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2012

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Inspection

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

A For the 2012 calendar year, or tax year beginning 01-01-2012, 2012, and ending 12-31-2012

B Check if applicable	C Name of organization HENNEPIN HEALTH FOUNDATION		D Employer identification number 41-0845733
<input type="checkbox"/> Address change	Doing Business As		
<input type="checkbox"/> Name change			
<input type="checkbox"/> Initial return	Number and street (or P O box if mail is not delivered to street address)	Room/suite	E Telephone number (612) 873-6090
<input type="checkbox"/> Terminated			
<input type="checkbox"/> Amended return	City or town, state or country, and ZIP + 4 MINNEAPOLIS, MN 55415		
<input type="checkbox"/> Application pending			G Gross receipts \$ 3,573,305
F Name and address of principal officer SUZANNE BEGIN 701 PARK AVENUE NO LSB-3 MINNEAPOLIS, MN 55415		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)	
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		J Website: ► WWW HCMC ORG/HHF/INDEX HTM	
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►		L Year of formation 1958	M State of legal domicile MN

Part I Summary

1 Briefly describe the organization's mission or most significant activities TO RAISE AND ADMINISTER PHILANTHROPIC SUPPORT FOR HENNEPIN COUNTY MEDICAL CENTER		
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	18
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	8
5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	50
6 Total number of volunteers (estimate if necessary)	6	20
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

Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 1,362,560	Current Year 2,326,127
	9 Program service revenue (Part VIII, line 2g)	129,731	141,350
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	6,914	3,609
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	409,014	737,544
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,908,219	3,208,630
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	473,059	413,621
	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)	1,043,911	1,263,969
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) ► 489,939		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	431,532	1,158,539
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	1,948,502	2,836,129
19 Revenue less expenses Subtract line 18 from line 12	-40,283	372,501	

Expenses	20 Total assets (Part X, line 16)	Beginning of Current Year 2,058,638	End of Year 2,558,714
	21 Total liabilities (Part X, line 26)	195,932	325,469
	22 Net assets or fund balances Subtract line 21 from line 20	1,862,706	2,233,245

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	2013-04-05 Date
	SUZANNE BEGIN PRESIDENT Type or print name and title	

Paid Preparer Use Only	Print/Type preparer's name XIAOYAN LUO	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN P01305207
	Firm's name ► CLIFTONLARSONALLEN LLP			Firm's EIN ► 41-0746749	
	Firm's address ► 220 SOUTH SIXTH STREET SUITE 300 MINNEAPOLIS, MN 55402			Phone no (612) 376-4500	

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

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III **1** Briefly describe the organization's mission

SEE SCHEDULE O

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 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 \$ 955,461 including grants of \$ 305,489) (Revenue \$ 141,350)

INNOVATIONS IN PATIENT CAREOUR MISSION, CLINICAL SERVICES, LOCATION AND DIVERSE PATIENT POPULATION MAKE HCMC UNIQUE FROM OTHER HOSPITAL SYSTEMS IN THE TWIN CITIES. HCMC PROVIDES A SIGNIFICANT LEVEL OF CARE TO LOW-INCOME, UNINSURED, AND VULNERABLE POPULATIONS. IN 2011, HCMC PROVIDED A COMMUNITY BENEFIT OF MORE THAN \$115 MILLION DOLLARS, AS TRACKED BY THE CATHOLIC HEALTH ASSOCIATION. WE TAKE PRIDE IN OUR COMMITMENT TO PROVIDE ACCESS TO CARE FOR PEOPLE WITH LIMITED OR NO ACCESS TO HEALTH CARE DUE TO THEIR FINANCIAL OR INSURANCE STATUS OR HEALTH CONDITION. TO ANSWER THE NUMEROUS NEEDS OF OUR PATIENT POPULATION, THE HENNEPIN HEALTH FOUNDATION WORKS WITH SOCIAL SERVICES AND PATIENT REPRESENTATIVES TO PROVIDE SUPPORT FOR INTERPRETERS IN 21 DIFFERENT LANGUAGES, PATIENT AND FAMILY TRANSPORTATION, FOOD, AND CLOTHING, RESOURCES FOR PRESCRIPTIONS AND HEALTHCARE EQUIPMENT, AND CONNECTIONS TO COMMUNITY RESOURCES. OUR AIM IS ALSO TO SPUR INNOVATION WITHIN OUR STAFF TO REMOVE BARRIERS TO HEALTHCARE USING TECHNOLOGY, NEW DELIVERY MODELS OF PRIMARY CARE AND DENTAL HEALTH, AND COMMUNITY HEALTH INITIATIVES WITH DIVERSE COMMUNITY PARTNERS

4b (Code) (Expenses \$ 784,379 including grants of \$ 0) (Revenue \$ 0)

RETAIL VENTURESTHE FOUNDATION OPERATES TWO GIFT SHOPS, THREE COFFEE KIOSKS AND ALL VENDING MACHINES AT HCMC. PROCEEDS FROM THESE ENDEAVORS BENEFIT THE FOUNDATION AND FORM AN UNRESTRICTED POOL OF FUNDS. THESE FUNDS ARE DISBURSED BACK INTO HCMC AS GRANTS ONCE A YEAR THROUGH AN INTERNAL REQUEST FOR PROPOSAL PROCESS. DEPARTMENTS AND PROGRAMS OFFERING INNOVATIVE SOLUTIONS TO PATIENT CARE, AID AND COMFORT ARE ELIGIBLE TO APPLY

4c (Code) (Expenses \$ 235,155 including grants of \$ 100,707) (Revenue \$ 0)

EDUCATING THE WORKFORCE OF TOMORROWHCMC TRAINS THE DOCTORS AND NURSES WHO MAKE YOU HEALTHY, EDUCATES THE THERAPISTS WHO GUIDE YOUR RECOVERY, INSTRUCTS THE PHARMACISTS WHO DISPENSE YOUR MEDICINE, AND TEACHES THE FIRST RESPONDERS WHO SAVE YOUR LIFE. OVER HALF OF ALL PHYSICIANS IN MINNESOTA RECEIVED TRAINING AT HCMC. AT ANY GIVEN TIME, 90 UNIVERSITY OF MINNESOTA MEDICAL STUDENTS AND MORE THAN 270 RESIDENTS ARE TRAINING IN OUR HOSPITAL AND CLINICS. IN ALL, STUDENTS FROM OVER 140 HOSPITALS, COLLEGES AND UNIVERSITIES ACROSS THE WORLD COME TO HCMC FOR CLINICAL TRAINING. IN ADDITION, 20,000 OTHER PROFESSIONALS ACCESS OUR HEALTHCARE AND DISASTER PREPAREDNESS COURSES EACH YEAR, INCLUDING LOCAL FIRE AND POLICE DEPARTMENTS. THROUGH HENNEPIN HEALTH FOUNDATION'S INNOVATION IN MEDICAL EDUCATION FUND YOU CAN ENSURE THERE WILL BE A COMPETENT AND DIVERSE WORKFORCE TO TAKE CARE OF YOU AND THOSE YOU LOVE

(Code) (Expenses \$ 13,162 including grants of \$ 1,000) (Revenue \$ 0)

TRAUMA AND CRITICAL CAREHCMC IS HOME TO THE LARGEST AND BUSIEST LEVEL 1 TRAUMA CENTER IN THE STATE, INCLUDING A PEDIATRIC LEVEL 1 TRAUMA CENTER. GENEROSITY PROVIDES FUNDING TO PATIENT CARE SERVICES RELATED TO HCMC'S LEVEL 1 TRAUMA DESIGNATION SUCH AS PATIENT COMFORT IN TRAUMATIC BRAIN INJURY, THE BURN UNIT, STROKE CARE, AND HEART CLINIC, POISON CONTROL AND TOXICOLOGY CARE, CARE DURING AND AFTER TRANSPLANT, AND CARE IN DEALING WITH THE EFFECTS OF DOMESTIC VIOLENCE, SEXUAL ASSAULT, CHILD ABUSE AND NEGLECT

(Code) (Expenses \$ 6,425 including grants of \$ 6,425) (Revenue \$ 0)

MEDICAL RESEARCHSINCE 1952, THE MINNEAPOLIS MEDICAL RESEARCH FOUNDATION HAS PROVIDED A HOME WHERE PHYSICIANS AT HCMC CAN STUDY DISEASES THEY SEE IN THEIR PATIENTS AND DEVELOP NEW TREATMENTS TO IMPROVE THEIR CARE. TODAY, OVER 200 PRACTICING PHYSICIANS AND MEDICAL PROFESSIONALS ACTIVELY INVESTIGATE THE CAUSES AND TREATMENTS OF DISEASE. INSIGHTS PROVIDED BY THEIR RESEARCH LOOK TO LESSEN THE IMPACT OF TODAY'S HEALTH PROBLEMS INCLUDING DIABETES, ADDICTION, HEART DISEASE, HIV/AIDS, TRAUMATIC BRAIN INJURY, AND ALZHEIMER'S

4d Other program services (Describe in Schedule O)

(Expenses \$ 19,587 including grants of \$ 7,425) (Revenue \$)

4e Total program service expenses ► 1,994,582

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete Schedule B, *Schedule of Contributors* (see instructions)?

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

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

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

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

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

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV

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

11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable

a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI

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

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

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

e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X

f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part XI

12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII

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 and XII is optional

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the United States?

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, Parts I and IV

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 United States? If "Yes," complete Schedule F, Parts II and IV

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 United States? If "Yes," complete Schedule F, Parts III and IV

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 (see instructions)

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

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

20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H

b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

	Yes	No
1	Yes	
2	Yes	
3		No
4		No
5		No
6		No
7		No
8	Yes	
9		No
10	Yes	
11a	Yes	
11b		No
11c		No
11d	Yes	
11e	Yes	
11f	Yes	
12a	Yes	
12b		No
13		No
14a		No
14b		No
15		No
16		No
17		No
18	Yes	
19		No
20a		No
20b		

Part IV Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization 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, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	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 lines 24b through 24d and complete Schedule K. If "No," go to line 25	24a		No
24b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
24c	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		
24d	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
25b	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, highest 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 employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	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)	28a		
28b	a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a		No
28c	b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		No
28d	c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	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	Yes	
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, Part II, III, or IV, and Part V, line 1	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
35b	b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b		
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 11b and 19?	38	Yes	
	Note. All Form 990 filers are required to complete Schedule O			

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	13	
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		
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	50	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	Yes	
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, securities account, or other financial 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 as charitable contributions?	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).	7a	Yes	
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?	7b	Yes	
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	No	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d		
d If "Yes," indicate the number of Forms 8282 filed during the year	7e	No	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	No	
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g		
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	8		
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?	9a		
9 Sponsoring organizations maintaining donor advised funds.	9b		
a Did the organization make any taxable distributions under section 4966?			
b Did the organization make a distribution to a donor, donor advisor, or related person?			
10 Section 501(c)(7) organizations. Enter	10a		
a Initiation fees and capital contributions included on Part VIII, line 12	10b		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities			
11 Section 501(c)(12) organizations. Enter	11a		
a Gross income from members or shareholders	11b		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)			
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	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.	13a		
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O	13b		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13c		
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	18		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O				
b Enter the number of voting members included in line 1a, above, who are independent	1b	8		
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		No	
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	8a	Yes		
a The governing body?	8b	Yes		
b Each committee with authority to act on behalf of the governing body?	9	No		
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				

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 this 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?	15a	No	
a The organization's CEO, Executive Director, or top management official	15b	No	
b Other officers or key employees of the organization			
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 MN
- 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 Other (explain in Schedule O)
- 19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization
 ZUZANNE FENNER 701 PARK AVENUE P1 MINNEAPOLIS, MN (612) 873-3959

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck 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. 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 organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099- MISC)	(E) Reportable compensation from related organizations (W-2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Office	Key employee	Highest compensated	Former			
(1) GAYLAN ROCKSWOLD MD CHAIRMAN	1 00 0 00	X		X				0	0	0
(2) KATHLEEN FINNEGAN LAMEY SECRETARY	1 00 0 00	X		X				0	0	0
(3) SCOTT ANDERSON DIRECTOR	1 00 0 00	X						0	0	0
(4) MICHAEL BELZER MD GOVERNANCE CHAIR	1 00 40 00	X		X				0	406,819	44,689
(5) MARY BERGAAS DIRECTOR	1 00 0 00	X						0	0	0
(6) JOHN CROSSON MD DIRECTOR	1 00 0 00	X						0	0	0
(7) PAM FLENNIKEN DIRECTOR	1 00 0 00	X						0	0	0
(8) ART GONZALEZ PHD DIRECTOR	1 00 40 00	X						0	486,370	34,786
(9) JOEL GREENWALD MD DIRECTOR	1 00 0 00	X						0	0	0
(10) WILLIAM HEEGAARD MD DIRECTOR	1 00 0 00	X						0	0	0
(11) DON JACOBS MD DIRECTOR	1 00 40 00	X						0	475,421	48,503
(12) DAVID JONES INTERIM CEO OF HCMC	1 00 40 00	X						0	219,231	0
(13) DAN MILLER DIRECTOR	1 00 0 00	X						0	0	0
(14) DAVID ORBUCH DEVELOPMENT CHAIR	1 00 0 00	X		X				0	0	0
(15) BRUCE PAULSON JD DIRECTOR	1 00 0 00	X						0	0	0
(16) PAUL PENTAL MD DIRECTOR	1 00 0 00	X						0	0	0
(17) JUDY SHANK MD DIRECTOR	1 00 0 00	X						0	0	0

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

1b	Sub-Total	►			
c	Total from continuation sheets to Part VII, Section A	►			
d	Total (add lines 1b and 1c)	►	0	2,334,865	195,301

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 ►0

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	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? <i>If "Yes," complete Schedule J for such individual</i>	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? <i>If "Yes," complete Schedule J for such person</i>	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.

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

Check if Schedule O contains a response to any question in this Part VIII

		(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 24,790			
	b Membership dues	1b			
	c Fundraising events	1c 240,776			
	d Related organizations	1d 29,450			
	e Government grants (contributions)	1e 22,162			
	f All other contributions, gifts, grants, and similar amounts not included above	1f 2,008,949			
	g Noncash contributions included in lines 1a-1f \$	40,485			
	h Total. Add lines 1a-1f		2,326,127		
Program Service Revenue	2a COMMISSIONS	Business Code 900099	141,350	141,350	
	b				
	c				
	d				
	e				
	f All other program service revenue				
	g Total. Add lines 2a-2f		141,350		
	3 Investment income (including dividends, interest, and other similar amounts)		3,609		3,609
4 Income from investment of tax-exempt bond proceeds					
5 Royalties					
6a Gross rents	(i) Real	(ii) Personal			
b Less rental expenses					
c Rental income or (loss)					
d Net rental income or (loss)					
7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
b Less cost or other basis and sales expenses	50,000				
c Gain or (loss)	50,000				
d Net gain or (loss)	0		0		
8a Gross income from fundraising events (not including \$ 240,776 of contributions reported on line 1c) See Part IV, line 18					
a	29,187				
b Less direct expenses	b 66,568				
c Net income or (loss) from fundraising events		-37,381		-37,381	
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				
a	1,007,797				
b Less cost of goods sold	b 248,107				
c Net income or (loss) from sales of inventory		759,690		759,690	
Miscellaneous Revenue	Business Code				
11a OTHER INCOME	900099	15,235		15,235	
b					
c					
d All other revenue					
e Total. Add lines 11a-11d		15,235			
12 Total revenue. See Instructions		3,208,630	141,350	0	741,153

Part IX Statement of Functional Expenses

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

Check if Schedule O contains a response 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	413,507	413,507		
2 Grants and other assistance to individuals in the United States See Part IV, line 22	114	114		
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	1,207,528	444,612	315,293	447,623
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	7,206	6,343	863	
9 Other employee benefits	21,671	19,473	2,198	
10 Payroll taxes	27,564	26,790	774	
11 Fees for services (non-employees)	235,258	222,563	3,695	9,000
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)				
12 Advertising and promotion				
13 Office expenses	667,511	610,800	23,395	33,316
14 Information technology	2,845	2,845		
15 Royalties				
16 Occupancy	15,482	15,482		
17 Travel	24,531	20,309	4,222	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	33,633	33,190	443	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	51,948	51,948		
23 Insurance				
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a ART COLLECTION ADJUSTME	112,344	112,344	0	0
b DUES & SUBSCRIPTIONS	7,288	7,042	246	0
c MISCELLANEOUS	6,635	6,610	25	0
d BAD DEBTS	758	304	454	0
e All other expenses	306	306		
25 Total functional expenses. Add lines 1 through 24e	2,836,129	1,994,582	351,608	489,939
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance SheetCheck if Schedule O contains a response to any question in this Part X

		(A) Beginning of year	(B) End of year
Assets	1 Cash—non-interest-bearing	1,051,816	1 1,387,573
	2 Savings and temporary cash investments	212,982	2 161,020
	3 Pledges and grants receivable, net	81,117	3 421,448
	4 Accounts receivable, net	22,326	4 43,897
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		6
	7 Notes and loans receivable, net		7
	8 Inventories for sale or use	96,694	8 107,292
	9 Prepaid expenses and deferred charges	2,514	9 4,839
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 306,358	
	b Less accumulated depreciation	10b 237,629	10c 68,729
	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	470,512	15 363,916
	16 Total assets. Add lines 1 through 15 (must equal line 34)	2,058,638	16 2,558,714
Liabilities	17 Accounts payable and accrued expenses	180,042	17 165,589
	18 Grants payable	0	18 129,744
	19 Deferred revenue		19
	20 Tax-exempt bond liabilities		20
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21
	22 Loans and other 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	15,890	25 30,136
	26 Total liabilities. Add lines 17 through 25	195,932	26 325,469
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
	27 Unrestricted net assets	912,208	27 817,911
	28 Temporarily restricted net assets	940,498	28 1,405,334
	29 Permanently restricted net assets	10,000	29 10,000
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> 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	1,862,706	33 2,233,245
	34 Total liabilities and net assets/fund balances	2,058,638	34 2,558,714

Part XI Reconciliation of Net AssetsCheck 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	3,208,630
2	Total expenses (must equal Part IX, column (A), line 25)	2	2,836,129
3	Revenue less expenses Subtract line 2 from line 1	3	372,501
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,862,706
5	Net unrealized gains (losses) on investments	5	-1,962
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	2,233,245

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	No
2b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	Yes
2c If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	Yes
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? 3b 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	3a	No
	3b	

2012

Open to Public
Inspection**SCHEDULE A**
(Form 990 or 990EZ)**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.

Department of the Treasury
Internal Revenue Service**Name of the organization**
HENNEPIN HEALTH FOUNDATION**Employer identification number**

41-0845733

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

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

1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.

2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)

3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.

4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state _____

5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)

6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.

7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II)

8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)

10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.

11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h
 a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated

e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii) A family member of a person described in (i) above?

(iii) A 35% controlled entity of a person described in (i) or (ii) above?

h Provide the following information about the supported organization(s)

	Yes	No
11g(i)	Yes	
11g(ii)	Yes	
11g(iii)		No

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A) HENNEPIN HEALTH SYS	421707837	3	Yes		Yes		Yes		413,507
(B) MPLS MED RESRCH FDTN	411677920	7	Yes				Yes		0
Total									413,507

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	
15 Public support percentage for 2011 Schedule A, Part II, line 14	15	
16a 33 1/3% support test—2012. 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—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		►
17a 10%-facts-and-circumstances test—2012. 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—2011. 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 Section 509(a)(2)

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 2012 (line 8, column (f) divided by line 13, column (f))	15
16 Public support percentage from 2011 Schedule A, Part III, line 15	16

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18
19a 33 1/3% support tests—2012. 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—2011. 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.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

SCHEDULE D
(Form 990)**Supplemental Financial Statements****2012****Open to Public
Inspection**Department of the Treasury
Internal Revenue Service

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

Name of the organization
HENNEPIN HEALTH FOUNDATION**Employer identification number**

41-0845733

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 can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? 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)	<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education) <input type="checkbox"/> Preservation of an historically important land area
	<input type="checkbox"/> Protection of natural habitat <input type="checkbox"/> Preservation of a certified historic structure
	<input type="checkbox"/> Preservation of open space
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year	
a Total number of conservation easements	Held at the End of the Year
b Total acreage restricted by conservation easements	2a
c Number of conservation easements on a certified historic structure included in (a)	2b
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2c
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____	2d

4 Number of states where property subject to conservation easement is located ► _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year
 ► _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year
 ► \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.
Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1	► \$ 1,075
(ii) Assets included in Form 990, Part X	► \$ 363,916
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items	
a Revenues included in Form 990, Part VIII, line 1	► \$ _____
b Assets included in Form 990, Part X	► \$ _____

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

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

a <input checked="" type="checkbox"/> Public exhibition	d <input type="checkbox"/> Loan or exchange programs
b <input type="checkbox"/> Scholarly research	e <input type="checkbox"/> Other
c <input checked="" type="checkbox"/> Preservation for future generations	

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

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

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

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

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

	Amount
1c	
1d	
1e	
1f	

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	12,363	12,278	11,841		
b Contributions					
c Net investment earnings, gains, and losses	722	225	535		
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses	629	140	98		
g End of year balance	12,456	12,363	12,278		

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

a Board designated or quasi-endowment

b Permanent endowment 80 280 %

c Temporarily restricted endowment 19 720 %

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

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

(i) unrelated organizations

(ii) related organizations

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

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

4 Describe in Part XIII 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		306,358	237,629	68,729	
e Other					
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				68,729	

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) must 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

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

1	Total revenue, gains, and other support per audited financial statements	1	3,919,617
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	-1,962
b	Donated services and use of facilities	2b	464,842
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	248,107
e	Add lines 2a through 2d	2e	710,987
3	Subtract line 2e from line 1	3	3,208,630
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 XIII)	4b	
c	Add lines 4a and 4b	4c	0
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	3,208,630

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

1	Total expenses and losses per audited financial statements	1	3,549,078
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	464,842
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	248,107
e	Add lines 2a through 2d	2e	712,949
3	Subtract line 2e from line 1	3	2,836,129
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 XIII)	4b	
c	Add lines 4a and 4b	4c	0
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	2,836,129

Part XIII 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, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information

Identifier	Return Reference	Explanation
	PART III, LINE 4	THE FOUNDATION'S ART COLLECTION IS DISPLAYED ACROSS THE CAMPUS OF HENNEPIN COUNTY MEDICAL CENTER FOR THE ENJOYMENT OF PATIENTS, VISITORS, AND STAFF TO FACILITATE A HEALING ENVIRONMENT
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	THE FOUNDATION MAINTAINS THE ENDOWMENT FUNDS TO SUPPORT OR PROMOTE PROGRAMS THROUGHOUT HENNEPIN COUNTY MEDICAL CENTER
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X, LINE 2	THE FOUNDATION HAS A TAX-EXEMPT STATUS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND MINNESOTA STATUTE AND CORRESPONDING TAX CODES, AND THEREFORE THE FINANCIAL STATEMENTS DO NOT INCLUDE A PROVISION FOR INCOME TAXES. IT HAS BEEN CLASSIFIED AS AN ORGANIZATION THAT IS NOT A PRIVATE FOUNDATION UNDER THE INTERNAL REVENUE CODE AND CHARITABLE CONTRIBUTIONS BY DONORS ARE TAX DEDUCTIBLE. THE FOUNDATION'S 2009 - 2012 TAX YEARS ARE OPEN FOR EXAMINATION BY FEDERAL AND STATE TAXING AUTHORITIES. THE FOUNDATION FILES AS A TAX EXEMPT ORGANIZATION, SHOULD THAT STATUS BE CHALLENGED IN THE FUTURE, ALL YEARS SINCE INCEPTION WOULD BE SUBJECT TO REVIEW BY THE IRS
PART XI, LINE 2D - OTHER ADJUSTMENTS		COST OF GOODS SOLD 248,107
PART XII, LINE 2D - OTHER ADJUSTMENTS		COST OF GOODS SOLD 248,107

SCHEDULE G
(Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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. Form 990-EZ filers are not required to complete this part.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

Name of the organization
HENNEPIN HEALTH FOUNDATION

Employer identification number

41-0845733

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 email 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

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 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col (a) through col (c))
		<u>LIGHT UP THE NIGHT</u> (event type)	<u>CLUBS & SCRUBS</u> <u>GOLF EVENT</u> (event type)	(total number)	
1	Gross receipts . . .	243,613	26,350		269,963
2	Less Contributions . . .	223,675	17,101		240,776
3	Gross income (line 1 minus line 2) . . .	19,938	9,249		29,187
4	Cash prizes . . .	0	0		
5	Noncash prizes . . .	0	0		
6	Rent/facility costs . . .	1,672	10,993		12,665
7	Food and beverages . .	24,991	0		24,991
8	Entertainment . . .	18,092	0		18,092
9	Other direct expenses .	8,276	2,544		10,820
10	Direct expense summary Add lines 4 through 9 in column (d)				(66,568)
11	Net income summary Combine line 3, column (d), and line 10				-37,381

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))
1	Gross revenue				
2	Cash prizes				
3	Non-cash prizes				
4	Rent/facility costs				
5	Other direct expenses . .				
6	Volunteer labor	<input type="checkbox"/> Yes	<input type="checkbox"/> Yes	<input type="checkbox"/> Yes	
		<input type="checkbox"/> No	<input type="checkbox"/> No	<input type="checkbox"/> 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 _____

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

13a	
13b	

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

14 Enter 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 of the third party

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 Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

Identifier	Return Reference	Explanation
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Schedule I (Form 990)

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

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

HENNEPIN HEALTH FOUNDATION

Employer identification number

41-0845733

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. Part II can be duplicated 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**

(1) HENNEPIN 42-1707837 501(C)(3) 413,507 0 N/A N/A TO SUPPORT
HEALTHCARE SYSTEM INC UNFUNDDED
701 PARK AVENUE NORTH PROGRAMS
MINNEAPOLIS, MN 55415

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.
 Part III can be duplicated if additional space is needed.

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

Part IV Supplemental Information.

Complete this part to provide the information required in Part I, line 2, Part III, column (b), 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 IN MOST CASES, THE FOUNDATION MAINTAINS CONTROL OF THE FUNDS GRANTED AND HENNEPIN HEALTH SYSTEM SUBMITS EXPENSE REPORTS TO THE FOUNDATION THE FOUNDATION ONLY MAKES GRANTS TO RELATED SUPPORTED ORGANIZATIONS

Schedule J
(Form 990)**Compensation Information**

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

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.

2012**Open to Public Inspection**Name of the organization
HENNEPIN HEALTH FOUNDATION**Employer identification number**

41-0845733

Part I Questions Regarding Compensation

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

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

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

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

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

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

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

a Receive a severance payment or change-of-control payment?
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?
c Participate in, or receive payment from, an equity-based compensation arrangement?

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?
b Any related organization?

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?
b Any related organization?

If "Yes," to line 6a or 6b, describe in Part III

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

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

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

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

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

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

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

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) MICHAEL BELZER MD GOVERNANCE CHAIR	(i) 0 (ii) 406,819	0 0	0 0	0 27,333	0 17,356	0 451,508	0 0
(2) ART GONZALEZ PHD DIRECTOR	(i) 0 (ii) 486,370	0 0	0 0	0 25,000	0 9,786	0 521,156	0 0
(3) DON JACOBS MD DIRECTOR	(i) 0 (ii) 475,421	0 0	0 0	0 31,724	0 16,779	0 523,924	0 0
(4) DAVID JONES INTERIM CEO OF HCMC	(i) 0 (ii) 219,231	0 0	0 0	0 0	0 0	0 219,231	0 0
(5) CHIP TRUWIT MD DIRECTOR	(i) 0 (ii) 593,514	0 7,260	0 0	0 31,724	0 21,522	0 654,020	0 0
(6) SUZANNE BEGIN PRESIDENT	(i) 0 (ii) 146,250	0 0	0 0	0 8,775	0 5,302	0 160,327	0 0

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
PART I, LINE 4A		EMILY FUERSTE - SEVERANCE PAYMENT - \$13,727
SUPPLEMENTAL INFORMATION	PART III	<p>THE COMPENSATION OF THE PRESIDENT, AS WELL AS OTHER OFFICERS AND BOARD MEMBERS OF THE FOUNDATION, IS DETERMINED BY HENNEPIN HEALTHCARE SYSTEM ("HHS"), THE FOUNDATION'S SOLE MEMBER. THE HHS BOARD OF DIRECTORS ENGAGED AN INDEPENDENT CONSULTING FIRM TO EVALUATE THE BASE AND TOTAL CASH COMPENSATION FOR THE CEO AND OTHER QUALIFIED EXECUTIVES. MCGLADREY GATHERED COMPARABILITY DATA ACCORDING TO THE ASSUMPTIONS OUTLINED IN HHS' COMPENSATION PHILOSOPHY, INCLUDING DATA RELEVANT TO OTHER ACADEMIC AND PUBLIC HOSPITALS. THE DATA TOOK INTO CONSIDERATION THE SCOPE OF THE COMPARISON GROUP, INCLUDING FACTORS SUCH AS REVENUE, EMPLOYEE SIZE AND GEOGRAPHIC REGION. MCGLADREY COMPILED THIS DATA FIRST FOR CONSIDERATION BY THE COMPENSATION SUBCOMMITTEE OF THE BOARD, AND THEN APPROVAL BY THE FULL BOARD. THE PRESIDENT OF HENNEPIN HEALTH FOUNDATION IS ALSO THE VICE PRESIDENT OF PHILANTHROPY FOR HHS, THEREFORE HER COMPENSATION WAS DETERMINED USING THIS METHOD. THE FOUNDATION HAS NO OTHER COMPENSATED OFFICERS OR KEY EMPLOYEES. THE FOLLOWING WERE USED BY HENNEPIN HEALTHCARE SYSTEM, A RELATED ORGANIZATION, TO ESTABLISH THE COMPENSATION OF THE PRESIDENT: 1) COMPENSATION COMMITTEE 2) COMPENSATION SURVEY OR STUDY 3) APPROVAL BY THE BOARD OR COMPENSATION COMMITTEE.</p>

SCHEDULE M
(Form 990)

Noncash Contributions

OMB No 1545-0047

2012

Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service►Complete if the organizations answered "Yes" on Form
990, Part IV, lines 29 or 30.
►Attach to Form 990.Name of the organization
HENNEPIN HEALTH FOUNDATION

Employer identification number

41-0845733

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art	X	1	1,075	FMV
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				
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				
SPECIAL EVENT				
25 Other ► (<u>SUPPLIES</u>)	X	2	7,454	FMV
26 Other ► (<u>SUPPLIES</u>)	X	1	31,956	FMV
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		

	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	No
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	32a	No
b If "Yes," describe in Part II		
33 If the organization did not report an amount 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, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
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Schedule M (Form 990) (2012)

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.

2012**Open to Public
Inspection**Name of the organization
HENNEPIN HEALTH FOUNDATION**Employer identification number**

41-0845733

Identifier	Return Reference	Explanation
ORGANIZATIONS MISSION STATEMENT	FORM 990, PART III, LINE 1	HENNEPIN HEALTH FOUNDATION (HHF) WAS CREATED TO ENGAGE THE COMMUNITY TO BECOME PART OF THE MISSION OF HENNEPIN COUNTY MEDICAL CENTER (HCMC). HCMC'S MISSION IS TO PROVIDE THE BEST POSSIBLE CARE TO EVERY PATIENT, SEARCH FOR NEW WAYS TO IMPROVE CARE, EDUCATE HEALTHCARE PROVIDERS FOR THE FUTURE AND ENSURE ACCESS TO HEALTHCARE FOR ALL. HCMC IS MINNESOTA'S LARGEST PUBLIC SAFETY NET AND ACADEMIC MEDICAL CENTER. HCMC IS HOME TO THE LARGEST AND BUSIEST TRAUMA CENTER IN THE STATE, AND TRAINS THE MAJORITY OF PHYSICIANS, NURSES AND OTHER CLINICIANS WHO CARE FOR THE CITIZENS OF THE STATE. HCMC'S HOSPITAL AND CLINICS SERVE MORE THAN 140,000 PEOPLE FROM ACROSS THE STATE, MAKING MORE THAN 460,000 VISITS EACH YEAR. GENEROSITY MAKES AN IMPACT ON THE AID AND COMFORT OF PATIENTS, REMOVES BARRIERS TO HEALTHCARE ACCESS, SPONSORS EDUCATION INITIATIVES, AND SUPPORTS RESEARCH TACKLING SOME OF TODAY'S MAJOR HEALTH ISSUES. HHF RAISES AND ADMINISTERS PHILANTHROPIC SUPPORT IN FOUR MAIN AREAS: INNOVATIONS IN PATIENT CARE, TRAUMA AND CRITICAL CARE, EDUCATING THE WORKFORCE OF TOMORROW, AND RESEARCH.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 6	THE SOLE MEMBER OF THE FOUNDATION IS HENNEPIN HEALTHCARE SYSTEM, INC , A MINNESOTA NONPROFIT ORGANIZATION

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7A	ALL MEMBERS OF THE FOUNDATION'S BOARD OF DIRECTORS ARE APPOINTED BY THE SOLE MEMBER, HENNEPIN HEALTHCARE SYSTEM

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7B	<p>THE FOUNDATION MAY NOT TAKE ANY OF THE FOLLOWING ACTIONS WITHOUT RECEIVING APPROVAL BY THE SOLE MEMBER, HENNEPIN HEALTHCARE SYSTEM 1 INCUR LONG-TERM DEBT, 2 MORTGAGE OR ENCUMBER ANY ASSETS OF THE FOUNDATION, 3 SELL, LEASE, OR OTHERWISE DISPOSE OF ALL OR SUBSTANTIALLY ALL OF ITS PROPERTY AND ASSETS, 4 ADD OR DELETE MAJOR SERVICES, 5 VOLUNTARILY DISSOLVE, 6 PURCHASE OR ACQUIRE SUBSTANTIALLY ALL OF THE ASSETS OF ANOTHER ENTITY, 7 MERGE, CONSOLIDATE WITH ANY DOMESTIC OR FOREIGN ORGANIZATION, OR LEASE OR SELL MORE THAN FIFTY PERCENT OF THE FOUNDATION'S PROPERTY AND ASSETS TO ANY ENTITY IN ANY ONE TRANSACTION OR SERIES OF RELATED TRANSACTIONS, 8 PREPAY ANY INDEBTEDNESS PRIOR TO THE TIME FOR PAYMENT THEREOF AS PROVIDED IN THE CONTRACT EVIDENCING OR CREATING SUCH INDEBTEDNESS, 9 LOAN MONEY OR OTHER ASSETS TO OR GUARANTEE THE OBLIGATIONS OF ANY PERSON OR ENTITY, 10 APPROVE ANNUAL OPERATING BUDGETS, ANNUAL OR LONG-RANGE CAPITAL BUDGETS, AND NON-BUDGETED CONTRACTS ENTERED INTO OVER \$50,000, 11 SUBSTANTIALLY CHANGE THE PRESENT OR NOW INTENDED NATURE OF THE FOUNDATION'S OPERATIONS, 12 APPROVE ANY EXTRAORDINARY COMPENSATION OR BONUS TO ANY EMPLOYEE, 13 ELIMINATE, CHANGE OR ADD TO THE BENEFICIARY ORGANIZATIONS OF THE FOUNDATION, 14 APPOINTMENT OF A CERTIFIED PUBLIC ACCOUNTANT TO AUDIT THE BOOKS AND RECORDS OF ACCOUNT OF THE CORPORATION, AND 15 AMEND THE ARTICLES OF INCORPORATION OR BYLAWS</p>

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	THE COMPLETE FORM 990 WILL BE REVIEWED BY THE FOUNDATION'S FINANCE COMMITTEE AND THEN REVIEWED AND APPROVED BY HENNEPIN HEALTH FOUNDATION BOARD. IN ADDITION, THE COMPLETE FORM 990 WILL BE PROVIDED TO THE SUPPORTED ORGANIZATION'S FINANCE COMMITTEE AND AVAILABLE TO THE SUPPORTED ORGANIZATION'S FULL BOARD

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	THE FOUNDATION'S CONFLICT OF INTEREST POLICY APPLIES TO ALL OFFICERS, BOARD MEMBERS, AND COMMITTEE MEMBERS DIRECTORS ARE REQUIRED TO ANNUALLY REVIEW THE CONFLICT OF INTEREST POLICY AND DISCLOSE ANY CONFLICTS INDIVIDUALS WITH ACTUAL OR POTENTIAL CONFLICTS ARE REQUIRED TO DISCLOSE THE RELEVANT FACTS TO THE BOARD OR COMMITTEE CONSIDERING THE TRANSACTION AFTER PRESENTING THE RELEVANT FACTS TO THE BOARD OR COMMITTEE, THE INTERESTED PERSON LEAVES THE ROOM FOR THE SUBSEQUENT DISCUSSION AND VOTE ON THE TRANSACTION THE BOARD OR COMMITTEE MAY SEEK ALTERNATIVE TRANSACTIONS THAT DO NOT INVOLVE A CONFLICT ALL SUCH SITUATIONS ARE DOCUMENTED IN THE MINUTES OF THE MEETING

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	THE FOUNDATION'S GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST. EACH REQUEST IS EVALUATED AND FULFILLED AS APPROPRIATE

Identifier	Return Reference	Explanation
EXPLANATION FOR GRANTS AND ASSISTANCE TO ORGANIZATIONS IN THE UNITED STATES	FORM 990, PART IX, LINE 1	THE FOUNDATION RECEIVED DONATED SERVICES IN THE AMOUNT OF \$90,000 FROM HENNEPIN HEALTHCARE SYSTEM, A RELATED ORGANIZATION THAT ARE NOT RECOGNIZED IN THE FORM 990 REVENUES AND EXPENSES PER IRS GUIDANCE. THE FOUNDATION MADE THESE DONATED SERVICES AVAIABLE TO MINNESOTA MEDICAL RESEARCH FOUNDATION IN SUPPORT OF RESEARCH EFFORTS THAT WOULD HAVE BEEN REPORTED IN PART IX, LINE 1 AND SCHEDULE I, PART II

SCHEDULE R

(Form 990)

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization
HENNEPIN HEALTH FOUNDATION

Employer identification number

41-0845731

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

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

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

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

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

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)

- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)

- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)

- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses

- r** Other transfer of cash or property to related organization(s)
- s** Other transfer of cash or property from related organization(s)

	Yes	No
1a		No
1b	Yes	
1c	Yes	
1d		No
1e		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k		No
1l	Yes	
1m	Yes	
1n	Yes	
1o	Yes	
1p	Yes	
1q	Yes	
1r		No
1s		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-s)	(c) Amount involved	(d) Method of determining amount involved

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to 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.

Part VII Supplemental Information

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

Identifier	Return Reference	Explanation
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Software ID:

Software Version:

EIN: 41-0845733

Name: HENNEPIN HEALTH FOUNDATION

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