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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter Social Security numbers on this form as it may be made public By law, the IRS generally cannot redact the information on the form

▶ Information about Form 990 and its instructions is at www.IRS.gov/form990

OMB No 1545-0047

2013

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning 01-01-2013 , 2013, and ending 12-31-2013

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

C Name of organization
GROUP HEALTH FOUNDATION

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
320 WESTLAKE AVE N
Suite STE 100

City or town, state or province, country, and ZIP or foreign postal code
SEATTLE, WA 981095233

D Employer identification number
91-1246278

E Telephone number
(206)448-7330

G Gross receipts $ 5,883,263

F Name and address of principal officer
DIANA BIRKETT RAKOW
320 WESTLAKE AVE N SUITE 100
SEATTLE,WA 98109

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

H(b) Are all subordinates included? ☐ Yes ☐ No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status ☑ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ www GHC org/foundation

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

L Year of formation 1983

M State of legal domicile WA

Part I Summary

1 Briefly describe the organization's mission or most significant activities
TO IMPROVE THE HEALTH OF OUR COMMUNITIES BY PARTNERING WITH GROUP HEALTH COOPERATIVE, A 501(C)(3) ORGANIZATION, TO INVEST IN RESEARCH, QUALITY HEALTH CARE AND COMMUNITY PARTNERSHIPS

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**	22
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	17
5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	**5**	0
6	Total number of volunteers (estimate if necessary)	**6**	225
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**	

		Prior Year	Current Year
Revenue			
8	Contributions and grants (Part VIII, line 1h)	2,597,733	3,555,789
9	Program service revenue (Part VIII, line 2g)	0	0
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	611,831	552,996
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-253,800	-329,123
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,955,764	3,779,662
Expenses			
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	2,425,108	2,132,692
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)	0	0
16a	Professional fundraising fees (Part IX, column (A), line 11e)	224,582	144,746
b	Total fundraising expenses (Part IX, column (D), line 25) ▶146,442		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	52,217	53,096
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	2,701,907	2,330,534
19	Revenue less expenses Subtract line 18 from line 12	253,857	1,449,128
Net Assets or Fund Balances		**Beginning of Current Year**	**End of Year**
20	Total assets (Part X, line 16)	21,476,297	26,152,798
21	Total liabilities (Part X, line 26)	2,773,114	3,087,616
22	Net assets or fund balances Subtract line 21 from line 20	18,703,183	23,065,182

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 — 2014-10-17 Date

▶ DIANA BIRKETT RAKOW PRESIDENT
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
SUE ROBISON		2014-10-28		P00560072

Firm's name ▶ KPMG LLP — Firm's EIN ▶

Firm's address ▶ 1918 Eighth Avenue Suite 2900
Seattle, WA 98101

Phone no (206) 448-7330

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III . . . . . ☑

1 Briefly describe the organization's mission

GROUP HEALTH FOUNDATION (THE FOUNDATION) IS A NOT FOR PROFIT ORGANIZATION UNDER SECTION 170(B)(1)(A)(VI) OF THE INTERNAL REVENUE CODE THE FOUNDATION'S PURPOSE IS TO IMPROVE THE HEALTH OF OUR COMMUNITIES BY PARTNERING WITH GROUP HEALTH COOPERATIVE, A 501(C)(3) CHARITABLE ORGANIZATION, TO INVEST IN INNOVATIVE RESEARCH, QUALITY HEALTH CARE AND COMMUNITY PARTNERSHIPS TO THAT END, IN 2013, THE FOUNDATION AWARDED GRANTS, PROVIDED TECHNICAL ASSISTANCE, AND CONDUCTED SPECIFIC PROGRAMS FUNDED THROUGH A VARIETY OF SOURCES, DESIGNED TO PROMOTE CHILDREN'S HEALTH AND FITNESS, HEALTH EDUCATION AND PREVENTIVE CARE, HEALTH CARE QUALITY, HEALTH-RELATED RESEARCH, AND DIVERSITY THESE ACTIVITIES ARE INTENDED TO ULTIMATELY PRODUCE HEALTHIER COMMUNITIES AND MORE AFFORDABLE HEALTH CARE

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 $ 1,098,726 including grants of $ 1,098,726) (Revenue $)

QUALITY OF CARE AND SERVICE THE PARTNERSHIP FOR INNOVATION BEGAN IN 2008 TO PROMOTE NON-PROPRIETARY AND PUBLIC DOMAIN INNOVATION AND RESEARCH AT GROUP HEALTH THE PLAN AIMS TO RAISE FUNDS TO SUPPORT INNOVATION, FOSTER THE CULTURE OF INNOVATION, SUPPORT ONGOING EFFORTS TO INNOVATE, SUPPORT LONG-TERM STRATEGIC OBJECTIVES, AND ASSIST IN TRANSFORMING STRATEGIC OBJECTIVES GROUP HEALTH FOUNDATION FUNDS PILOT TESTS, EVALUATIONS AND DISSEMINATION INNOVATION GRANTS -SUPPORTED A GRANT PROGRAM WHERE 11 PROPOSALS WERE REVIEWED, EIGHT PROPOSALS WERE FUNDED, 16 PILOT TESTS WERE IMPLEMENTED, ONE CASE STUDY WAS FUNDED, AND MANUSCRIPTS WERE PUBLISHED IN PEER-REVIEWED JOURNALS FELLOWSHIPS AND LEADERSHIP GRANTS -SUPPORTED TWO POST-DOCTORAL FELLOWSHIP POSITIONS IN THE GROUP HEALTH RESEARCH INSTITUTE PROVIDED GRANTS TO TWO PHYSICIANS PARTICIPATING IN THE TOMORROW'S MEDICAL LEADERS PROGRAM

4b (Code) (Expenses $ 455,511 including grants of $ 455,511) (Revenue $)

CHILDREN'S HEALTH THE CAMPAIGN TO INCREASE IMMUNIZATION RATES BEGAN IN 2008 WITH STRATEGIES TO ADDRESS VACCINE HESITANCY AND TO INCREASE ACCESS TO FREE IMMUNIZATIONS THE SECOND PHASE OF THE PROGRAM BEGAN IN 2011 AND MAINTAINED ITS FOCUS ON PROVIDERS, PARENTS AND SCHOOLS PROVIDERS -SUPPORTED A 3-YEAR RANDOMIZED CONTROLLED TRIAL INVOLVING 56 CLINICS IN TWO COUNTIES, 471 PROVIDERS IN 36 CLINICS WERE TRAINED WITH THE PROVIDER TOOL KIT, AND 488 MOTHERS WERE RECRUITED FOR PRE AND POST-TEST SURVEYS THE THIRD AND FINAL YEAR BEGAN IN JULY 2013 PARENTS -SUPPORTED THE DEVELOPMENT OF THE PARENT ADVOCATE CURRICULUM TO PROMOTE PARENTS' PEER-TO-PEER SUPPORT OF IMMUNIZATIONS, 14 PARENT ADVOCATES WERE RECRUITED AND TRAINED, 10 SCHOOLS AND CHILD CARE CENTERS WERE RECRUITED FOR THE PILOT TEST, AND A FORMATIVE EVALUATION WAS CONDUCTED IN 2013 THE THIRD AND FINAL YEAR BEGAN IN JULY 2013 SCHOOLS -SUPPORTED A STATE-WIDE NEEDS ASSESSMENT WITH INPUT FROM 152 SCHOOLS IN 89 SCHOOL DISTRICTS, THE DEVELOPMENT OF A TOOL KIT TO IMPROVE IMMUNIZATION RECORD KEEPING FOR SCHOOL STAFF, AND PILOT TESTED AND EVALUATED IN 5 SCHOOL DISTRICTS AND 2 CHILD CARE CENTERS HEALTH EDUCATION -MAINTAINED THE HEALTH TREK FITNESS AND NUTRITION WEBSITE SERVING OVER 1200 UNDUPLICATED VISITORS PER MONTH DURING THE SCHOOL YEAR MAINTAINED THE BLOOD & GUTS HEALTH EDUCATION PROGRAM WHERE HANDS-ON EXHIBITS WERE LOANED TO COMMUNITY AGENCIES 95 TIMES PER YEAR REACHING OVER 17,000 PEOPLE SCHOOL-BASED HEALTH CENTERS -SPONSORED WASHINGTON ALLIANCE FOR SCHOOL HEALTH CARE'S ANNUAL CONFERENCE CONTRIBUTED TO THE DEVELOPMENT OF THE TEEN CENTER IN BREMERTON

4c (Code) (Expenses $ 197,490 including grants of $ 197,490) (Revenue $)

PREVENTION AND HEALTH PROMOTION SUPPORTED FREE PERTUSSIS IMMUNIZATION CLINICS IN SNOHOMISH COUNTY RESEARCH WAS CONDUCTED TO DEVELOP THE SILENCE WHOOPING COUGH CAMPAIGH IN THURSTON, KING, PIERCE, AND SPOKANE COUNTIES

(Code) (Expenses $ 314,428 including grants of $ 314,428) (Revenue $)

EVALUATION & RESEARCH

(Code) (Expenses $ 16,164 including grants of $ 16,164) (Revenue $)

DIVERSITY

(Code) (Expenses $ 50,373 including grants of $ 50,373) (Revenue $)

SCHOLARSHIPS/AWARDS/GRANTS

4d Other program services (Describe in Schedule O)

(Expenses $ 380,965 including grants of $ 380,965) (Revenue $)

4e **Total program service expenses** ▶ 2,132,692

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		No
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21 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*	9	Yes	
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	Yes	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI.*	11a		No
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b		No
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d	Yes	
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e	Yes	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f		No
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*	12a		No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional*	12b	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Parts I and IV*	14b		No
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or other assistance to or for any foreign organization? *If "Yes," complete Schedule F, Parts II and IV*	15		No
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or other assistance to or for foreign individuals? *If "Yes," complete Schedule F, Parts III and IV*	16		No
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I (see instructions)*	17	Yes	
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18	Yes	
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants or other assistance to any domestic organization or government 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 or 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**	Yes	
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 25a*	**24a**		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	**24b**		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	**24c**		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	**24d**		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	**25a**		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	**25b**		No
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? *If so, 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)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or 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**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**		No
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, 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
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? **Note.** All Form 990 filers are required to complete Schedule O	**38**	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V . . . . . ☐

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . .	1a	28		
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		Yes	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	0		
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			
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" to line 3b, 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).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?	7a		Yes	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		Yes	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c			No
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e			No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .	7f			No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g			
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h			
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8			
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?	9a			
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b			
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12 . . .	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?	12a			
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** See the instructions for additional information the organization must report on Schedule O	13a			
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	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a			No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .	14b			

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

Check if Schedule O contains a response or note to any line 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**	22		
	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**	17		
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				
a	The governing body?	**8a**		Yes	
b	Each committee with authority to act on behalf of the governing body?	**8b**		Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	**9**			No

Section B. Policies (*This Section B requests information about policies not required by the Internal Revenue Code.*)

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	**10a**		No
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	**10b**		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	**11a**	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review 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?			
a	The organization's CEO, Executive Director, or top management official	**15a**		No
b	Other officers or key employees of the organization	**15b**		No
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	**16a**		No
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	**16b**		

Section C. Disclosure

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

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you made these available Check all that apply

☑ Own website ☐ Another's website ☑ Upon request ☐ 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

▶ MARTIN DOPPS 320 WESTLAKE AVE N SUITE 100
SEATTLE, WA 981095233 (206) 448-5146

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

Check if Schedule O contains a response or note to any line 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	Officer	Key employee	Highest compensated employee	Former			
(1) SCOTT E ARMSTRONG DIRECTOR/SECRETARY	1 0 40 0	X		X				0	1,416,476	-19,266
(2) BARBARA SHICKICH DIRECTOR/CHAIR	1 0 0 0	X		X				0	0	0
(3) ROBIN L SHULER CPA MBA DIRECTOR/ TREASURER	1 0 0 0	X		X				0	0	0
(4) KEVIN SULLIVAN DIRECTOR/VICE CHAIR	1 0 0 0	X		X				0	0	0
(5) JAMES WONG DIRECTOR/IMMEDIATE PAST CHAIR	1 0 0 0	X		X				0	0	0
(6) ALEX BOGAARD DIRECTOR	1 0 0 0	X						0	0	0
(7) PHILLIP K BUSSEY DIRECTOR	1 0 0 0	X						0	0	0
(8) GRACE CHIEN DIRECTOR	1 0 0 0	X						0	0	0
(9) IRA FIELDING MD DIRECTOR	1 0 0 0	X						0	0	0
(10) NANCY GIUNTO DIRECTOR	1 0 0 0	X						0	0	0
(11) DEBORAH HUNTINGTON DIRECTOR	1 0 40 0	X						0	375,848	24,085
(12) JANE A JOHNSON DIRECTOR	1 0 0 0	X						0	0	0
(13) ERIC B LARSON MD DIRECTOR	1 0 40 0	X						0	454,299	14,436
(14) JEFF LINDENBAUM MD DIRECTOR	1 0 0 0	X						0	0	0
(15) NEIL L MCREYNOLDS DIRECTOR	1 0 0 0	X						0	0	0
(16) MARC MORA MD DIRECTOR	1 0 0 0	X						0	0	0
(17) JEFF SAKUMA DIRECTOR	1 0 40 0	X						0	142,342	14,732

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

(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	Officer	Key employee	Highest compensated employee	Former			
(18) SANDEEP SINHA DIRECTOR	1 0 0 0	X						0	0	0
(19) BARBARA TREHEARNE PHD RN DIRECTOR	1 0 40 0	X						0	371,327	17,549
(20) JANET WAINWRIGHT DIRECTOR	1 0 0 0	X						0	0	0
(21) MICHAEL WANDERER MD DIRECTOR	1 0 0 0	X						0	0	0
(22) GEORGE H WILLIAMS DIRECTOR	1 0 0 0	X						0	0	0
(23) LAURA REHRMANN PRESIDENT	20 0 20 0			X				0	379,951	10,690

1b	**Sub-Total** . . . . . ▶			
c	**Total from continuation sheets to Part VII, Section A** . . . . ▶			
d	**Total (add lines 1b and 1c)** . . . . . ▶	0	3,140,243	62,226

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
HARRIS CONNECT LLC, 1400-A CROSSWAYS BLVD CHESAPEAKE VA 23320	TELEFUNDRAISING	117,555
GMMB INC, 3050 K STREET NW STE 100 WASHINGTON DC 20007	ISSUES ADVOCACY	138,309
TOLO EVENTS, 2717 WESTERN AVENUE STE 1106 SEATTLE WA 98121	EVENT MANAGEMENT	146,875

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 ▶ 3

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII . . . . . ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . .	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c	617,189			
	d	Related organizations . . .	1d	744,996			
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	2,193,604			
	g	Noncash contributions included in lines 1a-1f $		226,543			
	h	**Total.** Add lines 1a-1f . . . . . ▶		3,555,789			
Program Service Revenue			Business Code				
	2a						
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	**Total.** Add lines 2a–2f . . . . . ▶		0			
	3	Investment income (including dividends, interest, and other similar amounts) . . . . . ▶		430,699			430,699
	4	Income from investment of tax-exempt bond proceeds . . ▶		0			
	5	Royalties . . . . . ▶		0			
			(i) Real	(ii) Personal			
	6a	Gross rents					
	b	Less rental expenses					
	c	Rental income or (loss)	0	0			
	d	Net rental income or (loss) . . . . . ▶		0			
			(i) Securities	(ii) Other			
	7a	Gross amount from sales of assets other than inventory	1,810,555				
	b	Less cost or other basis and sales expenses	1,688,258				
	c	Gain or (loss)	122,297				
	d	Net gain or (loss) . . . . . ▶		122,297			122,297
	8a	Gross income from fundraising events (not including $ 617,189 of contributions reported on line 1c) See Part IV, line 18 . .	a 86,220				
	b	Less direct expenses . . .	b 415,343				
	c	Net income or (loss) from fundraising events . . ▶		-329,123			-329,123
	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 . . ▶		0			
	10a	Gross sales of inventory, less returns and allowances .	a				
	b	Less cost of goods sold . .	b				
	c	Net income or (loss) from sales of inventory . . ▶		0			
Other Revenue		Miscellaneous Revenue	Business Code				
	11a						
	b						
	c						
	d	All other revenue					
	e	**Total.** Add lines 11a–11d . . . . . ▶		0			
	12	**Total revenue.** See Instructions . . . . . ▶		3,779,662			223,873

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 or note to any line 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	2,082,319	2,082,319		
2 Grants and other assistance to individuals in the United States See Part IV, line 22	50,373	50,373		
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	0			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	0			
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0			
9 Other employee benefits	0			
10 Payroll taxes	0			
11 Fees for services (non-employees)				
a Management	0			
b Legal	0			
c Accounting	0			
d Lobbying	0			
e Professional fundraising services See Part IV, line 17	144,746			144,746
f Investment management fees	51,400		51,400	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	0			
12 Advertising and promotion	0			
13 Office expenses	0			
14 Information technology	0			
15 Royalties . .	0			
16 Occupancy	0			
17 Travel	0			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	0			
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	0			
23 Insurance	1,696			1,696
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				
b				
c				
d				
e All other expenses				
25 **Total functional expenses.** Add lines 1 through 24e	2,330,534	2,132,692	51,400	146,442
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 ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X . . . . . ☐

			(A) Beginning of year		(B) End of year
Assets	1	Cash–non-interest-bearing	0	1	0
	2	Savings and temporary cash investments	471,416	2	1,552,297
	3	Pledges and grants receivable, net	9,651	3	3,089
	4	Accounts receivable, net	5,602	4	15,621
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	0	5	0
	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	0	6	0
	7	Notes and loans receivable, net	0	7	0
	8	Inventories for sale or use	0	8	0
	9	Prepaid expenses and deferred charges	0	9	0
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D — 10a			
	b	Less accumulated depreciation — 10b	0	10c	
	11	Investments—publicly traded securities	18,325,503	11	21,768,665
	12	Investments—other securities See Part IV, line 11	0	12	0
	13	Investments—program-related See Part IV, line 11	0	13	0
	14	Intangible assets	0	14	0
	15	Other assets See Part IV, line 11	2,664,126	15	2,813,126
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	21,476,297	16	26,152,798
Liabilities	17	Accounts payable and accrued expenses	0	17	0
	18	Grants payable	1,448,501	18	1,752,427
	19	Deferred revenue	0	19	0
	20	Tax-exempt bond liabilities	0	20	0
	21	Escrow or custodial account liability Complete Part IV of Schedule D	129,943	21	189,002
	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	0	22	0
	23	Secured mortgages and notes payable to unrelated third parties	0	23	0
	24	Unsecured notes and loans payable to unrelated third parties	0	24	0
	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	1,194,670	25	1,146,187
	26	**Total liabilities.** Add lines 17 through 25	2,773,114	26	3,087,616
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	4,949,006	27	6,417,900
	28	Temporarily restricted net assets	5,568,486	28	7,349,921
	29	Permanently restricted net assets	8,185,691	29	9,297,361
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☐ and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	18,703,183	33	23,065,182
	34	Total liabilities and net assets/fund balances	21,476,297	34	26,152,798

Part XI Reconcilliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI . . . . . ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	3,779,662
2	Total expenses (must equal Part IX, column (A), line 25)	2	2,330,534
3	Revenue less expenses Subtract line 2 from line 1	3	1,449,128
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	18,703,183
5	Net unrealized gains (losses) on investments	5	2,912,871
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	
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	23,065,182

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII . . . . . ☐

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☑ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		No
	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 ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b	Yes	
	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 ☐ Separate basis ☑ Consolidated basis ☐ Both consolidated and separate basis			
c	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?	2c	Yes	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

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SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**
▶ **Information about Schedule A (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
GROUP HEALTH FOUNDATION

Employer identification number
91-1246278

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?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? **11g(i)**		
(ii) A family member of a person described in (i) above? **11g(ii)**		
(iii) A 35% controlled entity of a person described in (i) or (ii) above? **11g(iii)**		

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

(i) Name of supported organization	**(ii)** EIN	**(iii)** Type of organization (described on lines 1- 9 above or IRC section **(see instructions))**	**(iv)** Is the organization in col **(i)** listed in your governing document?		**(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**	
Total									

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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	2,945,890	2,693,144	2,992,101	2,597,733	3,555,789	14,784,657
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 **Total.** Add lines 1 through 3	2,945,890	2,693,144	2,992,101	2,597,733	3,555,789	14,784,657
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)						2,391,937
6 **Public support.** Subtract line 5 from line 4						12,392,720

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	2,945,890	2,693,144	2,992,101	2,597,733	3,555,789	14,784,657
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	259,742	379,529	592,471	508,627	430,699	2,171,068
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)	75,875	68,750	78,125	94,415	86,220	403,385
11 **Total support** (Add lines 7 through 10)						17,359,110

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 2013 (line 6, column (f) divided by line 11, column (f))	**14**	71 390 %
15 Public support percentage for 2012 Schedule A, Part II, line 14	**15**	72 527 %

16a **33 1/3% support test—2013.** 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—2012.** 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—2013.** 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—2012.** 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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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 2013 (line 8, column (f) divided by line 13, column (f))	15	
16	Public support percentage from 2012 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2013** (line 10c, column (f) divided by line 13, column (f))	17	
18	Investment income percentage from **2012** Schedule A, Part III, line 17	18	

19a **33 1/3% support tests—2013.** 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—2012.** 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.** 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		
Return Reference	Explanation	

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
▶ Attach to Form 990. ▶ See separate instructions. ▶ Information about Schedule D (Form 990) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
GROUP HEALTH FOUNDATION

Employer identification number
91-1246278

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)
☐ Preservation of land for public use (e g , recreation or education) ☐ Preservation of an historically important land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ 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

		Held at the End of the Year
a	Total number of conservation easements	2a
b	Total acreage restricted by conservation easements	2b
c	Number of conservation easements on a certified historic structure included in (a)	2c
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

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

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

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 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 ▶ $ _____

(ii) Assets included in Form 990, Part X ▶ $ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (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 ☐ Public exhibition
- b ☐ Scholarly research
- c ☐ Preservation for future generations
- d ☐ Loan or exchange programs
- e ☐ Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part 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
c	Beginning balance	1c
d	Additions during the year	1d
e	Distributions during the year	1e
f	Ending balance	1f

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

b If "Yes," explain the arrangement in Part 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	b (c) Two years back	(d) Three years back	(e) Four years back
1a	Beginning of year balance	8,185,691	8,106,493	7,695,755	7,594,293	7,542,245
b	Contributions	1,111,670	79,198	410,738	101,462	52,048
c	Net investment earnings, gains, and losses					
d	Grants or scholarships					
e	Other expenditures for facilities and programs					
f	Administrative expenses					
g	End of year balance	9,297,361	8,185,691	8,106,493	7,695,755	7,594,293

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 ▶ 100 000 %
- c Temporarily restricted endowment ▶

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

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

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

Part VI Land, Buildings, and Equipment. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				

Part VII **Investments—Other Securities.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11b. 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.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

Part IX **Other Assets.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11d See Form 990, Part X, line 15

(a) Description	(b) Book value
(1) ANNUITY PORTFOLIO	2,128,726
(2) TIME SHARE CONDO	7,469
(3) LIFE INSURANCE POLICIES CSV	81,208
(4) RECEIVABLES FROM AFFILIATES	595,723
Total. *(Column (b) must equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	2,813,126

Part X **Other Liabilities.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1 (a) Description of liability	(b) Book value
Federal income taxes	0
ANNUITIES PAYABLE	990,034
ANNUITIES RESERVE	156,153
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	1,146,187

2. Liability for uncertain tax positions In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII ☐

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements			1	9,597,932
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	2,912,870		
b	Donated services and use of facilities	2b	2,490,057		
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII)	2d			
e	Add lines **2a** through **2d**			2e	5,402,927
3	Subtract line **2e** from line **1**			3	4,195,005
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	-415,343		
c	Add lines **4a** and **4b**			4c	-415,343
5	Total revenue Add lines **3** and **4c.** (This must equal Form 990, Part I, line 12)			5	3,779,662

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return. Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements			1	5,235,934
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a	2,490,057		
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII)	2d	415,343		
e	Add lines **2a** through **2d**			2e	2,905,400
3	Subtract line **2e** from line **1**			3	2,330,534
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	
5	Total expenses Add lines **3** and **4c.** (This must equal Form 990, Part I, line 18)			5	2,330,534

Part XIII Supplemental Information

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

Return Reference	Explanation
PART IV	LINE 2B FUNDS WERE GIVEN TO THE FOUNDATION TO GIVE TO SPECIFICALLY NAMED BENEFICIARIES
PART V	LINE 4 PROCEEDS FROM THE FOUNDATION'S ENDOWMENT FUNDS ARE USED TO FURTHER ITS MISSION OF CREATING BETTER HEALTH PROCEEDS MAY BE USED TO FUND THE FOUNDATION'S GRANT OR SCHOLARSHIP PROGRAMS OR BE USED DIRECTLY TO ENHANCE PATIENT CARE AT GROUP HEALTH OR IN THE COMMUNITY
PART XI	LINE 4B SPECIAL EVENTS REVENUE (GALA) -$375,031 SPECIAL EVENTS REVENUE (FUN RUN) -$40,312 --------- TOTAL OTHER -$415,343
PART XII	LINE 2D SPECIAL EVENTS REVENUE (GALA) $375,031 SPECIAL EVENTS REVENUE (FUN RUN) $40,312 -------- TOTAL OTHER $415,343

Part XIII Supplemental Information *(continued)*

Return Reference	Explanation

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SCHEDULE G (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

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

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

▶ **Information about Schedule G (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
GROUP HEALTH FOUNDATION

Employer identification number
91-1246278

Part I **Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

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

	(i) Name and address of individual or entity (fundraiser)	**(ii)** Activity	**(iii)** Did fundraiser have custody or control of contributions? Yes	**(iii)** No	**(iv)** Gross receipts from activity	**(v)** Amount paid to (or retained by) fundraiser listed in col **(i)**	**(vi)** Amount paid to (or retained by) organization
1	HARRIS CONNECT LLC	TELE-FUNDRAISING		No	348,642	117,555	231,087
2	CCS PRINTING	DIRECT MAIL		No	40,356	33,210	7,146
3							
4							
5							
6							
7							
8							
9							
10							
Total . . . . . ▶					388,998	150,765	238,233

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

WA

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 GALA (event type)	(b) Event #2 FUN RUN (event type)	(c) Other events 0 (total number)	(d) Total events (add col (a) through col (c))
Revenue	1 Gross receipts	634,437	68,972	0	703,409
	2 Less Contributions	566,312	50,877	0	617,189
	3 Gross income (line 1 minus line 2)	68,125	18,095	0	86,220
Direct Expenses	4 Cash prizes			0	0
	5 Noncash prizes	16,047		0	16,047
	6 Rent/facility costs			0	0
	7 Food and beverages			0	0
	8 Entertainment			0	0
	9 Other direct expenses	358,984	40,312	0	399,296
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				(415,343)
	11 Net income summary Subtract line 10 from line 3, column (d) ▶				-329,123

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

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

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

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

b If "No," explain _____

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

b If "Yes," explain _____

11

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

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

13 Indicate the percentage of gaming activity operated in

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

14 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. 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).

Return Reference	Explanation

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Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

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

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

▶ **Attach to Form 990**

▶ **Information about Schedule I (Form 990) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
GROUP HEALTH FOUNDATION

Employer identification number
91-1246278

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 or assistance
(1) GROUP HEALTH COOPERATIVE 320 WESTLAKE AVE N SEATTLE, WA 98109	91-0511770	501(c)(3)	1,098,218				ENHANCE QUALITY CARE
(2) GROUP HEALTH COOPERATIVE 320 WESTLAKE AVE N SEATTLE, WA 98109	91-0511770	501(c)(3)	195,021				PREVENTION AND
(3) GROUP HEALTH COOPERATIVE 320 WESTLAKE AVE N SEATTLE, WA 98109	91-0511770	501(C)(3)	263,580				PROMOTE CHILDREN'S HEALTH
(4) BOYS AND GIRLS CLUB OF SOUTH PUGET SOUND 3875 SOUTH 66TH ST TACOMA, WA 98409	91-0759832	501(C)(3)	11,384				PROMOTE CHILDREN'S HEALTH
(5) SCHOOL BASED HEALTH ALLIANCE 1010 VERMONT AVE NW SUITE 600 WASHINGTON, DC 20005	54-1752058	501(c)(3)	10,000				PROMOTE CHILDREN'S HEALTH
(6) WITHIN REACH 155 NE 100TH ST STE 500 SEATTLE, WA 98125	91-1443685	501(C)(3)	165,046				PROMOTE CHILDREN'S HEALTH
(7) GROUP HEALTH COOPERATIVE 320 WESTLAKE AVE N SEATTLE, WA 98109	91-0511770	501(c)(3)	329,110				GENERAL MISSION SUPPORT

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

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

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
(1) SCHOLARSHIPS FOR HEALTH-RELATED CAREER STUDENTS	21	31,709			
(2) EMERGENCY ASSISTANCE GRANTS	22	18,664			

Part IV **Supplemental Information.** Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

Return Reference	Explanation
ORGANIZATION'S PROCEDURES FOR MONITORING THE USE OF GRANT FUNDS	SCHEDULE I, PART IV GRANT RECIPIENTS ARE REQUIRED TO COMPLETE AND SIGN AN ACKNOWLEDGMENT OF GRANT COMPLIANCE FORM UPON ACCEPTANCE OF THE AWARD, INDICATING THE BEGINNING AND END DATES OF THE PROJECT, PROGRESS REPORT DEADLINES, AND A PROJECT OVERVIEW PROGRESS REPORTS ARE SUBMITTED ACCORDING TO THE AGREED-UPON SCHEDULE TO THE DIRECTOR OF GRANTS AND COMMUNITY PROGRAMS, AND INCLUDE EXPENDITURE DETAILS AND ACTIVITIES OR IMPACT MADE TO DATE PROGRESS AND GRANT SUMMARIES ARE PRESENTED TO THE FOUNDATION BOARD OF DIRECTORS AT LEAST ANNUALLY UNSPENT FUNDS AT THE GRANT'S CONCLUSION ARE RETURNED TO THE FOUNDATION THE FOUNDATION ALSO MANAGES DONATIONS RESTRICTED FOR THE USE OF PARTICULAR GROUP HEALTH PROGRAMS AND DEPARTMENTS AFTER AN EXPENSE THAT MEETS A DONOR RESTRICTION HAS BEEN INCURRED, THE DEPARTMENT'S MANAGER MAY REQUEST A REIMBURSEMENT THE REIMBURSEMENT MUST BE APPROVED BY BOTH THE DEPARTMENT'S ADMINISTRATOR AND A FOUNDATION MANAGER

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 23.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**
▶ **Information about Schedule J (Form 990) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
GROUP HEALTH FOUNDATION

Employer identification number
91-1246278

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax idemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)			
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	**1b**		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?	**2**		
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 ☐ Compensation committee ☐ Written employment contract ☐ Independent compensation consultant ☐ Compensation survey or study ☐ Form 990 of other organizations ☐ Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization			
a	Receive a severance payment or change-of-control payment?	**4a**		No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**	Yes	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	**4c**		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	**5a**		No
b	Any related organization?	**5b**		No
	If "Yes," to line 5a or 5b, describe in Part III			
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	**6a**		No
b	Any related organization?	**6b**		No
	If "Yes," to line 6a or 6b, describe in Part III			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	**7**		No
8	Were any amounts reported in Form 990, Part VII, paid or accured pursuant to a contract that was subject to the initial contract exception described in Regulations section 53 4958-4(a)(3)? If "Yes," describe in Part III	**8**		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	**9**		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use 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)SCOTT E ARMSTRONG DIRECTOR/SECRETARY	(i)	0	0	0	0	0	0	0
	(ii)	968,017	275,684	172,775	-43,400	24,806	1,397,882	0
(2)DEBORAH HUNTINGTON DIRECTOR	(i)	0	0	0	0	0	0	0
	(ii)	288,305	55,618	31,925	5,100	19,657	400,605	0
(3)ERIC B LARSON MD DIRECTOR	(i)	0	0	0	0	0	0	0
	(ii)	341,457	71,911	40,931	5,000	10,309	469,608	0
(4)JEFF SAKUMA DIRECTOR	(i)	0	0	0	0	0	0	0
	(ii)	124,504	10,813	7,025	2,692	12,394	157,428	0
(5)BARBARA TREHEARNE PHD RN DIRECTOR	(i)	0	0	0	0	0	0	0
	(ii)	283,856	52,838	34,633	4,621	14,206	390,154	0
(6)LAURA REHRMANN PRESIDENT	(i)	0	0	0	0	0	0	0
	(ii)	282,364	55,590	41,997	4,601	7,020	391,572	0

Part III Supplemental Information

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

Return Reference	Explanation
SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN	PART 1, LINE 4B OFFICERS AND DIRECTORS OF THE FOUNDATION DO NOT RECEIVE COMPENSATION AND BENEFITS FROM THE FOUNDATION THE GROUP HEALTH COOPERATIVE PRESIDENT AND CEO, THE EXECUTIVE VICE PRESIDENTS, AND THE VICE PRESIDENTS ARE ELIGIBLE TO PARTICIPATE IN A NONQUALIFIED SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN ("THE PLAN") APPROVED BY THE GROUP HEALTH COOPERATIVE BOARD OF TRUSTEES COMPENSATION COMMITTEE AND ADMINISTERED BY THE COMPENSATION COMMITTEE GROUP HEALTH CREDITS TO THE ACCOUNT OF EACH ACTIVE PARTICIPANT AN ANNUAL CONTRIBUTION AMOUNT OF NINE PERCENT OF THE PARTICIPANT'S BASE SALARY AND 15 3% FOR THE CEO THE FORMULA FOR THE ANNUAL CONTRIBUTION IS BASED ON THE PARTICIPANT'S BASE SALARY AND EXCLUDES ANY INCENTIVE PLAN OR BONUS PAYMENT AMOUNTS THE PLAN BALANCES ARE SUBJECT TO SUBSTANTIAL RISK OF FORFEITURE UNTIL THE PARTICIPANT HAS VESTED AND MET OTHER PLAN REQUIREMENTS VESTING OCCURS AFTER EITHER THREE YEARS OR FIVE YEARS FROM THE DATE ON WHICH A PARTICIPANT ENTERS THE PLAN, BASED ON THE PARTICIPANT'S DATE OF HIRE (AS OF JANUARY 1, 2008, ALL NEW EXECUTIVE VICE PRESIDENT AND VICE PRESIDENT HIRES ARE SUBJECT TO A FIVE-YEAR VESTING SCHEDULE) PARTICIPANTS WHO INCUR A SEPARATION FROM SERVICE PRIOR TO THEIR VESTING DATE ARE NOT ELIGIBLE FOR PLAN DISTRIBUTIONS UNLESS CERTAIN PLAN CONDITIONS ARE MET A PARTICIPANT REMAINS ELIGIBLE TO PARTICIPATE UNTIL HIS OR HER ACCOUNT BALANCE IS EITHER FULLY DISTRIBUTED OR FORFEITED PART II (A) SCOTT ARMSTRONG - DIRECTOR/SECRETARY OFFICERS AND DIRECTORS OF THE FOUNDATION DO NOT RECEIVE COMPENSATION AND BENEFITS FROM THE FOUNDATION SCOTT ARMSTRONG IS THE PRESIDENT AND CEO OF GROUP HEALTH COOPERATIVE AND RECEIVES THE COMPENSATION AND BENEFITS FROM GROUP HEALTH COOPERATIVE DEBORAH HUNTINGTON - DIRECTOR DIRECTORS OF THE FOUNDATION DO NOT RECEIVE COMPENSATION AND BENEFITS FROM THE FOUNDATION DEBORAH HUNTINGTON IS AN EMPLOYEE OF GROUP HEALTH COOPERATIVE, AND RECEIVES HER COMPENSATION AND BENEFITS FROM GROUP HEALTH COOPERATIVE ERIC LARSON - DIRECTOR DIRECTORS OF THE FOUNDATION DO NOT RECEIVE COMPENSATION AND BENEFITS FROM THE FOUNDATION ERIC LARSON IS AN EMPLOYEE OF GROUP HEALTH COOPERATIVE, AND RECEIVES HIS COMPENSATION AND BENEFITS FROM GROUP HEALTH COOPERATIVE JEFFREY SAKUMA - DIRECTOR DIRECTORS OF THE FOUNDATION DO NOT RECEIVE COMPENSATION AND BENEFITS FROM THE FOUNDATION JEFFREY SAKUMA IS AN EMPLOYEE OF GROUP HEALTH COOPERATIVE, AND RECEIVES HIS COMPENSATION AND BENEFITS FROM GROUP HEALTH COOPERATIVE BARBARA TREHEARNE - DIRECTOR DIRECTORS OF THE FOUNDATION DO NOT RECEIVE COMPENSATION AND BENEFITS FROM THE FOUNDATION BARBARA TREHEARNE IS AN EMPLOYEE OF GROUP HEALTH COOPERATIVE, AND RECEIVES HER COMPENSATION AND BENEFITS FROM GROUP HEALTH COOPERATIVE LAURA REHRMANN - PRESIDENT OFFICERS AND DIRECTORS OF THE FOUNDATION DO NOT RECEIVE COMPENSATION AND BENEFITS FROM THE FOUNDATION THE PRESIDENT OF THE FOUNDATION, LAURA REHRMANN, IS AN EMPLOYEE OF GROUP HEALTH COOPERATIVE BY CONTRACT, GROUP HEALTH COOPERATIVE CONTRIBUTES THE TIME AND SERVICES OF MS REHRMANN TO SERVE AS PRESIDENT OF THE FOUNDATION
COMPENSATION METHODS	PART I, LINE 3 OFFICERS AND DIRECTORS OF THE FOUNDATION DO NOT RECEIVE COMPENSATION AND BENEFITS FROM THE FOUNDATION THE GROUP HEALTH PRESIDENT AND CEO, THE EXECUTIVE VICE PRESIDENTS, AND THE VICE PRESIDENTS ARE EACH PARTIES TO WRITTEN EMPLOYMENT AGREEMENTS WITH GROUP HEALTH COOPERATIVE THAT PROVIDE FOR COMPENSATION AND BENEFITS THE PRESIDENT AND CEO'S COMPENSATION AGREEMENT IS APPROVED BY THE COMPENSATION COMMITTEE OF THE BOARD OF TRUSTEES

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SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

▶Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.
▶Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
GROUP HEALTH FOUNDATION

Employer identification number
91-1246278

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				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods	X		578	REPLACEMENT COST
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	5	188,064	MARKET STOCK PRICE
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles	X	1	899	REPLACEMENT COST
19 Food inventory	X	1	2,404	REPLACEMENT COST
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (GALA PRINTING)	X	2	26,548	REPLACEMENT COST
26 Other ▶ (MEDICAL SPA GIFT CARDS)	X	1	2,000	REPLACEMENT COST
27 Other ▶ (KIDS QUEST MEMBERSHIP)	X	1	95	REPLACEMENT COST
28 Other ▶ (TANGERINE TRAVEL)	X	1	1,000	REPLACEMENT COST

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 | 12

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

Return Reference	Explanation
OTHER NONCASH CONTRIBUTIONS	SCHEDULE M, PART I GROUP HEALTH FOUNDATION HAS REPORTED ON SCHEDULE M, PART I, COLUMN (B) THE TOTAL NUMBER OF 12 CONTRIBUTIONS RECEIVED

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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.
▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
GROUP HEALTH FOUNDATION

Employer identification number
91-1246278

Return Reference	Explanation
MEMBERS OR STOCKHOLDERS	PART VI, SECTION A, LINE 6 GROUP HEALTH FOUNDATION IS ORGANIZED AS A NOT-FOR-PROFIT ORGANIZATION, GOVERNED BY AN ELECTED BOARD OF DIRECTORS GROUP HEALTH COOPERATIVE IS THE SOLE MEMBER OF THE GROUP HEALTH FOUNDATION GROUP HEALTH COOPERATIVE IS ALSO A 501(c)(3) ORGANIZATION ITS BOARD OF TRUSTEES IS ITS GOVERNING BODY

Return Reference	Explanation
VOTING OF THE GOVERNING BODY	PART VI, SECTION A, LINE 7A GROUP HEALTH FOUNDATION'S MEMBER (GROUP HEALTH COOPERTIVE) CONTROLS THE ELECTION OF THE FOUNDATION'S BOARD OF DIRECTORS, BECAUSE THE ELECTION OF THE FOUNDATION DIRECTORS IS SUBJECT TO CONFIRMATION BY THE MEMBER

Return Reference	Explanation
DECISION OF THE GOVERNING BODY APPROVAL	PART VI, SECTION A, LINE 7B THE FOLLOWING POWERS ARE RESERVED TO THE MEMBER 1) THE POWER TO ALTER, AMEND, REPEAL OR SUSPEND THE BYLAWS OR ADOPT NEW BYLAWS, EXCEPT AS SUCH POWER IS SPECIFICALLY DELEGATED IN THE BYLAWS TO THE BOARD OF DIRECTORS, 2) ADOPTION OF AMENDMENTS OF THE ARTICLES OF INCORPORATION, 3) APPROVAL OF A PLAN OF MERGER OR CONSOLIDATION, 4) AUTHORIZATION OF THE SALE, LEASE, EXCHANGE, MORTGAGE, PLEDGE, OR OTHER DISPOSITION OF ALL OR SUBSTANTIALLY ALL OF THE PROPERTY AND ASSETS OF THE CORPORATION, 5) AUTHORIZATION OF THE VOLUNTARY DISSOLUTION OF THE CORPORATION AND ADOPTION OF ANY PLAN OF DISTRIBUTION

Return Reference	Explanation
FORM 990 REVIEW PROCESS	PART VI, SECTION B, LINE 11A THE BOARD OF DIRECTORS DELEGATED THE REVIEW OF THE FORM 990 TO THE FINANCE & AUDIT COMMITTEE. THE ORGANIZATION'S DIRECTOR OF OPERATIONS WORKED WITH THE GROUP HEALTH COOPERATIVE MANAGER OF STATUTORY AND TAX REPORTING AND THE OUTSIDE ACCOUNTING FIRM ENGAGED TO PREPARE THE RETURN. SUBSEQUENT TO ITS PREPARATION, THE FINANCE & AUDIT COMMITTEE REPORTED BACK TO THE BOARD REGARDING ITS REVIEW OF THE FORM 990. A COMPLETE COPY OF THE FINAL FORM 990 WAS PROVIDED TO ALL VOTING MEMBERS PRIOR TO FILING WITH THE IRS

Return Reference	Explanation
MONITORING & ENFORCING COMPLIANCE WITH POLICY	PART VI, SECTION B, LINE 12C DIRECTOR AND OFFICER WRITTEN CONFLICT OF INTEREST DISCLOSURE GHF DIRECTORS AND OFFICERS SHALL PROVIDE A WRITTEN DECLARATION OF ANY ACTUAL OR POTENTIAL CONFLICTS OF INTEREST OR ATTEST THAT NO SUCH CONFLICTS EXIST ON AN ANNUAL BASIS USING FORMS AND PROCEDURES DEVELOPED BY THE CHIEF COMPLIANCE OFFICER OF GROUP HEALTH THE CHIEF COMPLIANCE OFFICER, OR HIS/HER DESIGNEE, WILL REVIEW THE ANNUAL DISCLOSURES FOR COMPLIANCE WITH THIS POLICY ANY APPARENT CONFLICTS OF INTEREST OR INSTANCES OF NONCOMPLIANCE WITH THIS POLICY WILL BE REFERRED BY THE CHIEF COMPLIANCE OFFICER TO THE CHAIR OF THE GHF FOR RESOLUTION AS DESCRIBED BELOW DURING THE YEAR, DIRECTORS AND OFFICERS SHALL REPORT MATERIAL ADDITIONS OR CHANGES TO THE INFORMATION PROVIDED ON ANNUAL CONFLICT OF INTEREST DECLARATIONS THESE ADDITIONS OR CHANGES TO THE DECLARATIONS WILL BE SUBMITTED AND ASSESSED BY THE CHIEF COMPLIANCE OFFICER AND FORWARDED TO THE EXECUTIVE COMMITTEE, AS NECESSARY, FOLLOWING THE PROCESS USED FOR ANNUAL DECLARATIONS THE CHAIR OF THE GHF SHALL COUNSEL ANY DIRECTOR OR OFFICER ABOUT ACTUAL OR POTENTIAL CONFLICTS OF INTEREST AND OTHER INSTANCES OF NONCOMPLIANCE WITH THIS POLICY, INCLUDING APPARENT UNDISCLOSED CONFLICTS OF INTEREST AND, IF NOT RESOLVED TO HIS/HER SATISFACTION, SHALL PLACE THE MATTER ON THE AGENDA OF AN EXECUTIVE SESSION THE CHIEF COMPLIANCE OFFICER WILL SUPPORT THE CHAIR IN FULFILLING THIS RESPONSIBILITY DIRECTOR DISCLOSURE OF ACTUAL OR POTENTIAL CONFLICT OF INTERESTS IN ADVANCE OF BOARD ACTION EACH DIRECTOR IS OBLIGATED TO DISCLOSE ANY ACTUAL OR POTENTIAL CONFLICT OF INTEREST WHEN SUCH AN INTEREST BECOMES A MATTER FOR BOARD ACTION AFTER DISCLOSURE OF A POTENTIAL CONFLICT OF INTEREST, INCLUDING ALL MATERIAL FACTS, AND AFTER DISCUSSION WITH THE INTERESTED PERSON, HE/SHE SHALL LEAVE THE BOARD OR COMMITTEE MEETING WHILE THE REMAINING MEMBERS DISCUSS AND VOTE ON WHETHER A CONFLICT OF INTEREST EXISTS IF THERE IS A CONFLICT OF INTEREST, THE INTERESTED PERSON MAY PROVIDE A PRESENTATION TO THE BOARD OR COMMITTEE REGARDING THE TRANSACTION AND ANSWER ANY QUESTIONS REGARDING THE PROPOSED TRANSACTION THE INTERESTED PERSON MUST THEN LEAVE THE MEETING DURING ANY DISCUSSION OF AND THE VOTE ON THE TRANSACTION OR ARRANGEMENT THAT RESULTED IN A CONFLICT OF INTEREST AFTER THE INTERESTED PERSON HAS LEFT THE BOARD OR COMMITTEE MEETING, THE REMAINING MEMBERS SHALL FIRST DISCUSS WHETHER IT IS APPROPRIATE TO APPOINT A DISINTERESTED PERSON OR COMMITTEE TO INVESTIGATE ALTERNATIVES TO THE PROPOSED TRANSACTION OR ARRANGEMENT AN EXAMPLE OF A CIRCUMSTANCE WHERE IT MAY NOT BE APPROPRIATE TO INVESTIGATE ALTERNATIVES WOULD BE CONFLICTS ARISING IN THE GHF'S GRANT MAKING AND AWARDING PROCESS THE PURPOSE OF SUCH INVESTIGATION SHALL BE WHETHER THE GHF CAN OBTAIN A MORE ADVANTAGEOUS TRANSACTION OR ARRANGEMENT WITH REASONABLE EFFORTS FROM A PERSON OR ENTITY THAT WOULD NOT GIVE RISE TO A CONFLICT OF INTEREST IF A MORE ADVANTAGEOUS TRANSACTION OR ARRANGEMENT THAT WOULD NOT GIVE RISE TO A CONFLICT OF INTEREST IS NOT REASONABLY ATTAINABLE UNDER THE CIRCUMSTANCES, THE DISINTERESTED MEMBERS OF THE BOARD OR COMMITTEE SHALL VOTE ON THE TRANSACTION OR ARRANGEMENT CONSIDERING WHETHER IT IS IN THE BEST INTEREST OF GHF AND FAIR AND REASONABLE TO GHF OFFICER DISCLOSURE OF ACTUAL OR POTENTIAL CONFLICT OF INTEREST GHF OFFICERS SHALL DISCLOSE AN ACTUAL OR POTENTIAL CONFLICT OF INTEREST WHEN SUCH AN INTEREST IS RELEVANT TO A MATTER IN WHICH THEY HAVE A ROLE, EITHER DIRECTLY OR THROUGH SUBORDINATES ACTING AT THEIR DIRECTION ANY GHF OFFICER HAVING AN ACTUAL CONFLICT OF INTEREST RELATED TO A MATTER AT ISSUE SHOULD NOT PARTICIPATE IN THE MATTER OR USE HIS/HER PERSONAL OR PROFESSIONAL INFLUENCE ON THE MATTER ANY GHF OFFICER WHO MAY HAVE A POTENTIAL CONFLICT OF INTEREST IS EXPECTED TO ABSTAIN FROM PARTICIPATION OR STATING HIS/HER POSITION IN THE MATTER, OR MAY ASK HIS/HER DIRECT SUPERVISOR TO DETERMINE IF HE/SHE FEELS THE POTENTIAL CONFLICT OF INTEREST IS SIGNIFICANT ENOUGH TO MAKE IT APPROPRIATE FOR THE INDIVIDUAL TO ABSTAIN FROM PARTICIPATION IN THE MATTER CONSULTATION WITH THE CHIEF COMPLIANCE OFFICER IS RECOMMENDED WHEN IT IS DIFFICULT TO DETERMINE WHETHER THE CIRCUMSTANCES CONSTITUTE A CONFLICT OF INTEREST

Return Reference	Explanation
ORGANIZATION COMPENSATION REVIEW & APPROVAL	PART VI, SECTION B, LINE 15 OFFICERS AND DIRECTORS OF THE FOUNDATION DO NOT RECEIVE COMPENSATION AND BENEFITS FROM THE FOUNDATION OFFICERS AND DIRECTORS RECEIVE COMPENSATION AND BENEFITS FROM GROUP HEALTH COOPERATIVE (GHC) GROUP HEALTH COOPERATIVE (GHC) IS GOVERNED BY AN INDEPENDENT BOARD OF TRUSTEES ("THE BOARD"), COMPRISED OF 11 CONSUMERS ELECTED BY GHC'S VOTING MEMBERS THE BOARD HAS DELEGATED TO THE COMPENSATION COMMITTEE OF THE BOARD (THE "COMMITTEE") THE RESPONSIBILITY FOR NEGOTIATING AND APPROVING THE EMPLOYMENT AGREEMENT AND COMPENSATION PACKAGE FOR THE GHC PRESIDENT AND CHIEF EXECUTIVE OFFICER ("CEO"), APPROVING THE EXECUTIVE TOTAL COMPENSATION PHILOSOPHY THAT DRIVES ALL EXECUTIVE COMPENSATION DECISIONS, AND APPROVING COMPENSATION FOR THE EXECUTIVE VICE PRESIDENTS AND VICE PRESIDENTS OF GHC (EXCEPT FOR COMPENSATION ESTABLISHED IN THE INITIAL WRITTEN CONTRACTS OFFERED TO CANDIDATES FOR VICE PRESIDENT POSITIONS WHO ARE NOT THEN EMPLOYED BY GHC AND WHO HAVE NOT BEEN DETERMINED TO BE A "DISQUALIFIED PERSON" UNDER APPLICABLE IRS REGULATIONS, AS TO WHOM THE BOARD HAS DELEGATED SUCH AUTHORITY TO THE CEO) THE FIVE MEMBERS OF THE COMMITTEE ARE THE CHAIR OF THE BOARD OF TRUSTEES, THE VICE CHAIR, AND THREE ADDITIONAL TRUSTEES SELECTED BY THE CHAIR AS ADOPTED BY THE COMMITTEE, THE EXECUTIVE TOTAL COMPENSATION PHILOSOPHY PROVIDES THAT GHC WILL MAINTAIN AN EXECUTIVE TOTAL COMPENSATION PROGRAM DESIGNED TO FACILITATE THE ACHIEVEMENT OF ITS CHARITABLE MISSION, VALUES AND ORGANIZATIONAL GOALS EXECUTIVE COMPENSATION IS SET AT A LEVEL THAT ENABLES THE ORGANIZATION TO ATTRACT, RETAIN, MOTIVATE AND REWARD THE HIGHEST CALIBER EXECUTIVES AT A COST THAT IS CONSISTENT WITH OUR PERFORMANCE AND CHARITABLE MISSION BASED UPON THOSE PRINCIPLES, THE PHILOSOPHY CONFIRMS THAT COMPENSATION WILL BE COMPARED TO COMPARABLE ORGANIZATIONS (HMOS AND MANAGED CARE, HEALTH CARE, AND HEALTH INSURANCE ORGANIZATIONS), AND THAT BASE SALARY RANGES WILL BE BUILT AROUND 50TH PERCENTILE MARKET BASE PAY LEVELS, ANNUAL AND LONG-TERM INCENTIVES WILL BE TARGETED AT THE 50TH PERCENTILE (WITH AN OPPORTUNITY TO EARN ABOVE THAT LEVEL BASED ON PERFORMANCE), AND BENEFITS AND PERQUISITES WILL BE ESTABLISHED CONSISTENT WITH MARKET PRACTICES A SIGNIFICANT PORTION OF EXECUTIVES' TOTAL COMPENSATION IS CONTINGENT ON INDIVIDUAL AND ORGANIZATIONAL PERFORMANCE CONSISTENT WITH GHC'S PHILOSOPHY, THE COMMITTEE REVIEWS AND APPROVES THE ANNUAL PERFORMANCE GOALS AND CRITERIA TO BE USED IN DETERMINING SALARY INCREASES AND INCENTIVE COMPENSATION CRITERIA FOR THE GHC CEO, EXECUTIVE VICE PRESIDENTS AND VICE PRESIDENTS (WHICH GROUP INCLUDES ALL GHC KEY EMPLOYEES AND GHC OFFICERS, EXCLUDING THE CHAIR OF THE BOARD AND THE VICE CHAIR, WHO ARE NOT EMPLOYED BY GHC) THE COMMITTEE ALSO HIRES A QUALIFIED INDEPENDENT COMPENSATION CONSULTANT (AN INDEPENDENT EXPERT) TO REVIEW, ANALYZE AND PROVIDE BENCHMARKING DATA FOR THE TOTAL COMPENSATION AND BENEFITS PACKAGES OF THE CEO, EXECUTIVE VICE PRESIDENTS AND VICE PRESIDENTS APPROPRIATE COMPARABILITY DATA IS OBTAINED FROM THE INDEPENDENT EXPERT, I E., COMPENSATION PAID BY SIMILARLY SITUATED ORGANIZATIONS (BOTH TAXABLE AND TAX-EXEMPT, OF SIMILAR SIZE AND IN THE SAME INDUSTRY) FOR SIMILAR JOB RESPONSIBILITIES THE COMMITTEE'S WRITTEN RECORDS AND MINUTES INCLUDE THE (1) TERMS OF THE ARRANGEMENT WITH THE DISQUALIFIED PERSON (INCLUDING THE DATE THE ARRANGEMENT WAS APPROVED), (2) A LIST OF MEMBERS PRESENT DURING THE DEBATE ON THE TRANSACTION (AND HOW THE MEMBERS VOTED WHEN IT WAS APPROVED), AND (3) A DESCRIPTION OF THE COMPARABLE DATA RELIED ON BY THE COMMITTEE KEY DELIBERATIONS OF THE COMMITTEE ARE ALSO DOCUMENTED IN MINUTES WHICH ARE APPROVED AT THE NEXT COMMITTEE MEETING THE COMMITTEE'S COMPENSATION DECISIONS ARE SHARED WITH THE BOARD

Return Reference	Explanation
PUBLIC INFORMATION	PART VI, SECTION C, LINE 19 WHILE FEDERAL TAX LAWS DO NOT MANDATE THAT THE ORGANIZATION'S GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS BE MADE AVAILABLE FOR PUBLIC INSPECTION, THE ORGANIZATION MAKES THESE DOCUMENTS AVAILABLE UPON REQUEST FOUNDATION POLICIES INCLUDING CONFLICT OF INTEREST, DISCLOSURE OF MISCONDUCT (WHISTLEBLOWER) AND DOCUMENT RETENTION AND DESTRUCTION ARE AVAILABLE ON THE WEBSITE FOUNDATION FORM 990 IS ALSO AVAILABLE ON THE WEBSITE

Return Reference	Explanation
NET UNREALIZED GAINS (LOSSES) ON INVESTMENTS	PART XI, LINE 5 UNRESTRICTED - UNREALIZED GAIN/LOSS ON INVESTMENTS $1,031,771 TEMPORARY RESTRICTED - UNREALIZED GAIN/LOSS ON INVESTMENTS $1,781,421 ANNUITY RESERVE ADJUSTMENTS - UNREALIZED GAIN/LOSS $99,679 ---------- TOTAL $2,912,871

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SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.
▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
GROUP HEALTH FOUNDATION

Employer identification number
91-1246278

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	(g) No
(1) GROUP HEALTH COOPERATIVE 320 WESTLAKE AVE N SUITE 100 SEATTLE, WA 98109 91-0511770	HOSPITAL	WA	501(c)(3)	3	NA		No
(2) GROUP HEALTH NORTHWEST 320 WESTLAKE AVE N SUITE 100 SEATTLE, WA 98109 91-1216856	INACTIVE	WA	501(c)(3)	11A	GHC		No

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity? Yes	(i) No
(1) GROUP HEALTH OPTIONS INC 320 WESTLAKE AVE N SUITE 100 SEATTLE, WA 981095233 91-1467158	INSURANCE	WA	NA	C CORP					No
(2) KPS HEALTH PLANS 400 WARREN AVE BREMERTON, WA 98337 91-0540525	INSURANCE	WA	NA	C Corp					No
(3) GROUP HEALTH SERVICES INC 302 WESTLAKE AVE N SUITE 100 SEATTLE, WA 981095233 91-1392222	INACTIVE	WA	NA	C Corp					No
(4) GROUP HEALTH OF WASHINGTON 320 WESTLAKE AVE N SUITE 100 SEATTLE, WA 981095233 91-1314907	INACTIVE	WA	NA	C Corp					No

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

		Yes	No
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 orgranization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity	1a		No
b Gift, grant, or capital contribution to related organization(s)	1b	Yes	
c Gift, grant, or capital contribution from related organization(s)	1c	Yes	
d Loans or loan guarantees to or for related organization(s)	1d		No
e Loans or loan guarantees by related organization(s)	1e		No
f Dividends from related organization(s)	1f		No
g Sale of assets to related organization(s)	1g		No
h Purchase of assets from related organization(s)	1h		No
i Exchange of assets with related organization(s)	1i		No
j Lease of facilities, equipment, or other assets to related organization(s)	1j		No
k Lease of facilities, equipment, or other assets from related organization(s)	1k		No
l Performance of services or membership or fundraising solicitations for related organization(s)	1l		No
m Performance of services or membership or fundraising solicitations by related organization(s)	1m		No
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		No
o Sharing of paid employees with related organization(s)	1o	Yes	
p Reimbursement paid to related organization(s) for expenses	1p		No
q Reimbursement paid by related organization(s) for expenses	1q		No
r Other transfer of cash or property to related organization(s)	1r		No
s Other transfer of cash or property from related organization(s)	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 related 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" on Form 990, Part IV, line 37.

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations?		(i) Code V?UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions)

Return Reference	Explanation