WOODBRIDGE CENTER DRIVE, WOODBRIDGE, NJ 07095	INVESTMENT MANAGEMENT	221,517.
CHEF ANDREA MARTIN LLC 881 WASHINGTON AVENUE 5K, BROOKLYN, NY 11225	CONSULTING SERVICES	200,000.
US BANK PO BOX #70870, ST PAUL, MN 55170	TRUSTEE SERVICES	128,603.
Total number of others receiving over $50,000 for professional services ▶		1

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE STATEMENT 15	7,973,223.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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

Form **990-PF** (2012)

223561
12-05-12

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	58,912,207.
b	Average of monthly cash balances		1b	2,103,754.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	61,015,961.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	61,015,961.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	915,239.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	60,100,722.
6	**Minimum investment return.** Enter 5% of line 5		6	3,005,036.

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

1	Minimum investment return from Part X, line 6		1	3,005,036.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 38,209.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	38,209.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	2,966,827.
4	Recoveries of amounts treated as qualifying distributions		4	8,863.
5	Add lines 3 and 4		5	2,975,690.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	2,975,690.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26		1a	8,018,223.
b	Program-related investments - total from Part IX-B		1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes		2	
3	Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)		3a	
b	Cash distribution test (attach the required schedule)		3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4		4	8,018,223.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b		5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4		6	8,018,223.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,975,690.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008 7,298,554.				
c From 2009 3,887,174.				
d From 2010 17,266,560.				
e From 2011 11,012,708.				
f Total of lines 3a through e	39,464,996.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 8,018,223.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				2,975,690.
e Remaining amount distributed out of corpus	5,042,533.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	44,507,529.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	44,507,529.			
10 Analysis of line 9:				
a Excess from 2008 7,298,554.				
b Excess from 2009 3,887,174.				
c Excess from 2010 17,266,560.				
d Excess from 2011 11,012,708.				
e Excess from 2012 5,042,533.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year (a) 2012	Prior 3 years (b) 2011	(c) 2010	(d) 2009	(e) Total
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

SEE STATEMENT 16

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ADAMS COUNTY COMMUNITY NETWORK 315 N 14TH AVE OTHELLO, WA 99344	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	2,500.
ADAMS COUNTY PUBLIC HEALTH DEPARTMENT 425 E MAIN OTHELLO, WA 99344	NONE	GOVERNMENT AGENCY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	30,250.
ADDY RESCUE MISSION PO BOX 38 ADDY, WA 99101	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	2,500.
ALCOHOL AND DRUG ABUSE INSTITUTION 1107 NE 45TH ST SUITE 120 SEATTLE, WA 98105	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	5,000.
ALMIRA SCHOOL DISTRICT PO BOX 217 ALMIRA, WA 99103	NONE	SCHOOL	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	6,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,331,614.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,232,779.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	742,564.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SEE STATEMENT 17				1,939,528.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		3,914,871.	0.
13 Total. Add line 12, columns (b), (d), and (e)					13 3,914,871.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

▶ [signature] 11/11/2013 ▶ PRESIDENT

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BARBARA L. EARNHEART	BARBARA L. EARNHE	11/11/13		P00240388

Firm's name ▶ CLIFTONLARSONALLEN LLP Firm's EIN ▶ 41-0746749

Firm's address ▶ 601 WEST RIVERSIDE, SUITE 700 SPOKANE, WA 99201-0622 Phone no. 509-363-6300

Form **990-PF** (2012)

223622
12-05-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMERICAN CANCER SOCIETY PO BOX 244 SPOKANE, WA 99210	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	7,500.
AMERICAN CHILDHOOD CANCER ORG OF INW PO BOX 8031 SPOKANE, WA 99203	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	7,500.
AMERICAN HEART ASSOCIATION 140 S ARCHER ST, #610 SPOKANE, WA 99202	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	8,500.
BACKYARD HARVEST 510 W PALOUSE RIVER DRIVE MOSCOW, ID 83843	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	12,250.
BIG BROTHERS AMD BIG SISTERS OF INW 222 W MISSION AVE, STE 40 SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	7,500.
BLUEPRINTS FOR LEARNING 35 WEST MAIN, SUITE 280 SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	7,500.
CHENEY PUBLIC SCHOOLS 520 FOURTH STREET CHENEY, WA 99004	NONE	SCHOOL	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	45,408.
CHILDREN & YOUTH JUSTICE CENTER 615 2ND AVENUE, SUITE 275 SEATTLE, WA 98104	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	3,750.
CHRIST CLINIC 914 CARLISLE AVE SPOKANE, WA 99205	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	13,300.
CITY OF CHENEY PARKS AND REC DEPT 2640 1ST STREET, SUITE B CHENEY, WA 99004	NONE	GOVERNMENT AGENCY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	36,510.
Total from continuation sheets				1,285,364.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CITY OF SPOKANE HUMAN SERVICES DEPT. 808 W SPOKANE FALLS BLVD SPOKANE, WA 99201	NONE	GOVERNMENT AGENCY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	10,000.
COMMUNITIES IN SCHOOLS OF SPOKANE COUNTY 905 W RIVERSIDE, STE 314 SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	75,575.
COMMUNITY ASSISTANCE RESPONSE TEAMS 1618 REBECCA ST SPOKANE, WA 99217	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	7,500.
COMMUNITY HEALTH ASSOCIATION OF SPOKANE 203 N WASHINGTON ST, #300 SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	15,000.
COMMUNITY HEALTH EDUCATION RESOURCES 601 W FIRST AVE. SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	20,000.
DAVENPORT SCHOOL DISTRICT 801 7TH STREET DAVENPORT, WA 99122	NONE	SCHOOL	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	4,000.
DAYBREAK YOUTH SERVICES 11711 E SPRAGUE ST STE D4 SPOKANE VALLEY, WA 99206	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	15,000.
DEER PARK AMBULANCE INC. PO BOX 596 DEER PARK, WA 99006	NONE	TAX EXEMPT	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	7,500.
DEPARTMENT OF SOCIAL & HEALTH SERVICES 8517 E TRENT AVE #101 SPOKANE VALLEY, WA 99212	NONE	GOVERNMENT AGENCY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	15,000.
EAST VALLEY SCHOOL DISTRICT 12325 E GRACE SPOKANE, WA 99216	NONE	SCHOOL	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	12,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EASTERN WASHINGTON UNIVERSITY 202 SUTTON HALL CHENEY, WA 99004	NONE	SCHOOL	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	23,000.
EVERGREEN SCHOOL DISTRICT #205 3341 ADDY-GIFFORD ROAD GIFFORD, WA 99131	NONE	SCHOOL	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	8,500.
FAMILY RESOURCE CENTER PO BOX 1130 DAVENPORT, WA 99122	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	11,000.
FRIEND TO FRIEND OF GREATER SPOKANE 4001 N COOK ST SPOKANE, WA 99207	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	7,500.
FRONTIER BEHAVIORAL HEALTH 107 S DIVISION SPOKANE, WA 99202	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	148,175.
GOVERNOR'S OFFICE OF INDIAN AFFAIRS PO BOX 40909 OLYMPIA, WA 98504	NONE	GOVERNMENT AGENCY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	330.
HEALTH CARE AUTHORITY PO BOX 42700 OLYMPIA, WA 98504	NONE	GOVERNMENT AGENCY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	6,254.
INLAND NORTHWEST COMMUNITY FOUNDATION 618 W RIVERSIDE AVE, SUITE 302 SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	103,000.
INLAND NORTHWEST HEALTH SERVICES PO BOX 469 SPOKANE, WA 99210	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	1,000.
KALISPEL TRIBE OF INDIANS PO BOX 96 USK, WA 99180	NONE	RECOGNIZED TRIBE	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	6,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KETTLE FALLS SCHOOL DISTRICT PO BOX 458 KETTLE FALLS, WA 99141	NONE	SCHOOL	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	7,250.
LAKE ROOSEVELT COMMUNITY HEALTH CENTERS 39 SHORTCUT ROAD INCHELIUM, WA 99138	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	3,000.
LIFE SERVICES OF SPOKANE PO BOX 244 SPOKANE, WA 99210	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	12,500.
LOON LAKE FOOD BANK AND RESOURCE CENTER PO BOX 64 LOON LAKE, WA 99148	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	11,000.
MANITO LIONS CLUB OF SPOKANE PO BOX 8748 SPOKANE, WA 99203	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	100.
MEALS ON WHEELS SPOKANE 1222 W 2ND STREET SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	7,500.
NE WASHINGTON HEALTH PROGRAMS 509 E MAIN CHEWELAH, WA 99109	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	15,000.
NE YOUTH CENTER 3004 E QUEEN AVE SPOKANE, WA 99207	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	4,000.
NEW ESD101 4202 S REGAL ST SPOKANE, WA 99223	NONE	SCHOOL	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	1,250.
NEWPORT SCHOOL DISTRICT PO BOX 70 NEWPORT, WA 99156	NONE	SCHOOL	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	46,407.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NORTH WALL CHILDREN'S ASSOCIATION 9408 N WALL ST SPOKANE, WA 99218	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	500.
ODYSSEY YOUTH CENTER 1121 S PERRY STREET SPOKANE, WA 99202	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	4,850.
OLIVE CREST PO BOX 244 SPOKANE, WA 99210	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	12,000.
OTHELLO SCHOOL DISTRICT 615 E JUNIPER STREET OTHELLO, WA 99344	NONE	SCHOOL	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	1,000.
PALOUSE HIV CONSORTIUM PO BOX 1013 PULLMAN, WA 99163	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	2,000.
PARKINSONS RESOURCE CENTER OF SPOKANE 910 W 5TH AVENUE SPOKANE, WA 99204	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	7,000.
PARTNERS WITH CHILDREN & FAMILIES: SPOKANE 613 S WASHINGTON SPOKANE, WA 99204	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	10,750.
PHILANTHROPY NW 2101 4TH AVE SEATTLE, WA 98121	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	2,500.
PRESCRIPTION DRUG ASSISTANCE FOUNDATION PO BOX 244 SPOKANE, WA 99210	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	1,818.
PRODIGY NORTHWEST 6518 E BRADLEY LANE SPOKANE, WA 99223	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	1,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PROJECT ACCESS 104 SOUTH FREYA ORANGE FLAG BLDG, STE 101 SPOKANE, WA 99202	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	25,600.
PROJECT HOPE SPOKANE 1428 W BROADWAY SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	7,500.
SCHOOL-HEALTH CARE ASSOC OF SPOKANE COUNTY PO BOX 8755 SPOKANE, WA 99203	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	1,800.
SECOND HARVEST FOOD BANK PO BOX 244 SPOKANE, WA 99210	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	14,000.
SOCIAL VENTURES PARTNERS, SEATTLE 1601 2ND AVE SEATTLE, WA 98101	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	15,000.
SPO-CAN COUNCIL PO BOX 10540 SPOKANE, WA 99209	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	5,000.
SPOKANE AIDS NETWORK 905 S MONROE SPOKANE, WA 99204	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	7,500.
SPOKANE AREA BUSINESS FOUNDATION PO BOX 248 SPOKANE, WA 99210	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	20,500.
SPOKANE COUNTY MEDICAL SOCIETY 104 S FREYA, SUITE 114 SPOKANE, WA 99202	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	205.
SPOKANE COUNTY MEDICAL SOCIETY FOUNDATION 104 S FREYA, SUITE 114 SPOKANE, WA 99202	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	12,660.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SPOKANE COUNTY UNITED WAY 920 N WASHINGTON STREET SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	1,238.
SPOKANE DISTRICT DENTAL SOCIETY FOUNDATION PO BOX 4432 SPOKANE, WA 99220	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	17,500.
SPOKANE NEIGHBORHOOD ACTION PARTNERS 3102 W FORT GEORGE WRIGHT DRIVE SPOKANE, WA 99224	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	7,500.
SPOKANE PRESCRIPTION ASSISTANCE 1111 HARVARD AVE SEATTLE, WA 98122	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	15,000.
SPOKANE PUBLIC SCHOOLS 200 N BERNARD SPOKANE, WA 99201	NONE	SCHOOL	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	10,500.
SPOKANE REGIONAL HEALTH DISTRICT 1101 W COLLEGE AVE SPOKANE, WA 99201	NONE	GOVERNMENT AGENCY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	20,642.
SPOKANE REGIONAL HIV/AIDS SPEAKERS PO BOX 244 SPOKANE, WA 99210	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	1,250.
SPOKANE TRIBAL HEALTH ED DEPT 6203 AGENCY LOOP ROAD WILLPINIT, WA 99040	NONE	RECOGNIZED TRIBE	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	6,800.
SPOKANE TRIBAL NETWORK PO BOX 390 SPOKANE, WA 99040	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	10,492.
SPOKANE TRIBE OF INDIANS PO BOX 100 WILLPINIT, WA 99040	NONE	RECOGNIZED TRIBE	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ST. JOSEPH FAMILY CENTER 1016 N SUPERIOR SPOKANE, WA 99202	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	7,500.
T.E.A.M. GRANT E 1300 9TH SPOKANE, WA 99202	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	2,250.
TAMARACK CENTER PO BOX 245 SPOKANE, WA 99210	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	140.
THE NATIVE PROJECT 1803 W MAXWELL SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	7,500.
THE SALVATION ARMY PO BOX 244 SPOKANE, WA 99210	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	5,000.
THE URBAN INSTITUTE 2100 M STREET WASHINGTON, DC 20037	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	10,000.
TRANSITIONAL PROGRAMS FOR WOMEN DBA TRANSITIONS 3104 W FORT GEORGE WRITE DR SPOKANE, WA 99224	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	15,000.
UNITED SERVICE ORGANIZATIONS PO BOX 96322 WASHINGTON, DC 20090	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	100.
VOLUNTEERS OF AMERICA OF SPOKANE INC PO BOX 244 SPOKANE, WA 99210	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	20,750.
WA STATE INSTITUTE FOR PUBLIC POLICY 110 FIFTH AVE SUITE 214 OLYMPIA, WA 98501	NONE	GOVERNMENT AGENCY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	5,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WALLA WALLA COMMUNITY COLLEGE 500 TAUSICK WAY WALLA WALLA, WA 99362	NONE	SCHOOL	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	200.
WASHINGTON STATE UNIVERSITY PO BOX 643140 PULLMAN, WA 99164	NONE	SCHOOL	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	150,579.
WELLPINIT SCHOOL DISTRICT 6230 OLD SCHOOL RD WELLPINIT, WA 99040	NONE	SCHOOL	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	13,148.
WEST CENTRAL COMMUNITY CENTER 1603 N BELT SPOKANE, WA 99205	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	5,000.
YAKIMA VALLEY FARM WORKER'S CLINIC 518 W FIRST AVE TOPPENISH, WA 98948	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	44,033.
Total from continuation sheets				

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

EMPIRE HEALTH FOUNDATION

Employer identification number

26-3375286

Organization type (check one):

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization: EMPIRE HEALTH FOUNDATION

Employer identification number: 26-3375286

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GRANT MAKERS IN HEALTH 1100 CONNECTICUT AVE NW, SUITE 1200 WASHINGTON, DC 20036	$ 30,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	SEIU WASHINGTON STATE COUNCIL 3161 ELLIOTT AVENUE, SUITE 300 SEATTLE, WA 98121	$ 8,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
3	WAGSTAFF 3910 N FLORA RD SPOKANE VALLEY, WA 99216	$ 6,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
4	US BANK PO BOX 70870 ST PAUL, MN 55170	$ 14.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization: EMPIRE HEALTH FOUNDATION

Employer identification number: 26-3375286

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

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

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

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

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

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

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

Name of organization: EMPIRE HEALTH FOUNDATION

Employer identification number: 26-3375286

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

Use duplicate copies of Part III if additional space is needed.

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECURITIES	PURCHASED	01/01/11	06/30/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
111,120,646.	110,378,082.	0.	0.	742,564.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	742,564.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
COST REPORT INCOME	1,923,310.	0.	2,492,310.
MISCELLANEOUS	217.	0.	217.
SETTLEMENT INCOME	482.	0.	482.
DISTRIBUTIONS FROM TRUSTS	6,656.	6,656.	0.
REFUND OF PY QUALIFIED EXPENSES	8,863.	0.	8,863.
TOTAL TO FORM 990-PF, PART I, LINE 11	1,939,528.	6,656.	2,501,872.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL EXPENSES	-135,137.	0.	0.	359,922.
TO FM 990-PF, PG 1, LN 16A	-135,137.	0.	0.	359,922.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	48,391.	0.	0.	46,941.
TO FORM 990-PF, PG 1, LN 16B	48,391.	0.	0.	46,941.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	1,728,318.	140,411.	0.	1,660,697.
TO FORM 990-PF, PG 1, LN 16C	1,728,318.	140,411.	0.	1,660,697.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX AND LICENSE	40,134.	0.	0.	1,468.
TO FORM 990-PF, PG 1, LN 18	40,134.	0.	0.	1,468.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES & POSTAGE	18,366.	0.	0.	22,645.
DUES, LICENSES, MEMBERSHIPS	13,507.	0.	0.	13,507.
GENERAL INSURANCE	50,771.	0.	0.	54,365.
PBGC INSURANCE	93,660.	0.	0.	93,660.
EXECUTIVE RECRUITING	1,874.	0.	0.	1,874.
TRAILING: PLAN LIABILITY	-822,867.	0.	0.	0.
TRAILING: 403(B) CONTRIBUTIONS	25,164.	0.	0.	355,164.

TRAILING: OTHER TRAILING MATTERS	750.	0.	0.	750.
CHARITABLE GIFT ANNUITY PAYMENTS	-37,639.	0.	0.	26,097.
COST REPORT SETTLEMENT	-326,414.	0.	0.	2,887,580.
WORKERS COMPENSATION FEES	-76,833.	0.	0.	167,766.
BAD DEBT EXPENSE	81,377.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	-978,284.	0.	0.	3,623,408.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
	X		6,439,390.	6,439,390.
TOTAL U.S. GOVERNMENT OBLIGATIONS			6,439,390.	6,439,390.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			6,439,390.	6,439,390.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	7,612,341.	7,612,341.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,612,341.	7,612,341.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
	FMV	44,300,236.	44,300,236.
TOTAL TO FORM 990-PF, PART II, LINE 13		44,300,236.	44,300,236.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INVESTMENT INCOME	178,445.	106,643.	106,643.
BENEFICIAL INTERESTS IN TRUSTS	247,812.	270,949.	270,949.
TO FORM 990-PF, PART II, LINE 15	426,257.	377,592.	377,592.

FORM 990-PF OTHER LIABILITIES STATEMENT 12

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PENSION PLAN FUNDING	10,941,839.	10,118,972.
INSURANCE RESERVE	594,000.	360,000.
PROFESSIONAL LIABILITY	454,000.	0.
403(B) LIABILITY	330,000.	0.
COBRA LIABILITY	123,000.	123,000.
TOTAL TO FORM 990-PF, PART II, LINE 22	12,442,839.	10,601,972.

FORM 990-PF EXPLANATION CONCERNING PART VII-A, LINE 12 STATEMENT 13

EXPLANATION

THE FOUNDATION TREATED $103,000 OF DONATIONS TO THE INLAND NORTHWEST COMMUNITY FOUNDATION (91-0941053) AS QUALIFYING DISTRIBUTIONS IN 2012. THESE DONATIONS WERE PLACED IN DONOR ADVISED FUNDS ADMINISTERED BY INLAND NORTHWEST COMMUNITY FOUNDATION/ THESE FUNDS WERE TO BE EXPENDED TO SUPPORT CERTAIN STRATEGIC EFFORTS (REDUCTION OF ADVERSE CHILDHOOD EXPERIENCES, OBESITY PREVENTION AND OTHER HEALTH-RELATED INITIATIVES THAT SATISFY THE VISION, MISSION AND VALUES OF THE FOUNDATION). SEE ATTACHMENTS ENTITLED "CHILD RESILIENCE FUND", "OBESITY PREVENTION INIITIATIVE FUND AGREEMENT", AND "HPP FUND AGREEMENT" FOR ADDITIONAL INFORMATION.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ANNE C. COWLES 1727 EAST 20TH AVENUE SPOKANE, WA 99203	SECRETARY 1.00	0.	0.	0.
DEB HARPER 1629 E. 46TH AVENUE SPOKANE, WA 99223	TRUSTEE 1.00	0.	0.	0.
TERESSA MARTINEZ P.O. BOX 248 WELLPINIT, WA 99040	TRUSTEE 1.00	0.	0.	0.
GARMAN LUTZ 8620 E. BOARDWALK LANE SPOKANE, WA 99212	CHAIRMAN 1.00	0.	0.	0.
SUE LANI MADSEN P.O. BOX 107 EDWALL, WA 99008	VICE CHAIR 1.00	0.	0.	0.
THERESA SANDERS 1812 EAST SUNBURST LANE SPOKANE, WA 99224	TRUSTEE 1.00	0.	0.	0.
SAM SELINGER, MD 5441 S. QUAIL RIDGE CIRCLE SPOKANE, WA 99223	TRUSTEE 1.00	0.	0.	0.
MICHAEL A. SENSKE 8120 W. SUNSET HIGHWAY SPOKANE, WA 99224	TRUSTEE 1.00	0.	0.	0.
BARRY BACON 1200 E. COLUMBIA AVE COLVILLE, WA 99114	TRUSTEE 1.00	0.	0.	0.
MATTHEW LAYTON 17204 W. DENO ROAD MEDICAL LAKE, WA 99022	TREASURER 1.00	0.	0.	267.
ANTONY CHIANG 617 W SHOSHONE SPOKANE, WA 99203	PRESIDENT 40.00	199,043.	25,233.	1,200.

BRIAN BENZEL 300 W HAWTHORNE RD SPOKANE, WA 99218	TRUSTEE 1.00	0.	0.	0.
LISA BROWN PO BOX 1495 SPOKANE, WA 99210	TRUSTEE 1.00	0.	0.	0.
TODD KOYAMA 425 W. 23RD AVENUE SPOKANE, WA 99203	TRUSTEE 1.00	0.	0.	0.
GARY STOKES 3911 S REGAL SPOKANE, WA 99223	TRUSTEE 1.00	0.	0.	0.
CRAIG DIAS 2306 W. PACIFIC AVE., #8 SPOKANE, WA 99201	TRUSTEE 1.00	0.	0.	0.
MIKE NOWLING 2280 E APPLEWAY#B LIBERTY LAKE, WA 99019	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		199,043.	25,233.	1,467.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 15

ACTIVITY ONE

ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE, SCIENTIFIC, AND EDUCATIONAL PURPOSES TO PROMOTE GOOD HEALTH IN THE GREATER SPOKANE REGION THROUGH PROMOTION, FACILITATION, AND/OR FUNDING OF HEALTHCARE SERVICES, EDUCATION AND RESEARCH.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	7,973,223.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 16
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

EMPIRE HEALTH FOUNDATION
P.O. BOX 244
SPOKANE, WA 99210

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
509-315-1323	EMPIRE HEALTH FOUNDATION

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

SEE WEBSITE HTTP://EMPIREHEALTHFOUNDATION.ORG/ FOR AVAILABLE CYCLES.

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

FORM 990-PF OTHER REVENUE STATEMENT 17

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
COST REPORT INCOME			01	1,923,310.	
MISCELLANEOUS			01	217.	
SETTLEMENT INCOME			01	482.	
DISTRIBUTIONS FROM TRUSTS			01	6,656.	
REFUND OF PY QUALIFIED EXPENSES			01	8,863.	
TOTAL TO FORM 990-PF, PG 12, LN 11				1,939,528.	

CHILDHOOD RESILIENCE FUND
(FIELD OF INTEREST)

A gift of $17,000 from Empire Health Foundation ("EHF") was given to Inland Northwest Community Foundation ("Foundation") for its public charitable, educational and scientific uses and purposes on December 21, 2012. This agreement sets forth the terms and conditions for fund administration.

The Foundation, a community foundation with its headquarters in Spokane, Washington, is a Washington nonprofit corporation that is exempt from federal income tax under Internal Revenue Code Section 501(c)(3) and is qualified as a "public charity" under the Internal Revenue Code.

1. Name of Fund. A Fund shall be established on the books of the Foundation to be known as the Childhood Resilience Fund ("Fund").

2. Expendable Fund. The Fund shall be fully expendable. The principal shall be available for distribution by the Foundation for the purposes of the Fund.

3. Component Fund. As a component fund of a community foundation, the Fund is subject to the powers of the Board of Directors of the Foundation ("Board") as set forth in this agreement and in the Foundation's Articles of Incorporation and Bylaws. Such powers include the power to modify any restriction or condition of the Fund in the event that, at any time in the future, such restriction or condition becomes unlawful, impracticable, impossible to achieve or wasteful. The Fund shall not be considered as a separate charitable trust or other separate legal entity for any purpose but shall, at all times, be a general asset of the Foundation.

4. Charitable Purposes of Fund. The State of Washington has been a national leader in creating community-level frameworks that use neuroscience and population-level data about childhood adversity to inform social policy and practice. The purpose of the Fund is to provide funding to assist in the redesign of a platform to integrate community frameworks to better understand how communities can prevent and reduce adverse childhood experiences, which will both build on the work of the Community Public Health and Safety Networks and incorporate new information from initiatives such as Frontiers of Innovation and Strengthening Families Washington. The Fund will also provide funding to determine the return on investment on community-based capacity building investments focused on the prevention and mitigation of adverse childhood experiences.

5. Initial Contribution and Subsequent Gifts. The Fund shall become effective on the date that the initial contribution is accepted by the Foundation. The contribution to the Fund shall be irrevocable on the date completed. EHF and other interested parties may make additional gifts to the Fund subject to the Foundation's right to reject any particular gift. Contributions by any specific donor will not be tracked and accounted for within the Fund; rather, all contributions will be pooled together as provided in Section 8 of this agreement. All contributions to the Fund shall be administered pursuant to the terms and conditions of this agreement and all applicable federal and state laws. Absent an agreement to the contrary, a contribution to the Fund does not imply any commitment to make additional contributions.

6. Investment of Fund Assets. Because the Foundation is a Washington nonprofit corporation and a "public charity" under federal law, the Board has all of the powers necessary, or in its sole discretion desirable, to carry out the charitable purposes of the Foundation and its component funds. Those powers include, but are not limited to, the power to retain, invest and reinvest fund assets, and the power to commingle fund assets for investment purposes only with those of other component funds and investment assets of the Foundation. The Fund shall be credited with its proportionate share of total return (income, dividends and appreciation), and the Foundation shall maintain separate accounts for the Fund.

7. Fund Distributions. It is the Foundation's duty to monitor all Fund distributions to ensure that all distributions are used exclusively for the tax-exempt charitable purpose of the Foundation. No Fund distribution shall be made to any individual or entity if, in the sole judgment of the Foundation, that proposed distribution may in any way jeopardize the Foundation's status as a "public charity" under federal law. No Fund distribution shall be made until one or more donors other than EHF makes a contribution to the Fund. No distributions will be used to discharge or satisfy a legally enforceable pledge or obligation of any person. Distributions will not be attributed to funds contributed by any specific donor, as provided in Section 8 of this agreement. In making distributions, the Foundation will consider guidance to be given by a co-design team of the Washington State ACEs Public Private Initiative ("APPI Committee"). The APPI Committee shall designate from its members a liaison for purposes of communications (including guidance and consulting) between the Committee and the Foundation. At the inception of this agreement, the Foundation understands that EHF is the initial liaison. The APPI Committee shall notify the Foundation in writing of any changes made by the APPI Committee as to its designated liaison. Until such notification is received by the Foundation, the Foundation is authorized to continue to seek guidance from the previously designated liaison. Although the Foundation agrees to obtain guidance from the APPI Committee regarding distributions to be made from the Fund, the Foundation retains full and complete authority to make distributions from the Fund pursuant to the discretion of the Foundation's Board. In the event the APPI Committee should dissolve or otherwise fail to provide a liaison to provide guidance to the Foundation, the Foundation shall continue to administer the Fund in accordance with its policies for 'Area of Interest' funds for the same general purposes for which the Fund was established.

8. Fund Accounting. The Fund's receipts and disbursements shall be accounted for separately from the receipts and disbursements of other component funds and investment assets of the Foundation. The Foundation shall provide quarterly statements of the Fund's financial

activity (contributions and distributions) to the APPI Committee through its liaison. Contributions made by specific donors will not be tracked or accounted for within the Fund (other than the Foundation's general accounting for the contributions it receives from donors). Thus, Fund contributions will be pooled together and will not be separately identified by reference to a specific donor. Distributions from the Fund will not be attributed to the advice or contribution of any specific donor to the Fund.

9. Contracts For Service. To fulfill the charitable purposes of this Fund, there may be the need to engage service providers for such services as project management and evaluation. If requested by the Foundation, EHF (on behalf of the Foundation) agrees that it will provide contractual oversight of such service contracts for expenses/services funded by the Fund.

10. Waiver of Administrative Fee. The Foundation will not charge any administrative fee relating to the Fund.

11. Termination for lack of funds. If the Fund has $0 assets for any six consecutive months, this Agreement will terminate automatically, without any action by the parties being required to effect such termination.

FOUNDATION:

Inland Northwest Community Foundation

By: _____
Mark Hurtubise, President & CEO

Dated: 1/18/13

DONOR:

Empire Health Foundation

By: Tony Chiang

Its: President

Dated: 1/18/13

OBESITY PREVENTION INITIATIVE FUND
(Non-Endowed Area of Interest)

1. Gift/Transfer of Assets. **Empire Health Foundation**, a nonprofit corporation ("Fund Founder") hereby gives/transfers to Inland Northwest Community Foundation, Spokane, Washington ("INWCF"), a Washington nonprofit corporation, the following-described property:

   $15,000

2. Separate fund; name; compliance with Code. This gift/transfer shall be held and identified as a separate fund and shall be known as the **Obesity Prevention Initiative Fund** ("Fund"). The Fund shall be a component part of INWCF's assets and not a private foundation within the meaning of the Internal Revenue Code.

3. Distribution of Fund. Subject to assessment for the reasonable costs of administration of INWCF, the Fund shall be distributed as the Board of Directors of INWCF shall from time to time direct for the following charitable purposes:

   Implementation and evaluation of the social, economic and health benefits of efforts in Eastern Washington communities to reduce obesity, especially among youth, including school districts converting to healthy cooking and increasing physical activity for students.

4. Fund Liaisons. As long as the Fund Founder continues as a separate legal entity doing business in the areas served by INWCF, its board of directors shall have the authority from time to time to designate one or more individuals as liaisons to the Fund. The liaisons initially selected are:

   Empire Health Foundation President Antony Chiang
   Empire Health Foundation Vice President of Programs Kristen West
   Empire Health Foundation Sr. Program Associate Sarah Lyman

5. Advice by Fund liaisons. From time to time the liaisons designated by the Fund Founder may advise INWCF concerning the distribution of the Fund for such charitable purposes, provided (a) such advice is consistent with the policies and guidelines promulgated by the INWCF; (b) INWCF will not be bound by any advice offered by the liaisons, the Board of Directors of INWCF at all times retaining the authority and responsibility for directing all distributions from the fund; and (c) such advise is consistent with the vision, mission and values of Empire Health Foundation.

6. Termination of liaison function. If assistance regarding charitable distributions is not requested by INWCF or provided by Fund Founder, INWCF will make a reasonable effort to obtain it from the liaisons to the Fund. If, after a year from when this effort was begun, INWCF is still not able to obtain this assistance, the Fund will revert to an endowed fund for the area of interest described in Section 3, above. If at such time the Fund balance exceeds $10,000, the Fund will continue to be maintained as a separate named fund.

7. Variance Power. This gift/transfer shall be subject to the governing instruments and policies of INWCF including the power to modify gift restrictions that become unlawful, impracticable, impossible to achieve or wasteful. The Board of Directors of INWCF may modify distributions of the whole or any part of the principal or income of the Fund if, in its reasonable judgment, one or more of these conditions exist. To the extent practicable, any modification must be made in accordance with the Fund Founder's probable intent.

Please direct all correspondence and notices regarding the Fund to:

Mark Hurtubise, President & CEO
Inland Northwest Community Foundation
618 W. Riverside Ave., Ste. 302
Spokane, WA 99201-5102

Phone: 509-624-2606
Fax: 509-624-2608
E-mail: admin@inwcf.org

Accepted:

By: _____ 1/17/13
INWCF President & CEO Mark Hurtubise — Date

By: _____ 1/17/13
Fund Founder/Corporate officer, Empire Health Foundation President Antony Chiang — Date

Empire Health Foundation
111 North Post, Ste. 301, Spokane, WA 99201
Ph. 509-315-1323, Fax 509-315-1424
Primary Contact: Sarah.Lyman@empirehealthfoundation.org
Alternate Contact: Antony@empirehealthfoundation.org

Enclosure:

- Corporate Resolution Authorizing the Establishment of Charitable Funds at Inland Northwest Community Foundation signed by the appropriate officers.

HEALTH PHILATHROPY PARTNERSHIP FUND
(Non-Endowed Area of Interest)

1. Gift/Transfer of Assets. **Empire Health Foundation,** a nonprofit corporation ("Fund Founder") hereby gives/transfers to Inland Northwest Community Foundation, Spokane, Washington ("INWCF"), a Washington nonprofit corporation, the following-described property:

   Assets within the Health Philanthropy Partnership Fund
   (Pass-through – Corporate Advised)

2. Separate fund; name; compliance with Code. This gift/transfer shall be held and identified as a separate fund and shall be known as the **Health Philanthropy Partnership Fund** ("Fund"). The Fund shall be a component part of INWCF's assets and not a private foundation within the meaning of the Internal Revenue Code.

3. Distribution of Fund. Subject to assessment for the reasonable costs of administration of INWCF, the Fund shall be distributed as the Board of Directors of INWCF shall from time to time direct for the following charitable purposes:

   The vision, mission and values,
   which may be amended from time to time,
   of Empire Health Foundation.

4. Fund Liaisons. As long as the Fund Founder continues as a separate legal entity doing business in the areas served by INWCF, its board of directors shall have the authority from time to time to designate one or more individuals as liaisons to the Fund. The liaisons initially selected are:

   Empire Health Foundation President Antony Chiang
   Empire Health Foundation Vice President of Programs Kristen West
   Empire Health Foundation Sr. Program Associate Brian Myers

5. Advice by Fund liaisons. From time to time the liaisons designated by the Fund Founder may advise INWCF concerning the distribution of the Fund for such charitable purposes, provided (a) such advice is consistent with the policies and guidelines promulgated by the INWCF; (b) INWCF will not be bound by any advice offered by the liaisons, the Board of Directors of INWCF at all times retaining the authority and responsibility for directing all distributions from the fund; and (c) such advise is consistent with the vision, mission and values of Empire Health Foundation.

6. Termination of liaison function. If assistance regarding charitable distributions is not requested by INWCF or provided by Fund Founder, INWCF will make a reasonable effort to obtain it from the liaisons to the Fund. If, after a year from when this effort was begun, INWCF is still not able to obtain this assistance, the Fund will revert to an endowed fund for the area of interest described in Section 3, above. If at such time the Fund balance exceeds $10,000, the Fund will continue to be maintained as a separate named fund.

7. Variance Power. This gift/transfer shall be subject to the governing instruments and policies of INWCF including the power to modify gift restrictions that become unlawful, impracticable, impossible to achieve or wasteful. The Board of Directors of INWCF may modify distributions of the whole or any part of the principal or income of the Fund if, in its reasonable judgment, one or more of these conditions exist. To the extent practicable, any modification must be made in accordance with the Fund Founder's probable intent.

Please direct all correspondence and notices regarding the Fund to:

Mark Hurtubise, President & CEO
Inland Northwest Community Foundation
618 W. Riverside Ave., Ste. 302
Spokane, WA 99201-5102

Phone: 509-624-2606
Fax: 509-624-2608
E-mail: admin@inwcf.org

Accepted:

By: _____ 1/17/13
INWCF President & CEO Mark Hurtubise — Date

By: _____ 1/17/13
Fund Founder/Corporate officer, Empire Health Foundation President Antony Chiang — Date

Empire Health Foundation
111 North Post, Ste. 301, Spokane, WA 99201
Ph. 509-315-1323, Fax 509-315-1424
Primary Contact: brian@empirehealthfoundation.org
Alternate Cintact: antony@empirehealthfoundation.org

Enclosure:

- Corporate Resolution Authorizing the Establishment of an Area of Interest Fund at Inland Northwest Community Foundation signed by the appropriate officers.

Supplemental Statement Regarding Form 990-PF, Part VII-B, Line 5(A) (4)

During 2012, Empire Health Foundation provided a grant to Deer Park Ambulance (EIN 91-6054699), PO BOX 596, Deer Park WA, 99206. The grant was awarded on December 5, 2012 in the amount of $7,500 for the purpose of providing paramedic response vehicles with heart monitor replacements. As of November 2013, no amounts have been expended by the grantee for said purpose. Should the grantee not expend the funds by December 31, 2013, the funds will be returned to Empire Health Foundation for granting to another organization. The grantee has given the organization reports as of January 3, 2013 and October 22, 2013 with information as to funding status.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return See instructions	EMPIRE HEALTH FOUNDATION	26-3375286
	Number, street, and room or suite no. If a P.O box, see instructions. P.O. BOX 244	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions SPOKANE, WA 99210	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ THE ORGANIZATION 111 N. POST ST, SUITE 301 - SPOKANE, WA 99201
  Telephone No. ▶ 509-315-1323 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013

5 For calendar year 2012, or other tax year beginning _____, and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
TAXPAYER NEEDS ADDITIONAL TIME TO COMPLIE A COMPLETE AND ACCURATE RETURN

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	$	0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$	13,673.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ CPA Date ▶