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Form **990-PF**

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

Department of the Treasury Internal Revenue Service

For	calen	dar year 2012 or tax year beginning		, and ending		
		foundation HERINGTON FOUNDATION FOR	ND EDUCATION	A Employer identification nur	nber	
		HERINGTON FOUNDATION FOR EALTH CARE, FKA FAMILYCA			93-0988354	
Nur	nbera	nd street (or P O box number if mail is not delivered to street	address)	Room/suite	B Telephone number	
_		NE MULTNOMAH, SUITE 14	00		503-222-3205	<u> </u>
		own, state, and ZIP code TLAND , OR 97232			C If exemption application is pendir	ng, check here
_		all that apply: Initial return	Initial return of a fo	ormer public charity	D 1 Foreign organizations, ch	eck here
•		Final return	X Amended return	,	1	
		Address change	Name change		Foreign organizations meeting check here and attach compute	tation
H (_	type of organization: X Section 501(c)(3) ex			E If private foundation status v	
<u></u>		37.7	Other taxable private founda		under section 507(b)(1)(A),	check here
		rket value of all assets at end of year J Accounting	•	X Accrual	F If the foundation is in a 60-n	
			her (specify)		under section 507(b)(1)(B),	check here
	_		mn (d) must be on cash t			(4) -
Pa	ırt I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(0) Disbursements for charitable purposes (cash basis only)
	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check If the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments		<u> </u>		
	4	Dividends and interest from securities				
	5a	Gross rents				
	Ь	Net rental income or (loss)				
d)	6a	Net gain or (loss) from sale of assets not on line 10				
Revenue	b	Gross sales price for all assets on line 6a				
eve	7	Capital gain net incomplify (1) at [1] The D		0.		`
~	8	Net short-term capital gain				
	9	Income modifications Gross sales less returns				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	C	Gross profit or (loss) TPR BRANCI				·
	11	Other income OGDEN				
	12	Total Add lines 1 through 11	0.	0.		·
	13	Compensation of officers, directors, trustees, etc	0.	0.		<u> </u>
	14	Other employee salaries and wages				
ģ		Pension plans, employee benefits				
nses		Legal fees				
x		Accounting fees Other preference fees	Fire An arrange			
i)		Other professional fees REC	EIVED			
at.	18					
str	19	Depreciation and depletion FEB	2 2 2018 5		 	
Ē	20	Occupancy			 	
Adn	21	Travel, conferences, and meetings OGD				
ě	22	Printing and publications				
g G	23	Other expenses				
랿		Total operating and administrative				
Operating and Admınistratıve Exper		expenses Add lines 13 through 23	0.	0.	1	0.
Ö	25	Contributions, gifts, grants paid	0.			0.
		Total expenses and disbursements				
_	L	Add lines 24 and 25	0.	0.		0.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	0.			
	Ь	Net investment income (If negative, enter -0-)		0.		
-		Adjusted net income (if negative, enter -0-)			N/A	,
2235	רט _	LUA For Panerwork Reduction Act Notice see	in atmost and		- 1	Form QQA_DF (2012)

HEATHERINGTON FOUNDATION FOR INNOVATION AND EDUCATION IN HEALTH CARE, FKA FAMILY

For	m 99	0-PF (2012) AND EDUCATION IN HEALTH	CARE, FKA FA	MILY 93-	0988354 Page
	art	Balance Sheets Attached schedules and amounts in the description	Beginning of year		f year
드	<u>a. r</u>	column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing			
		Savings and temporary cash investments			
	3	Accounts receivable ►		An Application 18 to No. Appl. 18 to	-
	١.	Less: allowance for doubtful accounts		<u> </u>	<u> </u>
	4	Pledges receivable			*
	_	Less: allowance for doubtful accounts			
	5	Grants receivable			<u> </u>
	6	Receivables due from officers, directors, trustees, and other			
	١.,	disqualified persons			
	'	Other notes and loans receivable	-		-
		Less: allowance for doubtful accounts			
Assets	i .	Inventories for sale or use			
Ass	9	Prepaid expenses and deferred charges			<u> </u>
_		Investments - U.S. and state government obligations			
	1	Investments - corporate stock			
	l	Investments - corporate bonds			
	11	Investments - land buildings, and equipment basis		-	
	١.,	Less accumulated depreciation			
	l	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment basis			. <u>.</u>
		Less accumulated depreciation			
	15	Other assets (describe		<u> </u>	
	10	Tatal assate (to be completed by all filers)	0.	0.	0.
	_	Total assets (to be completed by all filers)	0.		
	ı	Accounts payable and accrued expenses		 	
	18	Grants payable Deferred revenue			
Liabilities	19				
Ě	20	Loans from officers, directors, trustees, and other disqualified persons			
ᆵ		Mortgages and other notes payable Other liabilities (describe ▶)			
•	22	Other nabilities (describe			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
_		Foundations that follow SFAS 117, check here			
		and complete lines 24 through 26 and lines 30 and 31			
ès	24	Unrestricted	0.	0.	
auc	25	Temporarily restricted	0.	0.	
Ba	ı	Permanently restricted	0.	0.	
Fund Balances		Foundations that do not follow SFAS 117, check here			
		and complete lines 27 through 31.			
Net Assets or	27	Capital stock, trust principal, or current funds			
š	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
Ass	29	Retained earnings, accumulated income, endowment, or other funds			
ě	30	Total net assets or fund balances	0.	0.	ĺ ,
~					
	31	Total liabilities and net assets/fund balances	0.	0.	
P	art	Analysis of Changes in Net Assets or Fund B	alances		
- 1	Total	net assets or fund balances at beginning of year - Part II, column (a), line	30		
•		at agree with end-of-year figure reported on prior year's return)		1	0.
2	,	amount from Part I, line 27a		2	0.
		r increases not included in line 2 (itemize)		3	0.
		lines 1, 2, and 3		4	0.
		eases not included in line 2 (itemize)		5	0.
-		net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	olumn (b), line 30		0.
_			Λ-ρ		Form QQO-DF (2012)

Form 990-PF (2012) AND EDUCATION IN HEALTH CARE, FKA FAMILY

Part IV | Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)					I, b	How ac - Purc - Don	cquired hase ation	(c) Date (mo., d	acquired ay, yr.)	(d) Date sold (mo , day, yr.)
1a										
b NC	NE				<u> </u>					
<u>c</u>					L					
_d					<u> </u>					
<u>e</u>	· · · · · ·				Ц,					
(e) Gross sales price	(f) Deprecia (or allo			st or other basis expense of sale	_				ain or (loss) s (f) minus (
<u>a</u>			<u> </u>							
<u>b</u>			<u> </u>							
С					}					
d										
e	<u> </u>		<u> </u>		}					
Complete only for assets show		`			i		() 00	l) Gains (C	iol. (h) gaın not less thar	minus
(i) F.M.V. as of 12/31/69	(j) Adjus as of 12			cess of col. (i)				Losses	(from col. (I	h))
<u>a</u>										
b]					
С	ļ		<u> </u>							
_d					_					
<u>e</u>	L									
2 Capital gain net income or (net c	apital loss) {	If gain, also entei If (loss), enter -0	r in Part I, line - in Part I, line	7 : 7	}	2				
3 Net short-term capital gain or (lo If gain, also enter in Part I, line 8 If (loss), enter -0- in Part I, line 8	, column (c).	ections 1222(5) ar	nd (6):		}	3				
Part V Qualification U		n 4940(e) for	Reduced	Tax on Net	Inv	estn	nent Inc	come		
If section 4940(d)(2) applies, leave to Was the foundation hable for the sectif "Yes," the foundation does not quantum the appropriate amount in	tion 4942 tax on th	1940(e). Do not co	mplete this pa	ırt.		<u> </u>				Yes X No
(a) Base period years Calendar year (or tax year beginn	Aduu	(b) sted qualifying dis			(c)	(c) (d) Distribution ratio				útión ratio
2011	ing in)				ue of noncharitable-use assets (col. (b) divided by col. (i				idea by coi. (c/)	
2010				 -				+		
2009								+		
2008										
2007										
2 Total of line 1, column (d)								2		
3 Average distribution ratio for the	5-vear hase period	- divide the total (nn line 2 hv 5	or by the number	of ve	are				
the foundation has been in existe			on mio 2 by 0,	or by the number	OI yo	uio		3		
the realisation has been in existe	moo n lood than o y	ours						1		
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5								4		
5 Multiply line 4 by line 3							5			
6 Enter 1% of net investment income (1% of Part I, line 27b)						6_				
7 Add lines 5 and 6							7			
8 Enter qualifying distributions from	8 Enter qualifying distributions from Part XII, line 4							8		
If line 8 is equal to or greater tha See the Part VI instructions.	If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.									

HEATHERINGTON FOUNDATION FOR INNOVATION

Part VI Excise Tax Based on Investment Income (Section 49			See inc		Page 4
		1 340 -	- see 1115	ucti	7112 <u>)</u>
1a Exempt operating foundations described in section 4940(d)(2), check here	1				,
Date of ruling or determination letter: (attach copy of letter if no		-			0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here	and enter 1%	$\vdash \downarrow \downarrow$			<u> </u>
of Part I, line 27b					
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4					0
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only.	Others enter -U-)	2			0.
3 Add lines 1 and 2	C	3			0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only.	Others enter -0-)	4			0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5			<u> </u>
6 Credits/Payments:	ا م ا		`		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a				
b Exempt foreign organizations - tax withheld at source	6b	1			
c Tax paid with application for extension of time to file (Form 8868)	6c	1 1			
d Backup withholding erroneously withheld	6d				^
7 Total credits and payments. Add lines 6a through 6d		7			0.
8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is at	tached	8			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	•	9			0.
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	, <u> </u>	10			
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax	Refunded ►	11			
Part VII-A Statements Regarding Activities				15/-	
1a During the tax year, did the foundation attempt to influence any national, state, or local leg	islation or did it participate or intervene	ın	-		s No
any political campaign?				a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purp			<u> </u>	b	Х
If the answer is "Yes" to $_{1a}$ or $_{1b}$, attach a detailed description of the activities a	and copies of any materials publish	ed or			
distributed by the foundation in connection with the activities			1	.]	
c Did the foundation file Form 1120-POL for this year?				c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the				}	·
(1) On the foundation. > \$ 0 . (2) On foundation manager			i i		
e Enter the reimbursement (if any) paid by the foundation during the year for political expens	diture tax imposed on foundation		Į.		Ţ
managers. ► \$0 .					1
2 Has the foundation engaged in any activities that have not previously been reported to the	IRS?			2	X
If "Yes," attach a detailed description of the activities					
3 Has the foundation made any changes, not previously reported to the IRS, in its governing	; instrument, articles of incorporation, o	or			
bylaws, or other similar instruments? If "Yes," attach a conformed copy of the change	ges		<u></u> :	<u> </u>	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year	ear?		4	a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N	/A 4		Д
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year	r?			<u>-</u>	X
If "Yes," attach the statement required by General Instruction T.					1
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied	either:		İ	i	1
 By language in the governing instrument, or 					
 By state legislation that effectively amends the governing instrument so that no mandato 	ory directions that conflict with the state	e law		-	
remain in the governing instrument?				3 X	
7 Did the foundation have at least \$5,000 in assets at any time during the year?				<u>' </u>	Х
If "Yes," complete Part II, col (c), and Part XV.			İ		
8a Enter the states to which the foundation reports or with which it is registered (see instruction	ions) ►				
OR					
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the	Attorney General (or designate)				,
of each state as required by General Instruction G? If "No," attach explanation			/A 8	b L	
9 Is the foundation claiming status as a private operating foundation within the meaning of s		ndar		.	
year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes,"					<u> </u>
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a sched	dule listing their names and addresses			0	Х
			Form 9	90-PF	(2012)

HEATHERINGTON FOUNDATION FOR INNOVATION

AND EDUCATION IN HEALTH CARE, FKA FAMILY 93-0988354 Form 990-PF (2012) Page 5 Part VII-A Statements Regarding Activities (continued) 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of X section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disgualified person had advisory privileges? 12 X If "Yes," attach statement (see instructions) 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 Website address ► N/A 14 The books are in care of ► ANTHONY JACKSON Telephone no. > 503 - 222 - 3205Located at ▶825 NE MULTNOMAH, SUITE 1400, PORTLAND, ZIP+4 ▶97232 OR 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A and enter the amount of tax-exempt interest received or accrued during the year 15 16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, Yes No X securities, or other financial account in a foreign country? 16 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign Part VII-B | Statements Regarding Activities for Which Form 4720 May Be Required No File Form 4720 if any item is checked in the "Yes" column, unless an exception applies, Yesl 1a During the year did the foundation (either directly or indirectly). Yes X No (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) Yes X No a disqualified person? Yes X No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (5) Transfer any income or assets to a disqualified person (or make any of either available Yes X No for the benefit or use of a disqualified person)? (6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after Yes X No termination of government service, if terminating within 90 days.) b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations N/A section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 16 Organizations relying on a current notice regarding disaster assistance check here c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected X before the first day of the tax year beginning in 2012? 1c 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(1)(3) or 4942(1)(5)): a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning Yes X No before 2012? If "Yes," list the years b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach N/A statement - see instructions.) 2b c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time Yes X No during the year? b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, N/A Form 4720, to determine if the foundation had excess business holdings in 2012) 3ь X 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that

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had not been removed from jeopardy before the first day of the tax year beginning in 2012?

SEE STATEMENT 1		0.	0.	0.
		ļ		 ~
2 Compensation of five highest-paid employees (other than those i	ncluded on line 1). If none	, enter "NONE."		
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE			ov.nponadion	
Total number of other employees paid over \$50,000			<u> </u>	

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, High Paid Employees, and Contractors (continued)	ghly		
3 Five highest-paid independent contractors for professional services. If none, enter "NONE."			
(a) Name and address of each person paid more than \$50,000 (b) Type of	service	(c) Comp	ensation
NONE			
		- 1	
		1	
Total number of others receiving over \$50,000 for professional services	 -	•	0
Part IX-A Summary of Direct Charitable Activities			
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses	
1 N/A			
· 			
2			
3			
4		- -	_
		·	
Part IX-B Summary of Program-Related Investments			
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount	
1 N/A			
²			
All other program related investments. See instructions			
All other program-related investments. See instructions.			
3			
Total. Add lines 1 through 3	—		0.
		Form 990-P	

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Part X Minimum Investment Return (All domestic foundations must complete this part Fore	eign foundations, see insti	uctions.)
1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	0.
b Average of monthly cash balances	16	
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	0.
e Reduction claimed for blockage or other factors reported on lines 1a and		
1c (attach detailed explanation)	0.	
2 Acquisition indebtedness applicable to line 1 assets		0.
3 Subtract line 2 from line 1d	3	0.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	0.
6 Minimum investment return Enter 5% of line 5	6	0.
Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating found foreign organizations check here and do not complete this part.)	ations and certain	
1 Minimum investment return from Part X, line 6	1	0.
2a Tax on investment income for 2012 from Part VI, line 5		
b Income tax for 2012. (This does not include the tax from Part VI.)		
c Add lines 2a and 2b	2c	0.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	0.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	0.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	0.
Part XII Qualifying Distributions (see instructions)		
1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		-
a Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	0.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the.		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	0.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment		
income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	0.
Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the four 4940(e) reduction of tax in those years.	ndation qualifies for the secti	on

HEATHERINGTON	FOUNDATION	N FOR	TNNO	VA.T.TON
AND EDUCATION	IN HEALTH	CARE	FKA	FAMILY

(a) (b) (c) (d) (d) 2011 Distributible amount for 2012 from Part Xi, Inne 7 1 Underhulde amount for 2012 from Part Xi, Inne 7 2 Underhulde amount for 2012 from Part Xi, Inne 7 2 Underhulde amount for 2012 from Part Xi, Inne 7 3 Excess distributions carryover, if asy, to 2012: a From 2009 6 From 2009 6 From 2010 7 Total of lines 3s through e 4 Qualifying distributions for 2012 from Part XI, Inne 7, Inne	Part XIII Undistributed Income (se	e instructions)			
Inter 7 2 Undatableader norows 1 etw., as of this end of 2012 a Enter amount for 2011 only 5 Total for proxy years; 0 3 Excess distributions curryover, if any, to 2012 a From 2009 d From 2010 e From 2010 e From 2011 1 Total of lines 3 through 1 Coulshings distributions for 2012 from Part XII, line 4; ▶ \$ 0 A Applied to 2011, but not more than line 2a A Applied to 2011, but not or more than line 2a A Applied to 2011, but not or grows 0 A Applied to 2011 e Treated as distributions out of corpus (Election required - see instructions) 0 0 Coulshings distributions out of corpus (Election required - see instructions) 0 0 Coulshings distributions out of corpus (Election required - see instructions) 0 0 Coulshings distributions out of corpus (Election required - see instructions) 0 0 Coulshings distributions out of corpus (Election required - see instructions) 0 0 Coulshing distributions out of corpus Coulshings distributions out of corpus Coulshings distributions out of corpus Coulshings distributions out of corpus Coulshings distributions out of corpus Coulshings distribution out Coulshings distributio		1			
2 Lones devicted income, if early, as of the earl of 2019 a Enter amount for 2011 only b 1 total for pror years: 3 Excess distributions carryover, if any, to 2012: a From 2009 b From 2008 c From 2010 e From 2011 f Total of lines 3a through a Coultrying postributions for 2012 from Part XII, line ⟨*-} ► S Applied to 2011, but not more than line 2 Applied to undistributed morne of prior years (Election required - see instructions) c Treated as distributions out of corpus (Cection required - see instructions) d Applied to 2012 distributions out of corpus (Cection required - see instructions) d Applied to 2012 distributions out of corpus (Cection required - see instructions) d Applied to 2012 distributions out of corpus (Cection required - see instructions) d Applied to 2012 distributions out of corpus (Cection required - see instructions) d Cecese devictions caryower applied to 3012 must be atterned in cection (in the series exceed and in the action of the series exceed exceed the series are as a series of the series exceed the series are as a series of the series exceed exceed the series are as a series exceed the series are as a series exceed the series are as a series exceed to a series are as a series exceed the series are as a series exceed to a series are as a series exceed to a series are as a series exceed the series are as a series exceed to a series are as a series exceed to a series are as a series exceed to a series are as a series exceed to a series are as a series exceed to a series are as a series and a series are as a series are as a series are as a series as a series are as a series as a series are as a series are as a series are as a series as a series are as a series are as a seri					0.
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10 Analysis of line 9: a Excess from 2008 b Excess from 2010 c Excess from 2011 d Excess from 2011	·	١			
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b Excess from 2009 c Excess from 2010 d Excess from 2011	•		1		
c Excess from 2010 d Excess from 2011			ļ		
d Excess from 2011		İ	[•
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HEATHERINGTON FOUNDATION FOR INNOVATION AND EDUCATION IN HEALTH CARE, FKA FAMILY 93-0988354 Form 990-PF (2012) Page 10 Part XIV | Private Operating Foundations (see instructions and Part VII-A, question 9) N/A1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling 4942(j)(3) or 4942(1)(5) b Check box to indicate whether the foundation is a private operating foundation described in section Prior 3 years Tax year 2 a Enter the lesser of the adjusted net (a) 2012 (b) 2011 (c) 2010 (d) 2009 (e) Total income from Part I or the minimum investment return from Part X for each year listed **b** 85% of line 2a c Qualifying distributions from Part XII, line 4 for each year listed d Amounts included in line 2c not used directly for active conduct of exempt activities e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets (2) Value of assets qualifying under section 4942(j)(3)(B)(i) b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III) (3) Largest amount of support from an exempt organization (4) Gross investment income Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.) Information Regarding Foundation Managers: a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).) b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest. Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs: 🔟 if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d. a The name, address, and telephone number or e-mail of the person to whom applications should be addressed: b The form in which applications should be submitted and information and materials they should include: c Any submission deadlines:

Form **990-PF** (2012)

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

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3 Grants and Contributions Paid During the	ear or Approved for Future	Payment		. <u>. </u>
Recipient	If recipient is an individual,	ì	Durnosa of grant or	
Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
NONE				
NONE				
				:
	 			
				· · · · · · · · · · · · · · · · · · ·
	ľ			
1				i
				!
Total			▶ 3a	0.
b Approved for future payment	· [
	1			
NONE				
	 	<u> </u>		
	 			
Total			▶ 3b	0.

223611 12-05-12

Part XVI-A	Analysis of Income-Producing Activities
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Enter gross amounts unless otherwise indicated.	Unrelated	business income		ded by section 512, 513, or 514	(e)
•	(a) Business	(b) Amount	(C) Exclu- sion	(d) Amount	Related or exempt function income
1 Program service revenue:	code	741104111	code	Amount	- Tanodon Moone
<u> </u>	-		┼		
b	-		 		
·	-		+		
d	-		↓		
e	- }				
g Fees and contracts from government agencies	-	- <u>-</u> -	┼─		
2 Membership dues and assessments			+		
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:		-			
a Debt-financed property		·			~
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income		·			
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events			Ī		
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:			I		
a					
b	_				
c	-		<u> </u>		
d	-				
e			↓		
12 Subtotal. Add columns (b), (d), and (e)		0	<u>·L</u>	0.	0.
13 Total Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations.)				13	0.
(COC WORKERSON IN THE TO HISH HORIONS TO FORTY CARDIALIONS.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

	the foundation's exempt p	urposes (other than b	y providing tunds for s	such purposes).		
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Form 990		HERINGTON EDUCATION						7	93-0988	354	. P:	age 13
Part >		Regarding Tran										<u>190 10</u>
	Exempt Orga										T	т
	the organization directly or inc							ction 501(c) o	of	[Yes	No
	Code (other than section 501(al organiz	ations?]
	nsfers from the reporting found	dation to a noncharita	able exempt or	ganiza	tion of:					1	ļ	x
(1) Cash (2) Other assets									1a(1) 1a(2)	-	X	
٠,	er transactions:									Ta(Z)	├─	
	Sales of assets to a noncharit	table exempt organiza	ition							1b(1)		x
(2) Purchases of assets from a noncharitable exempt organization										1b(2)	l	X
(3)	(3) Rental of facilities, equipment, or other assets									1b(3)		X
(4)	(4) Reimbursement arrangements									1b(4)		Х
(5)	Loans or loan guarantees									1b(5)		X
• •	Performance of services or m	•	-							1b(6)	ļ	X
	ring of facilities, equipment, m									1c		X
	e answer to any of the above i										sets,	
	ervices given by the reporting imn (d) the value of the goods				s than fair ma	rket value	ın any transactı	on or sharing	arrangement, sh	iow in		
(a)Line no			f noncharitabl		nt organizati	on	(d) Descript	on of transfers	transactions and si	haring at	rangeme	ents
<u> </u>	(6)7	(0)	N/A				(d) Description of transfers, transactions, and sharing arrang					
	 	 					 					
						·						
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		 			<u> </u>							
	 	 					 					
	 	 					 					
	 	†										
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	-						-					
2a is th	e foundation directly or indire	ctly affiliated with, or	related to, one	or mo	re tax-exemp	t organiza	itions described					
ın se	ection 501(c) of the Code (othe	er than section 501(c)(3)) or in sec	tion 52	? ? ?				X	Yes		□No
b If "Y	es," complete the following sci			T								
(a) Name of organization			_	Type of organ		CDD CM3		on of relationsh	ıp			
	FAMILYCARE, INC. FAMILYCARE HEALTH PLANS, INC.			501 501		4)	SEE STA	TEMENT	. 4			
FAMI.	DICARE REALIN	PLANS, IN	<u> </u>	201	_ (C)(4)						
				 								
				-								—
	Under penalties of perjury, I declare								owledge May	the IDS	discuss	thuo
Sign	and belief, it is true correct, and co	omplete Declaration of p	reparer (other tha	an taxpa	yer) is based or	all informat	tion of which prepa	rer has any knov	vledge return	the IRS on with the vn below	e prepar	rer str 12
Here	11/				1275	-18	PRESI	DENT		Yes		□No
ì	Signature of officer or truste	DE -			Date		Trtle					
	Print/Type preparer's r		Preparer's s	· / .	<i>(</i>)		Date	Check	if PTIN			
0-:-	CYNTHIA P		CYBA		rolom			self- emplo	· 1	24.5	0.5-	
Paid	BARTHOLOMI		CYNTHI			гно 10	2/14/18	3		313		
Prepa	Irer Firm's name ► PE	KKINS & C(MPANY,	PC				Firm's EIN	▶ 93-09	,∠ 89	4	

Form **990-PF** (2012)

503-221-0336

Use Only

Firm's address ► 1211 SW FIFTH AVE., SUITE 1000 PORTLAND, OR 97204-3710

Phone no.

	I - LIST OF OFFICERS, DIRECTORS EES AND FOUNDATION MANAGERS	STAT	STATEMENT 1		
NAME AND ADDRESS	TITLE AND COMPEN- AVRG HRS/WK SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE		
JEFFRET HEATHERINGTON 825 NE MULTNOMAH, SUITE 14 PORTLAND, OR 97232	PRESIDENT & DIRECTOR 0.00	0. 0.	0.		
JEFFREY PAWLOWSKI 825 NE MULTNOMAH, SUITE 14 PORTLAND, OR 97232	TREASURER & DIRECTOR 0.00	0. 0.	0.		
KAREN CARNAHAN 825 NE MULTNOMAH, SUITE 14 PORTLAND, OR 97232	CHAIR & DIRECTOR 0.00	0. 0.	0.		
ROBIN RICHARDSON 825 NE MULTNOMAH, SUITE 14 PORTLAND, OR 97232	SECRETARY & DIRECTOR 0.00	0. 0.	0.		
JANET TESCH 825 NE MULTNOMAH, SUITE 14 PORTLAND, OR 97232	VICE CHAIR & DIRECTOR 0.00	0. 0.	0.		
ROBERT CARUS 825 NE MULTNOMAH, SUITE 14 PORTLAND, OR 97232	DIRECTOR 00 0.00	0. 0.	0.		
ROSS RONISH	DIRECTOR				

0.00

DIRECTOR

DIRECTOR

DIRECTOR

DIRECTOR

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STATEMENT(S) 1 2012.06030 HEATHERINGTON FOUNDATION FO 54295__1

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825 NE MULTNOMAH, SUITE 1400

825 NE MULTNOMAH, SUITE 1400

PORTLAND, OR 97232

PORTLAND, OR 97232

PORTLAND, OR 97232

PORTLAND, OR 97232

PORTLAND, OR 97232

PATRICIA PARKER

RICHARD BARSOTTI

JOE HROMCO

RICHARD OLSON

HEATHERINGTON FOUNDATION FOR IN		93-0988354		
MIKE RILEY 825 NE MULTNOMAH, SUITE 1400 PORTLAND, OR 97232	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6	, PART VIII	0.	0.	0.

990-PF AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS STATEMENT 2 PART XVII, LINE 2, COLUMN (C)

NAME OF AFFILIATED OR RELATED ORGANIZATION

FAMILYCARE, INC.

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION THE DIRECTORS OF THE ORGANIZATION ARE ALSO ON THE BOARD OF FAMILYCARE, INC.

NAME OF AFFILIATED OR RELATED ORGANIZATION FAMILYCARE HEALTH PLANS, INC.

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION THE DIRECTORS OF THE ORGANIZATION ARE ALSO ON THE BOARD OF FAMILYCARE HEALTH PLANS, INC.

GENERAL EXPLANATION

STATEMENT

EXPLANATION FOR AMENDED RETURN:

HEATHERINGTON FOUNDATION FOR INNOVATION AND EDUCATION IN HEALTH CARE ("THE ORGANIZATION") WAS FORMED IN 2003, AS FAMILYCARE MEDICAL CLINICS, INC., TO OPERATE MEDICAL CLINICS. THE ORGANIZATION QUALIFIED AS A PUBLIC CHARITY UNDER IRC SECTION 170(B)(1)(A)(III). IN 2007, THE ORGANIZATION BEGAN TO DISPOSE OF ITS MEDICAL CLINICS, AND CONTINUED DISPOSING OF CLINICS AND WINDING UP OPERATIONS THROUGH 2010. DURING 2012, THE ORGANIZATION HAD NO ACTIVITY, AND FORM 990-N WAS ORIGINALLY FILED. IT HAS SINCE COME TO LIGHT THAT THE ORGANIZATION'S STATUS CHANGED FROM PUBLIC CHARITY TO PRIVATE FOUNDATION IN 2011 WHEN NO CLINIC OPERATIONS AND NO WINDING UP ACTIVITIES WERE BEING CONDUCTED. THIS AMENDED RETURN IS BEING SUBMITTED TO COMPLY WITH THE REQUIREMENTS OF A PRIVATE FOUNDATION BY FILING FORM 990-PF.