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ENDED TO NOVEMBER 16, 2015

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation

EMPIRE HEALTH FOUNDATION

A Employer identification number

26-3375286

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

P.O. BOX 244

B Telephone number

509-315-1323

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

SPOKANE, WA 99210

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 102,673,302.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	2,145,409.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,460,819.	1,386,803.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,044,941.			STATEMENT 1
	b Gross sales price for all assets on line 6a 49,439,930.				
	7 Capital gain net income (from Part IV, line 2)		4,010,341.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	14,186.	13,402.	784.	STATEMENT 2
	12 Total. Add lines 1 through 11	7,665,355.	5,410,546.	784.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	258,653.	21,528.	0.	212,337.
	14 Other employee salaries and wages	828,527.	21,996.	0.	779,856.
	15 Pension plans, employee benefits	281,450.	7,898.	0.	272,754.
	16a Legal fees STMT 3	473,567.	29,894.	0.	358,843.
	b Accounting fees STMT 4	49,340.	0.	0.	49,340.
	c Other professional fees STMT 5	1,471,275.	232,222.	0.	1,207,179.
	17 Interest				
	18 Taxes STMT 6	114,801.	0.	0.	365,135.
	19 Depreciation and depletion	45,384.	0.	0.	
	20 Occupancy	117,514.	0.	0.	103,588.
	21 Travel, conferences, and meetings	241,024.	0.	0.	241,958.
	22 Printing and publications				
	23 Other expenses STMT 7	8,517,554.	106,896.	0.	469,541.
	24 Total operating and administrative expenses. Add lines 13 through 23	12,399,089.	420,434.	0.	4,060,531.
	25 Contributions, gifts, grants paid	2,568,264.			2,327,878.
	26 Total expenses and disbursements. Add lines 24 and 25	14,967,353.	420,434.	0.	6,388,409.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-7,301,998.			
	b Net investment income (if negative, enter -0-)		4,990,112.		
	c Adjusted net income (if negative, enter -0-)			784.	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,848,159.	2,513,655.	2,513,655.
	2 Savings and temporary cash investments	699,039.	1,784,297.	1,784,297.
	3 Accounts receivable ▶ 4,588.			
	Less: allowance for doubtful accounts ▶	4,674.	4,588.	4,588.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶	3,192.	0.	0.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	43,843.	58,027.	58,027.
	10a Investments - U.S. and state government obligations STMT 9	12,622,084.	28,839,176.	28,839,176.
	b Investments - corporate stock STMT 10	10,828,507.	11,532,094.	11,532,094.
	c Investments - corporate bonds STMT 11	0.	12,232,868.	12,232,868.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	73,755,548.	41,998,166.	41,998,166.
	14 Land, buildings, and equipment: basis ▶ 3,283,912.			
	Less accumulated depreciation STMT 13 ▶ 97,009.	1,019,661.	3,186,903.	3,186,903.
	15 Other assets (describe ▶ STATEMENT 14)	1,966,850.	523,528.	523,528.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	103,791,557.	102,673,302.	102,673,302.
Liabilities	17 Accounts payable and accrued expenses	5,238,125.	5,531,149.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 15)	407,000.	6,927,815.	
	23 **Total liabilities** (add lines 17 through 22)	5,645,125.	12,458,964.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	97,102,117.	88,114,818.	
	25 Temporarily restricted	742,363.	1,803,039.	
	26 Permanently restricted	301,952.	296,481.	
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	98,146,432.	90,214,338.	
	31 **Total liabilities and net assets/fund balances**	103,791,557.	102,673,302.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	98,146,432.
2	Enter amount from Part I, line 27a	2	-7,301,998.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	90,844,434.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	630,096.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	90,214,338.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	49,439,930.		45,429,589.	4,010,341.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
b				
c				
d				
e				4,010,341.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	4,010,341.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	5,935,501.	63,339,856.	.093709
2012	8,018,223.	60,100,722.	.133413
2011	14,514,883.	70,251,955.	.206612
2010	21,267,749.	81,066,770.	.262349
2009	7,939,819.	81,116,441.	.097882

2	Total of line 1, column (d)	2	.793965
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.158793
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	99,460,595.
5	Multiply line 4 by line 3	5	15,793,646.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	49,901.
7	Add lines 5 and 6	7	15,843,547.
8	Enter qualifying distributions from Part XII, line 4	8	8,601,035.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	99,802.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	99,802.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	99,802.
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a: 99,802.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c:		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	99,802.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X	
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities* SEE STATEMENT 17	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3	X	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 16	10	X	

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) SEE STATEMENT 18	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ EMPIREHEALTHFOUNDATION.ORG

14 The books are in care of ▶ DAVID LUHN Telephone no. ▶ 509-315-1323

Located at ▶ 1023 W RIVERSIDE AVE, SPOKANE, WA ZIP+4 ▶ 99201

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶	16		X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No			
	If "Yes," list the years ▶ _____, _____, _____, _____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.)*	3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		X

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 19		468,383.	74,244.	2,624.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SARAH LYMAN 3914 S LAMONTE, SPOKANE, WA 99203	SENIOR PROGRAM ASSOCIATE 40.00	62,665.	17,423.	28.
JULIE THOMPSON 2616 W 58TH LANE, SPOKANE, WA 99203	EXECUTIVE ASSISTANT 40.00	60,445.	17,369.	680.
BRIAN MYERS 4209 S HATCH, SPOKANE, WA 99203	SENIOR PROGRAM ASSOCIATE 40.00	56,137.	16,938.	187.

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
YOST, MOONEY & PUGH CONTRACTORS, INC. PO BOX 2983, SPOKANE, WA 99220	CONSTRUCTION SERVICES	1,743,302.
BESSEMER TRUST - 100 WOODBRIDGE CENTER DRIVE, WOODBRIDGE, NJ 07095	INVESTMENT MANAGEMENT	412,693.
DRINKER BIDDLE & REATH, LLP - ONE LOGAN SQUARE, STE 2000, PHILAEDLPHIA, PA 19103-6996	LEGAL SERVICES	358,105.
MILLMANN, INC. 1301 FIFTH AVE #3800, SEATTLE, WA 98101	ACTUARIAL SERVICES	167,073.
CHEF ANDREA MARTIN LLC 881 WASHINGTON AVENUE #5K, BROOKLYN, NY 11225	CONSULTING	100,000.
Total number of others receiving over $50,000 for professional services ▶		0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE STATEMENT 20	6,388,409.
2	
3	
4	

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

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

Form **990-PF** (2014)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	96,750,526.
b	Average of monthly cash balances		1b	4,224,697.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	100,975,223.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	100,975,223.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	1,514,628.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	99,460,595.
6	**Minimum investment return.** Enter 5% of line 5		6	4,973,030.

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

1	Minimum investment return from Part X, line 6		1	4,973,030.
2a	Tax on investment income for 2014 from Part VI, line 5	2a 99,802.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	99,802.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	4,873,228.
4	Recoveries of amounts treated as qualifying distributions		4	784.
5	Add lines 3 and 4		5	4,874,012.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	4,874,012.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26		1a	6,388,409.
b	Program-related investments - total from Part IX-B		1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes		2	2,212,626.
3	Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)		3a	
b	Cash distribution test (attach the required schedule)		3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4		4	8,601,035.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b		5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4		6	8,601,035.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				4,874,012.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years: _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009 3,887,174.				
b From 2010 17,266,560.				
c From 2011 11,012,708.				
d From 2012 5,042,533.				
e From 2013 3,083,385.				
f **Total** of lines 3a through e	40,292,360.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 8,601,035.				
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				4,874,012.
e Remaining amount distributed out of corpus	3,727,023.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	44,019,383.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	3,887,174.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	40,132,209.			
10 Analysis of line 9:				
a Excess from 2010 17,266,560.				
b Excess from 2011 11,012,708.				
c Excess from 2012 5,042,533.				
d Excess from 2013 3,083,385.				
e Excess from 2014 3,727,023.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 21

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
A CATERED AFFAIR PO BOX 28993 SPOKANE, WA 99228	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	581.
ACTIVE4YOUTH PO BOX 30501 SPOKANE, WA 99223	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	10,000.
AGING & LONG-TERM CARE OF EASTERN WA 1222 N POST STREET SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	20,000.
ALL SAINTS LUTHERAN CHURCH 314 S SPRUCE SPOKANE, WA 99201	NONE	CHURCH	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	10,000.
AMERICAN CHILHOOD CANCER ORG OF INW PO BOX 8031 SPOKANE, WA 99203	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	100.
Total SEE CONTINUATION SHEET(S)			▶ 3a	2,327,878.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,460,819.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	4,044,941.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a DISTRIBUTIONS FROM					
b TRUSTS			01	13,402.	
c REFUND OF PY QUALIFIED					
d EXPENSES			01	784.	
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		5,519,946.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	5,519,946.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee — Date: 11/13/2015 — Title: CHIEF FINANCIAL OFFICER

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BARBARA L. EARNHEART	BARBARA L. EARNHE	11/13/15		P00240388

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

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

Schedule B (Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990 .

OMB No 1545-0047

2014

Name of the organization

EMPIRE HEALTH FOUNDATION

Employer identification number

26-3375286

Organization type (check one):

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

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

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.

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

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . ▶ $ _____

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

Name of organization: EMPIRE HEALTH FOUNDATION

Employer identification number: 26-3375286

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WASHINGTON DENTAL SERVICE FOUNDATION PO BOX 75688 SEATTLE, WA 98175	$ 50,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
2	MARGARET A CARGILL FOUNDATION 6889 ROWLAND ROAD EDEN PRARIE, MN 55344	$ 1,766,666.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
3	INLAND NORTHWEST COMMUNITY FOUNDATION 421 W RIVERSIDE AVENUE #606 SPOKANE, WA 99201	$ 40,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
4	CASEY FAMILY PROGRAMS 2001 EIGHTH AVENUE, SUITE 2700 SEATTLE, WA 98121	$ 58,431.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
5	PHILANTHROPY NORTHWEST 2101 4TH AVENUE, SUITE 650 SEATTLE, WA 98121	$ 125,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization: EMPIRE HEALTH FOUNDATION

Employer identification number: 26-3375286

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

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

Name of organization	Employer identification number
EMPIRE HEALTH FOUNDATION	26-3375286

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

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BESSEMER 8M1493 TOTALS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
651,698.	593,223.	0.	0.	58,475.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BESSEMER 8M1493 TOTALS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
119,184.	0.	0.	0.	119,184.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BESSEMER 8M1494 TOTALS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,005,862.	4,460,962.	0.	0.	544,900.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BESSEMER 8M1494 TOTALS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
701,177.	0.	0.	0.	701,177.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BESSEMER 8M1495 TOTALS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,947,918.	13,107,004.	0.	0.	1,840,914.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BESSEMER 8M1495 TOTALS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,166.	0.	0.	0.	15,166.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BESSEMER 8M3626 TOTALS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,677,684.	1,699,926.	0.	0.	-22,242.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BESSEMER 8M3627 TOTALS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12,310,676.	12,385,869.	0.	0.	-75,193.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BESSEMER 8M6468 TOTALS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,718,108.	1,757,111.	0.	0.	-39,003.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BESSEMER 8M6468 TOTALS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
682,602.	0.	0.	0.	682,602.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BESSEMER 8M6470 TOTALS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,450,526.	11,390,894.	0.	0.	59,632.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ADJUST TO F/S	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
159,329.	0.	0.	0.	159,329.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ADJUST FOR HAYDEN REO BASIS WRITTEN OFF IN PRIOR YEARS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	4,044,941.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
DISTRIBUTIONS FROM TRUSTS	13,402.	13,402.	0.
REFUND OF PY QUALIFIED EXPENSES	784.	0.	784.
TOTAL TO FORM 990-PF, PART I, LINE 11	14,186.	13,402.	784.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL EXPENSES	473,567.	29,894.	0.	358,843.
TO FM 990-PF, PG 1, LN 16A	473,567.	29,894.	0.	358,843.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	49,340.	0.	0.	49,340.
TO FORM 990-PF, PG 1, LN 16B	49,340.	0.	0.	49,340.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	1,471,275.	232,222.	0.	1,207,179.
TO FORM 990-PF, PG 1, LN 16C	1,471,275.	232,222.	0.	1,207,179.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES AND LICENSES	114,801.	0.	0.	365,135.
TO FORM 990-PF, PG 1, LN 18	114,801.	0.	0.	365,135.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES & POSTAGE	37,838.	0.	0.	40,343.
DUES, LICENSES, MEMBERSHIPS	34,128.	0.	0.	34,128.
GENERAL INSURANCE	83,329.	0.	0.	104,345.
PBGC INSURANCE	76,881.	0.	0.	76,881.
EXECUTIVE RECRUITING	6,232.	0.	0.	5,361.
TRAILING: PLAN LIABILITY	8,154,683.	0.	0.	0.
TRAILING: OTHER TRAILING MATTERS	1,117.	0.	0.	843.
CHARITABLE GIFT ANNUITY PAYMENTS	-33,257.	0.	0.	38,079.
WORKERS COMPENSATION FEES	-42,536.	0.	0.	77,318.
BOND PREMIUM (TAXABLE)	106,896.	106,896.	0.	0.
PROGRAM DIRECT SERVICES & EXPENSES	21,127.	0.	0.	21,127.
SPONSORSHIPS, PRINT & MEDIA	70,316.	0.	0.	70,316.
LANDSCAPING	200.	0.	0.	200.
REPAIRS AND MAINTENACE	100.	0.	0.	100.
MISCELLANEOUS EXPENSE	500.	0.	0.	500.
TO FORM 990-PF, PG 1, LN 23	8,517,554.	106,896.	0.	469,541.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
UNREALIZED LOSS ON PERMENANTLY RESTRICTED ASSETS	5,471.
UNREALIZED LOSS ON SECURITIES	624,625.
TOTAL TO FORM 990-PF, PART III, LINE 5	630,096.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
	X		28,839,176.	28,839,176.
TOTAL U.S. GOVERNMENT OBLIGATIONS			28,839,176.	28,839,176.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			28,839,176.	28,839,176.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	11,532,094.	11,532,094.
TOTAL TO FORM 990-PF, PART II, LINE 10B	11,532,094.	11,532,094.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	12,232,868.	12,232,868.
TOTAL TO FORM 990-PF, PART II, LINE 10C	12,232,868.	12,232,868.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
	FMV	41,998,166.	41,998,166.
TOTAL TO FORM 990-PF, PART II, LINE 13		41,998,166.	41,998,166.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 13

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
EQUIPMENT AND FIXTURES	334,091.	97,009.	237,082.
REAL PROPERTY	2,840,921.	0.	2,840,921.
LAND	108,900.	0.	108,900.
TOTAL TO FM 990-PF, PART II, LN 14	3,283,912.	97,009.	3,186,903.

FORM 990-PF OTHER ASSETS STATEMENT 14

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INVESTMENT INCOME	153,031.	227,047.	227,047.
BENEFICIAL INTERESTS IN TRUSTS	301,951.	296,481.	296,481.
DB PLAN FUNDING SURPLUS	1,511,868.	0.	0.
TO FORM 990-PF, PART II, LINE 15	1,966,850.	523,528.	523,528.

FORM 990-PF OTHER LIABILITIES STATEMENT 15

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
INSURANCE RESERVE	284,000.	0.
COBRA LIABILITY	123,000.	123,000.
DEFINED BENEFIT PLAN PPD FUNDING	0.	6,642,815.
WORKERS COMPENSATION PAYABLE	0.	162,000.
TOTAL TO FORM 990-PF, PART II, LINE 22	407,000.	6,927,815.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 16
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
MARGARET A CARGILL FOUNDATION	6889 ROWLAND ROAD EDEN PRARIE, MN 55344

FORM 990-PF EXPLANATION OF LEGISLATIVE OR POLITICAL ACTIVITIES - PART VII-A, LINE 1 STATEMENT 17

THE FOUNDATION'S ACTIVITIES RELATED TO ATTEMPTS TO INFLUENCE LEGISLATION WERE LIMITED TO THOSE THAT EITHER QUALIFY AS EXCEPTIONS TO THE PROHIBITIONS AGAINST SUCH ACTIVITY AS DESCRIBED IN IRC 4945(E) AND REGULATIONS SECTION 53.4945-2(D), OR WERE FOR PURPOSES OF DISCUSSING PROPOSALS RELATED TO PROJECTS JOINTLY FUNDED OR POTENTIALLY JOINTLY FUNDED BY THE FOUNDATION AND A GOVERNMENTAL BODY.

FORM 990-PF EXPLANATION CONCERNING PART VII-A, LINE 12 STATEMENT 18

EXPLANATION

EMPIRE HEALTH FOUNDATION MADE THE FOLLOWING CONTRIBUTIONS TO A DONOR-ADVISED FUND WITH THE INLAND NORTHWEST COMMUNITY FOUNDATION:

$31,000 - CHILDHOOD RESILIENCY FUND
$85,542 - HEALTH PHILANTHROPY PARNTERSHIP FUND

USE OF THESE FUNDS IS GOVERNED BY AGREEMENTS BETWEEN EMPIRE HEALTH FOUNDATION AND THE INLAND NORTHWEST COMMUNITY FOUNDATION PER AGREEMENTS MADE IN 2012. A COPY OF SAID AGREEMENTS WERE MADE AVAILABLE WITH THE FILING OF THE 2013 FORM 990-PF.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 19

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ANNE C. COWLES 1727 EAST 20TH AVENUE SPOKANE, WA 99203	SECRETARY 1.00	0.	0.	0.
DEB HARPER 1629 E. 46TH AVENUE SPOKANE, WA 99223	DIRECTOR 1.00	0.	0.	0.
TERESSA MARTINEZ P.O. BOX 248 WELLPINIT, WA 99040	DIRECTOR 1.00	0.	0.	0.
GARMAN LUTZ 8620 E. BOARDWALK LANE SPOKANE, WA 99212	DIRECTOR 1.00	0.	0.	0.
SUE LANI MADSEN P.O. BOX 107 EDWALL, WA 99008	CHAIR 1.00	0.	0.	841.
THERESA SANDERS 1812 EAST SUNBURST LANE SPOKANE, WA 99224	DIRECTOR 1.00	0.	0.	0.

SAM SELINGER, MD 5441 S. QUAIL RIDGE CIRCLE SPOKANE, WA 99223	DIRECTOR 1.00	0.	0.	0.
MATTHEW LAYTON 17204 W. DENO ROAD MEDICAL LAKE, WA 99022	VICE-CHAIR 1.00	0.	0.	438.
ANTONY CHIANG 617 W SHOSHONE SPOKANE, WA 99203	PRESIDENT 40.00	221,248.	41,645.	0.
LISA BROWN PO BOX 1495 SPOKANE, WA 99210	DIRECTOR 1.00	0.	0.	0.
TODD KOYAMA 425 W. 23RD AVENUE SPOKANE, WA 99203	DIRECTOR 1.00	0.	0.	0.
GARY STOKES 3911 S REGAL SPOKANE, WA 99223	DIRECTOR 1.00	0.	0.	0.
CRAIG DIAS 2306 W. PACIFIC AVE., #8 SPOKANE, WA 99201	DIRECTOR 1.00	0.	0.	0.
MIKE NOWLING 2280 E APPLEWAY #B LIBERTY LAKE, WA 99019	TREASURER 1.00	0.	0.	0.
DAVE LUHN 6202 N VISTA RIDGE LANE SPOKANE, WA 99217	CHIEF FINANCIAL OFFICER 40.00	117,079.	10,215.	72.
KRISTEN WEST 14222 FRIENDSHIP LANE NINE MILE FALLS, WA 99026	VICE PRESIDENT: PROGRAMS 40.00	130,056.	22,384.	129.
MARY SELECKY 1610 HIGHWAY 20 EAST COLVILLE, WA 99114	DIRECTOR 1.00	0.	0.	1,144.
RODNEY MCAULEY 3501 S WHIPPLE SPOKANE VALLEY, WA 99206	DIRECTOR 1.00	0.	0.	0.
NATHAN SMITH 1107 W 18TH SPOKANE, WA 99203	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		468,383.	74,244.	2,624.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 20

ACTIVITY ONE

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

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	6,388,409.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 21
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

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

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

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

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	BESSEMER 8M1493 TOTALS	P		
b	BESSEMER 8M1493 TOTALS	P		
c	BESSEMER 8M1494 TOTALS	P		
d	BESSEMER 8M1494 TOTALS	P		
e	BESSEMER 8M1495 TOTALS	P		
f	BESSEMER 8M1495 TOTALS	P		
g	BESSEMER 8M3626 TOTALS	P		
h	BESSEMER 8M3627 TOTALS	P		
i	BESSEMER 8M6468 TOTALS	P		
j	BESSEMER 8M6468 TOTALS	P		
k	BESSEMER 8M6470 TOTALS	P		
l	ADJUST TO F/S	P		
m	ADJUST FOR HAYDEN REO BASIS WRITTEN OFF IN PRIOR	P		
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	651,698.		593,223.	58,475.
b	119,184.			119,184.
c	5,005,862.		4,460,962.	544,900.
d	701,177.			701,177.
e	14,947,918.		13,107,004.	1,840,914.
f	15,166.			15,166.
g	1,677,684.		1,699,926.	-22,242.
h	12,310,676.		12,385,869.	-75,193.
i	1,718,108.		1,757,111.	-39,003.
j	682,602.			682,602.
k	11,450,526.		11,390,894.	59,632.
l	159,329.			159,329.
m			34,600.	-34,600.
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				58,475.
b				119,184.
c				544,900.
d				701,177.
e				1,840,914.
f				15,166.
g				-22,242.
h				-75,193.
i				-39,003.
j				682,602.
k				59,632.
l				159,329.
m				-34,600.
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	4,010,341.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ANTIOCH ADOPTIONS 723 W INDIANA AVENUE SPOKANE, WA 99205	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	100.
ASIAN AMERICAN-PACIFIC ISLANDERS IN PHILA 2201 BROADWAY, SUITE 720 OAKLAND, CA 94612	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	5,000.
AT THE CORE PO BOX 981 MEAD, WA 99021	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	250.
BACKYARD HARVEST PO BOX 9783 MOSCOW, ID 83843	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	7,500.
BETTER HEALTH TOGETHER PO BOX 271 SPOKANE, WA 99210	NONE	RELATED PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	446,500.
BIG BROTHERS BIG SISTERS OF THE INLAND NW 222 W MISSION AVENUE, SUITE 40 SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	10,000.
BIG TABLE PO BIX 141510 SPOKANE VALLEY, WA 99214	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	13,190.
CATHOLIC CHARITIES SPOKANE 12 E 5TH AVENUE SPOKANE, WA 99202	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	20,800.
CENTER FOR JUSTICE 35 W MAIN, SUITE 300 SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	17,000.
CHILDREN'S HOME SOCIETY OF WASHINGTON PO BOX 15190 SEATTLE, WA 98115-0190	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	10,000.
Total from continuation sheets				2,287,197.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COMMUNITY COLLEGES OF SPOKANE FOUNDATION PO BOX 6000 SPOKANE, WA 99217-6000	NONE	SCHOOL	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	5,000.
COMMUNITY-MINDED ENTERPRISES 25 W MAIN AVENUE, SUITE 310 SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	7,000.
COOPER ELEMENTARY SCHOOL 3200 N FERRALL STREET SPOKANE, WA 99217	NONE	SCHOOL	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	1,500.
CRAFT 3 203 HOWERTON WAY SE ILWACO, WA 98624	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	15,000.
CUSICK SCHOOL DISTRICT 305 MONUMENTAL WAY CUSICK, WA 99119	NONE	SCHOOL	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	11,000.
EAST REGION EMS & TRAUMA CARE COUNCIL 123 OHME GARDEN RD, SUITE B WENATCHEE, WA 98801	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	3,237.
EAST VALLEY SCHOOL DISTRICT 12325 E GRACE SPOKANE, WA 99216	NONE	SCHOOL	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	5,390.
EASTERN WASHINGTON UNIVERSITY 668 N RIVERPOINT BLVD SPOKANE, WA 99202-1660	NONE	SCHOOL	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	4,051.
EMPOWERING INC PO BOX 8318 SPOKANE, WA 99203	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	5,000.
FAMILY IMPACT NETWORK PO BOX 244 SPOKANE, WA 99210	NONE	RELATED PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	98,431.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FIRST TEE OF THE INLAND NORTHWEST PO BOX 4553 SPOKANE, WA 99220	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	6,500.
FRONTIER BEHAVIORAL HEALTH 107 S DIVISION SPOKANE, WA 99202	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	15,977.
FSG INC 500 BOYLSTON STREET, SUITE BOSTON, MA 2116	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	54,300.
GREATER SPOKANE COUNTY MEALS ON WHEELS PO BOX 14278 SPOKANE, WA 99206	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	1,750.
HOSPICE OF SPOKANE PO BOX 2215 SPOKANE, WA 99210	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	13,000.
I FOSTER INC 10049 MARTIS VALLEY RD, UNIT C TRUCKEE, CA 96161	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	10,000.
INLAND NORTHWEST COMMUNITY FOUNDATION 421 W RIVERSIDE AVE, SUITE 606 SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	116,542.
INSTITUTE FOR FAMILY DEVELOPMENT 34004 - 16TH AVENUE S, SUITE 200 FEDERAL WAY, WA 98003	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	5,000.
KALISPEL TRIBE OF INDIANS 934 S GARFIELD AIRWAY HEIGHTS, WA 99001	NONE	TRIBE	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	12,000.
KETTLE FALLS SCHOOL DISTRICT PO BOX 458 KETTLE FALLS, WA 99141-0458	NONE	SCHOOL	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	12,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KSPS PUBLIC TELEVISION 3911 S REGAL SPOKANE, WA 99223	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	11,000.
LAKE ROOSEVELT COMMUNITY HEALTH CENTERS PO BOX 290 INCHELIUM, WA 99138	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	2,500.
LINCOLN COUNTY HEALTH DEPT 90 NICHOLS DAVENPORT, WA 99122	NONE	GOVERNMENT AGENCY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	21,154.
LOON LAKE FOOD BANK & RESOURCE CENTER 4291-A JEPSEN ROAD VALLEY, WA 99181	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	7,000.
LUTHERAN COMMUNITY SERVICES NORTHWEST 4040 S 188TH STREET, SUITE 300 SEA TAC, WA 98188-5070	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	22,500.
MARTIN LUTHER KING JR FAMILY OUTREACH CTR 845 S SHERMAN STREET SPOKANE, WA 99202	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	80.
MERCY HOUSING NORTHWEST 2505 THIRD AVENUE, SUITE 204 SEATTLE, WA 98121	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	5,000.
MOBIUS SCIENCE CENTER 811 W MAIN AVENUE SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	100.
NATIVE AMERICANS IN PHILANTHROPY 2801 21ST AVE SOUTH STE 132D MINNEAPOLIS, MN 55407	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	500.
NEW ESD101 4202 S REGAL ST SPOKANE, WA 99223	NONE	SCHOOL	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	1,250.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NEW HORIZON CARE CENTERS INC PO BOX 4627 SPOKANE, WA 99220	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	13,000.
NEWPORT HOSPITAL & HEALTH SERVICES 714 W. PINE STREET NEWPORT, WA 99156	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	58,000.
NORTHEAST WASHINGTON FARMERS MARKET 2341 HEIDEGGER ROAD RICE, WA 99167	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	6,000.
NORTHWEST AUTISM CENTER 25 W 5TH AVE, SUITE 113 SPOKANE, WA 99204	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	15,000.
ODYSSEY YOUTH CENTER 1121 S. PERRY ST SPOKANE, WA 99202	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	212.
ON-TRACK INC 221 W MAIN STREET MEDFORD, OR 97501	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	5,000.
PARTNERS WITH FAMILIES & CHILDREN 1321 W BROADWAY SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	12,500.
PHILANTHROPY NW 2101 FOURTH AVE, SUITE 650 SEATTLE, WA 98121	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	15,000.
PINCHOT UNIVERSITY 220 SECOND AVENUE S, 4TH FLOOR SEATTLE, WA 98104	NONE	SCHOOL	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	6,790.
PLANNED PARENTHOOD OF GREATER WA & N ID 123 E INDIANA AVENUE SPOKANE, WA 99207	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	13,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PROVIDENCE HEALTH CARE FOUNDATION 101 W 8TH AVENUE SPOKANE, WA 99204	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	30,100.
PROVIDENCE NEW HUNGER COALITION 986 S MAIN COLVILLE, WA 99114	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	100.
PULLMAN COMMUNITY COUNCIL ON AGING PO BOX 1123 PULLMAN, WA 99163	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	1,500.
PULLMAN MEMORIAL HOSPITAL FOUNDATION 835 SE BISHOP BLVD, SUITE 200 PULLMAN, WA 99163	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	88,194.
RAZOODONATIONS.ORG	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	100.
REARDAN PRESBYTERIAN CHURCH PO BOX 209 REARDAN, WA 99029	NONE	CHURCH	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	100.
REARDAN-EDWALL SCHOOL DISTRICT PO BOX 225 REARDAN, WA 99029	NONE	SCHOOL	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	3,266.
ROTARY CLUB OF SPOKANE #21 7 SOUTH HOWARD, SUITE 420 SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	765.
RURAL RESOURCES COMMUNITY ACTION 956 S MAIN STREET COLVILLE, WA 99114	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	16,122.
SECOND HARVEST INLAND NORTHWEST 525 W 2ND AVENUE SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	10,100.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SPO-CAN COUNCIL 1234 E FRONT AVENUE SPOKANE, WA 99202	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	500.
SPOKANE AIDS NETWORK PO BOX 10540 SPOKANE, WA 99209-0540	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	11,000.
SPOKANE AREA BUSINESS FOUNDATION 905 S MONROE SPOKANE, WA 99204	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	2,500.
SPOKANE COUNTY MEDICAL SOCIETY FOUNDATION 801 W. RIVERSIDE SUITE 100 SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	33,500.
SPOKANE COUNTY PARENTS FOR PARENTS 104 S FREYA STREET SPOKANE, WA 99202	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	12,000.
SPOKANE NEIGHBORHOOD ACTION PARTNERS 1116 W BROADWAY SPOKANE, WA 99260	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	5,000.
SPOKANE PUBLIC LIBRARY FOUNDATION 3102 FORT GEORGE WRIGHT SPOKANE, WA 99224	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	100.
SPOKANE PUBLIC SCHOOLS 906 W MAIN SPOKANE, WA 99201	NONE	SCHOOL	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	120,382.
SPOKANE REGIONAL HEALTH DISTRICT 200 N BERNARD STREET SPOKANE, WA 99201-0282	NONE	GOVERNMENT AGENCY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	10,000.
SPOKANE TEACHING HEALTH CENTER 1101 W COLLEGE AVE SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	100,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SPOKANE TRIBAL COLLEGE PO BOX 244 SPOKANE, WA 99210	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	2,500.
SPOKANE TRIBAL NETWORK 1025 W INDIANA AVENUE SPOKANE, WA 99205	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	100,050.
SPOKANE TRIBE OF INDIANS PO BOX 390 WELLPINIT, WA 99040	NONE	TRIBE	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	4,000.
ST LUKE'S REHAB INSTITUTE PO BOX 100 WELLPINIT, WA 99040	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	14,000.
TEAM GRANT DBA/ST LUKE'S REHABILITATION INSTITUTE SPOKANE, WA 99210	NONE	OTHER PUBLIC CHARITY	TO ASSIST ORGANIZATION TO PROMOTE GOOD HEALTH IN THEIR COMMUNITY	3,800.
THE LUTHERAN HOME ASSOCIATION 1300 EAST 9TH AVENUE SPOKANE, WA 99202		OTHER PUBLIC CHARITY		12,300.
TRANSITIONS 334 S MERIDIAN STREET BELLE PLAINE, MN 56011		OTHER PUBLIC CHARITY		50.
UNION GOSPEL MISSION ASSOC OF SPOKANE 3128 N HEMLOCK SPOKANE, WA 99205		OTHER PUBLIC CHARITY		9,000.
UNITED WAY OF SPOKANE COUNTY PO BOX 4066 SPOKANE, WA 99220		OTHER PUBLIC CHARITY		70,850.
UNIVERSITY OF WASHINGTON 920 N WASHINGTON, SUITE 100 SPOKANE, WA 99201		SCHOOL		20,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VALLEY ROTARY CHARITABLE PARTNERS FOR OUR CHILDREN SEATTLE, WA 98195		OTHER PUBLIC CHARITY		250.
VOLUNTEERS OF AMERICA OF E WA & N ID PO BOX 14192 SPOKANE, WA 99214		OTHER PUBLIC CHARITY		63,664.
WASHINGTON NONPROFITS 120 STATE AVENUE NE #303 OLYMPIA, WA 98501		OTHER PUBLIC CHARITY		32,500.
WASHINGTON STATE UNIVERSITY PO BOX 643140 PULLMAN, WA 99164		SCHOOL		250,000.
WASHINGTON STATE UNIVERSITY SPOKANE PO BOX 1495 SPOKANE, WA 99210-1495		SCHOOL		20,000.
WASHINGTON SUSTAINABLE FOOD & FARMING NET PO BOX 762 MT VERNON, WA 98273-0762		OTHER PUBLIC CHARITY		10,000.
WELLPINIT SCHOOL DISTRICT 6230 OLD SCHOOL RD WELLPINIT, WA 99040		SCHOOL		34,000.
WHITMAN COUNTY RURAL LIBRARY DISTRICT 102 S MAIN STREET COLFAX, WA 99111		GOVERNMENT AGENCY		1,500.
WITHIN REACH 155 NE 100TH ST, #500 SEATTLE, WA 98125		OTHER PUBLIC CHARITY		7,200.
YMCA OF THE INLAND NORTHWEST 1126 N MONROE SPOKANE, WA 99201		OTHER PUBLIC CHARITY		7,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
YOUTH FOR CHRIST 1309 N ASH STREET SPOKANE, WA 99201		OTHER PUBLIC CHARITY		30,100.
Total from continuation sheets				