EXTENDED TO NOVEMBER 15, 2019

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.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 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

509-315-1260

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) ▶$ 80,253,815.

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	2,512,387.			
	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	1,228,639.	1,220,358.		
	5a Gross rents	155,339.	155,339.		STATEMENT 1
	b Net rental income or (loss) -204,217.				STATEMENT 2
	6a Net gain or (loss) from sale of assets not on line 10	2,562,593.			
	b Gross sales price for all assets on line 6a 17,359,981.				
	7 Capital gain net income (from Part IV, line 2)		2,562,593.		
	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	2,255,353.	17,768.	1,142,420.	STATEMENT 3
	12 **Total.** Add lines 1 through 11	8,714,311.	3,956,058.	1,142,420.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	266,752.	0.	0.	266,752.
	14 Other employee salaries and wages	2,212,628.	33,062.	680,517.	1,347,596.
	15 Pension plans, employee benefits	803,088.	0.	155,509.	648,274.
	16a Legal fees STMT 4	921,895.	95.	0.	623,534.
	b Accounting fees STMT 5	36,210.	0.	0.	42,652.
	c Other professional fees STMT 6	1,009,641.	230,801.	81,971.	588,679.
	17 Interest				
	18 Taxes STMT 7	92,281.	547.	16,427.	7,563.
	19 Depreciation and depletion	301,068.	163,535.	163,535.	
	20 Occupancy	179,510.	52,566.	0.	126,944.
	21 Travel, conferences, and meetings	313,712.	0.	0.	321,958.
	22 Printing and publications				
	23 Other expenses STMT 8	662,136.	143,353.	44,461.	357,850.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	6,798,921.	623,959.	1,142,420.	4,331,802.
	25 Contributions, gifts, grants paid	1,991,708.			1,991,708.
	26 **Total expenses and disbursements.** Add lines 24 and 25	8,790,629.	623,959.	1,142,420.	6,323,510.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-76,318.			
	b **Net investment income** (if negative, enter -0-)		3,332,099.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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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	608,098.	425,944.	425,944.
	2 Savings and temporary cash investments	1,401,318.	2,347,840.	2,347,840.
	3 Accounts receivable ▶ 689,010.			
	Less allowance for doubtful accounts ▶	1,053,570.	689,010.	689,010.
	4 Pledges receivable ▶ 1,779,839.			
	Less: allowance for doubtful accounts ▶	1,977,649.	1,779,839.	1,779,839.
	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 ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	888,274.	787,464.	787,464.
	10a Investments - U.S and state government obligations STMT 10	8,134,712.	10,486,339.	10,486,339.
	b Investments - corporate stock STMT 11	14,886,799.	13,000,993.	13,000,993.
	c Investments - corporate bonds STMT 12	7,356,543.	5,269,435.	5,269,435.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans STMT 13	1,000,000.	1,500,000.	1,500,000.
	13 Investments - other STMT 14	46,410,357.	40,466,708.	40,466,708.
	14 Land, buildings, and equipment: basis ▶ 4,184,695.			
	Less accumulated depreciation STMT 15 ▶ 1,109,545.	3,339,412.	3,075,150.	3,075,150.
	15 Other assets (describe ▶)	459,686.	425,093.	425,093.
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	87,516,418.	80,253,815.	80,253,815.
Liabilities	17 Accounts payable and accrued expenses	3,704,193.	4,090,092.	
	18 Grants payable	410,684.	521,553.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ WORKERS COMPENSATI)	27,000.	58,000.	
	23 **Total liabilities** (add lines 17 through 22)	4,141,877.	4,669,645.	
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	79,716,810.	71,240,484.	
	25 Temporarily restricted	3,358,825.	4,087,654.	
	26 Permanently restricted	298,906.	256,032.	
	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**	83,374,541.	75,584,170.	
	31 **Total liabilities and net assets/fund balances**	87,516,418.	80,253,815.	

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	83,374,541.
2	Enter amount from Part I, line 27a	2	-76,318.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	83,298,223.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	7,714,053.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	75,584,170.

Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENT

	(a) List and describe the kind(s) of property sold (for example, 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				
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	17,359,981.		14,797,388.	2,562,593.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.

	(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				2,562,593.

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	2,562,593.
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 doesn't 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))
2017	6,204,917.	76,509,218.	.081100
2016	9,792,557.	75,101,752.	.130391
2015	22,013,755.	90,702,379.	.242703
2014	8,601,035.	99,460,595.	.086477
2013	5,935,501.	63,339,856.	.093709

2	**Total** of line 1, column (d)	2	.634380
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	.126876
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	78,555,327.
5	Multiply line 4 by line 3	5	9,966,786.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	33,321.
7	Add lines 5 and 6	7	10,000,107.
8	Enter qualifying distributions from Part XII, line 4	8	6,323,510.

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 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	BESSEMMER 8M1493 TOTALS	P		
b	BESSEMMER 8M1494 TOTALS	P		
c	BESSEMMER 8M3626 TOTALS	P		
d	BESSEMMER 8M3627 TOTALS	P		
e	BESSEMMER 8M6468 TOTALS	P		
f	BESSEMMER 8M6470 TOTALS	P		
g	PERRITT TOTALS	P		
h	PERRITT TOTALS	P		
i	VARIOUS	P		
j	UNRECONCILED	P		
k				
l				
m				
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	732,480.		474,629.	257,851.
b	4,006,214.		2,753,127.	1,253,087.
c	717,689.		730,401.	-12,712.
d	4,767,698.		4,815,757.	-48,059.
e	3,528,858.		2,369,557.	1,159,301.
f	3,588,042.		3,644,287.	-56,245.
g	12,700.			12,700.
h	4,088.			4,088.
i	2,212.			2,212.
j			9,630.	-9,630.
k				
l				
m				
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				257,851.
b				1,253,087.
c				-12,712.
d				-48,059.
e				1,159,301.
f				-56,245.
g				12,700.
h				4,088.
i				2,212.
j				-9,630.
k				
l				
m				
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	2,562,593.
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 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	66,642.
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	66,642.
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	66,642.
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018 — 6a: 66,642.		
b	Exempt foreign organizations - tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d: 0.		
7	Total credits and payments. Add lines 6a through 6d	7	66,642.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	1,631.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	1,631.
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 2019 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 the instructions for the definition	1b		X
	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 19			
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?	4b	X	
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 2018 or the tax year beginning in 2018? See the 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 18	10	X	

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

			Yes	No
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 STMT 20	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	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 ▶ 509-315-1260
Located at ▶ 1020 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 2018, 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. 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 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ 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 2018 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 2018.)	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 2018?	4b		X

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

			Yes	No
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		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year?	[ ] Yes [X] No		

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

1 List all officers, directors, trustees, and 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 21		374,461.	78,385.	17,974.

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	VICE PRESIDENT 36.00	150,000.	45,990.	3,369.
ALISON WHITE - 12515 S HANGMAN VALLEY ROAD, VALLEYFORD, WA 99036	LEASED EXECUTIVE DIRECTOR - BHT 40.00	140,000.	40,246.	2,517.
BRIAN MYERS 4209 S HATCH, SPOKANE, WA 99203	VICE PRESIDENT 40.00	125,186.	39,284.	3,283.
TERI KOOK - 1221 W RAILROAD AVE APT 1, SPOKANE, WA 99201	LEASED EXECUTIVE DIRECTOR - FIN 40.00	75,104.	16,024.	59,425.
JILL ANGELO - 810 W QUALCHAN LANE, SPOKANE, WA 99224	CFO - FAMILY IMPACT NETWORK 22.00	116,699.	18,397.	2,925.

Total number of other employees paid over $50,000 ▶ 16

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
SIRIANNI YOUTZ SPOONEMORE & HAMBURGER 701 5TH AVE, SUITE 2, SEATTLE, WA 98104	LEGAL	389,147.
RSM US LLP 5155 PAYSHERE CIRCLE, CHICAGO, IL 60674	CONSULTING	131,281.
DRINKER BIDDLE & REATH, LLP - ONE LOGAN SQUARE STE 2000, PHILADELPHIA, PA 19103	LEGAL	118,079.
PATRICK DUNN & ASSOCIATES, LTD 13531 NORTHSHIRE ROAD NW, SEATTLE, WA 98177	CONSULTING	101,308.
QUALITY REIMBURSEMENT SERVICES, INC - 150 N SANTA ANA AVE SUITE 570A, ARCADIA, CA 91006	COST RECOVERY	69,560.
Total number of others receiving over $50,000 for professional services ▶		2

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 22	1,278,012.
2 SEE STATEMENT 23	831,285.
3 SEE STATEMENT 24	502,444.
4 SEE STATEMENT 25	418,648.

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.

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	77,339,349.
b	Average of monthly cash balances		1b	2,412,252.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	79,751,601.
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	79,751,601.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	1,196,274.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	78,555,327.
6	**Minimum investment return.** Enter 5% of line 5		6	3,927,766.

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

1	Minimum investment return from Part X, line 6		1	3,927,766.
2a	Tax on investment income for 2018 from Part VI, line 5	2a 66,642.		
b	Income tax for 2018. (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	66,642.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	3,861,124.
4	Recoveries of amounts treated as qualifying distributions		4	7,358.
5	Add lines 3 and 4		5	3,868,482.
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	3,868,482.

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	6,323,510.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	6,323,510.
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	6,323,510.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				3,868,482.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013 3,083,385.				
b From 2014 3,727,023.				
c From 2015 17,508,573.				
d From 2016 5,382,506.				
e From 2017 2,411,402.				
f **Total** of lines 3a through e	32,112,889.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ $ 6,323,510.				
a Applied to 2017, 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) **	1,833,771.			
d Applied to 2018 distributable amount				3,868,482.
e Remaining amount distributed out of corpus	621,257.			
5 Excess distributions carryover applied to 2018 (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	34,567,917.			
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 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				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 2013 not applied on line 5 or line 7	3,083,385.			
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a	31,484,532.			
10 Analysis of line 9				
a Excess from 2014 3,727,023.				
b Excess from 2015 17,508,573.				
c Excess from 2016 5,382,506.				
d Excess from 2017 2,411,402.				
e Excess from 2018 2,455,028.				

** SEE STATEMENT 26

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 2018, 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) 2018	(b) 2017	(c) 2016	(d) 2015	(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 , to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 27

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*				
AGING & LONG-TERM CARE OF EASTERN WA 1222 N POST STREET SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	25,000.
ALLIANCE FOR INTEGRATED MEDICATION MGT PO BOX 2046 FAIRFAX, VA 22031	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	40,800.
ALLIANCE FOR STRONG FAMILIES AND COMMUNIT 648 N. PLANKINTON AVE., SUITE 425 MILWAUKEE, WI 53203	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	5,000.
AMERICAN INDIAN COMMUNITY CENTER 610 E NORTH FOOTHILLS DRIVE SPOKANE, WA 99207	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	1,000.
AMERICAN LUNG ASSOCIATION 5601 6TH AVE S, SUITE 460 SEATTLE, WA 98108	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	10,700.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,991,708.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

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
BETHEL AME CHURCH 645 S RICHARD ALLEN COURT SPOKANE, WA 99202	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	100.
BOOST COLLABORATIVE 115 NW STATE STREET, SUITE 106 PULLMAN, WA 99163	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	9,750.
BOYS & GIRLS CLUB 544 E PROVIDENCE SPOKANE, WA 99207	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	25.
CATHOLIC CHARITIES SPOKANE 12 E 5TH AVE SPOKANE, WA 99202	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	564,565.
CENTER FOR JUSTICE 35 W MAIN, SUITE 300 SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	250.
CHILDREN'S ALLIANCE 718 SIXTH AVE SOUTH SEATTLE, WA 98104	NONE	OTHER PUBLIC CHARITY	MATCH EMPLOYEE CONTRIBUTION	100.
CIRCLES OF CARING ADULT DAY HEALTH FOUND 588 SE BISHOP BLVD, SUITE D PULLMAN, WA 99163	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	13,750.
COMMUNITY ACTION CENTER 350 SE FAIRMONT DR PULLMAN, WA 99163	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	9,600.
CONFEDERATED TRIBES OF THE COLVILLE RESER P.O.BOX 150 NESPELEM, WA 99155	FOUNDATION DIRECTOR AFFILIATED WITH GRANTEE	TRIBE	TO PROMOTE IMPROVED HEALTH	156,000.
COUNCIL ON AGING & HUMAN SERVICES PO BOX 107 COLFAX, WA 99111	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	26,000.
Total from continuation sheets				1,909,208.

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
CURLEW CIVICS CLUB PO BOX 36 CURLEW, WA 99118	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	1,660.
DAYBRIDGE COMMUNITIES/PARENTS'COOPERATIVE 2917 N CINCINNATI SPOKANE, WA 99207	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	14,480.
EASTERN WASHINGTON UNIVERSITY. 210 SHOWALTER HALL CHENEY, WA 99203	FOUNDATION DIRECTOR AFFILIATED WITH GRANTEE	SCHOOL	TO PROMOTE IMPROVED HEALTH	2,000.
EPISCOPAL CHURCH OF THE REDEEMER PO BOX 607 REPUBLIC, WA 99166	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	2,700.
FAIRFIELD CARE 5034 S STONE CREST LANE SPOKANE, WA 99223	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	10,800.
FREEMAN SCHOOL DISTRICT 15001 S JACKSON RD ROCKFORD, WA 99030	NONE	SCHOOL	TO PROMOTE IMPROVED HEALTH	20,000.
FRIENDS OF COMMUNITY HOSPICE PO BOX 484 PULLMAN, WA 99163	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	13,000.
FRIENDS OF KEXP 472 1ST AVE N SEATTLE, WA 98109	NONE	OTHER PUBLIC CHARITY	MATCH EMPLOYEE CONTRIBUTION	200.
GIRLS ON THE RUN SPOKANE PO BOX 1245 SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	MATCH EMPLOYEE CONTRIBUTION	720.
GLOVER MIDDLE SCHOOL 2404 W LONGFELLOW AVE SPOKANE, WA 99205	NONE	SCHOOL	MATCH EMPLOYEE CONTRIBUTION	290.
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
GRANTMAKERS IN AGING INC 2001 JEFFERSON DAVIS HWY, STE 1011 ARLINGTON, VA 22202	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	10,000.
GREATER SPOKANE COUNTY MEALS ON WHEELS PO BOX 14278 SPOKANE, WA 99206	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	11,600.
GREATER SPOKANE PROGRESS 25 W. MAIN AVE, SUITE 222 SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	MATCH EMPLOYEE CONTRIBUTION	25.
HABITAT FOR HUMANITY SPOKANE 1805 E TRENT AVE. SPOKANE, WA 99202	NONE	OTHER PUBLIC CHARITY	MATCH EMPLOYEE CONTRIBUTION	150.
HBPA FOUNDATION PO BOX 3661 SPOKANE, WA 99220-3661	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	375.
HISPANIC BUSINESS PROFESSIONAL ASSOCIATIO PO BOX 3661 SPOKANE, WA 99220	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	7,000.
IMMACULATE CONCEPTION PARISH, REPUBLIC 261 E 7TH ST REPUBLIC, WA 99166	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	7,340.
INDEPENDENT SECTOR PO BOX 5007 MERRIFIELD, VA 22116-5007	FOUNDATION'S TOP MANAGEMENT OFFICIAL IS A MEMBER OF GRANTEE'S BOARD	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	3,000.
INNOVIA FOUNDATION 421 W RIVERSIDE AVE, #606 SPOKANE, WA 99201-0405	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	2,500.
ISAD/GIFTED DEVELOPMENT CENTER 8120 SHERIDAN BLVD, SUITE C-111 WESTMINSTER, CO 80003-6146	NONE	OTHER PUBLIC CHARITY	MATCH EMPLOYEE CONTRIBUTION	100.
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
KALISPEL TRIBE OF INDIANS PO BOX 39 USK, WA 99180	FOUNDATION DIRECTOR AFFILIATED WITH GRANTEE	TRIBE	TO PROMOTE IMPROVED HEALTH	143,700.
KSPS PUBLIC TELEVISION 3911 S REGAL SPOKANE, WA 99223	FOUNDATION DIRECTOR AFFILIATED WITH GRANTEE	OTHER PUBLIC CHARITY	MATCH EMPLOYEE CONTRIBUTION	340.
LATINO HOPE FOUNDATION PO BOX 34 SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	500.
LIND SENIOR CENTER PO BOX 345 LIND, WA 99341	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	5,000.
LUTHERAN COMMUNITY SERVICES NORTHWEST 210 W. SPRAGUE AVE. SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	9,000.
MEALS ON WHEELS SPOKANE 1222 W 2ND SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	50.
NEW ESD101 4202 S REGAL ST SPOKANE, WA 99223	NONE	SCHOOL	TO PROMOTE IMPROVED HEALTH	30,000.
NORTHPORT SCHOOL DISTRICT PO BOX 1280, 404 10TH STREET NORTHPORT, WA 99157	NONE	SCHOOL	TO PROMOTE IMPROVED HEALTH	14,000.
NW CHILDREN'S FUND 2100 24TH AVENUE SOUTH, STE 320 SEATTLE, WA 98144	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	1,000.
PHILANTHROPY IN ACTION 1020 W RIVERSIDE AVENUE SPOKANE, WA 99201	FOUNDATION IS A MEMBER	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	180,000.
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
PHILANTHROPY NORTHWEST 2101 4TH AVE, STE 650 SEATTLE, WA 98121	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	18,832.
PLANNED PARENTHOOD OF GREATER WA & N ID 1117 TIETON DRIVE YAKIMA, WA 98902	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	13,000.
PLANNED PARENTHOOD OF GREATER WA & N ID 1117 TIETON DRIVE YAKIMA, WA 98902	NONE	OTHER PUBLIC CHARITY	MATCH EMPLOYEE CONTRIBUTION	200.
PROJECT HOPE P.O. BOX 250 MILLWOOD, VA 22646	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	10,000.
PROVIDENCE HEALTH CARE FOUNDATION 101 W 8TH AVENUE SPOKANE, WA 99204-2364	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	15,000.
PROVIDENCE HEALTH CARE FOUNDATION 101 W 8TH AVENUE SPOKANE, WA 99204-2364	NONE	OTHER PUBLIC CHARITY	MATCH EMPLOYEE CONTRIBUTION	72.
PUBLIC HOSPITAL DISTRICT NO.1 OF PEND ORE 714 W PINE STREET NEWPORT, WA 99156	NONE	GOVERNMENT	TO PROMOTE IMPROVED HEALTH	75,000.
REFUGEE CONNECTIONS SPOKANE 35 W. MAIN AVE., STE #205 SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	10,000.
RURAL DEVELOPMENT INITIATIVES 150 SHELTON-MCMURPHEY BLVD EUGENE, OR 97401	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	10,000.
RURAL RESOURCES COMMUNITY ACTION 956 S MAIN STREET SUITE A COLVILLE, WA 99114	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	15,500.
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
SECOND HARVEST INLAND NORTHWEST 1234 E FRONT AVE SPOKANE, WA 99202	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	17,025.
SPOKANE COUNTY UNITED WAY 920 N WASHINGTON STE 100 SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	MATCH EMPLOYEE CONTRIBUTION	4,217.
SPOKANE EASTSIDE REUNION ASSOCIATION 3001 E 5TH AVE. SPOKANE, WA 99202	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	15,000.
SPOKANE GUILDS SCHOOL AND NEUROMUSCULAR 2118 W GARLAND AVENUE SPOKANE, WA 99205	NONE	OTHER PUBLIC CHARITY	MATCH EMPLOYEE CONTRIBUTION	100.
SPOKANE HOUSING AUTHORITY 55 W MISSION SPOKANE, WA 99201	NONE	GOVERNMENT	TO PROMOTE IMPROVED HEALTH	1,890.
SPOKANE NEIGHBORHOOD ACTION PARTNERS 3102 W FORT GEORGE WRIGHT DRIVE SPOKANE, WA 99224	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	13,000.
SPOKANE PUBLIC SCHOOLS 200 N BERNARD STREET SPOKANE, WA 99201-0282	FORMER FOUNDATION DIRECTOR AFFILIATED WITH GRANTEE	SCHOOL	TO PROMOTE IMPROVED HEALTH	5,000.
SPOKANE REGIONAL HEALTH DISTRICT 1101 W COLLEGE AVENUE SPOKANE, WA 99201	NONE	GOVERNMENT	TO PROMOTE IMPROVED HEALTH	50,000.
SPOKANE TRIBE - HEALTH AND HUMAN SERVICES PO BOX 100 WELLPINIT, WA 99040	FOUNDATION DIRECTOR AFFILIATED WITH GRANTEE	TRIBE	TO PROMOTE IMPROVED HEALTH	120,000.
ST. LUKE'S REHABILITATION INSTITUTE 711 S. COWLEY ST. SPOKANE, WA 99202	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	8,000.
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
TEKOA FIRE DEPARTMENT PO BOX 730 TEKOA, WA 99033	NONE	GOVERNMENT	TO PROMOTE IMPROVED HEALTH	12,430.
THE BAIL PROJECT PO BOX 750 VENICE, CA 90294	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	2,500.
THE CITY GATE 170 S MADISION ST SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	5,000.
THE COMMUNITY FOOD AND CLOTHING BANK 6715 RIVER WAY FRUITLAND, WA 99129	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	3,200.
THE HEALING LODGE OF THE SEVEN NATIONS 5600 E 8TH AVE SPOKANE VALLEY, WA 99212	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	12,000.
THE NATIVE PROJECT 1803 W MAXWELL SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	10,000.
THE SALISH SCHOOL OF SPOKANE ATTN: KIM RICHARDS SPOKANE, WA 99209	NONE	OTHER PUBLIC CHARITY	MATCH EMPLOYEE CONTRIBUTION	75.
TRANSITIONS 3128 N HEMLOCK SPOKANE, WA 99205	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	5,000.
U DISTRICT PHYSICAL THERAPY FOUNDATION 930 N. HAMILTON SPOKANE, WA 99202	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	5,000.
VANESSA BEHAN CRISIS NURSERY 1004 E 8TH AVENUE SPOKANE, WA 99202-2431	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	10,475.
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
VOLUNTEERS OF AMERICA OF E WA & N ID 525 W 2ND AVENUE SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	124,500.
VOLUNTEERS OF AMERICA OF E WA & N ID 525 W 2ND AVENUE SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	MATCH EMPLOYEE CONTRIBUTION	1,802.
WASHINGTON INFORMATION NETWORK 2-1-1 304 WEST LINCOLN AVE YAKIMA, WA 98902	NONE	OTHER PUBLIC CHARITY	MATCH EMPLOYEE CONTRIBUTION	150.
WASHINGTON NONPROFITS 1265 S MAIN ST #206 SEATTLE, WA 98144	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	5,000.
WELLPINT ELEMENTARY SCHOOL, DISTRICT 49 PO BOX 190 WELLPINIT, WA 99040	NONE	SCHOOL	TO PROMOTE IMPROVED HEALTH	13,000.
WOMEN HELPING WOMEN FUND 1325 W 1ST AVENUE; SUITE 318 SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	MATCH EMPLOYEE CONTRIBUTION	25.
WOMEN'S & CHILDREN'S FREE RESTAURANT 14018 N WASHINGTON SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	12,000.
WSU COLLEGE OF NURSING ADVANCEMENT OFFICE - ROOM 443 SPOKANE, WA 99210	FOUNDATION DIRECTOR AFFILIATED WITH GRANTEE	SCHOOL	TO PROMOTE IMPROVED HEALTH	1,000.
YOUTH EMERGENCY SERVICES 316 W 2ND ST. NEWPORT, WA 99156	NONE	OTHER PUBLIC CHARITY	TO PROMOTE IMPROVED HEALTH	12,000.
YOUTH FOR CHRIST 421 W. RIVERSIDE STE 335 SPOKANE, WA 99201	FOUNDATION DIRECTOR AFFILIATED WITH GRANTEE	OTHER PUBLIC CHARITY	MATCH EMPLOYEE CONTRIBUTION	150.
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
YWCA 930 NORTH MONROE STREET SPOKANE, WA 99201	NONE	OTHER PUBLIC CHARITY	MATCH EMPLOYEE CONTRIBUTION	395.
Total from continuation sheets				

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	1,228,639.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	-204,217.	
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	2,562,593.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue.					
a SEE STATEMENT 28		1,095,165.		1,160,188.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		1,095,165.		4,747,203.	0.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	5,842,368.

(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) (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) (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.

David E. Lubo — 11/14/2019 — CHIEF FINANCIAL OFFICER

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ANN SWINDELL	ANN SWINDELL	11/13/19		P01677409

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

Firm's address ▶ 101 S. CAPITOL BLVD., SUITE 1700 BOISE, ID 83702 — Phone no. (208) 387-6400

Form **990-PF** (2018)

823622 12-11-18

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.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2018

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 (entering "N/A" in column (b) instead of the contributor name and address), 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 Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't 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	MARGARET A CARGILL FOUNDATION 6889 ROWLAND ROAD EDEN PRARIE, MN 55344	$ 2,002,190.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] 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: EMPIRE HEALTH FOUNDATION

Employer identification number: 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 RENTAL INCOME STATEMENT 1

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
	1	155,339.
TOTAL TO FORM 990-PF, PART I, LINE 5A		155,339.

FORM 990-PF RENTAL EXPENSES STATEMENT 2

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
LEGAL FEES		95.	
TAXES		7.	
OCCUPANCY		52,566.	
OTHER EXPENSES		143,353.	
DEPRECIATION		163,535.	
- SUBTOTAL -	1		359,556.
TOTAL RENTAL EXPENSES			359,556.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			-204,217.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
DISTRIBUTIONS FROM TRUSTS	17,768.	17,768.	0.
REFUND OF PY QUALIFIED EXPENSES	7,358.	0.	7,358.
SERVICES AGRMTS NON-AFFILIATES	626,237.	0.	0.
SHARED SERVICES AFFILIATES	468,928.	0.	0.
COST REPORT INCOME	1,135,062.	0.	1,135,062.
TOTAL TO FORM 990-PF, PART I, LINE 11	2,255,353.	17,768.	1,142,420.

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL EXPENSES	921,800.	0.	0.	623,534.
LEGAL FEES	95.	95.		0.
TO FM 990-PF, PG 1, LN 16A	921,895.	95.	0.	623,534.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	36,210.	0.	0.	42,652.
TO FORM 990-PF, PG 1, LN 16B	36,210.	0.	0.	42,652.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	1,009,641.	230,801.	81,971.	588,679.
TO FORM 990-PF, PG 1, LN 16C	1,009,641.	230,801.	81,971.	588,679.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES AND LICENSES	92,274.	540.	16,427.	7,563.
TAXES	7.	7.		0.
TO FORM 990-PF, PG 1, LN 18	92,281.	547.	16,427.	7,563.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES & LICENSES	97,824.	0.	33,680.	64,144.
INSURANCE	195,361.	0.	0.	195,361.
PROGRAM DIRECT SERVICES & EXPENSES	16,813.	0.	0.	30,656.
SPONSORSHIPS, PRINT & MEDIA	38,949.	0.	0.	38,949.
OFFICE EXPENSE	57,732.	0.	0.	57,900.
REPAIRS AND MAINTENANCE	81.	0.	0.	81.
WORKER'S COMPENSATION FEES	56,301.	0.	0.	24,577.
ANNUITY PAYMENTS MADE	7,651.	0.	0.	6,279.
SOFTWARE TECH & LICENSES	35,877.	0.	10,781.	25,096.
BANK & CREDIT CARD FEES	377.	0.	0.	376.
PREPAID INSURANCE	0.	0.	0.	-100,810.
PRINT MEDIA MARKETING	11,817.	0.	0.	15,241.
OTHER EXPENSES	143,353.	143,353.		0.
TO FORM 990-PF, PG 1, LN 23	662,136.	143,353.	44,461.	357,850.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
UNREALIZED LOSS ON PERMENANTLY RESTRICTED ASSETS	42,874.
UNREALIZED LOSS ON SECURITIES	7,560,292.
CASH VS ACCRUAL BASIS GRANTS	110,887.
TOTAL TO FORM 990-PF, PART III, LINE 5	7,714,053.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED PDF	X		10,486,339.	10,486,339.
TOTAL U.S. GOVERNMENT OBLIGATIONS			10,486,339.	10,486,339.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			10,486,339.	10,486,339.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED PDF	13,000,993.	13,000,993.
TOTAL TO FORM 990-PF, PART II, LINE 10B	13,000,993.	13,000,993.

FORM 990-PF CORPORATE BONDS STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED PDF	5,269,435.	5,269,435.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,269,435.	5,269,435.

FORM 990-PF MORTGAGE LOANS STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED PDF	1,500,000.	1,500,000.
TOTAL TO FORM 990-PF, PART II, LINE 12	1,500,000.	1,500,000.

FORM 990-PF OTHER INVESTMENTS STATEMENT 14

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED PDF	FMV	40,466,708.	40,466,708.
TOTAL TO FORM 990-PF, PART II, LINE 13		40,466,708.	40,466,708.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 15

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
EQUIPMENT AND FIXTURES	629,566.	493,755.	135,811.
REAL PROPERTY	3,446,229.	615,790.	2,830,439.
LAND	108,900.	0.	108,900.
TOTAL TO FM 990-PF, PART II, LN 14	4,184,695.	1,109,545.	3,075,150.

FORM 990-PF OTHER ASSETS STATEMENT 16

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INVESTMENT INCOME	160,780.	169,061.	169,061.
BENEFICIAL INTERESTS IN TRUSTS	298,906.	256,032.	256,032.
TO FORM 990-PF, PART II, LINE 15	459,686.	425,093.	425,093.

FORM 990-PF OTHER LIABILITIES STATEMENT 17

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
WORKERS COMPENSATION PAYABLE	27,000.	58,000.
TOTAL TO FORM 990-PF, PART II, LINE 22	27,000.	58,000.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10 STATEMENT 18

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 19

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 SCHEDULE OF CONTROLLED ENTITIES STATEMENT 20
PART VII-A, LINE 11

NAME OF CONTROLLED ENTITY	EMPLOYER ID NO
PHILANTHROPY CENTER LLC	46-3212731

ADDRESS

1020 W RIVERSIDE AVE
SPOKANE, WA 99201

EXCESS BUSINESS HOLDING [ ] YES [X] NO

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 21

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MATTHEW LAYTON 17204 W DENO ROAD MEDICAL LAKE, WA 99022	PAST CHAIR 0.50	0.	0.	0.
GARY STOKES 3911 S REGAL SPOKANE, WA 99223	CHAIR 0.50	0.	0.	1,823.
MIKE NOWLING 1401 E WHITETAIL LANE SPOKANE, WA 99206	DIRECTOR 0.50	0.	0.	0.
JEFFREY BELL 600 N RIVERPOINT BLVD STE 411B SPOKANE , WA 99202	VICE-CHAIR 0.50	0.	0.	538.
ALISON BOYD-BALL PO BOX 150, NESPELEM, WA 99155 NESPELEM, WA 99155	DIRECTOR 0.50	0.	0.	0.
RODNEY MCAULEY 3501 S WHIPPLE SPOKANE, WA 99206	DIRECTOR 0.50	0.	0.	0.
JESSICA PAKOOTAS 619 E VICKSBURG AVE SPOKANE, WA 99208	DIRECTOR 0.50	0.	0.	0.
THOMAS QUIGLEY 601 W MAIN ST SUITE 400 SPOKANE, WA 99201	DIRECTOR 0.50	0.	0.	0.
FRED SCHRUMPF 1429 WALNUT ST SPOKANE, WA 99203	FORMER DIRECTOR 0.50	0.	0.	0.
MARY SELECKY 1610 HIGHWAY 20 EAST COLVILLE, WA 99114	DIRECTOR 0.50	0.	0.	1,629.

NATHAN SMITH 1107 W 18TH AVE SPOKANE, WA 99203	TREASURER 0.50	0.	0.	0.
ANTONY CHIANG PO BOX 244 SPOKANE, WA 99210	PRESIDENT 40.00	245,917.	41,764.	12,872.
DAVID LUHN 2237 HILLSIDE DR CHENEY, WA 99004	OFFICER 40.00	128,544.	36,621.	529.
GLORIA OCHOA-BRUCK 16802 N GOLDEN DR COLBERT, WA 99005	DIRECTOR 0.50	0.	0.	0.
TAWHNEE COLVIN PO BOX 594 WELLPINIT, WA 99040	DIRECTOR 0.50	0.	0.	0.
LUISITA FRANCIS 6012 S HELENA SPOKANE, WA 99223	DIRECTOR 0.50	0.	0.	0.
TOM MARTIN PO BOX 364 NORDMAN, ID 83848	FORMER DIRECTOR 0.50	0.	0.	583.
BILL BOUTEN PO BOX 3507 SPOKANE, WA 99220	DIRECTOR 0.50	0.	0.	0.
ANGELA JONES 129 SHOWALTER HALL CHENEY, WA 99004	DIRECTOR 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		374,461.	78,385.	17,974.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 22

ACTIVITY ONE

AGING SERVICES - TODAY, 35% OF THE PEOPLE IN OUR REGION ARE AGE 50 OR OLDER, YET MOST FAMILIES AND COMMUNITIES DON'T HAVE THE RESOURCES TO PROVIDE VITAL CARE TO OUR AGING POPULATION—ESPECIALLY IN RURAL AREAS AND TRIBAL COMMUNTIES. FOR AT-RISK OLDER PEOPLE IN RURAL AREAS, WE SUPPORT A PROGRAM THAT INCORPORATES THEIR MOST-TRUSTED MEDICAL PROFESSIONALS: PRIMARY CARE PROVIDERS AND PHARMACISTS. FOR OLDER ADULTS IN THE SPOKANE TRIBE OF INDIANS, WE SUPPORT HEALTH COACHES, A CARE COORDINATOR AND FITNESS PROGRAMS. RESULTS INCLUDE A 13% INCREASE IN PATIENT ACTIVATION MEASURES (AN ASSESSMENT OF HOW CAPABLE AN INDIVIDUAL IS OF MANAGING THEIR OWN HEALTH AND HEALTHCARE). 75% OF AGING SERVICES FUNDING SERVES NATIVE AMERICANS AGE 50 OR OLDER..

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	1,278,012.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 23

ACTIVITY TWO

COMPLEX TRAUMA/ACE'S - HEAVILY FOCUSED ON A PROGRAM CALLED RISING STRONG, THE GOAL IS TO TRANSFORM THE HEALTH OF GENERATIONS TO COME WITH FAMILY-FOCUSED TREATMENT AND RECOVERY. A MAIN GOAL IS TO PREVENT THE SEPARATION OF CHILDREN FROM THEIR PARENTS DURING THE TIME THE PARENTS ARE OBTAINING REHABILITATIVE SERVICES. TO DATE, RISING STRONG HAS SERVED 25 FAMILIES ACROSS TWO COHORTS WITH ON-SITE INTENSIVE OUTPATIENT, MENTAL HEALTH AND FAMILY STABILIZATION SERVICES.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 2	831,285.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 24

ACTIVITY THREE

CANCER RESEARCH - THE FOUNDATION IS THE ADMINISTRATOR FOR THE ANDY HILL CANCER RESEARCH ENDOWMENT (CARE) FUND, WHICH IS A STATE-FUNDED EFFORT TO MOVE CANCER RESEARCH FURTHER AND FASTER. $29 MILLION OF NON-STATE RESOURCES HAVE BEEN MATCHED TO LEVERAGE STATE FUNDING AT A 5:1 RATIO, WITH APPROXIMATELY $5.65 GRANTS AWARDED TO SUPPORT CANCER RESEARCH IN WASHINGTON STATE (NOTE: THE ADMINISTRATION OF THIS CONTRACT IS BY THE FOUNDATION PURSUANT TO ITS CONTRACT WITH THE WASHINGTON DEPARTMENT OF COMMERCE—THE GRANT FUNDS ARE HELD AND AWARDED THROUGH THE FOUNDATION'S AFFILIATE, PHILANTHROPY IN ACTION).

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 3	502,444.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 25

ACTIVITY FOUR

NONPROFIT CAPACITY BUILDING - ASSISTING OTHER NONPROFITS TO SECURE ADDITIONAL RESOURCES AND TOOLS. THE FOUNDATION ESTIMATES THAT THIS EFFORT HAS LEVERAGED FUNDING IN THE REGION BY $320 MILLION FROM 2011 THROUGH 2018.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 4	418,648.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION 53.4942(A)-3(D)(2) TO TREAT EXCESS QUALIFYING DISTRIBUTIONS AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 26

PURSUANT TO IRC SECTION 4942(H)(2) AND REG. 53.4942(A)-3(D)(2), THE ABOVE REFERENCED FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS BEING MADE OUT OF CORPUS.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 27
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 FOUNDATION'S ARTICLES AND BYLAWS, THE ANNOUNCED GRANT PARAMETERS, AND ARE GENERALLY LIMITED TO ORGANIZATIONS WITH LOCATIONS AND/OR ACTIVITIES IN SPOKANE, ADAMS, WHITMAN, LINCOLN, STEVENS, FERRY AND PEND ORIELLE COUNTIES OF WASHINGTON STATE

FORM 990-PF OTHER REVENUE STATEMENT 28

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
DISTRIBUTIONS FROM TRUSTS			01	17,768.	
REFUND OF PY QUALIFIED EXPENSES			01	7,358.	
SERVICES AGRMTS NON-AFFILIATES	541200	626,237.			
SHARED SERVICES AFFILIATES	541200	468,928.			
COST REPORT INCOME			01	1,135,062.	
TOTAL TO FORM 990-PF, PG 12, LN 11		1,095,165.		1,160,188.	

Empire Health Foundation
26-3375286
Form 990-PF (2018)
Supplemental statements supporting Part II, lines 10a-10c, 12 and 13

Line 10a, US and State Government Obligations, from attached detail listings

1,081,144	Page 5 of 35
4,412,001	Page 16 of 35
4,993,194	Page 28 of 35
10,486,339	

Line 10b, Corporate Stock, from attached detailed listings

1,142,424	Page 10 of 35
73,153	Page 10 of 35
224,648	Page 12 of 35
4,369,334	Page 20 of 35
274,794	Page 21 of 35
840,464	Page 23 of 35
4,844,249	Page 32 of 35
304,829	Page 33 of 35
927,098	Page 35 of 35
13,000,993	

Line 10c, Corporate Bonds, from attached detailed listings

477,347	Page 7 of 35
88,591	Page 7 of 35
1,900,977	Page 17 of 35
319,209	Page 18 of 35
2,392,837	Page 30 of 35
90,474	Page 30 of 35
5,269,435	

Line 12, Mortgage loans & Notes

1,000,000	Catholic Housing Services E WA 3 6% 9/27/19
500,000	Family Impact Network 0 00% due 2019
1,500,000	

Line 13, Other investments, including from attached detailed listings where noted

634,071		Page 1 of 35
97,173		Page 3 of 35
39,988		Page 3 of 35
957,881		Page 14 of 35
34,359		Page 14 of 35
974,208		Page 26 of 35
18,230		Page 26 of 35
	2,755,910	Subtotal cash sweep and money market mutual funds
126,898		Page 2 of 35
2,421,455		Page 10 of 35
831,969		Page 12 of 35
812,661		Page 13 of 35
9,329,650		Page 21 of 35
2,963,307		Page 23 of 35
3,193,556		Page 23 of 35
9,939,307		Page 33 of 35
3,118,114		Page 35 of 35
3,428,462		Page 35 of 35
	36,165,379	Subtotal mutual funds
1,545,419		Page 25 of 35
	1,545,419	Subtotal alternative assets
40,466,708		

70,723,475 Grand total all investments lines 10-a through 13

0 Cross-check