

NEIGHBORHOOD DEVELOPMENT FUND Not-for-Profit Transmittal and Approval Form

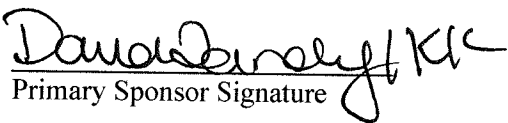
Applicant/Program: Norton Healthcare Foundation/Bike to Beat Cancer Applicant Requested Amount: \$1600 Appropriation Request Amount: \$1600
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Executive Summary of Request

Funds raised through the 2016 Bike to Beat Cancer event will support and help provided access to critical cancer preventions initiatives, clinical trails, and survivorship programs for cancer patients receiving care at Norton Cancer Institute.

Is this program/project a fundraiser? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Is this applicant a faith based organization? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Does this application include funding for sub-grantee(s)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

I have reviewed the attached Neighborhood Development Fund Application and have found it complete and within Metro Council guidelines and request approval of funding in the following amount(s). I have read the organization's statement of public purpose to be furthered by the funds requested and I agree that the public purpose is legitimate. I have also completed the disclosure section below, if required.

<u>4</u> District #	 Primary Sponsor Signature	<u>1600</u> Amount	<u>9/28/2016</u> Date
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Primary Sponsor Disclosure

List below any personal or business relationship you, your family or your legislative assistant have with this organization, its volunteers, its employees or members of its board of directors.

N/A

Approved by:

Appropriations Committee Chairman	Date
Final Appropriations Amount: _____	

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

Legal Name of Applicant Organization Norton Healthcare Foundation

Program Name and Request Amount Bike to Beat Cancer/ \$1600

	Yes/No/NA
Is the NDF Transmittal Sheet Signed by all Council Member(s) Appropriating Funding?	<input type="checkbox"/> Yes
Is the funding proposed by Council Member(s) less than or equal to the request amount?	<input type="checkbox"/> Yes
Is the proposed public purpose of the program viable and well-documented?	<input type="checkbox"/> Yes
Will all of the funding go to programs specific to Louisville/Jefferson County?	<input type="checkbox"/> Yes
Has Council or Staff relationship to the Agency been adequately disclosed on the cover sheet?	<input type="checkbox"/> Yes
Has prior Metro Funds committed/granted been disclosed?	<input type="checkbox"/> N/A
Is the application properly signed and dated by authorized signatory?	<input type="checkbox"/> Yes
Is proof of Tax Exempt status of 501(c) 3, 4, 6, 19, 1120-H included?	<input type="checkbox"/> Yes
If Metro funding is for a separate taxing district is the funding appropriated for a program outside the legal responsibility of that taxing district?	<input type="checkbox"/> N/A
Is the entity in good standing with: <ul style="list-style-type: none"> ▶ Kentucky Secretary of State? ▶ Louisville Metro Revenue Commission? ▶ Louisville Metro Government? ▶ Internal Revenue Service? ▶ Louisville Metro Human Relations Commission? 	<input type="checkbox"/> Yes
Is the current Fiscal Year Budget included?	<input type="checkbox"/> Yes
Is the entity's board member list (with term length/term limits) included?	<input type="checkbox"/> Yes
Is recommended funding less than 33% of total agency operating budget?	<input type="checkbox"/> N/A
Does the application budget reflect only the revenue and expenses of the project/program?	<input type="checkbox"/> Yes
Is the cost estimate(s) from proposed vendor (if request is for capital expense) included?	<input type="checkbox"/> N/A
Is the most recent annual audit (if required by organization) included?	<input type="checkbox"/> N/A
Is a copy of Signed Lease (if rent costs are requested) included?	<input type="checkbox"/> N/A
Is the Supplemental Questionnaire for churches/religious organizations (if requesting organization is faith-based) included?	<input type="checkbox"/> N/A
Are the Articles of Incorporation of the Agency included?	<input type="checkbox"/> Yes
Is the IRS Form W-9 included?	<input type="checkbox"/> Yes
Is the IRS Form 990 included?	<input type="checkbox"/> Yes
Are the evaluation forms (if program participants are given evaluation forms) included?	<input type="checkbox"/> Yes
Affirmative Action/Equal Employment Opportunity plan and/or policy statement included (if required to do so)?	<input type="checkbox"/> N/A
Has the Agency agreed to participate in the BBB Charity review program? If so, has the applicant met the BBB Charity Review Standards?	<input type="checkbox"/> Yes
Prepared by: <i>Kendrick</i>	Date: <i>9/28/14</i>

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 1 – APPLICANT INFORMATION			
Legal Name of Applicant Organization: Norton Healthcare Foundation <i>(as listed on: http://www.sos.ky.gov/business/records)</i>			
Main Office Street & Mailing Address: 234 East Gray Street, Suite 450 - Louisville, Ky 40202			
Website: www.NortonHealthcareFoundation.com			
Applicant Contact:	Susan Cohen	Title:	Director of Grants
Phone:	(502) 629-5028	Email:	susan.cohen@nortonhealthcare.org
Financial Contact:	Kim Stanton	Title:	Funds and Estate Manager
Phone:	(502) 629-8697	Email:	kim.stanton@nortonhealthcare.org
Organization's Representative who attended NDF Training: Susan Cohen - attended through KY Ctr for the Arts			
GEOGRAPHICAL AREA(S) WHERE PROGRAM ACTIVITIES ARE (WILL BE) PROVIDED			
Program Facility Location(s):	Greater Louisville Region		
Council District(s):	District 4	Zip Code(s):	40202, 40207, 40217, 40241
SECTION 2 – PROGRAM REQUEST & FINANCIAL INFORMATION			
PROGRAM/PROJECT NAME: Bike to Beat Cancer			
Total Request: (\$)	1,600	Total Metro Award (this program) in previous year: (\$)	0.0
Purpose of Request (check all that apply):			
<input type="checkbox"/> Operating Funds (generally cannot exceed 33% of agency's total operating budget) <input checked="" type="checkbox"/> Programming/services/events for direct benefit to community or qualified individuals <input type="checkbox"/> Capital Project of the organization (equipment, furnishing, building, etc)			
The Following are Required Attachments:			
<input checked="" type="checkbox"/> IRS Exempt Status Determination Letter <input checked="" type="checkbox"/> Current year projected budget <input checked="" type="checkbox"/> Current financial statement <input checked="" type="checkbox"/> Most recent IRS Form 990 or 1120-H <input checked="" type="checkbox"/> Articles of Incorporation (current & signed) Cost estimates from proposed vendor if request is for capital expense		<input type="checkbox"/> Signed lease if rent costs are being requested <input checked="" type="checkbox"/> IRS Form W9 <input type="checkbox"/> Evaluation forms if used in the proposed program <input checked="" type="checkbox"/> Annual audit (if required by organization) <input type="checkbox"/> Faith Based Organization Certification Form, if applicable	
For the current fiscal year ending June 30, list all funds appropriated and/or received from Louisville Metro Government for this or any other program or expense, including funds received through Metro Federal Grants, from any department or Metro Council Appropriation (Neighborhood Development Funds). Attach additional sheet if necessary.			
Source:		Amount: (\$)	
Source:		Amount: (\$)	
Source:		Amount: (\$)	
Has the applicant contacted the BBB Charity Review for participation? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No Has the applicant met the BBB Charity Review Standards? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			

Applicant's Initials ^{SC} KOC

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 3 – AGENCY DETAILS

Describe Agency's Vision, Mission and Services:

Norton Healthcare Foundation is the philanthropic arm of Norton Healthcare, Inc. Its mission is to generate funds and friends for patient programs and projects of the adult hospitals of the Norton Healthcare system, including Norton Audubon Hospital, Norton Hospital, Norton Healthcare Pavilion, Norton Suburban Hospital, and Norton Brownsboro Hospital as well as all other Norton Healthcare services, such as the Norton Cancer Institute. In partnership with these facilities, the Foundation works to ensure that equipment, facilities, programs, services, and educational initiatives continue to keep pace with community health care needs.

The Foundation plays an important role in investing in the quality of life for citizens residing in the Louisville and Southern Indiana areas. Through an effective process of raising funds and friends, the Foundation continues to grow in its commitment to serve and achieve increasing increasing philanthropic support in order to enhance patient care. The contributions of individuals, organizations, businesses and private foundations throughout our service area enable Norton Healthcare to continually upgrade facilities, technology, professional development and program that enhance the quality of patient care.

Norton Healthcare is one of the area's leading hospitals and health care systems and third largest private employer, providing care at nearly 140 locations throughout Greater Louisville and Southern Indiana.

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 4 - BOARD OF DIRECTORS AND PAID STAFF

Board Member	Term End Date
PLEASE SEE ATTACHED LIST OF BOARD MEMBERS WITH TERMS	

Describe the Board term limit policy:

The initial term of each director is three (3) years, or, if the director is initially elected to complete the term of a prior director, for the remainder of such prior director's unexpired term. A director may be re-elected to successive terms, but may not serve more than two (2) full terms in immediate succession. Within each class of directors, terms shall be staggered so that one-third (1/3) of each class of directors is elected at each annual meeting of the board of directors. Rules applicable to Permanent Directors are set forth in the Articles of Incorporation of the Corporation, and the rules set forth above are inapplicable to Permanent Directors.

Three Highest Paid Staff Names	Annual Salary
Phil Bloyd - salary is portion allocated to NHF	109,603
Lynnie Meyer - salary is portion allocated to NHF	24,000
Susan Cohen - salary is portion allocated to NHF	23,500

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 5 – PROGRAM/PROJECT NARRATIVE

A: Describe the program/project start and end dates, a description of the program/project and applicable data with regards to specific client population the program will address (attach related flyers, planning minutes, designs, event permits, proposals for services/goods, etc.):

Bike to Beat Cancer is a one-day cycling event for all riders who want to make a difference and help those individuals battling cancer at Norton Cancer Institute. There are three distance options from which to choose: 35, 65, and 100 miles. The event takes place on Saturday, September 17, 2016, and will start and finish at Kosair Children's Medical Center - Brownsboro in eastern Jefferson County. Riders and volunteers have been fundraising since March 2016. Over 800 riders and more than 550 volunteers from across the community and region come together to support the Norton Cancer Institute.

(Please see attached flyers and promotional items)

B: Describe specifically how the funding will be spent including identification of funding to sub grantee(s):

Funds raised through the 2016 Bike to Beat Cancer event will support and help provide access to critical cancer prevention initiatives, clinical trials, and survivorship programs for cancer patients receiving care at Norton Cancer Institute. The Norton Cancer Institute is the leading provider of cancer care in the Louisville Metro, Greater Louisville, and Southern Indiana.

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

C: If this request is a fundraiser, please detail how the proceeds will be spent:

The Bike to Beat Cancer sponsorships cover the entire cost of the event. Dollars raised by riders and volunteers go directly to support cancer care, research, and prevention for cancer patients served through the Norton Cancer Institute.

D: For Expenditure Reimbursement Only – The grant award period begins with the Metro Council approval date and ends on June 30 of Metro fiscal year in which the grant is approved. If any part of this funding request is for funds to be spent before the grant award period, identify the applicable circumstances:

- The funding request is a reimbursement of the following expenditures that will probably be incurred after the application date, but prior to the execution of the grant agreement:
 - ✓ If selecting this option, the invoice, receipt and payment documentation should not be available as of the date of this application.

The Grantee will be required to submit financial reporting in accordance with the reporting schedule provided in the grant agreement.

- Reimbursements should not be made before application date unless an emergency can be demonstrated by the primary council sponsor. The funding request is a reimbursement of the following expenditures (attach invoices or proof of payment):
 - ✓ Attach a copy of invoices and/or receipts to provide proof of purchase of activities associated with the work plan identified in this application.
 - ✓ Attach a copy of cancelled checks to provide proof of payment of the invoices or receipts associated with the work plan identified in this application.

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

E: Describe the program's benefits to those being served (measurable outcomes). Include the program's process for collecting data and the indicators that will be tracked to measure the benefits to those being served:

Funds raised by Bike to Bear Cancer will be used to enhance and broaden the reach for cancer treatment, early detection, prevention, education, clinical research, and survivorship programs throughout the region, especially in the areas of the community which have disproportionately high rates of cancer. The Norton Cancer Institute keeps track of all patients served and their outcomes, which can be found in the Norton Cancer Institute's annual report: www.nortonhealthcare.com/nciannualreports.

All statistics and data for the Norton Cancer Institute are collected and maintained by Norton Healthcare's internal Clinical Information Department.

The Norton Cancer Institute (NCI) is the largest oncology practice in our region, providing comprehensive and compassionate cancer care through continuous quality improvement, numerous specialists, and greater access to new clinical research trials. In 2015, the NCI Resource Center had over 25,000 individual interactions from patients and families seeking cancer treatment and support services.

F: Briefly describe any existing collaborative relationships the organization has with other community organizations. Describe what those partners are bringing to the relationship in general and to this program/project specifically.

Norton Cancer Institute partners with several regional and national organizations to support community education outreach and fund raising events. Some of these partnerships include support for the American Cancer Society, the Leukemia & Lymphoma Society, Susan G. Komen for the Cure, Gilda's Club of Louisville, Hopes Scarves, Friends for Life Cancer Support Network, among many others.

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 6 – PROGRAM/PROJECT BUDGET SUMMARY

THE PROGRAM/PROJECT BUDGET SHOULD REALISTICALLY ESTIMATE WHAT AMOUNT IS NEEDED FROM METRO GOVERNMENT AND WHAT IS EXPECTED FROM OTHER SOURCES.

Program/Project Expenses	Column 1	Column 2	Column (1+2)=3
	Proposed Metro Funds	Non- Metro Funds	Total Funds
A: Personnel Costs Including Benefits			
B: Rent/Utilities			
C: Office Supplies			
D: Telephone			
E: In-town Travel			
F: Client Assistance (See Detailed List on Page 8)	1,600	458,400	460,000
G: Professional Service Contracts			
H: Program Materials			
I: Community Events & Festivals (See Detailed List on Page 8)			
J: Machinery & Equipment			
K: Capital Project			
L: Other Expenses (See Detailed List on Page 8)	1,600	458,400	460,000
*TOTAL PROGRAM/PROJECT FUNDS	1,600	458,400	163,615
	0.4 %	99.6 %	100%

List funding sources for total program/project costs in Column 2, Non-Metro Funds:

Other State, Federal or Local Government	
United Way	
Private Contributions (do not include individual donor names)	162,015
Fees Collected from Program Participants	
Other (please specify)	

*Total of Column 1 MUST match "Total Request on Page 1, Section 2"

**Must equal or exceed total in column 2.

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

Detail for Client Assistance, Community Events & Festivals or Other Expenses shown on Page 7 (circle one and use multiple sheets if necessary)	Column 1	Column 2	Column (1 + 2)=3
	Proposed Metro Funds	Non-Metro Funds	Total Funds
Cancer prevention, clinical trials, survivorship, support program	1,600	458,400	460,000
Total	1,600	458,400	460,000

Applicant's Initials ^{SC} / SC

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

Detail of In-Kind Contributions for this PROGRAM only: Includes Volunteers, Space, Utilities, etc. (Include anything not bought with cash revenues of the agency).

Donor*/Type of Contribution	Value of Contribution	Method of Valuation
<p align="center"><i>Total Value of In-Kind (to match Program Budget Line Item. Volunteer Contribution & Other In Kind)</i></p>		

*** DONOR INFORMATION REFERS TO WHO MADE THE IN KIND CONTRIBUTION. VOLUNTEERS NEED NOT BE LISTED INDIVIDUALLY, BUT GROUPED TOGETHER ON ONE LINE AS A TOTAL NOTING HOW MANY HOURS PER PERSON PER WEEK**

Agency Fiscal Year Start Date: January 1

Does your Agency anticipate a significant increase or decrease in your budget from the current fiscal year to the budget projected for next fiscal year? NO YES

If YES, please explain:

Applicant's Initials ^{SC} / SC

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 7 – CERTIFICATIONS & ASSURANCES

By signing Section 7 of the Grant Application, the authorized official signing for the applicant organization certifies and assures to the best of his or her knowledge and/or belief the following Assurances and Certifications. If there is any reason why one or more of the assurances or certifications listed cannot be certified or assured, please explain in writing and attach to this application.

Standard Assurances

1. Applicant understands this application and its attachments as well as any resulting grant agreement, reports and proof of expenditure is subject to Kentucky's open records law.
2. Applicant will establish safeguards to prohibit employees or any person that receives compensation from awarded funds from using their position for a purpose that constitutes or presents the appearance of personal or organizational conflict of interest, or personal gain.
3. Applicant and any sub grantee will give Louisville Metro Government access to and the right to examine all paper or electronic records related to the awarded grant for up to five years of the grant agreement date.
4. Applicant assures compliance with the grant requirements and will monitor the performance of any third party (sub-grantee).
5. The Agency is in good standing with the Kentucky Secretary of State, Louisville Metro Government, the Jefferson County Revenue Commission, the Internal Revenue Service, and the Louisville Metro Human Relations Commission.
6. Applicant understands failure to provide the services, programs, or projects included in the agreement will result in funds being withheld or requested to be returned if previously disbursed.
7. Applicant understands they must return to Louisville Metro any unexpended funds by July 31 following the Metro Louisville's fiscal year end.
8. Applicant understands they must provide proof of all expenditures (canceled checks, receipts, paid invoices). The Applicant understands the failure to provide proof of expenditures as required in the grant agreement could result in funding being withheld or request to be returned if previously disbursed.
9. Applicant understands if this application is approved, the grant agreement will identify an award period that begins with the Metro Council approval date, and will end with June 30 of the fiscal year in which the grant is approved. Expenditures associated with this award expected to occur prior to the award period (approval date) must be disclosed in this application in order to be considered compliant with the grant agreement.
10. Applicant understands if we choose to incur expenditures prior to the approval of the application by the Metro Council, there is no guarantee that funding will be reimbursed, as the Council may choose not to award the application.
11. **Applicant understands if the grant agreement is not returned to Louisville Metro within 90 days of its mailing to the applicant, the approval is automatically revoked and the funds will not be disbursed to our organization.**

Standard Certifications

1. The Agency certifies it will not use Louisville Metro Government funds for any religious, political or fraternal Activities.
2. The Agency has a written Affirmative Action/Equal Opportunity Policy.
3. The Agency does not discriminate in employment or in provision of any service/program/activity/event based on age, color, disabled status, national origin, race, religion, sex, gender identity or sexual orientation, or Vietnam era veteran status.
4. The Agency certifies it will not require clients, recipients, or beneficiaries to participate in religious, political, fraternal or like activities in order to receive services/benefits provided with Louisville Metro Government funds.
5. The Agency understands the Americans with Disabilities Act (ADA) and makes reasonable accommodations.

Relationship Disclosure: List below any relationship you or any member of your Board of Directors or employees has with any Councilperson, Councilperson's family, Councilperson's staff or any Louisville Metro Government employee.

NONE

SECTION 8 – CERTIFICATIONS & ASSURANCES

I certify under the penalty of law the information in this application (including, without limitation, "Certifications and Assurances") is accurate to the best of my knowledge. I am aware my organization will not be eligible for funding if investigation at any time shows falsification. If falsification is shown after funding has been approved, any allocations already received and expended are subject to be repaid. I further certify that I am legally authorized to sign this application for the applying organization and have initialed each page of the application.

Signature of Legal Signatory:		<i>Susan Cohen</i>		Date:	9-14-2016
Legal Signatory: (please print):		Susan Cohen		Title:	Director of Grants
Phone:	(502) 629-5028	Extension:		Email:	susan.cohen@nortonhealthcare.org

Applicant's Initials ^{SC} / SC



NORTON
HEALTHCARE FOUNDATION
Making a difference

234 E. Gray St. • Suite 450 • Louisville, KY 40202 • (502) 629-8060

Norton Healthcare Foundation Board of Directors



NORTON
HEALTHCARE FOUNDATION

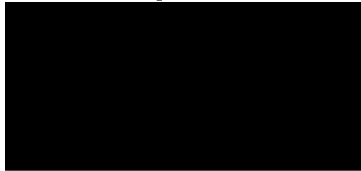
Board of Directors

As of June 2016

Lee K. Garlove
(Chair)
Attorney



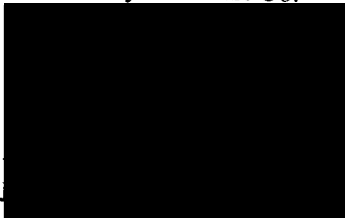
Matthew Ayers *
Chief Administrative Officer
Norton Hospital



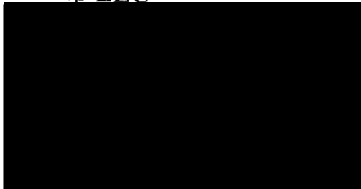
Steven Conway *
System Vice President
Cardiovascular and
Pulmonary Services



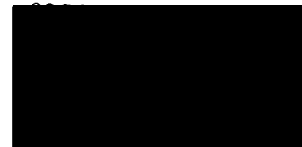
James Turner
(Chair Elect)
Senior VP Trust & Estate
Planning
Hilliard Lyons Trust Co.



Justin Baker
Principal Broker/Partner
TRIO Commercial Property
Group LLC



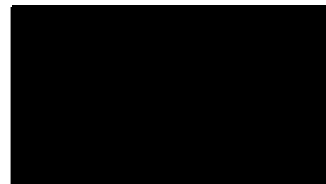
Jeffrey Cumberbatch
Applications Project Leader
UPS Airlines



George Bell
President & CEO
Office Resources Inc.



David Dafoe
Founder
Flavorman



Mark Mosley
(Treasurer)
President
First Kentucky Trust



Chris Bingaman
Founder & Principal
SyncCore



Sydney Goetz
Architect LLC
Architecture and Interior
Design



Holly Schroering
(Secretary)
Civic Volunteer



Judge Denise Clayton
KY Court of Appeals
Jefferson City Judicial Center



Karen Hale
Civic Volunteer



Robert R. Iliff
General Manager
DSI Underground Systems



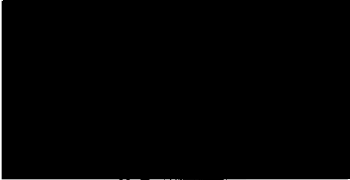
Whit Stodghill
Manager, Clinical pastoral
Education Chaplain Services
Norton Healthcare



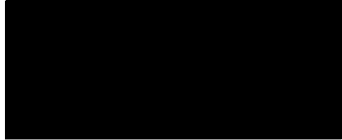
Angela Tafel
Healthcare Consultant
A.H. Tafel LLC



Patricia F. Kantlehner
Civic Volunteer



Jane Riehl
Civic Volunteer
Retired, Indiana University
Southeast



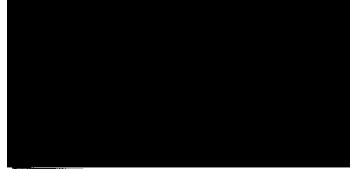
Krista Ward
(Past- Chair)
Director of Financial Systems
Development
Kindred Healthcare Inc



Barbara Kramer
Civic Volunteer



Curtis L. Royce
Agent
Nelson Insurance Group



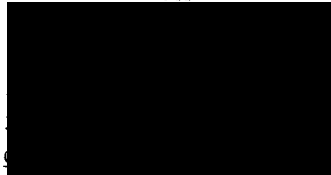
Bruce White
The Corbin Financial Group
of Raymond James



Charles Leanhart, CPA
Retired Director of Accounts
Payable
Kindred Healthcare Inc



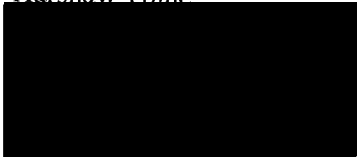
Connie Simmons
Civic Volunteer



*Permanent Director by
Designated Office

**Ex-Officio without vote

Janet Lively, CPSM
Business Development
Harshaw Trane



Gary L. Stewart
Retired Executive
Crowe Horwath



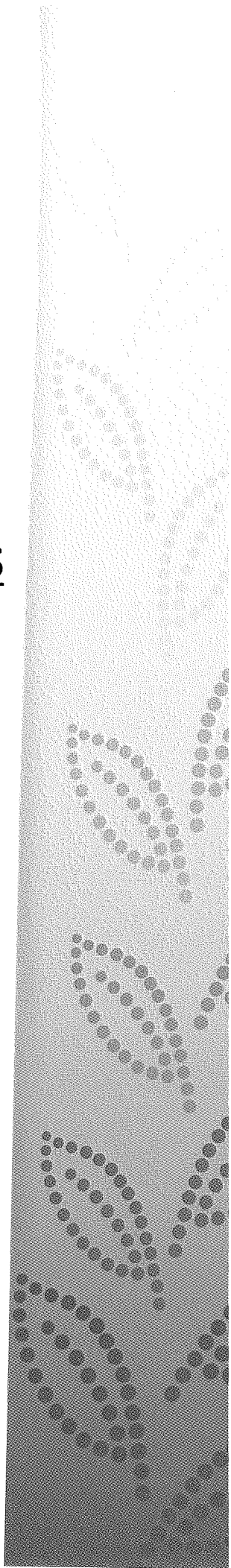
Lisa McClure
SVP of Business
Development
Trilogy Health Services



Louis R. Straub II
Executive Director
JP Morgan Chase



BIKE TO BEAT CANCER FLYERS AND PROMOS



Hope. Strength. Courage.

Every donation and every mile makes a difference



Bike to Beat Cancer

Sept. 17, 2016

Kosair Children's Medical Center – Brownsboro

Whether you're a beginner or experienced cyclist, there's an option for you. Choose from three distances — 35, 65 or 100 miles — starting and ending at Kosair Children's Medical Center – Brownsboro in Louisville. You'll receive nourishment and support along the way. There's also a 5-mile Family Ride for parents and children of all ages.

Leading up to the ride

- Take part in organized training rides, get coaching and training advice, and connect with a bike mentor to prepare you for your chosen distance
- Start a personal Web page for easy fundraising
- Receive a 15 percent discount at local bike shops, including Clarksville Schwinn, Main Street Bikes, Middletown Cycling & Fitness, On Your Left Cycles, Parkside Bikes, Scheller's Fitness & Cycling and VO2 Multisport

Build hope

When you participate in the Bike to Beat Cancer, you'll help patients and families at Norton Cancer Institute. Our goal is to help people beat cancer by offering the best programs, services and advanced care available. Be a champion — build hope.

Register for the Bike to Beat Cancer benefiting Norton Cancer Institute.

Volunteer positions also available!

For more information or to register, call **(502) 629-8060** or visit **BiketoBeatCancer.org**.

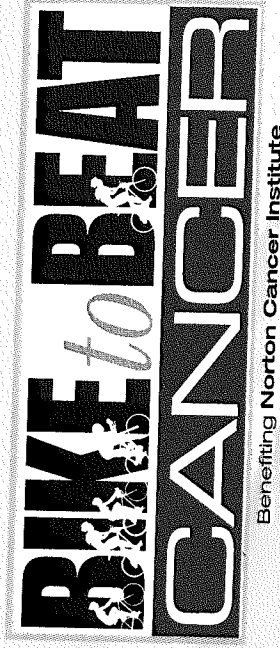
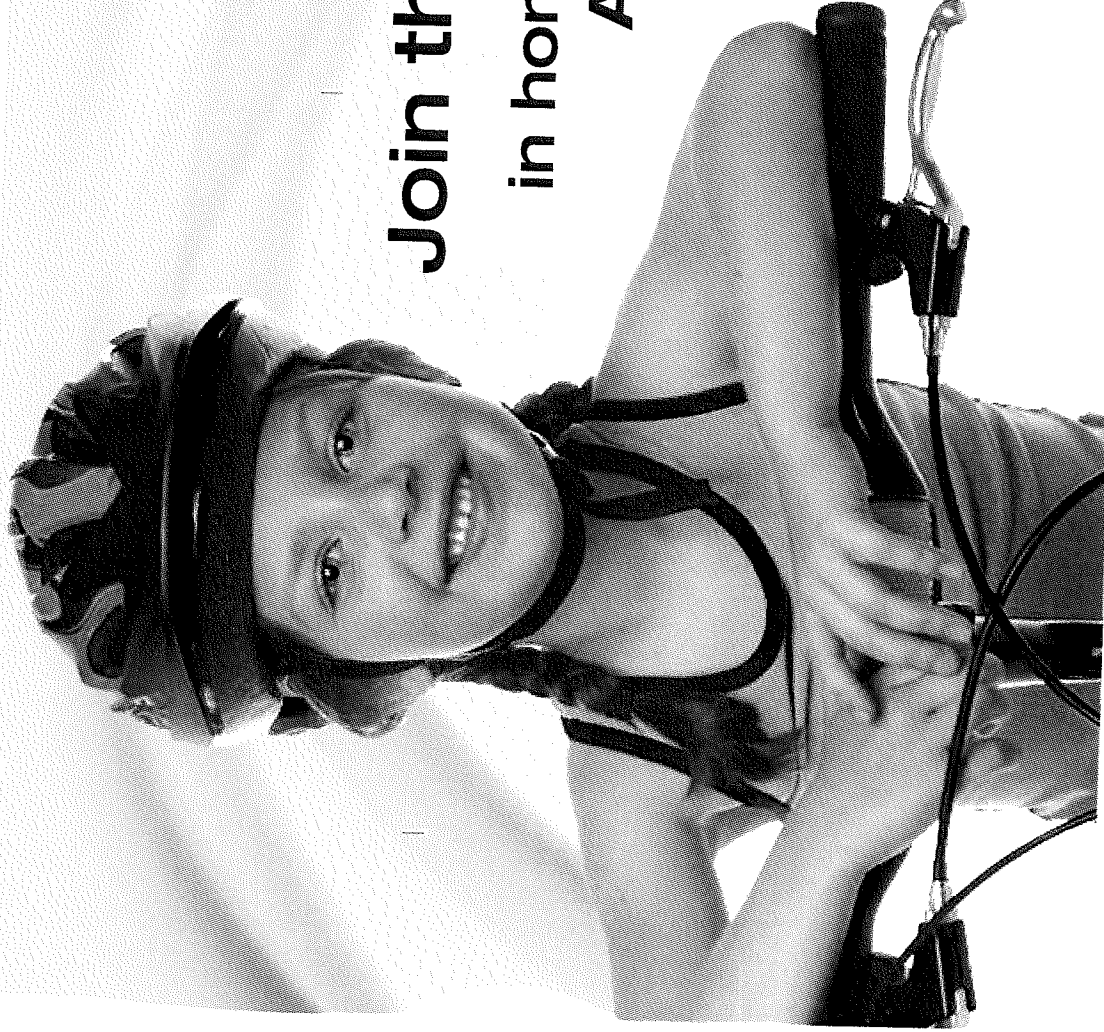
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Join the **Family Ride** in honor of **Childhood Cancer** **Awareness Month!**

Sept. 17, 2016

Kosair Children's Medical Center -
Brownsboro



**KOSAIR
CHILDREN'S
HOSPITAL**
A Part of Norton Healthcare

Bike to Beat Cancer Family Ride

Saturday, Sept. 17, 2016
10 a.m.

Kosair Children's Medical Center – Brownsboro
4910 Chamberlain Lane
Louisville, Kentucky

The Family Ride is a 5-mile route around Norton Commons that begins and ends at Kosair Children's Medical Center – Brownsboro. Registration is just \$25 for your entire family and no fundraising is required.

All participants will receive a Family Ride T-shirt at the event. Join today at BikeToBeatCancer.org.

JUST FOR KIDS ZONE

After the ride, enjoy the "Just for Kids" Zone sponsored by **meijer** from 11 a.m. to 3 p.m. Free activities include inflatable games and bounce house, pictures with local mascots, face painting and free food.

For other opportunities to support Childhood Cancer Awareness Month, visit KCH.com/GoGold. #KCHGoesGold

Join the ride today at
BikeToBeatCancer.org.

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BikeToBeatCancer.org



CHILDREN'S
HOSPITAL
FOUNDATION

234 E. Gray St., Suite 450
Louisville, KY 40202

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PERMIT #149

WHICH WICH®?

INVITES YOU TO A

FUNDRAISER

Benefiting

BIKE TO BEAT CANCER

Tuesday

August 30, 2016

All Day!

Old Brownsboro Crossing

9850 Von Allmen Ct

502-290-3721

obc@whichwich.net

10% of the proceeds will benefit

Norton Cancer Institute



Making the world a better place, one wich at a time.



DONATION FORM

Please mail this form with your donation to:

Norton Healthcare Foundation/Bike to Beat Cancer

234 E. Gray St., Suite 450, Louisville, KY 40202

Or donate online at **BikeToBeatCancer.org**



You make it possible

You are the key to ensuring patients and families in our community have the resources they need to beat cancer. With your support, the Norton Healthcare Foundation will continue to fund the award-winning cancer care and compassionate support services available at Norton Cancer Institute.

When you participate in the Bike to Beat Cancer, you will help cancer patients and their families in our community through Norton Cancer Institute — the leading provider of cancer care in Greater Louisville.

Name of participant or team you are sponsoring

DONATION AMOUNT Every dollar helps beat cancer in our community.

\$1,000 \$500 \$100 \$50 \$25 Other: _____

I would like to make _____ monthly donations of \$ _____ beginning on the date of receipt of this form. (Monthly payments must be a credit card transaction of \$25 or more per month.)

I do not want the amount of my gift to be shown on the participant/team's online listing of donors.

I do not want my name to appear as a donor on the Bike to Beat Cancer website.

Please include this message in the participant/team's donor listing: _____

I would like to support Norton Cancer Institute with an annual gift of: \$20 \$50 \$100 \$250 \$500 \$1,000 Other: \$ _____

I would like the funds I raise to support the following Norton Cancer Institute service:

- Area of greatest need Brain Tumor Center (a collaboration with Norton Neuroscience Institute) Breast Health Program Nursing education and certification
- Prevention and screenings Patient financial assistance Cancer care at Norton Audubon Hospital Cancer care at Norton Brownsboro Hospital
- Cancer care at Norton Hospital Cancer care at Norton Women's & Kosair Children's Hospital Pediatric cancer care at Kosair Children's Hospital
- Services at the Norton Cancer Institute Pat Harrison Resource Center at Clark Memorial Hospital Nixon Education and Prevention Fund

Payment

Check enclosed (made payable to Norton Healthcare Foundation). Include the participant/team's name.

Credit card Visa MasterCard American Express Discover

Card number: _____ Exp. date: _____

If you are making a monthly donation, your statement will read "Norton Healthcare Foundation."

Signature: _____ Date: _____

Donations are nonrefundable and nontransferable. Thank you for your support!

PLEASE PRINT YOUR NAME AS YOU WISH IT TO APPEAR ON THE DONATION RECEIPT.

First name	Last name	
Company name (for business donations)		
Address		
City	State	ZIP code
Phone	Email	

I do not want to receive information from the Norton Healthcare Foundation or Norton Cancer Institute.

INSTRUCTIONS

- Each check must be accompanied by a separate donation form.
 - All donations are 100 percent tax deductible.
 - If you donate \$10 or more, you will receive a tax receipt in the mail.
 - Check to see if your employer offers a program to match your donation.
 - Please do not alter this form.
- For more information about Norton Cancer Institute, visit NortonCancerInstitute.com. To register or for more information about the Bike to Beat Cancer, visit BikeToBeatCancer.org or call (502) 629-8060.
- Privacy notice:** We respect your privacy. We do not trade, rent or sell the names of our donors. You may opt out of our mailing list at any time by contacting (502) 629-8060 or guide@biketobeatcancer.org.

We need your help!

Our region has rates of lung, breast, prostate, colon and cervical cancer that are higher than the national average. With your support, we can:

- Ensure that prevention programs are in place to help reduce the risk of cancer for present and future generations
- Provide cancer screenings to those who otherwise could not afford them
- Fund clinical trials that work toward a cure and offer our community access to the most advanced therapies
- Fund the most up-to-date treatment options, such as the da Vinci robotic surgical system, Novalis TX radiation and infusion therapies
- Provide the emotional care and educational support patients and their families need to cope with and recover from cancer
- Build an environment of healing for patients and families

BikeToBeatCancer.org • (502) 629-8060

Norton Healthcare Foundation
 234 E. Gray St., Suite 450
 Louisville, KY 40202

REQUIRED ATTACHMENTS

IRS Letter of Determination

2016 Bike to Beat Cancer Budget

2016 NHF Budget

Current 990

Articles of Incorporation

IRS Form W9

Current Audit

Organization Chart

RECEIVED

MAY 12 2008

Internal Revenue Service
Director, Exempt Organizations
Rulings and Agreements

Department of the Treasury
P.O. Box 2508
Cincinnati, Ohio 45201

Date:

MAY 08 2008

Norton Healthcare Foundation Inc
c/o Robert Azar
234 E Gray St, Ste 262
Louisville, KY 40202-1903

Employer Identification Number:

Person to Contact - ID#:
Sirijun Mayi - #31-07372
Contact Telephone Number:
877-829-5500 Phone
Public Charity Status:
509(a)(2)

Dear Applicant:

Our letter dated September 1977 stated that you were exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code and classified as a public charity under section 509(a)(3) of the Code.

Based on the information you submitted, we have modified your public charity status to the Code section listed in the heading of this letter. Since your exempt status was not under consideration, you continue to be classified as an organization exempt from Federal income tax under section 501(c)(3) of the Code.

Publication 557, Tax-Exempt Status for Your Organization, provides detailed information about your rights and responsibilities as an exempt organization. You may request a copy by calling the toll-free number for forms, 800-829-3676. Information is also available on our Internet Web Site at www.irs.gov.

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

If you have any questions, please call our toll free number shown in the heading of this letter.

Sincerely,



Robert Choi
Director, Exempt Organizations
Rulings and Agreements

cc: Samuel E Clark

2016 BIKE TO BEAT CANCER BUDGET

Name	EXPENSES																			
	2014 Actual	2015 Actual	2016 Budget	2016 Actual	2015 Actual	2016 Budget	2016 Actual	2015 Actual	2016 Budget	2016 Actual										
Sponsors:																				
Powered By	\$40,000	\$40,000	\$40,000	\$40,000	\$40,000	\$30,000	\$30,000	\$30,000	\$30,000	\$30,000	\$30,000	\$30,000	\$30,000	\$30,000	\$30,000	\$30,000	\$30,000	\$30,000	\$30,000	\$30,000
Family Ride Sponsor	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000
Trailing Ride Sponsor	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000
Start and Finish Line Sponsor	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000
Jersey Sponsor	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000
Safety Sponsor	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000
Survivor Parade Sponsor	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000
Finish Line Medal Sponsor	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Water Bottle Sponsor	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Family Ride Pit Stop	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Water Bottle Sponsor	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Pit Stop 2	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500
Lunch Stop	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500
Pit Stop 4	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Pit Stop 5	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Pit Stop 6	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Packet Pick-Up Sponsor	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Champions' Lounge Sponsor	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Just For Kids Zone	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Finish Line Meal Sponsor	\$7,900	\$7,900	\$7,900	\$7,900	\$7,900	\$7,900	\$7,900	\$7,900	\$7,900	\$7,900	\$7,900	\$7,900	\$7,900	\$7,900	\$7,900	\$7,900	\$7,900	\$7,900	\$7,900	\$7,900
Tour de Lou Donation	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000
Rider Donations	\$468,335	\$456,272	\$465,000	\$465,000	\$465,000	\$465,000	\$465,000	\$465,000	\$465,000	\$465,000	\$465,000	\$465,000	\$465,000	\$465,000	\$465,000	\$465,000	\$465,000	\$465,000	\$465,000	\$465,000
Riders Registration @ \$50 each	\$11,050	\$8,463	\$9,000	\$9,000	\$9,000	\$9,000	\$9,000	\$9,000	\$9,000	\$9,000	\$9,000	\$9,000	\$9,000	\$9,000	\$9,000	\$9,000	\$9,000	\$9,000	\$9,000	\$9,000
Credit from Convo for overcharges	\$0	\$1,275	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
TOTAL	\$618,285	\$589,510	\$625,000	\$625,000	\$625,000	\$625,000	\$625,000	\$625,000	\$625,000	\$625,000	\$625,000	\$625,000	\$625,000	\$625,000	\$625,000	\$625,000	\$625,000	\$625,000	\$625,000	\$625,000

just supplies only, not including labor

\$618,285

\$461,385

\$482,024

\$127,486

\$183,615

\$121,588

\$126,727

\$127,486

\$183,615

\$121,588

\$126,727

\$127,486

\$183,615

\$121,588

2016 Actual	
	\$375,023

**Norton Healthcare Foundation
2016 Budget**

	Actual 2010	Actual 2011	Actual 2012	Actual 2013	Actual 2014	Budget 2015	Budget 2016
Contributions Bequests and Other Revenue							
Unrestricted:							
Contributions other than bequests	396,826	410,238	340,984	393,335	323,474	483,435	466,000
Bequests				448,926		89,785	89,785
Other		514,025	538,099	496,320	522,859	506,973	603,350
BTBC	555,307	107,979	89,856	113,316	129,191	-	-
Total Unrestricted	952,133	1,032,242	968,939	1,461,897	976,524	1,080,193	1,159,135
Restricted:							
Contributions other than bequests	7,370,657	4,984,253	4,771,121	5,451,566	3,785,361	3,491,565	3,356,047
Bequests				10,000			0
Other		296,905	413,562	334,288	20,579		0
BTBC					499,103		
Total Restricted	7,370,657	5,281,158	5,184,683	5,796,864	4,305,043	3,491,565	3,356,047
Total Contributions, Bequests and Other	8,322,790	6,313,400	6,153,622	7,247,761	5,280,567	4,571,758	4,515,182
Foundation Expenses							
Personnel and benefits	389,606	430,105	469,006	444,062	400,687	571,084	520,058
Supplies and postage	172,625	193,371	151,226	174,276	167,996	157,352	177,506
Norton Hospital COGS	204,150	177,216	208,960	174,241	196,304	182,939	238,486
Occupancy	38,156	36,999	39,611	35,822	35,437	39,846	38,352
Fees and special services	193,810	126,447	91,733	58,528	104,173	138,000	125,000
BTBC Costs	423,174	101,573	89,856	116,790	125,799	115,000	130,000
Insurance premiums		7,534	20,178	28,742	22,326	35,000	40,000
Other	17,193	18,078	15,631	15,762	33,938	22,461	15,301
Total Foundation Expenses	1,438,714	1,091,323	1,066,199	1,048,223	1,086,660	1,261,682	1,294,703
Net Contributions	6,884,076	5,222,077	5,087,423	6,199,528	4,193,907	3,310,076	3,230,479
Unrestricted Programs and Services							
Indigent Care							
Equipment		4,500	5,000	1			
Faculty support							
Programs	183,685	158,494	151,207	242,953	235,722	345,000	380,000
Total Unrestricted Programs and Services	183,685	162,994	156,207	242,954	235,722	345,000	380,000
Restricted Programs and Services							
Indigent Care	17,500	17,000	17,000	33,250	29,447	35,000	35,000
Equipment	1,199,684	681,548	873,242	1,683,781	4,046,882	891,894	1,500,000
Faculty support							
Programs	1,486,505	1,060,526	1,061,689	1,580,337	1,865,758	1,530,196	1,730,000
Total Restricted Programs and Services	2,683,689	1,759,074	1,951,931	3,297,368	5,742,087	2,457,090	3,265,000
Total Programs and Services	2,867,374	1,922,068	2,108,138	3,540,322	5,977,809	2,802,090	3,645,000
Net Contributions over/(under) Programs	4,016,702	3,300,009	2,959,285	2,659,206	(1,783,902)	507,986	(414,521)
Transfers from Affiliates	(92,521)	(31,075)	(108,385)	(5,769)	67,760		
Investment Income	1,060,596	589,825	1,013,295	3,009,265	1,585,017		
Income Distr. From Trusts - Fischer - Owen	159,438	408,754	263,408	275,005	289,469		
Change in mkt value	950,350	(1,071,657)	1,388,489	25,046	(720,661)		
Change in value of beneficial interest	282,597	(372,069)	292,151	720,608	85,475		
Net Investment Activity	2,360,460	(476,222)	2,848,958	4,024,155	1,307,160		
Increase in Net Assets	6,377,162	2,823,787	5,808,243	6,683,361	(476,742)	507,986	(414,521)
Cost per Dollar Raised	0.17	0.17	0.18	0.14	0.21	0.28	0.28

PUBLIC DISCLOSURE COPY

Form **990**

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

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

2014

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990 and its instructions is at www.irs.gov/form990.

A For the 2014 calendar year, or tax year beginning 2014, and ending 20

B Check if applicable:
 Address change
 Name change
 Initial return
 Final return/terminated
 Amended return
 Application pending

C Name of organization NORTON HEALTHCARE FOUNDATION, INC.
 Doing business as _____
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite
224 E BROADWAY- 5TH FLOOR
 City or town, state or province, country, and ZIP or foreign postal code
LOUISVILLE, KY 40202

D Employer identification number _____
E Telephone number (502) 629-3409

F Name and address of principal officer: STEPHEN A. WILLIAMS
234 E GRAY STREET, LOUISVILLE, KY 40202

G Gross receipts \$ 23,427,685

H(a) Is this a group return for subordinates? Yes No
H(b) Are all subordinates included? Yes No
 If "No," attach a list. (see instructions)
H(c) Group exemption number ▶ _____

I Tax-exempt status: 501(c)(3) 501(c) () (insert no.) 4947(a)(1) or 527

J Website: ▶ WWW.NORTONHEALTHCARE.COM

K Form of organization: Corporation Trust Association Other ▶ _____

L Year of formation: 1977 **M** State of legal domicile: KY

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: <u>THE NORTON HEALTHCARE FOUNDATION RAISES FUNDS AND AWARDS GRANTS IN SUPPORT OF NORTON HOSPITALS, INC.</u>		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	27
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	26
	5	Total number of individuals employed in calendar year 2014 (Part V, line 2a)	5	4
	6	Total number of volunteers (estimate if necessary)	6	718
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
	b	Net unrelated business taxable income from Form 990-T, line 34	7b	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	7,195,428	7,260,312
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0	0
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	2,484,002	1,467,901
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	100,546	104,714
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	9,779,976	8,832,927
	14	Benefits paid to or for members (Part IX, column (A), line 4)	3,401,175	5,692,581
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	0	
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	444,062	400,687
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ <u>436,658</u>	0	
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	270,911	296,047
	18	Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	4,116,148	6,389,315
Net Assets or Fund Balances	19	Revenue less expenses. Subtract line 18 from line 12	5,663,828	2,443,612
	20	Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21	Total liabilities (Part X, line 26)	51,833,538	51,360,991
	22	Net assets or fund balances. Subtract line 21 from line 20	2,264,740	2,268,935
			49,568,798	49,092,056

Part II Signature Block

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

Sign Here

Signature of officer _____ Date _____
MICHAEL W. GOUGH, TREASURER
 Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name RACHEL SPURLOCK Preparer's signature Rachel Spurlock Date 11/11/2015 Check if self-employed PTIN _____
 Firm's name ▶ CROWE HORWATH LLP Firm's EIN ▶ _____
 Firm's address ▶ 9600 BROWNSBORO ROAD, SUITE 400, LOUISVILLE, KY 40241-1122 Phone no. (502) 326-3996

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

For Paperwork Reduction Act Notice, see the separate instructions.

Cat. No. 11282Y

Form **990** (2014)

IRS e-file Signature Authorization for an Exempt Organization

Department of the Treasury
Internal Revenue Service

For calendar year 2014, or fiscal year beginning _____, 2014, and ending _____, 20____

▶ Do not send to the IRS. Keep for your records.

▶ Information about Form 8879-EO and its instructions is at www.irs.gov/form8879eo.

2014

Name of exempt organization

NORTON HEALTHCARE FOUNDATION, INC.

Employer identification number

Name and title of officer

MICHAEL W. GOUGH, TREASURER

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, or 5a, below, and the amount on that line for the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than 1 line in Part I.

1a Form 990 check here ▶ <input checked="" type="checkbox"/>	b Total revenue , if any (Form 990, Part VIII, column (A), line 12)	1b	8,832,927
2a Form 990-EZ check here ▶ <input type="checkbox"/>	b Total revenue , if any (Form 990-EZ, line 9)	2b	
3a Form 1120-POL check here ▶ <input type="checkbox"/>	b Total tax (Form 1120-POL, line 22)	3b	
4a Form 990-PF check here ▶ <input type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part VI, line 5)	4b	
5a Form 8868 check here ▶ <input type="checkbox"/>	b Balance Due (Form 8868, Part I, line 3c or Part II, line 8c)	5b	

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2014 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

I authorize CROWE HORWATH LLP to enter my PIN [REDACTED] as my signature
ERO firm name Enter five numbers, but do not enter all zeros

on the organization's tax year 2014 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2014 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ▶

11/5/15

Date ▶

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

[REDACTED]

do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2014 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶

Rachel Spurlink

Date ▶

10/12/2015

**ERO Must Retain This Form— See Instructions
Do Not Submit This Form To the IRS Unless Requested To Do So**

For Paperwork Reduction Act Notice, see back of form.

Cat. No. 37189W

Form **8879-EO** (2014)

Application for Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**
► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. NORTON HEALTHCARE FOUNDATION, INC.	Enter filer's identifying number, see instructions Employer identification number (EIN) or
	Number, street, and room or suite no. If a P.O. box, see instructions. 224 E BROADWAY- 5TH FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOUISVILLE, KY 40202	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ► BRUCE SCOTT

Telephone No. ► (502) 629-3409 Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 15, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► calendar year 20 14 or

► tax year beginning _____, 20 _____, and ending _____, 20 _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. NORTON HEALTHCARE FOUNDATION, INC.	Enter filer's identifying number, see instructions Employer identification number (EIN) or
	Number, street, and room or suite no. If a P.O. box, see instructions. 224 E BROADWAY- 5TH FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOUISVILLE, KY 40202	

Enter the Return code for the return that this application is for (file a separate application for each return) **0 1**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02		
Form 4720 (individual)	03	Form 1041-A	08
Form 990-PF	04	Form 4720 (other than individual)	09
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 5227	10
Form 990-T (trust other than above)	06	Form 6069	11
		Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **BRUCE SCOTT**
Telephone No. **(502) 629-3409** Fax No. _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until 11/15, 2015.
- For calendar year 2014, or other tax year beginning _____, 20____, and ending _____, 20____.
- If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period
- State in detail why you need the extension ADDITIONAL TIME IS REQUIRED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature *Rachel Spurlock*

Title **CPA**

Date **07/29/2015**

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:
THROUGH THE GENEROSITY OF DONORS, THE NORTON HEALTHCARE FOUNDATION SUPPORTS PATIENT CARE, CAPITAL PROJECTS, EDUCATION AND RESEARCH FOR THE ADULT-SERVICE HOSPITALS OF NORTON HEALTHCARE.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 4,046,882 including grants of \$ 4,046,882) (Revenue \$ 0)
CAPITAL PROJECTS ARE ALSO FUNDED BY THE NORTON HEALTHCARE FOUNDATION. IN 2014, THE FOUNDATION FUNDED THE FOLLOWING PROJECTS:
•RENOVATED THE PEDIATRIC INPATIENT UNIT AT NWKCH - ST. MATTHEWS
•RELOCATED THE INTENSIVE CARE UNIT AT NWKCH - ST. MATTHEWS
•PROVIDED THE HEALING GARDEN AND LABYRINTH FOR ONCOLOGY PATIENTS AT NWKCH - ST. MATTHEWS
•ESTABLISHED THE ORTHOPAEDIC LAB AT NORTON BROWNSBORO HOSPITAL
•EXPANDED THE SURGERY WAITING AREA AT NORTON BROWNSBORO HOSPITAL TO SERVE PATIENT FAMILIES.
•RENOVATEE AND EXPANDED NORTON WOMEN'S AND KOSAIR CHILDREN'S HOSPITAL, INCLUDING THE INSTALLATION OF THE HEALING GARDEN AND LABYRINTH FOR ONCOLOGY PATIENTS.

4b (Code:) (Expenses \$ 1,645,699 including grants of \$ 1,645,699) (Revenue \$ 0)
THE NORTON HEALTHCARE FOUNDATION IS THE PHILANTHROPIC ARM OF THE NOT-FOR-PROFIT NORTON HEALTHCARE ADULT-SERVICE HOSPITALS: NORTON AUDUBON HOSPITAL, NORTON BROWNSBORO HOSPITAL, NORTON HOSPITAL AND NORTON WOMEN'S AND KOSAIR CHILDREN'S HOSPITAL (NWKCH) - ST. MATTHEWS. THE FOUNDATION RAISES FUNDS EACH YEAR TO MAKE A DIFFERENCE FOR PROGRAMS, EQUIPMENT AND FACILITIES, RESEARCH AND EDUCATION, ENABLING THE HOSPITALS TO STAY UP-TO-DATE WITH MEDICAL ADVANCES AND TECHNOLOGY, AND MAINTAINING THE COMMUNITY'S ACCESS TO HEALTH CARE. COMMUNITY SUPPORT THROUGH THE NORTON HEALTHCARE FOUNDATION ALLOWS CAREGIVERS TO CONTINUE MAKING A DIFFERENCE FOR PATIENTS SERVED BY NORTON HEALTHCARE INC. IN 2014 THAT SUPPORT HELPED THE FOUNDATION PROVIDE FUNDING TO:
•PROVIDE ENHANCEMENTS AND PROGRAMMING FOR THE MARSHALL WOMEN'S HEALTH & EDUCATION CENTER, LOCATED AT NORTON SUBURBAN HOSPITAL, WHICH PROVIDES A HEALING AND EDUCATIONAL GATHERING SPACE FOR EXPECTANT (CONTINUED ON SCHEDULE O)

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O.)
(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ▶ 5,692,581

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
12 a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
14 a Did the organization maintain an office, employees, or agents outside of the United States?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I (see instructions)</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
20 a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Part IV Checklist of Required Schedules (continued)

	Yes	No	
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	✓	
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	✓	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	✓	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>	24a		✓
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		✓
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		✓
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i>	26		✓
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27		✓
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		✓
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		✓
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		✓
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	✓	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		✓
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		✓
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		✓
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		✓
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	✓	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		✓
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		✓
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		✓
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		✓
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	✓	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	<input checked="" type="checkbox"/>	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	<input checked="" type="checkbox"/>	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		
3b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O		<input checked="" type="checkbox"/>
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		<input checked="" type="checkbox"/>
	If "Yes," enter the name of the foreign country: <input type="text"/>		
	See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		<input checked="" type="checkbox"/>
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		<input checked="" type="checkbox"/>
5c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		<input checked="" type="checkbox"/>
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	<input checked="" type="checkbox"/>	
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	<input checked="" type="checkbox"/>	
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		<input checked="" type="checkbox"/>
7d	If "Yes," indicate the number of Forms 8282 filed during the year		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input checked="" type="checkbox"/>
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		<input checked="" type="checkbox"/>
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?		
9a	Did the sponsoring organization make any taxable distributions under section 4966?		
9b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
10a	Initiation fees and capital contributions included on Part VIII, line 12		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter:		
11a	Gross income from members or shareholders		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		
13a	Section 501(c)(29) qualified nonprofit health insurance issuers. Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
13c	Enter the amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		<input checked="" type="checkbox"/>
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

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

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
1b Enter the number of voting members included in line 1a, above, who are independent		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		<input checked="" type="checkbox"/>
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		<input checked="" type="checkbox"/>
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		<input checked="" type="checkbox"/>
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		<input checked="" type="checkbox"/>
6 Did the organization have members or stockholders?	<input checked="" type="checkbox"/>	
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	<input checked="" type="checkbox"/>	
7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	<input checked="" type="checkbox"/>	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?		
b Each committee with authority to act on behalf of the governing body?	<input checked="" type="checkbox"/>	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.	<input checked="" type="checkbox"/>	

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

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?		<input checked="" type="checkbox"/>
10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	<input checked="" type="checkbox"/>	
11b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	<input checked="" type="checkbox"/>	
12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? describe in Schedule O how this was done	<input checked="" type="checkbox"/>	
12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	<input checked="" type="checkbox"/>	
13 Did the organization have a written whistleblower policy?	<input checked="" type="checkbox"/>	
14 Did the organization have a written document retention and destruction policy?	<input checked="" type="checkbox"/>	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official		
b Other officers or key employees of the organization	<input checked="" type="checkbox"/>	
15b If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).	<input checked="" type="checkbox"/>	
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		<input checked="" type="checkbox"/>

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► KY

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, address, and telephone number of the person who possesses the organization's books and records: ►
 HELENA SCHULZ, ACCOUNTING, 224 E BROADWAY, 5TH FL, LOUISVILLE, KY 40202-2025, (502)629-8263

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

Check if Schedule O contains a response or note to any line in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) KRISTA WARD BOARD CHAIR	1 0			✓				0	0	0
(2) LEE K. GARLOVE BOARD CHAIR ELECT	1 0			✓				0	0	0
(3) MARK MOSLEY BOARD TREASURER	1 0			✓				0	0	0
(4) HOLLY SCHROERING BOARD SECRETARY	1 0			✓				0	0	0
(5) JUSTIN BAKER DIRECTOR	1 0			✓				0	0	0
(6) GEORGE BELL DIRECTOR	1 0			✓				0	0	0
(7) CHRIS BINGAMAN DIRECTOR	1 0			✓				0	0	0
(8) JEFFREY CUMBERBATCH DIRECTOR	1 0			✓				0	0	0
(9) DAVID DAFOE DIRECTOR	1 0			✓				0	0	0
(10) SYDNEY GOETZ DIRECTOR	1 0			✓				0	0	0
(11) JUDGE DENISE GUESS CLAYTON DIRECTOR	1 0			✓				0	0	0
(12) KAREN HALE DIRECTOR	1 0			✓				0	0	0
(13) CHRISTOPHER HASS DIRECTOR	1 0			✓				0	0	0
(14) ROBERT R. ILIFF DIRECTOR	1 0			✓				0	0	0

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) PATRICIA F. KANTLEHNER DIRECTOR	1 0									
(16) BARBARA KRAMER DIRECTOR	1 0	✓					0	0	0	
(17) CHARLES LEANHART, CPA DIRECTOR	1 0	✓					0	0	0	
(18) LISA MCCLURE DIRECTOR	1 0	✓					0	0	0	
(19) RONALD C. OLIVER, PH.D. SYS VP MISSION & OUTREACH - DIRECTOR	1 41	✓					0	0	0	
(20) CURTIS L. ROYCE DIRECTOR	1 0	✓					0	151,317	96,105	
(21) MARY NICOLE SHUFFLEBARGER DIRECTOR (PARTIAL YEAR)	1 0	✓					0	0	0	
(22) CONNIE SIMMONS DIRECTOR	1 0	✓					0	0	0	
(23) GARY L. STEWART DIRECTOR	1 4.5	✓					0	0	0	
(24) LOUIS R. STRAUB, II DIRECTOR	1 0	✓					0	1,600	0	
(25) (SEE STATEMENT)		✓					0	0	0	
1b Sub-total							0	152,917	96,105	
c Total from continuation sheets to Part VII, Section A							198,334	7,497,847	1,583,284	
d Total (add lines 1b and 1c)							198,334	7,650,764	1,679,389	

- 2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **▶ 1**
- 3** Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*
- 4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? *If "Yes," complete Schedule J for such individual*
- 5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*
- | | Yes | No |
|---|-----|----|
| 3 | | ✓ |
| 4 | ✓ | |
| 5 | | ✓ |

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶		0

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns					
	1b	Membership dues					
	1c	Fundraising events	807,001				
	1d	Related organizations					
	1e	Government grants (contributions)	272,107				
	1f	All other contributions, gifts, grants, and similar amounts not included above	6,181,204				
	g	Noncash contributions included in lines 1a-1f: \$	27,570				
	h	Total. Add lines 1a-1f	7,260,312				
	Program Service Revenue	2a	Business Code				
b							
c							
d							
e							
f		All other program service revenue	0	0	0	0	
g		Total. Add lines 2a-2f	0	0	0	0	
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)	721,206			721,206	
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
	6a	Gross rents	(i) Real				
			(ii) Personal				
	b	Less: rental expenses					
	c	Rental income or (loss)	0	0			
	d	Net rental income or (loss)					
	7a	Gross amount from sales of assets other than inventory	(i) Securities	14,605,396			
			(ii) Other				
	b	Less: cost or other basis and sales expenses	13,858,701				
	c	Gain or (loss)	746,695				
	d	Net gain or (loss)	746,695			746,695	
	8a	Gross income from fundraising events (not including \$ 807,001 of contributions reported on line 1c). See Part IV, line 18	294,012				
	b	Less: direct expenses	395,471				
c	Net income or (loss) from fundraising events	(101,459)			(101,459)		
9a	Gross income from gaming activities. See Part IV, line 19	23,900					
b	Less: direct expenses	4,210					
c	Net income or (loss) from gaming activities	19,690			19,690		
10a	Gross sales of inventory, less returns and allowances	522,859					
b	Less: cost of goods sold	336,376					
c	Net income or (loss) from sales of inventory	186,483			186,483		
Miscellaneous Revenue		Business Code					
11a							
b							
c							
d	All other revenue		0	0	0	0	
e	Total. Add lines 11a-11d		0	0	0	0	
12	Total revenue. See instructions		8,832,927	0	0	1,572,615	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).
 Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	5,663,134	5,663,134		
2 Grants and other assistance to domestic individuals. See Part IV, line 22	29,447	29,447		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	26,604		10,642	15,962
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	325,261			
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	9,746		130,105	195,156
9 Other employee benefits	25,546		3,898	5,848
10 Payroll taxes	13,530		10,218	15,328
11 Fees for services (non-employees):			5,412	8,118
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	57,582		57,582	
12 Advertising and promotion	67,431	0	0	67,431
13 Office expenses	65,489			65,489
14 Information technology	17,964		7,186	10,778
15 Royalties				
16 Occupancy	22,494			
17 Travel	29,434		8,998	13,496
18 Payments of travel or entertainment expenses for any federal, state, or local public officials			11,774	17,660
19 Conferences, conventions, and meetings	6,102			
20 Interest			2,441	3,661
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance	22,325		8,930	13,395
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a DEPRECIATION ALLOCATION	2,722		1,089	1,633
b DUES AND SUBSCRIPTIONS	2,743		1,097	1,646
c EMPLOYEE AND DONOR RECOGNITION	1,761		704	1,057
d				
e All other expenses	0	0	0	0
25 Total functional expenses. Add lines 1 through 24e	6,389,315	5,692,581	260,076	436,658
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

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

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing	700	1	23,633
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net	19,271,760	3	18,483,504
	4 Accounts receivable, net		4	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0	6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	58,413	8	50,675
	9 Prepaid expenses and deferred charges		9	4,713
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 0		
	b Less: accumulated depreciation	10b 0	10c	0
	11 Investments—publicly traded securities	19,487,291	11	17,140,566
	12 Investments—other securities. See Part IV, line 11	6,389,540	12	8,991,044
	13 Investments—program-related. See Part IV, line 11	0	13	0
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	6,625,834	15	6,666,856
16 Total assets. Add lines 1 through 15 (must equal line 34)	51,833,538	16	51,360,991	
Liabilities	17 Accounts payable and accrued expenses	70,740	17	72,132
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	2,194,000	25	2,196,803
	26 Total liabilities. Add lines 17 through 25	2,264,740	26	2,268,935
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	1,519,691	27	1,608,537
	28 Temporarily restricted net assets	30,952,942	28	30,294,634
	29 Permanently restricted net assets	17,096,165	29	17,188,885
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	49,568,798	33	49,092,056	
34 Total liabilities and net assets/fund balances	51,833,538	34	51,360,991	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	8,832,927
2	Total expenses (must equal Part IX, column (A), line 25)	2	6,389,315
3	Revenue less expenses. Subtract line 2 from line 1	3	2,443,612
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	49,568,798
5	Net unrealized gains (losses) on investments	5	(256,395)
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	(2,663,959)
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	49,092,056

Part XII Financial Statements and Reporting

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

- 1** Accounting method used to prepare the Form 990: Cash Accrual Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- b** Were the organization's financial statements audited by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

	Yes	No
2a		✓
2b	✓	
2c	✓	
3a	✓	
3b	✓	

Part VII

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (Check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(25) ANGELA TAFEL ----- DIRECTOR	1 ----- 0	<input checked="" type="checkbox"/>						0	0	0
(26) TIERRA KAVANAUGH TURNER ----- DIRECTOR	1 ----- 0	<input checked="" type="checkbox"/>						0	0	0
(27) CHARLA YOUNG ----- DIRECTOR (PARTIAL YEAR)	1 ----- 0	<input checked="" type="checkbox"/>						0	0	0
(28) JANET LIVELY ----- DIRECTOR	1 ----- 0	<input checked="" type="checkbox"/>						0	0	0
(29) JAMES TURNER ----- DIRECTOR	1 ----- 0	<input checked="" type="checkbox"/>						0	0	0
(30) ROBERT B. AZAR ----- SYS VP CHIEF LEGAL OFFICER	1 ----- 49		<input checked="" type="checkbox"/>					0	573,603	101,815
(31) RUSSELL F. COX ----- PRESIDENT	1 ----- 49		<input checked="" type="checkbox"/>					0	2,044,775	688,232
(32) MICHAEL W. GOUGH ----- SYS SR VP CFO	1 ----- 49		<input checked="" type="checkbox"/>					0	1,672,339	537,437
(33) MARY LYNN MEYER ----- SYS VP AND CDO	4 ----- 46		<input checked="" type="checkbox"/>					24,000	483,174	97,636
(34) STEPHEN A WILLIAMS ----- CEO	1 ----- 49		<input checked="" type="checkbox"/>					0	2,420,171	75,417
(35) PHILIP BLOYD ----- SYS DIR MAJOR GIFTS & PLANNING	24 ----- 16				<input checked="" type="checkbox"/>			109,603	73,068	27,369
(36) MARGARET MCCLAMROCH ----- DIRECTOR GRANTS	10 ----- 30				<input checked="" type="checkbox"/>			28,209	84,626	25,054
(37) LESLIE SMART ----- SYS DIR OF PHILANTHROPY	8 ----- 32				<input checked="" type="checkbox"/>			36,523	146,091	30,325

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2014

Open to Public Inspection

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

▶ Attach to Form 990 or Form 990-EZ.

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

Department of the Treasury
Internal Revenue Service

Name of the organization

NORTON HEALTHCARE FOUNDATION, INC.

Employer identification number

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

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

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box in lines 11a through 11d that describes the type of supporting organization and complete lines 11e, 11f, and 11g.
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
 - f Enter the number of supported organizations
 - g Provide the following information about the supported organization(s).

	(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
				Yes	No		
(A)							
(B)							
(C)							
(D)							
(E)							
Total							

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	8,242,475	5,927,243	5,574,083	7,195,428	7,260,312	34,199,541
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	8,242,475	5,927,243	5,574,083	7,195,428	7,260,312	34,199,541
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						11,372,388

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
7 Amounts from line 4	8,242,475	5,927,243	5,574,083	7,195,428	7,260,312	34,199,541
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	535,485	825,000	708,055	652,509	721,206	3,442,255
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)	602,650	582,609	610,516	644,867	840,771	3,281,413
11 Total support. Add lines 7 through 10						40,923,209
12 Gross receipts from related activities, etc. (see instructions)						

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** **12**

Section C. Computation of Public Support Percentage

14 Public support percentage for 2014 (line 6, column (f) divided by line 11, column (f))	14	55.78 %
15 Public support percentage from 2013 Schedule A, Part II, line 14	15	57.54 %
16a 33 1/3% support test—2014. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 33 1/3% support test—2013. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>	
17a 10%-facts-and-circumstances test—2014. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 10%-facts-and-circumstances test—2013. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>	

Part III Support Schedule for Organizations Described in Section 509(a)(2)

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2014 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2013 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2014 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2013 Schedule A, Part III, line 17	18	%
19a 33 1/3% support tests—2014. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 33 1/3% support tests—2013. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions <input type="checkbox"/>		

Part IV Supporting Organizations

(Complete only if you checked a box on line 11 of Part I. If you checked 11a of Part I, complete Sections A and B. If you checked 11b of Part I, complete Sections A and C. If you checked 11c of Part I, complete Sections A, D, and E. If you checked 11d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2) (B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes" and if you checked 11a or 11b in Part I, answer (b) and (c) below.</i>		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (a) its supported organizations; (b) individuals that are part of the charitable class benefited by one or more of its supported organizations; or (c) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in IRC 4958(c)(3)(C)), a family member of a substantial contributor, or a 35-percent controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
b Did one or more disqualified persons (as defined in line 9(a)) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
c Did a disqualified person (as defined in line 9(a)) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
10a Was the organization subject to the excess business holdings rules of IRC 4943 because of IRC 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer (b) below.</i>		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

Part IV Supporting Organizations (continued)

		Yes	No
11	Has the organization accepted a gift or contribution from any of the following persons?		
a	A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
b	A family member of a person described in (a) above?		
c	A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI.		

Section B. Type I Supporting Organizations

		Yes	No
1	Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.		
2	Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.		

Section C. Type II Supporting Organizations

		Yes	No
1	Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).		

Section D. All Type III Supporting Organizations

		Yes	No
1	Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (1) a written notice describing the type and amount of support provided during the prior tax year, (2) a copy of the Form 990 that was most recently filed as of the date of notification, and (3) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
2	Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).		
3	By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.		

Section E. Type III Functionally-Integrated Supporting Organizations

1	Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions):		
a	<input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
b	<input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c	<input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
2	Activities Test. Answer (a) and (b) below.		
a	Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.	Yes	No
b	Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.		
3	Parent of Supported Organizations. Answer (a) and (b) below.		
a	Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.		
b	Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1 Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970. See instructions. All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income

		(A) Prior Year	(B) Current Year (optional)
1 Net short-term capital gain	1		
2 Recoveries of prior-year distributions	2		
3 Other gross income (see instructions)	3		
4 Add lines 1 through 3	4		
5 Depreciation and depletion	5		
6 Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6		
7 Other expenses (see instructions)	7		
8 Adjusted Net Income (subtract lines 5, 6 and 7 from line 4)	8		

Section B - Minimum Asset Amount

		(A) Prior Year	(B) Current Year (optional)
1 Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):			
a Average monthly value of securities	1a		
b Average monthly cash balances	1b		
c Fair market value of other non-exempt-use assets	1c		
d Total (add lines 1a, 1b, and 1c)	1d		
e Discount claimed for blockage or other factors (explain in detail in Part VI):			
2 Acquisition indebtedness applicable to non-exempt-use assets	2		
3 Subtract line 2 from line 1d	3		
4 Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions).	4		
5 Net value of non-exempt-use assets (subtract line 4 from line 3)	5		
6 Multiply line 5 by .035	6		
7 Recoveries of prior-year distributions	7		
8 Minimum Asset Amount (add line 7 to line 6)	8		

Section C - Distributable Amount

			Current Year
1 Adjusted net income for prior year (from Section A, line 8, Column A)	1		
2 Enter 85% of line 1	2		
3 Minimum asset amount for prior year (from Section B, line 8, Column A)	3		
4 Enter greater of line 2 or line 3	4		
5 Income tax imposed in prior year	5		
6 Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6		

7 Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions).

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions

Current Year

1	Amounts paid to supported organizations to accomplish exempt purposes	
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3	Administrative expenses paid to accomplish exempt purposes of supported organizations	
4	Amounts paid to acquire exempt-use assets	
5	Qualified set-aside amounts (prior IRS approval required)	
6	Other distributions (describe in Part VI). See instructions.	
7	Total annual distributions. Add lines 1 through 6.	
8	Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9	Distributable amount for 2014 from Section C, line 6	
10	Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)

(i) Excess Distributions

(ii) Underdistributions Pre-2014

(iii) Distributable Amount for 2014

1	Distributable amount for 2014 from Section C, line 6		
2	Underdistributions, if any, for years prior to 2014 (reasonable cause required-see instructions)		
3	Excess distributions carryover, if any, to 2014:		
a			
b			
c			
d			
e	From 2013		
f	Total of lines 3a through e		
g	Applied to underdistributions of prior years		
h	Applied to 2014 distributable amount		
i	Carryover from 2009 not applied (see instructions)		
j	Remainder. Subtract lines 3g, 3h, and 3i from 3f.		
4	Distributions for 2014 from Section D, line 7: \$		
a	Applied to underdistributions of prior years		
b	Applied to 2014 distributable amount		
c	Remainder. Subtract lines 4a and 4b from 4.		
5	Remaining underdistributions for years prior to 2014, if any. Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions).		
6	Remaining underdistributions for 2014. Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions).		
7	Excess distributions carryover to 2015. Add lines 3j and 4c.		
8	Breakdown of line 7:		
a			
b			
c			
d	Excess from 2013		
e	Excess from 2014		

Part VI

Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions.)

Return Reference	Identifier	Explanation						
		Description	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
Schedule A, Part II, Line 10	OTHER INCOME	Gross Income from Fundraising Events	53,075	68,584	72,417	148,547	294,012	636,635
		Gross Income from Sales of Inventory	549,575	514,025	538,099	496,320	522,859	2,620,878
		Gross Income from Gaming Activities	0	0	0	0	23,900	23,900

Schedule B

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

OMB No. 1545-0047

2014

▶ **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.

Name of the organization

NORTON HEALTHCARE FOUNDATION, INC.

Employer identification number

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (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).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Cat. No. 30613X Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization

NORTON HEALTHCARE FOUNDATION, INC.

Employer identification number

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	----- ----- -----	\$ 219,370	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	----- ----- -----	\$ 299,491	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	----- ----- -----	\$ 3,988,980	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

NORTON HEALTHCARE FOUNDATION, INC.

Employer identification number

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
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----
-----	----- ----- ----- -----	\$-----	-----

Name of organization

NORTON HEALTHCARE FOUNDATION, INC.

Employer identification number

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 information once. See instructions.) ▶ \$ _____
 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	
----- ----- -----		----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

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

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

OMB No. 1545-0047

2014

Open to Public Inspection

Name of the organization

NORTON HEALTHCARE FOUNDATION, INC.

Employer identification number

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts

Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate value of contributions to (during year), 3 Aggregate value of grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?, 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

Part II Conservation Easements

Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

Table with 2 columns: Held at the End of the Tax Year. Rows include: 1 Purpose(s) of conservation easements held by the organization (check all that apply), 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year, 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year, 4 Number of states where property subject to conservation easement is located, 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?, 6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year, 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year, 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?, 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Table with 2 columns: Revenue, Assets. Rows include: 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items. 1b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items: (i) Revenue included in Form 990, Part VIII, line 1, (ii) Assets included in Form 990, Part X. 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items: a Revenue included in Form 990, Part VIII, line 1, b Assets included in Form 990, Part X.

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat. No. 52283D

Schedule D (Form 990) 2014

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements.

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

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If "Yes," explain the arrangement in Part XIII and complete the following table: Yes No

	Amount
c Beginning balance	
d Additions during the year	
e Distributions during the year	
f Ending balance	

- 2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? Yes No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds.

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	12,849,387	11,827,072	10,932,403	11,968,155	11,531,854
b Contributions	2,065	2,065	2,065	2,065	41,490
c Net investment earnings, gains, and losses	309,903	1,515,145	1,174,835	(450,252)	939,851
d Grants or scholarships					
e Other expenditures for facilities and programs	573,559	494,895	282,231	587,565	545,040
f Administrative expenses					
g End of year balance	12,587,796	12,849,387	11,827,072	10,932,403	11,968,155

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment %
 - b Permanent endowment 84.80 %
 - c Temporarily restricted endowment 15.20 %
- The percentages in lines 2a, 2b, and 2c should equal 100%.

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

	Yes	No
(i) unrelated organizations		<input checked="" type="checkbox"/>
(ii) related organizations		<input checked="" type="checkbox"/>
3a(ii)		<input checked="" type="checkbox"/>
3b		

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

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

Part VII Investments—Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) ALTERNATIVE INVESTMENT MASTER TRUST UNITS	7,257,274	END OF YEAR MARKET VALUE
(B) REAL ESTATE MASTER TRUST UNITS	1,733,770	END OF YEAR MARKET VALUE
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶	8,991,044	

Part VIII Investments—Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) INTERCOMPANY RECEIVABLE	
(2) BENEFICIAL INTEREST IN OUTSIDE TRUSTS	0
(3)	6,666,856
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	6,666,856

Part X Other Liabilities.

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

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) REFUNDABLE ADVANCES	2,194,000
(3) INTERCOMPANY PAYABLE	2,803
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	2,196,803

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

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

1	Total revenue, gains, and other support per audited financial statements		1	6,587,727
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains (losses) on investments	2a	(256,395)	
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	885,971	
e	Add lines 2a through 2d			2e 629,576
3	Subtract line 2e from line 1			3 5,958,151
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	57,582	
b	Other (Describe in Part XIII.)	4b	2,817,194	
c	Add lines 4a and 4b			4c 2,874,776
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)			5 8,832,927

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

1	Total expenses and losses per audited financial statements		1	7,064,469
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d	732,736	
e	Add lines 2a through 2d			2e 732,736
3	Subtract line 2e from line 1			3 6,331,733
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	57,582	
b	Other (Describe in Part XIII.)	4b	0	
c	Add lines 4a and 4b			4c 57,582
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)			5 6,389,315

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Part XIII

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Schedule D, Part XI, Line 2(d)	
(a) Description	(b) Amount
SPECIAL EVENT COSTS	395,471
COST OF GOODS SOLD	336,376
CHANGE IN BENEFICIAL INTEREST IN TRUSTS HELD BY OTHERS	85,475
AFFILIATE TRANSFERS	67,760
GAMING COSTS	889

Part XIII

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Schedule D, Part XI, Line 4(b)	
(a) Description	(b) Amount
WRITE-OFF OF PLEDGES DEEMED UNCOLLECTIBLE	2,817,194

Part XIII

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Schedule D, Part XII, Line 2(d)	
(a) Description	(b) Amount
COST OF GOODS SOLD	336,376
SPECIAL EVENT COSTS	395,471
GAMING COSTS	889

Part XIII

Supplemental Information. Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Return Reference	Identifier	Explanation
SCHEDULE D, PART V, LINE 4	INTENDED USES OF ENDOWMENT FUNDS	THE FOUNDATION UTILIZES INCOME GENERATED FROM ITS ENDOWMENT FUNDS TO SUPPORT VARIOUS PROGRAMS AND SERVICES AND CAPITAL PROJECTS FOR THE BENEFIT OF NORTON HOSPITALS, INC.
SCHEDULE D, PART X, LINE 2	REFUNDABLE ADVANCES	REFUNDABLE ADVANCES OF \$2,194,000 REPRESENT ASSETS TRANSFERRED FROM THE NORTON HEALTHCARE PETERSDORF FUND TO THE FOUNDATION DURING 2004 TO SUPPORT THE DEVELOPMENT AND ADVANCEMENT OF CLINICAL SPINE SERVICES AT THE NORTON FACILITIES. THE PRINCIPAL OF THE FUND IS RESTRICTED; HOWEVER, IF EVER THE RESTRICTED PURPOSE CANNOT BE FULFILLED OR NO LONGER ACCORDS WITH THE STRATEGIC PLAN OF NORTON HEALTHCARE, THE FUND'S ASSETS SHALL REVERT BACK TO THE NORTON HEALTHCARE PETERSDORF FUND.

**SCHEDULE G
(Form 990 or 990-EZ)**

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

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

▶ Attach to Form 990 or Form 990-EZ.

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

OMB No. 1545-0047

2014

Open to Public Inspection

Name of the organization

NORTON HEALTHCARE FOUNDATION, INC.

Employer identification number

31-0914919

Part I

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

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- a** Mail solicitations
 - b** Internet and email solicitations
 - c** Phone solicitations
 - d** In-person solicitations
 - e** Solicitation of non-government grants
 - f** Solicitation of government grants
 - g** Special fundraising events
- 2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No
- b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

	(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
			Yes	No			
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							
Total							

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

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Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		BIKE TO BEAT CANCER (event type)	DERBY DIVAS (event type)	2 (total number)	(add col. (a) through col. (c))
Revenue	1 Gross receipts	499,098	233,895	368,020	1,101,013
	2 Less: Contributions	488,048	98,995	219,958	807,001
	3 Gross income (line 1 minus line 2)	11,050	134,900	148,062	294,012
Direct Expenses	4 Cash prizes				0
	5 Noncash prizes				0
	6 Rent/facility costs	1,002		55,356	56,358
	7 Food and beverages			25,046	25,046
	8 Entertainment			10,675	10,675
	9 Other direct expenses	111,506	134,900	56,986	303,392
	10 Direct expense summary. Add lines 4 through 9 in column (d)				395,471
	11 Net income summary. Subtract line 10 from line 3, column (d)				(101,459)

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
		1 Gross revenue			23,900
Direct Expenses	2 Cash prizes				0
	3 Noncash prizes			3,321	3,321
	4 Rent/facility costs				0
	5 Other direct expenses			889	889
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input checked="" type="checkbox"/> Yes 100 % <input type="checkbox"/> No	
7 Direct expense summary. Add lines 2 through 5 in column (d)				4,210	
8 Net gaming income summary. Subtract line 7 from line 1, column (d)				19,690	

9 Enter the state(s) in which the organization conducts gaming activities: KY

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

b If "No," explain: _____

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

b If "Yes," explain: _____

- 11 Does the organization conduct gaming activities with nonmembers? **Yes** **No**
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? **Yes** **No**
- 13 Indicate the percentage of gaming activity conducted in:

a	The organization's facility	13a		%
b	An outside facility	13b	100	%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ DEBORAH L HELD FINANCE DIRECTOR

Address ▶ 224 E. BROADWAY, FIFTH FLOOR, LOUISVILLE, KY 40202

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? **Yes** **No**
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____
- c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ HEATHER SINGLETON

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ SEE SUPPLEMENTAL INFORMATION

Director/officer Employee Independent contractor

17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? **Yes** **No**
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

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



Part IV

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

Return Reference	Identifier	Explanation
SCHEDULE G, PART III, LINE 16	DESCRIPTION OF SERVICES PROVIDED BY GAMING MANAGER	SERVICES PERFORMED BY THE FOUNDATION STAFF INCLUDE ANNUAL LICENSE RENEWALS AND REPORTING TO THE GAMING COMMISSION, MANAGING THE SALE OF RAFFLE TICKETS, PRIZES AWARDED AND MARKETING OF RAFFLES CONDUCTED. SERVICES PROVIDED BY THE ACCOUNTING DEPARTMENT INCLUDE MAINTAINING BOOKS AND RECORDS, MAKING DEPOSITS INTO THE CHARITABLE GAMING BANK ACCOUNT, PROCESSING DISBURSEMENT FOR GAMING EXPENSES AND PREPARING QUARTERLY FINANCIAL REPORTING TO THE GAMING COMMISSION.

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

NORTON HEALTHCARE FOUNDATION, INC.

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

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

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

OMB No. 1545-0047

2014

**Open to Public
Inspection**

Employer identification number

Part I General Information on Grants and Assistance

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States. Yes No

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) NORTON HOSPITALS, INC. 224 E. BROADWAY, FIFTH FLOOR, LOUISVILLE, KY 40202	61-0709799	501 (C) (3)	4,609,641	0	N/A	N/A	(SEE STATEMENT)
(2) NORTON HEALTHCARE, INC. 224 E. BROADWAY, FIFTH FLOOR, LOUISVILLE, KY 40202	61-6027530	501 (C) (3)	489,601	0	N/A	N/A	FUNDING OF PROGRAMS AND SERVICES
(3) U OF L RESEARCH FOUNDATION S 3RD STREET, LOUISVILLE, KY 40202	61-1029626	501 (C) (3)	350,000	0	N/A	N/A	FUNDING OF RESEARCH AND EDUCATION
(4) COMMUNITY MEDICAL ASSOCIATES, INC. 224 E. BROADWAY, FIFTH FLOOR, LOUISVILLE, KY 40202	61-1276316	501 (C) (3)	213,892	0	N/A	N/A	FUNDING OF PROGRAMS AND SERVICES
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **4**
- 3** Enter total number of other organizations listed in the line 1 table **4**

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat. No. 50055P

Schedule I (Form 990) (2014)

Part III **Grants and Other Assistance to Domestic Individuals.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1 FINANCIAL SUPPORT TO PATIENTS WHO CANNOT AFFORD MEDICAL CARE	53	29,447		N/A	
2					
3					
4					
5					
6					
7					

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

Part IV

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

Return Reference	Identifier	Explanation
SCHEDULE I, PART II, COLUMN H	PURPOSE OF GRANT OR ASSISTANCE	NORTON HOSPITALS, INC.:
SCHEDULE I, PART I, LINE 2	PROCEDURES FOR MONITORING USE OF GRANT FUNDS.	<p>FUNDING OF CAPITAL PROJECTS, PRGRAMS AND SERVICES</p> <p>ALL GRANT APPLICANTS ARE REQUIRED TO SUBMIT A GRANT APPLICATION TO THE FOUNDATION MANAGER OF FUNDS AND ESTATES. THE GRANT IS REVIEWED BY FOUNDATION MANAGEMENT AND THEN SENT TO THE FINANCE AND GRANTS COMMITTEE FOR REVIEW AND APPROVAL. SELECTION CRITERIA INCLUDES APPROPRIATENESS OF THE REQUEST, LEVEL OF NEED AND WHETHER THE REQUEST IS IN ALIGNMENT WITH THE FOUNDATION'S GOALS AND OBJECTIVES. UPON APPROVAL, THE GRANT IS ENTERED INTO THE GRANT DATABASE AND THE FINANCIAL SYSTEM. THE FOUNDATION OFFICE REQUIRES THAT A PROGRESS REPORT BE SUBMITTED MIDWAY THROUGH THE PROJECT, AND A FINAL REPORT IS REQUIRED AT THE END OF THE PROJECT FOR WHICH FUNDING IS RECEIVED. GRANT REPORT DEADLINES AND GUIDELINES THAT EXPLAIN WHAT TO INCLUDE IN REPORTS WILL BE SENT TO THE PROJECT DIRECTOR/GRANTEE UPON GRANT AWARD NOTIFICATION. GRANT REPORTS MUST INCLUDE AN ACCOUNTING OF FUNDS EXPENDED AND ENCUMBERED, INCLUDING SUPPORTING DOCUMENTATION. GRANT RECIPIENTS WHO FAIL TO SUBMIT REPORTS OR ACCOUNT FOR THE EXPENSE OF GRANT FUNDS WILL NOT BE ALLOWED TO APPLY FOR FUTURE FUNDING UNTIL THE REPORTING REQUIREMENTS ARE MET.</p>

SCHEDULE J
(Form 990)

Compensation Information

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

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
▶ Attach to Form 990.

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

OMB No. 1545-0047

2014

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

NORTON HEALTHCARE FOUNDATION, INC.

Employer identification number

31-0914919

Part I Questions Regarding Compensation

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

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

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

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

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

- Compensation committee
- Independent compensation consultant
- Form 990 of other organizations
- Written employment contract
- Compensation survey or study
- Approval by the board or compensation committee

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

- a** Receive a severance payment or change-of-control payment?
 - b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
 - c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
 - b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
 - b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.

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

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

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

	Yes	No
1a		
1b	✓	
2	✓	
3		
4a		✓
4b	✓	
4c		✓
5a		✓
5b		✓
6a		✓
6b		✓
7	✓	
8		✓
9		

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat. No. 50053T

Schedule J (Form 990) 2014

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

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

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

(A) Name and Title		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation	(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred in prior Form 990
1	RONALD C. OLIVER, PHD SYS VP MISSION & OUTREACH - DIRECTOR	0	0	0	0	0	0	0
2	ROBERT B. AZAR SYS VP CHIEF LEGAL OFFICER	128,114	0	23,203	41,558	54,547	247,422	17,572
3	RUSSELL F. COX PRESIDENT	379,701	155,734	38,168	90,853	10,962	675,418	0
4	MICHAEL W. GOUGH SYS SR VP CFO	734,932	294,652	1,015,192	660,580	27,652	2,733,007	680,800
5	MARY LYNN MEYER SYS VP AND CDO	601,043	241,007	830,288	509,438	28,000	2,209,776	572,344
6	STEPHEN A WILLIAMS CEO	293,492	126,770	62,913	79,449	18,186	580,810	43,121
7	PHILIP BLOYD SYS DIR MAJOR GIFTS & PLANNING	989,121	610,652	820,398	49,230	26,187	2,495,588	33,712
8	LESLIE SMART SYS DIR OF PHILANTHROPY	73,068	40,837	1,559	11,320	16,050	136,972	0
9		36,523	0	0	0	0	73,068	0
		103,625	40,906	1,559	7,052	23,273	36,523	0
							176,415	0
10								
11								
12								
13								
14								
15								
16								

Part III

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

Return Reference	Identifier	Explanation
SCHEDULE J, PART I, LINE 1A	DISCRETIONARY SPENDING ACCOUNT	<p>DISCRETIONARY SPENDING ACCOUNTS ARE TREATED AS TAXABLE COMPENSATION. THE ORGANIZATION PROVIDES A DISCRETIONARY SPENDING ACCOUNT FOR ELIGIBLE NORTON HEALTHCARE EXECUTIVES, EFFECTIVE OCTOBER 1, 2007. NORTON HEALTHCARE PROVIDES BENEFITS TO ITS IDENTIFIED EXECUTIVE STAFF TO PROVIDE A TOTAL COMPENSATION PACKAGE THAT IS COMPETITIVE WITH THE MARKET AND WHICH CONFORMS TO THE PHILOSOPHY AND GUIDELINES SET OUT BY THE BOARD OF TRUSTEES, THROUGH THE EXECUTIVE COMPENSATION PHILOSOPHY AND PROGRAMS. THROUGH THE DISCRETIONARY SPENDING ACCOUNT POLICY, EXECUTIVES ARE FREE TO CHOOSE WHATEVER BENEFITS THEY FIND MOST USEFUL OR IMPORTANT TO THEM AND NORTON HEALTHCARE DOES NOT REIMBURSE FOR THE COST OF THOSE BENEFITS, AS THEY ARE PART OF THE DISCRETIONARY SPENDING ACCOUNT.</p> <p>THE INTERESTED PERSONS LISTED BELOW RECEIVED THE BENEFIT OF A DISCRETIONARY SPENDING ACCOUNT IN 2014:</p> <p>STEPHEN A. WILLIAMS - \$32,427 RUSSELL F. COX - 59,434 MICHAEL G. GOUGH - 52,208 ROBERT B. AZAR - 17,500 MARY LYNN MEYER - 17,500 JOHN HARRYMAN - 17,500 MICHAEL ESPOSITO - 10,000</p>
SCHEDULE J, PART I, LINE 1A	TAX INDEMNIFICATION AND GROSS-UP PAYMENTS	<p>TAX INDEMNIFICATION AND GROSS-UP PAYMENTS ARE TREATED AS TAXABLE COMPENSATION TO THE INTERESTED PERSONS LISTED BELOW AT TIME OF PAYMENT. PAYMENTS ARE IN ACCORDANCE WITH EXISTING COMPENSATION POLICY. GROSS-UP PAYMENTS SHALL BE MADE ONLY WHEN SPECIFIED IN AN EMPLOYEE'S EMPLOYMENT CONTRACT, OR AS APPROVED IN WRITING BY THE PRESIDENT AND CEO OF NORTON HEALTHCARE, EXECUTIVE VICE PRESIDENT OR CFO. DURING 2014, GROSS-UP PAYMENTS WERE PROCESSED AS OUTLINED IN THE EMPLOYMENT CONTRACT FOR THE CEO. SEE NARRATIVE PROVIDED IN SCHEDULE O, REFERENCING PART VI, LINE 15, WHICH DESCRIBES THE PROCESS FOR DETERMINING COMPENSATION FOR THE CEO, OFFICERS AND KEY EMPLOYEES OF THE ORGANIZATION.</p> <p>ANNUITY - THE ANNUITY REPRESENT ACCUMULATED RETIREMENT BENEFITS EARNED RELATED TO A NON-QUALIFIED DEFINED BENEFIT PENSION RESTORATION PLAN IN EFFECT SINCE 1990. CONTRIBUTIONS TO THIS PLAN HAVE BEEN MADE EACH YEAR, BEGINNING IN 2005. THE TOTAL VALUE OF THIS YEAR'S BENEFIT IS \$557,876 OF WHICH \$242,899 WAS A GROSS-UP PAYMENT TO COVER THE APPLICABLE TAXES AND \$314,977 WAS USED TO PURCHASE THE ANNUITY. THE FULL VALUE OF THIS YEAR'S BENEFIT WAS INCLUDED IN 2014 TAXABLE COMPENSATION OF MR. WILLIAMS.</p> <p>DISABILITY COVERAGE (AND ASSOCIATED GROSS-UP) FOR MR. WILLIAMS - DURING 2014 NET DISABILITY COVERAGE PREMIUMS TOTALED \$30,921, AND THE ASSOCIATED GROSS-UP OF SUCH PREMIUMS TOTALED \$16,504. THUS, THE TOTAL OF THESE AMOUNTS - \$47,425 - WAS INCLUDED IN THE TAXABLE COMPENSATION OF MR. WILLIAMS IN 2014.</p>
SCHEDULE J, PART I, LINE 3	ARRANGEMENT USED TO ESTABLISH THE TOP MANAGEMENT OFFICIAL'S COMPENSATION	<p>NORTON HEALTHCARE INC (NHI) EIN 61-1028725 IS THE PARENT ORGANIZATION FOR NORTON HEALTHCARE FOUNDATION, INC AND THEREFORE ESTABLISHES COMPENSATION FOR THE CEO, OFFICERS AND KEY EMPLOYEES THROUGH ENGAGING WITH THE EXECUTIVE COMMITTEE OF NHI; AN INDEPENDENT COMPENSATION CONSULTANT; WRITTEN EMPLOYMENT AGREEMENTS; THIRD PARTY COMPENSATION SURVEYS AND APPROVAL BY THE EXECUTIVE COMMITTEE AND BOARD. SEE NARRATIVE IN SCHEDULE O, REFERENCING PART VI, LINE 15 WHICH FURTHER DESCRIBES THE PROCESS FOR DETERMINING COMPENSATION FOR THE ORGANIZATION.</p>
SCHEDULE J, PART I, LINE 4B	SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN	<p>THE FOLLOWING INTERESTED PERSONS PARTICIPATED IN OR RECEIVED PAYMENT FROM SUPPLEMENTAL NONQUALIFIED RETIREMENT PLANS AS DESCRIBED IN IRC SECTION 457(F). THE INTERESTED PERSONS BELOW MAY HAVE PARTICIPATED IN ONE OR MORE OF THE FOLLOWING PLANS: THE EXECUTIVE FLEX BENEFIT PLAN, THE EXECU-PLUS BENEFIT PLAN, DEFINED BENEFIT AND DEFINED CONTRIBUTION RESTORATION PLANS, AND THE PHYSICIAN DEFERRED PLAN.</p> <p>THE "PAY CREDIT" OUTLINED BELOW REPRESENTS A REASONABLE ESTIMATE OF THE ANNUAL INCREASE IN ACTUARIAL VALUE OF THE PLANS; AND THEREFORE, REPRESENTS THE ORGANIZATION'S CONTRIBUTION TO THE VALUE OF THE BENEFITS.</p> <p>NAME - PAY CREDIT STEPHEN A. WILLIAMS - \$ 35,455 RUSSELL F. COX - 636,564 MICHAEL W. GOUGH - 486,726 ROBERT AZAR - 74,606 MARY LYNN MEYER - 62,253 RONALD OLIVER - 20,360 JOHN HARRYMAN - 89,327 MICHAEL ESPOSITO - 49,794</p>

Return Reference	Identifier	Explanation
		<p>THE "PAYMENT RECEIVED" OUTLINED BELOW REPRESENTS CASH PAYMENTS THAT THE EMPLOYEE RECEIVED DURING 2014 AND CAN BE COMPRISED OF CURRENT AND OR PRIOR YEARS EMPLOYEE AND EMPLOYER CONTRIBUTIONS.</p> <p>NAME - PAYMENT RECEIVED STEPHEN A. WILLIAMS - \$ 140,077 RUSSELL F. COX - 891,748 MICHAEL W. GOUGH - 722,763 MARY LYNN MEYER - 43,121 RONALD OLIVER - 21,287 JOHN HARRYMAN- 70,941 MICHAEL ESPOSITO- 40,017</p>
SCHEDULE J, PART I, LINE 7	NON-FIXED PAYMENTS	<p>IN 2014, NHI HAD IN PLACE A VARIABLE COMPENSATION PLAN FOR EXECUTIVES, ELIGIBILITY UNDER WHICH EXTENDED TO EMPLOYEES HOLDING A FULL-TIME POSITION AS SENIOR OFFICER, OFFICER, SYSTEM DIRECTOR OR OTHER DESIGNATED DIRECTOR LEVEL POSITION. UNDER THE PLAN, A VARIABLE COMPENSATION POOL AMOUNT IS APPROVED BY THE BOARD OF TRUSTEES. EACH PARTICIPANT'S PERFORMANCE IS EVALUATED RELATIVE TO THE GOALS AND OBJECTIVES DOCUMENTED AS PART OF THE PARTICIPANT'S PLAN; AND AN AWARD IS DETERMINED FOR THE PARTICIPANT, BASED ON ACHIEVEMENT OF THE GOALS AND OBJECTIVES, SUBJECT TO THE FUNDING OF THE VARIABLE COMPENSATION POOL. AT THE END OF EACH YEAR, THE COMMITTEE ON EXECUTIVE COMPENSATION AND BENEFITS DETERMINES AN APPROPRIATE AWARD FOR THE NHI'S PRESIDENT & CHIEF EXECUTIVE OFFICER, AND THE PRESIDENT & CHIEF EXECUTIVE OFFICER RECOMMENDS APPROPRIATE AWARDS FOR OTHER SENIOR EXECUTIVES TO THE COMMITTEE ON EXECUTIVE COMPENSATION AND BENEFITS FOR ITS REVIEW AND APPROVAL.</p>

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2014

**Open To Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

Name of the organization

NORTON HEALTHCARE FOUNDATION, INC.

Employer identification number

31-0914919

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	✓	5	27,570	MARKET VALUE
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (.)				
26 Other ▶ (.)				
27 Other ▶ (.)				
28 Other ▶ (.)				

29	Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement	29	0
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	Yes	No
30a		✓
31	✓	
32a		✓

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat. No. 51227J

Schedule M (Form 990) (2014)

Part II

Supplemental Information. Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Return Reference	Identifier	Explanation
SCHEDULE M, PART I	EXPLANATIONS OF REPORTING METHOD FOR NUMBER ON CONTRIBUTIONS	SECURITIES - PUBLICLY TRADED: NUMBER OF CONTRIBUTIONS

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.

2014

Open to Public Inspection

Name of the Organization
NORTON HEALTHCARE FOUNDATION, INC.

Employer Identification Number
31-0914919

Return Reference	Identifier	Explanation
FORM 990, PART III, LINE 4B	PROGRAM SERVICE DESCRIPTION	<p>MOTHERS, WOMEN AT ALL STAGES OF LIFE AND THEIR FAMILIES TO LEARN HOW THEY CAN LIVE THEIR HEALTHIEST.</p> <ul style="list-style-type: none"> •SUPPORT NORTON CANCER INSTITUTE INITIATIVES THAT PROVIDE EARLY DETECTION SCREENINGS, EDUCATION AND CLINICAL RESEARCH. •SUPPORT PASTORAL CARE SERVICES FOR PATIENTS, THEIR FAMILIES AND STAFF MEMBERS AT ALL NORTON HEALTHCARE ADULT-SERVICE FACILITIES. •PROVIDE EDUCATIONAL OPPORTUNITIES FOR THE COMMUNITY AND CAREGIVERS, SUCH AS THE GAIL KLEIN GARLOVE LECTURESHIP SERIES AND NIXON LECTURESHIP SERIES, WHICH FOCUS ON TOPICS RELATED TO CANCER CARE, PREVENTION AND RESEARCH. •SUPPORT NURSES TO OBTAIN ONCOLOGY-CERTIFIED NURSE DESIGNATION, ENABLING THEM TO PROVIDE THE MOST ADVANCED AND COMPREHENSIVE CARE TO CANCER PATIENTS. •PROVIDE BABY-FRIENDLY HOSPITAL INITIATIVES TO SUPPORT BREASTFEEDING AT NORTON HOSPITAL AND OF NORTON WOMEN'S AND KOSAIR CHILDREN'S HOSPITAL. •PROGRAM SUPPORT FOR INTEGRATIVE MEDICINE INITIATIVES FOR THE NORTON NEUROSCIENCE INSTITUTE. •PROVIDE SUPPORT FOR YOUNG BREAST CANCER SURVIVORS. <p>THE NORTON HEALTHCARE FOUNDATION WILL CONTINUE TO SUPPORT:</p> <ul style="list-style-type: none"> •SCREENINGS AND EDUCATIONAL PROGRAMS FOR PREVENTION AND EARLY DETECTION OF CANCER IN HIGH-RISK AND MEDICALLY UNDERSERVED AREAS OF KENTUCKY AND SOUTHERN INDIANA. •EFFORTS TO IMPROVE CARDIOVASCULAR CARE. •WOMEN'S CARE FOR THOSE WELCOMING A NEW CHILD TO THE FAMILY, AS WELL AS FOR OTHER WOMEN'S ISSUES. •ADVANCED CARE THROUGH NORTON NEUROSCIENCE INSTITUTE FOR PATIENTS REQUIRING TREATMENT OF NEUROLOGICAL DISORDERS. •PREVENTION, SCREENING, CLINICAL RESEARCH AND PROGRAMS FOR NORTON CANCER INSTITUTE, PROVIDING ACCESS TO CARE AT EVERY STAGE OF CANCER. <p>PHILANTHROPY PLAYS AN INCREASINGLY IMPORTANT ROLE AT NORTON HEALTHCARE AS CAREGIVERS STRIVE TO CONTINUOUSLY IMPROVE THE HEALTH OF THE COMMUNITY.</p>
FORM 990, PART V, LINE 1A	VENDORS REPORTED ON FORM 1096	<p>NORTON HEALTHCARE, INC., EIN 61-1028725 IS THE COMMON PAYING AGENT FOR NORTON HEALTHCARE FOUNDATION, INC. THEREFORE, ALL VENDORS, INCLUDING INDEPENDENT CONTRACTORS, ARE PAID AND REPORTED BY NORTON HEALTHCARE, INC. ON BEHALF OF NORTON HEALTHCARE FOUNDATION, INC. FOR PURPOSES OF PART V, LINE 1, THE NUMBER OF 1099S REPORTED AND FILED FOR 2014 BY NORTON HEALTHCARE FOUNDATION, INC., WAS APPROXIMATELY 19. NORTON HEALTHCARE FOUNDATION, INC., HAD NO INDEPENDENT CONTRACTOR EXCEEDING \$100,000 FOR 2014.</p>
FORM 990, PART V, LINE 2A	EMPLOYEES REPORTED ON FORM W-3	<p>NORTON HEALTHCARE, INC. EIN 61-1028725 IS THE COMMON PAYING AGENT FOR NORTON HEALTHCARE FOUNDATION, INC. THEREFORE, ALL APPLICABLE IRS TAX COMPLIANCE FILINGS ARE REPORTED BY NORTON HEALTHCARE, INC. ON BEHALF OF THE THE FOUNDATION. NORTON HEALTHCARE FOUNDATION, INC HAS APPROXIMATELY 2 EMPLOYEES.</p>
FORM 990, PART VI, LINE 6	CLASSES OF MEMBERS OR STOCKHOLDERS	<p>THE MEMBERS OF NORTON HEALTHCARE FOUNDATION, INC. ARE NORTON HEALTHCARE, INC., THE CLASS OF EPISCOPAL DIRECTORS, THE CLASS OF UNITED METHODIST DIRECTORS AND THE CLASS OF UNITED CHURCH OF CHRIST DIRECTORS, ALL AS PROVIDED IN THE CORPORATION'S ARTICLES OF INCORPORATION.</p>
FORM 990, PART VI, LINE 7A	MEMBERS OR STOCKHOLDERS ELECTING MEMBERS OF GOVERNING BODY	<p>ACCORDING TO ARTICLE IV OF THE ARTICLES OF INCORPORATION, THE ORGANIZATION HAS VARIOUS CLASSES OF DIRECTORS, INCLUDING PERMANENT DIRECTORS, EPISCOPAL DIRECTORS, UNITED CHURCH OF CHRIST DIRECTORS, UNITED METHODIST DIRECTORS, AND COMMUNITY DIRECTORS. GENERALLY, THE NOMINATING COMMITTEE SUBMITS A SLATE OF CANDIDATES TO THE BOARD OF DIRECTORS, WHICH, ONCE APPROVED BY THE BOARD, IS SUBMITTED TO NORTON HEALTHCARE, INC. FOR APPROVAL. NORTON HEALTHCARE, INC. IS NOT REQUIRED TO ELECT MEMBERS TO THE BOARD OF DIRECTORS FROM THE SLATE. (BEFORE ANY EPISCOPAL DIRECTOR ELECTED BY NORTON HEALTHCARE, INC. MAY TAKE OFFICE, THAT DIRECTOR MUST BE APPROVED BY THE TRUSTEES AND COUNCIL OF THE EPISCOPAL DIOCESE OF KENTUCKY. BEFORE ANY UNITED CHURCH OF CHRIST DIRECTOR ELECTED BY NORTON HEALTHCARE, INC. MAY TAKE OFFICE, THAT DIRECTOR MUST BE APPROVED BY THE KENTUCKIANA ASSOCIATION OF THE INDIANA-KENTUCKY CONFERENCE OF THE UNITED CHURCH OF CHRIST. BEFORE ANY UNITED METHODIST DIRECTOR ELECTED BY NORTON HEALTHCARE, INC. MAY TAKE OFFICE, THAT DIRECTOR MUST BE APPROVED BY THE KENTUCKY ANNUAL CONFERENCE OF THE UNITED METHODIST CHURCH.)</p>
FORM 990, PART VI,	DECISIONS REQUIRING	<p>ACCORDING TO ARTICLE IX OF THE ARTICLES OF INCORPORATION, AMENDMENTS</p>

Return Reference	Identifier	Explanation								
LINE 7B	APPROVAL BY MEMBERS OR STOCKHOLDERS	TO THE ARTICLES OF INCORPORATION ARE SUBJECT TO THE APPROVAL OF NORTON HEALTHCARE, INC. FURTHERMORE, AMENDMENTS TO PROVISIONS OF THE ARTICLES OF INCORPORATION RELATING TO DIRECTORS, MEMBERS, INDEMNIFICATION, OR FUNDAMENTAL CORPORATE CHANGES, AND ANY MERGER, CONSOLIDATION, OR SALE, LEASE, EXCHANGE OR OTHER DISPOSITION OF ALL OR SUBSTANTIALLY ALL OF THE ASSETS OF THE ORGANIZATION, MUST BE APPROVED BY A MAJORITY OF THE CHURCH-AFFILIATED MEMBERS AND BY NORTON HEALTHCARE, INC.								
FORM 990, PART VI, LINE 11B	REVIEW OF FORM 990 BY GOVERNING BODY	AN ELECTRONIC COPY OF THE ORGANIZATION'S FINAL FORM 990 (INCLUDING REQUIRED SCHEDULES) WAS PROVIDED TO EACH VOTING MEMBER OF THE ORGANIZATION'S GOVERNING BODY ON OCTOBER 15, 2015, PRIOR TO FILING WITH THE IRS.								
FORM 990, PART VI, LINE 12C	CONFLICT OF INTEREST POLICY	THE ORGANIZATION REGULARLY AND CONSISTENTLY MONITORS AND ENFORCES COMPLIANCE WITH THE CONFLICT OF INTEREST POLICY BY ANNUALLY DISTRIBUTING A QUESTIONNAIRE THAT REQUIRES OFFICERS, DIRECTORS OR TRUSTEES, AND KEY EMPLOYEES TO DISCLOSE INTERESTS THAT MAY GIVE RISE TO CONFLICTS. IF A CONFLICT ARISES, THE POLICY PROVIDES PROCEDURES FOR ADDRESSING CONFLICTS TO ENSURE DECISIONS ARE MADE IN THE BEST INTEREST OF THE ORGANIZATION.								
FORM 990, PART VI, LINE 15A	PROCESS TO ESTABLISH COMPENSATION OF TOP MANAGEMENT OFFICIAL	<p>THE ORGANIZATION TAKES ALL NECESSARY STEPS TO ENSURE THAT COMPENSATION FOR ALL OFFICERS, DIRECTORS AND KEY EMPLOYEES IS REASONABLE AND APPROPRIATE FOR THE SERVICES PROVIDED TO THE ORGANIZATION. THE ORGANIZATION PROVIDES A TOTAL COMPENSATION PACKAGE THAT IS ON PAR WITH COMPENSATION PROVIDED BY SIMILAR ORGANIZATIONS AND WHICH CONFORMS TO THE POLICIES AND GUIDELINES SET OUT BY THE BOARD OF TRUSTEES.</p> <p>NORTON HEALTHCARE, INC. (NHI) ENGAGES AN OUTSIDE INDEPENDENT COMPENSATION CONSULTANT, INTEGRATED HEALTHCARE STRATEGIES (IHS), TO PROVIDE COMPARABILITY DATA FOR NHI'S OFFICERS AND KEY EMPLOYEES ON TOTAL COMPENSATION FOR SIMILAR POSITIONS AT HEALTH SYSTEMS AND HOSPITAL ORGANIZATIONS SIMILAR IN SIZE, SCOPE OF SERVICES, AND CIRCUMSTANCES. IN ADDITION, THE ORGANIZATION PARTICIPATES IN THIRD PARTY SURVEYS WHICH PROVIDE AGGREGATE, COMPARATIVE COMPENSATION DATA FOR OFFICERS AND KEY EMPLOYEES IN SIMILAR POSITIONS AT SIMILAR ORGANIZATIONS.</p> <p>IHS CONSULTANTS PRESENTED AND DISCUSSED THIS COMPARABILITY DATA IN 2013 FOR THE 2014 COMPENSATION REVIEW AND MET IN 2014 FOR THE 2015 COMPENSATION REVIEW WITH THE COMMITTEE OF BOARD LEADERSHIP (NOW EXECUTIVE COMMITTEE) OF THE BOARD OF TRUSTEES (BOARD). THE COMMITTEE REVIEWED THE EXECUTIVE COMPENSATION AND BENEFITS PROGRAM, DETERMINED TOTAL COMPENSATION FOR THE CEO, AND APPROVED COMPENSATION FOR OTHER OFFICERS AND KEY EMPLOYEES. THE COMMITTEE REVIEWED NHI'S VARIABLE COMPENSATION PROGRAM AND DETERMINED APPROPRIATE AWARDS FOR PERFORMANCE RELATIVE TO GOALS SET FOR THE YEAR. AFTER THE COMMITTEE DETERMINED APPROPRIATE COMPENSATION AND BENEFITS FOR OFFICERS AND KEY EMPLOYEES, THE BOARD APPROVED THEIR TOTAL COMPENSATION. EMPLOYMENT CONTRACTS FOR THE CEO, COO, AND CFO AND KEY EMPLOYEES ARE SIGNED, AND REVIEWED AS NECESSARY.</p>								
FORM 990, PART VI, LINE 15B	PROCESS TO ESTABLISH COMPENSATION OF OTHER EMPLOYEES	SEE NARRATIVE FOR LINE 15A ABOVE								
FORM 990, PART VI, LINE 19	REQUIRED DOCUMENTS AVAILABLE TO THE PUBLIC	FINANCIAL STATEMENTS, GOVERNING DOCUMENTS, AND CONFLICT OF INTEREST POLICIES ARE NOT REQUIRED DISCLOSURES PURSUANT TO INTERNAL REVENUE CODE (IRC) SECTION 6104. THESE DOCUMENTS ARE NOT AVAILABLE TO THE PUBLIC AT THIS TIME.								
FORM 990, PART VII, SECTION A, LINE 1A, COLUMN (E)	REPORTABLE COMP FROM RELATED ORGS	NORTON HEALTHCARE, INC. (NHI) AND AFFILIATES (NORTON HOSPITALS, INC., COMMUNITY MEDICAL ASSOCIATES, INC., NORTON PROPERTIES, INC., NORTON HOSPITAL FOUNDATION AND THE CHILDREN'S HOSPITAL FOUNDATION) ENCOURAGES AND FACILITATES BOARD MEMBER ATTENDANCE AT EDUCATIONAL PROGRAMS AND CONFERENCES ON SUBJECTS RELEVANT TO NHI. NHI'S TRAVEL POLICY FOR BOARD OF TRUSTEES PROVIDES THAT FOR EACH TRUSTEE THAT ATTENDS AT LEAST ONE OUT OF TOWN EDUCATIONAL CONFERENCE, A LUMP SUM STIPEND WILL BE PAID TO COVER UNREIMBURSED TRAVEL EXPENSE AND OTHER MISCELLANEOUS EXPENSES ASSOCIATED WITH CONFERENCE PREPARATION, ATTENDANCE OR FOLLOW UP. IN COMPLIANCE WITH IRS REGULATIONS, NHI PROVIDES A FORM 1099 TO ANY TRUSTEE THAT RECEIVES A STIPEND. THESE AMOUNTS HAVE BEEN REPORTED IN PART VII OR THE FORM 990 AS REPORTABLE COMPENSATION TO THE TRUSTEE RECEIVING STIPENDS IN 2014.								
FORM 990, PART XI, LINE 9	OTHER CHANGES IN NET ASSETS OR FUND BALANCES	<table border="1"> <thead> <tr> <th>(a) Description</th> <th>(b) Amount</th> </tr> </thead> <tbody> <tr> <td>AFFILIATE TRANSFERS</td> <td>67,760</td> </tr> <tr> <td>CHANGE IN BENEFICIAL INTEREST IN TRUSTS HELD BY OTHERS</td> <td>85,475</td> </tr> <tr> <td>WRITE-OFF OF PLEDGES DEEMED UNCOLLECTIBLE</td> <td>- 2,817,194</td> </tr> </tbody> </table>	(a) Description	(b) Amount	AFFILIATE TRANSFERS	67,760	CHANGE IN BENEFICIAL INTEREST IN TRUSTS HELD BY OTHERS	85,475	WRITE-OFF OF PLEDGES DEEMED UNCOLLECTIBLE	- 2,817,194
(a) Description	(b) Amount									
AFFILIATE TRANSFERS	67,760									
CHANGE IN BENEFICIAL INTEREST IN TRUSTS HELD BY OTHERS	85,475									
WRITE-OFF OF PLEDGES DEEMED UNCOLLECTIBLE	- 2,817,194									
FORM 990, PART XII,	OMB CIRCULAR A-133	AS REQUIRED BY THE U.S. OFFICE OF MANAGEMENT AND BUDGET CIRCULAR A-133,								

Return Reference	Identifier	Explanation
LINE 3A	AUDIT	AUDITS OF STATES, LOCAL GOVERNMENTS, AND NON-PROFIT ORGANIZATIONS, IN 2013 NORTON HEALTHCARE, INC. AND AFFILIATES (NORTON HOSPITALS, INC. COMMUNITY MEDICAL ASSOCIATES, INC., NORTON ENTERPRISES, INC., NORTON HEALTHCARE FOUNDATION, INC., NORTON PROPERTIES, INC., AND THE CHILDREN'S HOSPITAL FOUNDATION) RECEIVED AN AUDIT IN ACCORDANCE WITH SINGLE AUDIT ACT.

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

NORTON HEALTHCARE FOUNDATION, INC.

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
▶ Attach to Form 990.

▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/forms990.

OMB No. 1545-0047

2014

**Open to Public
Inspection**

Employer identification number

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) NORTON HEALTHCARE, INC (61-1028725) 224 E BROADWAY - FIFTH FLOOR, LOUISVILLE, KY 40202	PROVIDE ADMINISTRATIVE AND SUPPORT SERVICES	KY	501(C)(3)	11 TYPE II	N/A		✓
(2) NORTON HOSPITALS, INC (61-0703799) 224 E BROADWAY - FIFTH FLOOR, LOUISVILLE, KY 40202	PROVIDE HOSPITAL SERVICES	KY	501(C)(3)	3	NHI		✓
(3) COMMUNITY MEDICAL ASSOCIATES, INC (61-1276316) 224 E BROADWAY - FIFTH FLOOR, LOUISVILLE, KY 40202	OPERATE A NETWORK OF PHYSICIAN PRACTICES	KY	501(C)(3)	9	NHI		✓
(4) NORTON PROPERTIES, INC (61-1028724) 224 E BROADWAY - FIFTH FLOOR, LOUISVILLE, KY 40202	MAINTAINS OFFICE PARKING AND FACILITIES	KY	501(C)(3)	11 TYPE II	NHI		✓
(5) THE CHILDREN'S HOSPITAL FOUNDATION (61-6027530) 224 E BROADWAY - FIFTH FLOOR, LOUISVILLE, KY 40202	GENERATE FUNDS TO SUPPORT PROGRAMS AND SERVICES	KY	501(C)(3)	7	NHI		✓
(6) _____							✓
(7) _____							

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat. No. 50135Y

Schedule R (Form 990) 2014

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) CHARITABLE REMAINDER TRUST (3)	INVESTMENTS		N/A	TRUST					✓
(2) _____									
(3) _____									
(4) _____									
(5) _____									
(6) _____									
(7) _____									

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

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

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

2	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

Part VI **Unrelated Organizations Taxable as a Partnership** Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1)													
(2)													
(3)													
(4)													
(5)													
(6)													
(7)													
(8)													
(9)													
(10)													
(11)													
(12)													
(13)													
(14)													
(15)													
(16)													

Form **8879-EO**

IRS e-file Signature Authorization for an Exempt Organization

OMB No. 1545-1678

For calendar year 2014, or fiscal year beginning _____, 2014, and ending _____, 20

Department of the Treasury
Internal Revenue Service

▶ Do not send to the IRS. Keep for your records.
▶ Information about Form 8879-EO and its instructions is at www.irs.gov/form8879eo.

2014

Name of exempt organization

NORTON HEALTHCARE FOUNDATION, INC

Employer identification number

Name and title of officer

MICHAEL W GOUGH, TREASURER

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, or 5a, below, and the amount on that line for the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than 1 line in Part I.

1a	Form 990 check here ▶ <input checked="" type="checkbox"/>	b	Total revenue, if any (Form 990, Part VIII, column (A), line 12)	1b	8,632,927
2a	Form 990-EZ check here ▶ <input type="checkbox"/>	b	Total revenue, if any (Form 990-EZ, line 9)	2b	
3a	Form 1120-POL check here ▶ <input type="checkbox"/>	b	Total tax (Form 1120-POL, line 22)	3b	
4a	Form 990-PF check here ▶ <input type="checkbox"/>	b	Tax based on investment income (Form 990-PF, Part VI, line 5)	4b	
5a	Form 8868 check here ▶ <input type="checkbox"/>	b	Balance Due (Form 8868, Part I, line 3c or Part II, line 8c)	5b	

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2014 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

I authorize CROWE HORWATH LLP to enter my PIN [redacted] as my signature

on the organization's tax year 2014 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2014 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ▶

11/18/15 Date ▶

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

I certify that the above numeric entry is my PIN, which is my signature on the 2014 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶

Rachel Sparlock

Date ▶ 10/12/2015

**ERO Must Retain This Form— See Instructions
Do Not Submit This Form To the IRS Unless Requested To Do So**

For Paperwork Reduction Act Notice, see back of form.

Cat. No. 37189W

Form **8879-EO** (2014)

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
NORTON HOSPITALS FOUNDATION, INC.**

0081842.09 MMcCulloh
NARI
Trey Grayson
Secretary of State
Received and Filed
03/27/2007 1:28:41 PM
Fee Receipt: \$16.00

Pursuant to the provisions of KRS 273.267 and 273.273, the undersigned corporation hereby executes these Second Amended and Restated Articles of Incorporation.

FIRST: The name of the corporation is Norton Hospitals Foundation, Inc.

SECOND: The Articles of Incorporation of the corporation are amended and restated to read in their entirety as follows:

ARTICLE I

Name

The name of the Corporation is Norton Healthcare Foundation, Inc. (the "Corporation").

ARTICLE II

Purposes and Powers

The purposes for which the Corporation is formed, the business and objects to be carried on and promoted by it, and the powers granted to it, are as follows:

(a) The particular purposes of the Corporation shall include:

[i] To solicit and administer charitable gifts and bequests to support the adult services of Norton Healthcare, Inc. ("Norton").

[ii] To promote good health and well-being in accordance with the values and legacies of the Corporation's founding organizations: the Episcopal Church, the Norton Woman's Board, the United Church of Christ, and the United Methodist Church; and

[iii] Subject to the limitations set out in this Article II, to engage in any other activity the overall purpose of which is intended to further the charitable purposes of the Corporation.

(b) The Corporation is irrevocably dedicated to and is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or its successor provision) (the "Code"). The Corporation shall receive contributions and fees, and shall distribute its funds for public, charitable and/or educational purposes, as set forth in these Articles. In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations by the Kentucky Nonprofit Corporation Act, KRS 273.161 et seq.; provided, however, that the Corporation shall not have or exercise any power inconsistent with or prohibited by the provisions of Paragraphs (c), (d), (e) and (f) of this Article II.

(c) As limited by Section 501(c)(3) of the Code, it is expressly not the purpose of the Corporation, and the Corporation is not empowered, to participate or intervene in (including the publication or distributing of statements) any political campaign on behalf of any candidate for public office, nor to devote more than an insubstantial part of its activities to carrying on propaganda or otherwise attempting to influence legislation.

(d) Any other provision of these Articles to the contrary notwithstanding, the Corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends; no part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual; and the Corporation shall not carry on any activities denied to: [i] a corporation described in Section 501(c)(3) of the Code, including activities to the extent prohibited by Section 501(m) of the Code; or [ii] a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(e) Any other provision of these Articles to the contrary notwithstanding, the purposes of the Corporation are limited to those set forth in Section 509(a)(3)(A) of the Code, and, as such, the Corporation is not empowered to engage in activities not in furtherance of such purposes.

(f) Any other provision of these Articles to the contrary notwithstanding, this Corporation shall, if the following provisions of law are applicable to it: [i] not engage in any act of self dealing as defined in Section 4941 of the Code; [ii] distribute its income for each fiscal year at such time and in such manner as not to be subject to the tax under Section 4942 of the Code; [iii] not retain any excess business holdings as defined in Section 4943 of the Code; [iv] not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and [v] not make any taxable expenditures as defined in Section 4945 of the Code.

ARTICLE III

Duration

The Corporation shall have perpetual existence.

ARTICLE IV

Directors

(a) Number and Selection. The affairs of the Corporation shall be governed by a Board of Directors consisting of between nine (9) and thirty-three (33) members, the exact number to be established in the Bylaws of the Corporation. In addition, the Bylaws shall provide the term of office, exact method of election, the composition and role of a Nominating Committee established to nominate director candidates and such other matters pertaining or relating to the duties and office of director. The Board of Directors shall consist of the following classes and will be chosen as follows:

[i] The following persons shall serve as permanent directors (the "Permanent Directors"): the President of the Norton Woman's Board or her designee and the Senior Chaplain of Adult Services or his or her designee. The Permanent Directors shall serve until the next annual meeting of the Board of Directors of the Corporation. At said annual meeting, and each succeeding annual meeting, the Permanent Directors shall have the right to either serve as director until the next annual meeting or to appoint another person to serve said term. Each person serving as Permanent Director shall have voting rights in his or her capacity as a member of the Board of Directors or any committee on which he or she serves.

[ii] Three (3) directors shall be members of the Episcopal Church (the "Episcopal Directors"), and shall be determined as follows: A Nominating Committee shall be appointed as established in the Bylaws of the Corporation. The Nominating Committee so appointed shall submit, each year, to the Board of Directors of the Corporation a slate of candidates proposed to serve as successor Episcopal Directors. After a slate of candidates is approved by the Board of Directors, the slate shall be submitted to Norton for approval. Norton shall not be required to elect members to the Corporation's Board of Directors from the slate. Before any Episcopal Director elected by Norton may take office, that director must be approved by the Trustees and Council of the Episcopal Diocese of Kentucky (the "Council"). The Council may disapprove any director elected through the above process.

[iii] Three (3) directors shall be members of The United Church of Christ (the "United Church of Christ Directors"), and shall be determined as follows: A Nominating Committee shall be appointed as established in the Bylaws of the Corporation. The Nominating Committee so appointed shall submit, each year, to the Board of Directors of the Corporation a slate of candidates proposed to serve as successor United Church of Christ Directors. After a slate of candidates is approved by the Board of Directors, the slate shall be

submitted to Norton for approval. Norton shall not be required to elect members to the Corporation's Board of Directors from the slate. Before any United Church of Christ Director elected by Norton may take office, that director must be approved by the Kentuckiana Association of the Indiana-Kentucky Conference of The United Church of Christ (the "Association"). The Association may disapprove any director elected through the above process.

[iv] Three (3) directors shall be members of the United Methodist Church (the "United Methodist Directors"), and shall be determined as follows: A Nominating Committee shall be appointed as established in the Bylaws of the Corporation. The Nominating Committee so appointed shall submit, each year, to the Board of Directors of the Corporation a slate of candidates proposed to serve as successor United Methodist Directors. After a slate of candidates is approved by the Board of Directors, the slate shall be submitted to Norton for approval. Norton shall not be required to elect members to the Corporation's Board of Directors from the slate. Before any United Methodist director elected by Norton may take office, that director must be approved by the Kentucky Annual Conference of the United Methodist Church (the "Conference"). Should any person so nominated not be approved by the Conference, supplemental nominations for such position on the Corporation's Board of Directors may be made by any member of the Conference in attendance at the session thereof at which such nominations are considered. Before any person approved by the Conference as a supplemental nominee shall take office, that person or persons shall be approved by Norton.

[v] The remaining directors (the "Community Directors"), who may or may not be members of the Episcopal Church, the United Methodist Church, or the United Church of Christ, shall be determined as follows: A Nominating Committee shall be appointed as established in the Bylaws of the Corporation. The Nominating Committee so appointed shall submit, each year, to the Board of Directors of the Corporation a slate of candidates proposed to

serve as successor Community Directors. After a slate of candidates is approved by the Board of Directors, the slate shall be submitted to Norton for approval. Norton shall not be required to elect members to the Corporation's Board of Directors from the slate.

[vi] All directors shall be community leaders who are dedicated, committed members of a church or synagogue.

(b) Removal. Any director who fails to attend three (3) consecutive meetings of the Board of Directors, without good cause, shall be subject to removal by vote of other members of the Board of Directors. Good cause shall be determined by the Board of Directors. Any director may be removed by a majority vote of the other members of the Board of Directors whenever, in their judgment, the best interest of the Corporation would be served thereby. A vacancy resulting from removal shall be filled in accordance with (e) hereof.

(c) Quorum. A majority of the Board of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors of the Corporation, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. At any time that a vacancy exists, for purposes of determining a quorum, and all other purposes, the required number of Directors set out in Section (a) hereof shall automatically reduced to the number in office until such vacancy is filled.

(d) Manner of Acting. Except as otherwise set forth in the Articles, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors of the Corporation; provided, however, that the Board of Directors of the Corporation, by resolution adopted by a majority of the full Board of Directors, may designate from among its members an Executive Committee and one or more other committees, each of which, to the extent provided in such resolution, shall have and may exercise the authority of the

Board of Directors of the Corporation, but no such committee shall have the authority of the Board of Directors of the Corporation in reference to amending these Articles or the Corporation's Bylaws, adopting a plan of merger or consolidation, any action regarding the sale, lease, exchange or other disposition of all or substantially all the property and assets of the Corporation otherwise than in the usual and regular course of business, any action regarding a voluntary dissolution of the corporation or a revocation thereof, or any other action which KRS Chapter 273 requires to be authorized by the Board of Directors.

(e) Vacancies. Any vacancy occurring in the Board of Directors of the Corporation may be filled by the affirmative vote of a majority of the remaining directors of the category of director(s) with the vacancy, provided (1) that if the vacancy is created by an Episcopal, United Church of Christ, or United Methodist Director's departure, the vacancy must be filled by a member of the Episcopal Church, the United Church of Christ, or the United Methodist Church, respectively; and (ii) Norton must approve the person filling the vacancy.

ARTICLE V

Members

The Corporation shall have four (4) members; the rights of the members are set forth in these Articles. One member shall be Norton. One member shall be the Episcopal Directors (collectively, the "Episcopal Member"). One member shall be the United Church of Christ Directors (collectively, the "United Church of Christ Member"). One member shall be the United Methodist Church Directors (collectively, the "United Methodist Member") (the Episcopal Member, the United Church of Christ Member and the United Methodist Member shall collectively be referred to as the "Church-Affiliated Members"). The directors comprising each Church-Affiliated Member shall vote as a class on any matter submitted to the members for vote, with the vote of the majority being the vote of the member. Nothing in this Article shall be

construed as affecting the voting rights of a member of the Board of Directors when voting as director. As provided in KRS 273.187 and KRS 273.201, certain specific rights of the Corporation's members including certain voting rights, are set forth in this Article and in Articles IX and XI and except as provided therein, members shall have those rights authorized by KRS Chapter 273, including the right to vote. Except as otherwise provided in these Articles, with regard to any matter submitted to a vote of the members, Norton shall have nine votes and the Church-Affiliated Members one vote each; the provisions of these Articles regarding (i) election or appointment of members to the Corporation's Board of Directors, (ii) dissolution and liquidation of the Corporation, (iii) amendment of these Articles or (iv) entering into a Business Combination, as defined in Article IX, shall control and shall not be subject to the nine-to-one voting ratio but shall be subject to the voting rights set forth in those Articles that deal with those matters.

ARTICLE VI

Indemnification

Each person who is or was a member, director, trustee or officer of the Corporation, whether elected or appointed, and each person who is or was serving at the request of the Corporation as a member, director, trustee or officer of another corporation, whether elected or appointed, or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, including the heirs, executors, administrators or estate of any such person, shall be indemnified by the Corporation to the full amount against any liability, and the reasonable cost, or expense (including attorneys' fees, monetary or other judgments, fines, excise taxes or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a member, director, trustee, officer or employee or arising out of such person's status as a member, director, trustee, officer or employee; provided,

however, that no such person shall be indemnified against any such liability, cost or expense incurred in connection with any action, suit or proceeding in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person, or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include the right to be paid by the Corporation the reasonable expenses incurred in defending any threatened or pending action, suit or proceeding in advance of its final disposition; provided, however, that such advance payment of expenses shall be made only after delivery to the Corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any repeal or modification of this Article shall not affect any rights or obligations then existing. If any indemnification payment required by this Article is not paid by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the member, director, trustee, officer or employee may at any time thereafter bring suit against the Corporation to recover the unpaid amount and, if successful in whole or in part, such person shall be entitled to be paid also the expense of prosecuting such claim. The Corporation may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost or expense, whether or not the Corporation would have the power to indemnify such person against such liability, cost or expense under the Kentucky Nonprofit Corporation Act or under this Article, but it shall not be obligated to do so. The indemnification provided by this Article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any Bylaw, agreement, statute, vote of members or Board of Directors or otherwise. If this Article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation nevertheless shall indemnify each such person, to the full extent permitted by any applicable portion of this Article that shall not have

been invalidated or that remains enforceable under any other applicable law. For the purpose of this Article, reference to “the Corporation” includes all constituents absorbed in a consolidation or merger as well as the resulting or surviving corporation.

ARTICLE VII

Dissolution

(a) Voluntary Dissolution and Liquidation. In the event a majority of the Corporation’s four members agree that the Corporation should be dissolved and liquidated, then the members and the Board of Directors promptly shall proceed to take all steps necessary to wind up the affairs of the Corporation in accordance with the applicable law and the provision of Section (c) of this Article.

(b) Dissolution and Liquidation Resulting from Deadlock. In the event of a deadlock in the operations of the Corporation, as herein defined, any of the members may elect to dissolve the Corporation and liquidate its operations. As used herein, the term “deadlock” shall mean that (i) the members cannot agree on the management of the affairs of the Corporation and (ii) the members have been unable to break the deadlock after at least two meetings between the members, within a period of not less than six (6) months. In order to invoke a dissolution and liquidation under this provision, a member must notify, in writing, all persons comprising the other members (“Notice of Intent”). Within thirty (30) days of receipt of a Notice of Intent, the members shall meet for the purposes of attempting, in good faith, to resolve the deadlock. If the deadlock is not resolved at said meeting the members shall meet again within one hundred twenty (120) days of the first meeting. If the deadlock is not resolved at the second meeting and continues unresolved, then after one hundred eighty (180) days have elapsed after the receipt of the Notice of Intent, any member may notify, in writing, the other members that the Corporation shall be dissolved and liquidated (“Notice of Dissolution”) and

within thirty (30) days of receipt of the Notice of Dissolution the members and the Board of Directors shall begin to take such action as is necessary to wind up the affairs of the Corporation in accordance with applicable law and the provisions of Section (c) of this Article. In order to be effective, the Notice of Dissolution must be delivered to and received by the members to whom it is addressed within two hundred forty (240) days after the Notice of Intent was received. If the Notice of Dissolution is not delivered and received within said period, the deadlock shall be deemed to be resolved, however, nothing herein shall prohibit any two members from instituting a new notice of deadlock including one involving the same issues as were previously resolved.

(c) Dissolution shall be accomplished in accordance with Chapter 273 of the Kentucky Revised Statutes or its successor. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all corporate assets by distributing such assets to Norton for the support of its adult services, but only if Norton (or its successor organization) is at that time an organization described in Section 501(c)(3) of the Code, or its successor provision. If Norton or its successor organization is not at that time an organization described in Section 501(c)(3) of the Code, or its successor provision, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all corporate assets by distributing such assets in the manner provided in Article VII (which is the dissolution provision) contained in the Articles of Incorporation of Norton, as in effect on the incorporation date of the Corporation. Any such assets not disposed of by the Board of Directors shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, in the same manner as described above for final disposition of assets by the Board of Directors.

ARTICLE VIII

Bylaws

The directors may make and adopt bylaws not inconsistent with the provisions of these Articles or the laws of the Commonwealth of Kentucky.

ARTICLE IX

AMENDMENT TO ARTICLE OF INCORPORATION MERGER, CONSOLIDATION, SALE OR LEASE OF ASSETS

- (a) In order to amend these Articles the following must occur:
- [i] the proposed amendment must be set forth in a notice of a meeting of the Board of Directors of the Corporation;
 - [ii] if the proposed amendment is to amend the provisions of Article IV (a) [i], in addition to receiving the affirmative vote of a majority of the directors present at the meeting it must also receive the affirmative vote of the Permanent Directors and be approved by Norton;
 - [iii] if the proposed amendment is to amend the provisions of Article IV (a) [ii], in addition to receiving the affirmative vote of a majority of the directors present at the meeting it must also receive the affirmative vote of a majority of the Episcopal Directors and be approved by Norton;
 - [iv] if the proposed amendment is to amend the provisions of Article IV (a) [iii], in addition to receiving the affirmative vote of a majority of the directors present at the meeting it must also receive the affirmative vote of a majority of the United Church of Christ Directors and be approved by Norton;
 - [v] if the proposed amendment is to amend the provisions of Article IV (a) [iv], in addition to receiving the affirmative vote of a majority of the directors present at

the meeting it must also receive the affirmative vote of a majority of the United Methodist Church Directors and be approved by Norton;

[vi] if the proposed amendment is to amend the provisions of Article IV (a) [v], in addition to receiving the affirmative vote of a majority of the directors present at the meeting it must also receive the affirmative vote of a majority of the Community Directors and be approved by Norton;

[vii] if the proposed amendment is to amend any other provision of Article IV, Article V, Article VII, or this Article IX, it must be approved by the affirmative vote of a majority of the Church-Affiliated Members and be approved by Norton.

[viii] if the proposed amendment is to amend or delete any other provision of these Articles, or to add a new provision, it must receive the affirmative vote of the Board of Directors of the Corporation at a meeting at which there is a quorum and be approved by Norton.

(b) In order for the Corporation to enter into any transaction involving a merger with another corporation, the consolidation with another corporation, the sale, lease, exchange or other disposition of all or substantially all of its assets otherwise than in the usual and regular course of its business or any similar transaction (herein collectively called "Business Combination") the following must occur: The Business Combination must be approved by the affirmative vote of a majority of the Church-Affiliated Members and be approved by Norton.

THIRD: The foregoing amendments and restatement were adopted by the affirmative vote of a majority of the members of the Board of Directors currently in office on April 25th, 2006 pursuant to KRS 273.263 and 273.273.

FOURTH: The foregoing amendments and restatement were adopted by the affirmative vote of a majority of each separate Church-Affiliated class of directors, to wit, the

Episcopal Directors, the United Church of Christ Directors, and the United Methodist Church Directors, which affirmative vote shall constitute the affirmative vote of each respective Church-Affiliated Member, pursuant to KRS 273.263 and 273.273.

FIFTH: The foregoing amendments and restatement were adopted by the unanimous written consent of the Community Directors.

SIXTH: The foregoing amendments and restatement were adopted by a consent in writing signed by the President of Norton on April 25th, 2006 pursuant to KRS 273.263 and 273.273.

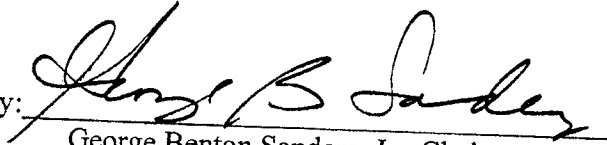
SEVENTH: These Second Amended and Restated Articles of Incorporation shall be effective as of the date and time of filing with the Secretary of State of the Commonwealth of Kentucky.

EIGHTH: The following article has been amended to read in its entirety as set forth herein: Article IV. Except for minor editorial changes, the following articles have been restated: Articles I, II, III, V, VI, VII, VIII and IX.

NINTH: The foregoing Second Amended and Restated Articles of Incorporation were duly adopted as required by law, correctly sets forth without change the corresponding provisions of the Articles of Incorporation as heretofore and herein amended, and supersedes the original Articles of Incorporation and all amendments thereto.

Dated as of April 25th, 2006

NORTON HOSPITALS FOUNDATION, INC.

By: 
George Benton Sanders, Jr., Chairman

Request for Taxpayer Identification Number and Certification

Give Form to the
requester. Do not
send to the IRS.

Print or type See Specific Instructions on page 2.	Name (as shown on your income tax return) Norton Healthcare Foundation	
	Business name/disregarded entity name, if different from above	
	Check appropriate box for federal tax classification: <input type="checkbox"/> Individual/sole proprietor <input type="checkbox"/> C Corporation <input type="checkbox"/> S Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Trust/estate <input type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶ <input type="checkbox"/> Exempt payee <input checked="" type="checkbox"/> Other (see instructions) ▶ 501 (c) (3)	
	Address (number, street, and apt. or suite no.) 234 E. Gray Street, Suite 450	Requester's name and address (optional)
	City, state, and ZIP code Louisville, KY 40202	List account number(s) here (optional)

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on the "Name" line to avoid backup withholding. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

Social security number											
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Note. If the account is in more than one name, see the chart on page 4 for guidelines on whose number to enter.

Employer identification number	

Part II Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
3. I am a U.S. citizen or other U.S. person (defined below).

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 4.

Sign Here	Signature of U.S. person ▶ <i>Kim M. Stamb</i>	Date ▶ <i>9-14-16</i>
------------------	--	-----------------------

General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Purpose of Form

A person who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) to report, for example, income paid to you, real estate transactions, mortgage interest you paid, acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA.

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN to the person requesting it (the requester) and, when applicable, to:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
2. Certify that you are not subject to backup withholding, or
3. Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income.

Note. If a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

Definition of a U.S. person. For federal tax purposes, you are considered a U.S. person if you are:

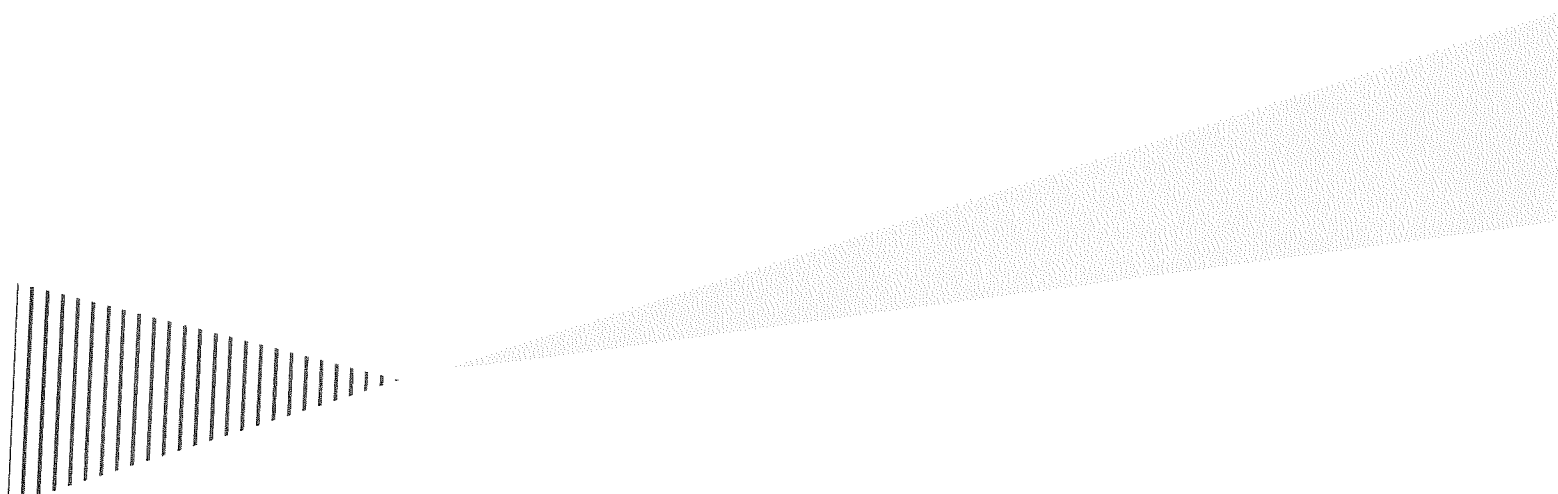
- An individual who is a U.S. citizen or U.S. resident alien,
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States,
- An estate (other than a foreign estate), or
- A domestic trust (as defined in Regulations section 301.7701-7).

Special rules for partnerships. Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax on any foreign partners' share of income from such business. Further, in certain cases where a Form W-9 has not been received, a partnership is required to presume that a partner is a foreign person, and pay the withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid withholding on your share of partnership income.

FINANCIAL STATEMENTS

Norton Healthcare Foundation, Inc.
Years Ended December 31, 2015 and 2014
With Report of Independent Auditors

Ernst & Young LLP



Building a better
working world

Norton Healthcare Foundation, Inc.

Financial Statements

Years Ended December 31, 2015 and 2014

Contents

Report of Independent Auditors.....1

Financial Statements

Statements of Financial Position.....3

Statement of Activities – Year Ended December 31, 20154

Statement of Activities – Year Ended December 31, 20145

Statements of Cash Flows.....6

Notes to Financial Statements.....7



Ernst & Young LLP
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400 West Market Street
Louisville, KY 40202

Tel: +1 502 585 1400
Fax: +1 502 584 4221
ey.com

Report of Independent Auditors

The Board of Directors
Norton Healthcare Foundation, Inc.

We have audited the accompanying financial statements of Norton Healthcare Foundation, Inc., which comprise the statements of financial position as of December 31, 2015 and 2014, and the related statements of activities, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Norton Healthcare Foundation, Inc. at December 31, 2015 and 2014, and the results of its activities and its cash flows for the years then ended in conformity with U.S. generally accepted accounting principles.

Ernst & Young LLP

April 1, 2016

Norton Healthcare Foundation, Inc.

Statements of Financial Position

	December 31	
	2015	2014
Assets		
Current assets:		
Cash		
Pledges receivable, net	\$ 43,258	\$ 23,633
Inventories	3,712,844	1,148,742
Prepaid expenses	58,898	50,675
Total current assets	<u>4,000</u>	<u>4,713</u>
	3,819,000	1,227,763
Assets limited as to use:		
By Board of Trustees		
Restricted funds	2,984,641	3,053,209
Total assets limited as to use	<u>21,705,486</u>	<u>23,078,401</u>
	24,690,127	26,131,610
Other assets:		
Pledges receivable, net		
Receivable from Norton Healthcare, Inc.	14,560,930	17,334,762
Beneficial interest in trusts held by others	218,687	-
Other	6,174,039	6,666,856
Total other assets	<u>51,527</u>	<u>-</u>
Total assets	<u>21,005,183</u>	<u>24,001,618</u>
	<u>\$ 49,514,310</u>	<u>\$ 51,360,991</u>
Liabilities and net assets		
Liabilities:		
Accounts payable		
Accrued expenses and other	\$ 15,873	\$ 5,090
Refundable advances	50,739	67,042
Payable to Norton Healthcare, Inc.	2,194,000	2,194,000
Total liabilities	<u>-</u>	<u>2,803</u>
	2,260,612	2,268,935
Net assets:		
Unrestricted		
Temporarily restricted	1,415,668	1,608,537
Permanently restricted	29,127,811	30,294,634
Total net assets	<u>16,710,219</u>	<u>17,188,885</u>
Total liabilities and net assets	<u>47,253,698</u>	<u>49,092,056</u>
	<u>\$ 49,514,310</u>	<u>\$ 51,360,991</u>

See accompanying notes.

Norton Healthcare Foundation, Inc.

Statement of Activities

Year Ended December 31, 2015

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Revenue and other support:				
Donations and gifts, net	\$ 524,522	\$ 4,351,307	\$ 2,237	\$ 4,878,066
Net assets released from restrictions	5,412,458	(5,412,458)	-	-
Other	687,300	17,401	-	704,701
Total revenue and other support (loss)	<u>6,624,280</u>	<u>(1,043,750)</u>	<u>2,237</u>	<u>5,582,767</u>
Expenses:				
Management and general:				
Personnel and benefits	560,622	-	-	560,622
Supplies and postage	245,219	-	-	245,219
Occupancy	33,557	-	-	33,557
Fees and special services	248,152	-	-	248,152
Other	279,282	-	-	279,282
Total management and general expenses	<u>1,366,832</u>	<u>-</u>	<u>-</u>	<u>1,366,832</u>
Programs and services:				
Financial assistance	57,100	-	-	57,100
Capital projects	3,183,654	-	-	3,183,654
Programs	2,072,033	-	-	2,072,033
Total programs and services expenses	<u>5,312,787</u>	<u>-</u>	<u>-</u>	<u>5,312,787</u>
Total expenses	<u>6,679,619</u>	<u>-</u>	<u>-</u>	<u>6,679,619</u>
Losses on investments:				
Investment gain	67,745	784,649	-	852,394
Change in net unrealized losses on investments	(137,271)	(1,009,988)	-	(1,147,259)
Total losses on investments	<u>(69,526)</u>	<u>(225,339)</u>	<u>-</u>	<u>(294,865)</u>
Excess of (expenses over revenue and other support (loss)) revenue and other support (loss) over expenses and losses	<u>(124,865)</u>	<u>(1,269,089)</u>	<u>2,237</u>	<u>(1,391,717)</u>
Transfers from affiliates	(68,004)	114,180	-	46,176
Change in beneficial interest in trusts held by others	<u>-</u>	<u>(11,914)</u>	<u>(480,903)</u>	<u>(492,817)</u>
Decrease in net assets	(192,869)	(1,166,823)	(478,666)	(1,838,358)
Net assets at beginning of year	1,608,537	30,294,634	17,188,885	49,092,056
Net assets at end of year	<u>\$ 1,415,668</u>	<u>\$ 29,127,811</u>	<u>\$ 16,710,219</u>	<u>\$ 47,253,698</u>

See accompanying notes.

Norton Healthcare Foundation, Inc.

Statement of Activities

Year Ended December 31, 2014

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Revenue and other support:				
Donations and gifts, net	\$ 452,665	\$ 4,282,399	\$ 2,065	\$ 4,737,129
Net assets released from restrictions	6,047,160	(6,047,160)	-	-
Other	522,859	20,579	-	543,438
Total revenue and other support (loss)	<u>7,022,684</u>	<u>(1,744,182)</u>	<u>2,065</u>	<u>5,280,567</u>
Expenses:				
Management and general:				
Personnel and benefits	400,687	-	-	400,687
Supplies and postage	167,996	-	-	167,996
Occupancy	35,437	-	-	35,437
Fees and special services	229,972	-	-	229,972
Other	252,568	-	-	252,568
Total management and general expenses	<u>1,086,660</u>	<u>-</u>	<u>-</u>	<u>1,086,660</u>
Programs and services:				
Financial assistance	29,447	-	-	29,447
Capital projects	4,046,882	-	-	4,046,882
Programs	1,901,480	-	-	1,901,480
Total programs and services expenses	<u>5,977,809</u>	<u>-</u>	<u>-</u>	<u>5,977,809</u>
Total expenses	<u>7,064,469</u>	<u>-</u>	<u>-</u>	<u>7,064,469</u>
Gains on investments:				
Investment gain, net	185,161	1,689,325	-	1,874,486
Change in net unrealized losses on investments	(81,141)	(639,420)	-	(720,561)
Total gains on investments	<u>104,020</u>	<u>1,049,905</u>	<u>-</u>	<u>1,153,925</u>
Excess of revenue, gains and other support (loss) over expenses (expenses over revenue, gains, and other support (loss))	62,235	(694,277)	2,065	(629,977)
Transfers from affiliates	26,611	41,149	-	67,760
Change in beneficial interest in trusts held by others	-	(5,180)	90,655	85,475
Increase (decrease) in net assets	88,846	(658,308)	92,720	(476,742)
Net assets at beginning of year	1,519,691	30,952,942	17,096,165	49,568,798
Net assets at end of year	<u>\$ 1,608,537</u>	<u>\$ 30,294,634</u>	<u>\$ 17,188,885</u>	<u>\$ 49,092,056</u>

See accompanying notes.

Norton Healthcare Foundation, Inc.

Statements of Cash Flows

	Year Ended December 31	
	2015	2014
Operating activities		
Decrease in net assets	\$ (1,838,358)	\$ (476,742)
Adjustments to reconcile decrease in net assets to net cash used in operating activities:		
Change in net unrealized losses on investments	1,147,259	720,561
Change in beneficial interest in trusts held by others	492,817	(85,475)
Transfers from affiliates	(46,176)	(67,760)
Changes in operating assets and liabilities:		
Pledges receivable	209,730	788,255
Inventories	(8,223)	7,738
Prepaid expenses	713	(4,713)
Assets limited as to use, net	294,224	(975,340)
Due to/from Norton Healthcare, Inc.	(221,490)	47,257
Other assets	(51,527)	-
Accounts payable	10,783	196
Accrued expenses and other	(16,303)	1,196
Net cash used in operating activities	<u>(26,551)</u>	<u>(44,827)</u>
Financing activities		
Transfers from affiliates	46,176	67,760
Net cash provided by financing activities	<u>46,176</u>	<u>67,760</u>
Increase in cash	19,625	22,933
Cash at beginning of year	23,633	700
Cash at end of year	<u>\$ 43,258</u>	<u>\$ 23,633</u>

See accompanying notes.

Norton Healthcare Foundation, Inc.

Notes to Financial Statements

December 31, 2015

1. Organization and Accounting Policies

Organization

Norton Healthcare Foundation, Inc. (the Foundation) is a not-for-profit foundation whose purpose is to support the adult services of Norton Hospitals, Inc. (Norton Hospitals). Both companies are affiliated with Norton Healthcare, Inc. and Affiliates (Norton) through common control. The Foundation has discretion as to the timing and use of its contributions to the adult services of Norton Hospitals.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (U.S. GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Estimates also affect the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Fair Value of Financial Instruments

The Foundation follows the provisions of Financial Accounting Standards Board (FASB) Accounting Standard Codification (ASC) 820, *Fair Value Measurements and Disclosures* (ASC 820), which defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, and establishes a framework for measuring fair value. ASC 820 defines a three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date.

ASC 820 emphasizes that fair value is a market-based measurement, not an entity-specific measurement. Therefore, a fair value measurement should be determined based on the assumptions that market participants would use in pricing an asset or liability. As a basis for considering market participant assumptions in fair value measurements, and as noted above, ASC 820 defines a three-level fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity and

Norton Healthcare Foundation, Inc.

Notes to Financial Statements (continued)

1. Organization and Accounting Policies (continued)

the reporting entity's own assumptions about market participants. The fair value hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

- Level 1 – Inputs utilize quoted market prices in active markets for identical assets or liabilities that the Foundation has the ability to access.
- Level 2 – Inputs may include quoted prices for similar assets and liabilities in active markets, as well as inputs that are observable for the asset and liability (other than quoted prices), such as interest rates, foreign exchange rates, and yield curves that are observable at commonly quoted intervals.
- Level 3 – Inputs are unobservable inputs for the asset or liability, which is typically based on an entity's own assumptions, as there is little, if any, related market activity.

In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Foundation's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability.

In order to meet the requirements of ASC 820, the Foundation utilizes three basic valuation approaches to determine the fair value of its assets and liabilities required to be recorded at fair value. The first approach is the cost approach. The cost approach is generally the value a market participant would expect to replace the respective asset or liability. The second approach is the market approach. The market approach looks at what a market participant would consider an exact or similar asset or liability to that of the Foundation, including those traded on exchanges, to determine value. The third approach is the income approach. The income approach uses estimation techniques to determine the estimated future cash flows of the Foundation's respective asset or liability expected by a market participant and discounts those cash flows back to present value (more typically referred to as a discounted cash flow approach).

Norton Healthcare Foundation, Inc.

Notes to Financial Statements (continued)

1. Organization and Accounting Policies (continued)

Assets Limited as to Use

The Foundation participates with Norton in a pooled investment program (the Master Trust Fund). Substantially all of the Foundation's unrestricted and restricted investments are in the Master Trust Fund. The Foundation's share of the Master Trust Fund is reported as assets limited as to use.

The Master Trust Fund investments consist of cash and cash equivalents, fixed income, domestic equity, international equity, global equity, which can be in the form of individual securities or mutual funds, as well as real estate funds and hedge funds. (Losses) gains on investments are allocated to the Foundation based on its relative investment balance to the total investment balance by type of investment. (Losses) gains on investments (including realized gains and losses on investments, interest, dividends, and changes in value of investments carried at net asset value (NAV), and the net change in unrealized losses are included in the excess of (expenses over revenue and other support (loss)) revenue, gains and other support (loss) over expenses and losses. The Foundation's assets limited as to use are represented by percentage ownership rather than specific securities.

The Master Trust Fund is structured in a manner that matches investment risk and return. Short-term volatility and uncertainty of investment results are recognized as real risks that are managed through specific-asset allocation strategies and diversification. The Master Trust Fund invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the financial statements.

Investments held outside the Master Trust Fund represent marketable equity securities.

Donor Restricted Funds

Donor restricted funds are investments whose use is restricted by donors or grantors either permanently or for a specific time or purpose. Gains from these investments are included in gains on investments of the unrestricted and temporarily restricted funds, in accordance with the donor's intent or applicable law.

Norton Healthcare Foundation, Inc.

Notes to Financial Statements (continued)

1. Organization and Accounting Policies (continued)

Pledges Receivable

Pledges received are recorded as revenue in the year made by the donor. Unconditional pledges to give cash, marketable securities and other assets are reported at fair value and discounted to present value at the date the pledge is made to the extent estimated to be collectible by the Foundation. Pledges receivable are discounted based on the nature of the individual pledge consistent with Foundation policy. Discount rates ranged from 0.03% to 0.15% at December 31, 2015 (0.05% to 0.15% at December 31, 2014). Discount rates reflect the economic conditions of the year in which the pledge is made. Conditional donor promises to give and indications of intentions to give are not recognized until the condition is satisfied. Pledges received with donor restrictions that limit the use of the donated assets are reported as either temporary or permanently restricted support until the donor restriction expires. An allowance is recorded for amounts the Foundation has deemed uncollectible.

Outstanding pledges receivable from various corporations, foundations and individuals at December 31 is as follows:

	<u>2015</u>	<u>2014</u>
Pledges due:		
In less than one year	\$ 4,188,675	\$ 3,586,566
In one to five years	10,267,509	10,497,483
In more than five years	<u>8,237,122</u>	<u>11,400,000</u>
	<u>22,693,306</u>	<u>25,484,049</u>
Allowance for uncollectible pledges	(475,831)	(3,037,824)
Discounting	<u>(3,943,701)</u>	<u>(3,962,721)</u>
Net pledges receivable	18,273,774	18,483,504
Less current portion	<u>(3,712,844)</u>	<u>(1,148,742)</u>
	<u>\$ 14,560,930</u>	<u>\$ 17,334,762</u>

No amounts have been reflected in the financial statements for donated services. The Foundation pays for most services requiring specific expertise. However, many individuals volunteer their time and perform a variety of tasks that assist the Foundation with various programs.

Norton Healthcare Foundation, Inc.

Notes to Financial Statements (continued)

1. Organization and Accounting Policies (continued)

Beneficial Interest in Trusts Held by Others

The Foundation is an income beneficiary of irrevocable trust funds held by others. The Foundation has recorded the fair value of the ownership interest of the irrevocable trust funds as temporarily and permanently restricted net assets, as appropriate.

Temporarily and Permanently Restricted Net Assets

Temporarily restricted net assets are those whose use by the Foundation has been limited by donors to a specific-time period or purpose. Permanently restricted net assets have been restricted by donors to be maintained by the Foundation in perpetuity.

Outside Trusts Endowment Income

Norton Hospitals granted the Foundation the right to receive the income from several endowment trust funds held by others. Some of the trust instruments provide that Norton Hospitals receive only a portion of the income with the balance being distributed to others outside the affiliated group of Norton. Norton Hospitals has no direct or indirect control over the principal of these funds. The Foundation has recorded the fair value of its portion of these assets as beneficial interests in trusts held by others with a corresponding entry to temporarily or permanently restricted net assets. The (loss) income from these funds is included in the Foundation's unrestricted and temporarily restricted (losses) gains on investments, as appropriate.

Tax Status

The Foundation is exempt from federal income taxes pursuant to Section 501(c)(3) of the Internal Revenue Code.

Recent Accounting Pronouncements

In April 2013, the FASB has issued Accounting Standards Update (ASU) No. 2013-06, *Not-for-Profit Entities (Topic 958) Services Received from Personnel of an Affiliate* (ASU 2013-06). The amendments in ASU 2013-06 require a recipient not-for-profit entity to recognize all services received from personnel of an affiliate that directly benefit the recipient not-for-profit entity for which the recipient not-for-profit entity is not charged. Those services should be measured at the

Norton Healthcare Foundation, Inc.

Notes to Financial Statements (continued)

1. Organization and Accounting Policies (continued)

cost recognized by the affiliate for the personnel providing those services. The recipient not-for-profit entity shall recognize an increase in net assets associated with services received from personnel of an affiliate and a corresponding decrease in net assets or the creation or enhancement of an asset resulting from the use of services received from personnel of an affiliate similar to how other such expenses or assets are reported. ASU 2013-06 is effective prospectively for fiscal years beginning after June 15, 2014, and annual periods thereafter. The Foundation adopted ASU 2013-06 and has made the relevant changes for the year ended December 31, 2015 as required. See Note 7 for additional information.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*, to clarify revenue recognition principles. This guidance is intended to improve disclosure requirements and enhance the comparability of revenue recognition practices. Improved disclosures under the amended guidance relate to the nature, amount, timing, and uncertainty of revenue that is recognized from contracts with customers. This guidance is expected to be effective with reporting periods beginning after December 15, 2016, and will be required to be applied retrospectively (either fully or on a modified approach). Early application of the amendments in ASU 2014-09 is not permitted. The Foundation is currently evaluating the impact that ASU 2014-09 will have on the financial statements.

2. Assets Limited as to Use

The following is a summary of the carrying value of assets limited as to use as of December 31:

	<u>2015</u>	<u>2014</u>
Master Trust Fund	\$ 24,304,603	\$ 25,629,214
Outside of the Master Trust Fund:		
Marketable equity securities	<u>385,524</u>	<u>502,396</u>
	<u>\$ 24,690,127</u>	<u>\$ 26,131,610</u>

Norton Healthcare Foundation, Inc.

Notes to Financial Statements (continued)

2. Assets Limited as to Use (continued)

Substantially all of the Foundation's assets limited as to use are in the Master Trust Fund. The carrying value of the assets held by participants is an allocation of the underlying market value of the assets in the Master Trust Fund based on its relative percentage ownership. The asset allocation specific to the Foundation (and the Master Trust Fund) at December 31 is as follows:

	<u>2015</u>	<u>2014</u>
Cash and cash equivalents	4.8%	4.6%
Fixed income	12.9	12.6
Domestic equity	7.5	7.6
Global equity	27.1	27.2
Real estate funds	19.1	19.6
Hedge funds	28.6	28.4
	<u>100.0%</u>	<u>100.0%</u>

The carrying value of the cash and cash equivalents, fixed income, domestic equity, international equity, and global equity, which may be in the form of individual securities or mutual funds, included in the Master Trust Fund, substantially all of which are traded on national exchanges and over-the-counter markets, is based on the last reported sales price on the last business day of the fiscal year or the most recent trade date for the specific security.

The carrying value of real estate funds and hedge funds are based on valuations provided by the administrators of the specific financial instruments. The underlying investments in these financial instruments may include marketable debt and equity securities, commodities, foreign currencies, derivatives and private equity instruments. The underlying investments themselves are subject to various risks, including market, credit, liquidity and foreign exchange risk. Norton believes the carrying amount of these financial instruments in the statements of financial position is a reasonable estimate of the net asset value of these financial instruments. Because these financial instruments are not readily marketable, the estimated carrying value is subject to uncertainty and, therefore, may differ from the value that would have been used had a market for such financial instruments existed.

Norton Healthcare Foundation, Inc.

Notes to Financial Statements (continued)

2. Assets Limited as to Use (continued)

The following is a summary of investment gain allocated to the Foundation for the year ended December 31:

	<u>2015</u>	<u>2014</u>
Interest and dividends	\$ 415,833	\$ 431,738
Income distributions from irrevocable trust funds	279,746	289,469
Realized gains on investments	222,789	1,210,861
Investment manager fees	(65,974)	(57,582)
	<u>\$ 852,394</u>	<u>\$ 1,874,486</u>

The change in net unrealized losses on investments was approximately \$1.1 million and \$721,000 at December 31, 2015 and 2014, respectively.

The Foundation's relative ownership, based on the value of the underlying assets of the entire Master Trust Fund, was approximately 4% at both December 31, 2015 and 2014.

3. Fair Value Measurements

The fair value of marketable equity securities (Level 1 of the fair value hierarchy) was approximately \$386,000 and \$502,000 at December 31, 2015 and 2014, respectively.

Based on the Foundation's method of accounting for its pooled units in the Master Trust Fund, Fair Value Measurement disclosure under ASC 820 is not required within the notes to the financial statements. Norton believes the carrying amount of the Master Trust Fund approximates fair value based on the nature of the underlying assets.

The fair value of the Foundation's pledges receivable based on discounted cash flow analysis (Level 2 methodology in the fair value hierarchy based on observable inputs through formal pledge agreements and other similar documents as well as market interest rates) and adjusted for consideration of the donor's credit, was \$18.3 million and \$18.5 million at December 31, 2015 and 2014, respectively. This technique is consistent with the income approach (i.e., discounted cash flow model).

Norton Healthcare Foundation, Inc.

Notes to Financial Statements (continued)

3. Fair Value Measurements (continued)

The Foundation is an income beneficiary of irrevocable trust funds held by others, valued at \$6.2 million and \$6.7 million as of December 31, 2015 and 2014, respectively. The Foundation has recorded the fair value of the ownership interest of the trusts based on its pro rata share of the underlying assets or income. Based on the observable inputs, typically marketable debt or equity securities held in the underlying irrevocable trusts, the Foundation has determined its beneficial interests in outside trusts fall in Level 2 of the fair value hierarchy. This technique is consistent with the market approach.

4. Refundable Advances

Refundable advances of \$2.2 million at both December 31, 2015 and 2014, represent assets transferred from the Norton Healthcare Petersdorf Fund (the Fund), an affiliated entity, to the Foundation during 2004 to support the development and advancement of clinical spine services at Norton Healthcare facilities. The principal of the Fund is restricted; however, if ever the restricted purpose cannot be fulfilled or no longer accords with the strategic plan of Norton, the Fund's assets shall revert to the Fund.

5. Temporarily and Permanently Restricted Net Assets

Temporarily and permanently restricted net assets are available for the following purposes:

	December 31	
	2015	2014
Temporarily restricted net assets:		
Purchase of capital	\$ 5,338,533	\$ 5,582,115
Service and programs	13,971,345	14,451,078
Education	4,379,996	4,885,937
Financial assistance, research, and other	5,437,937	5,375,504
	<u>\$ 29,127,811</u>	<u>\$ 30,294,634</u>

Norton Healthcare Foundation, Inc.

Notes to Financial Statements (continued)

5. Temporarily and Permanently Restricted Net Assets (continued)

	December 31	
	2015	2013
Permanently restricted net assets:		
Investments to be held in perpetuity, the income from which is expendable to support assistance for adult hospital-based programs (reported as temporarily restricted (losses) gains on investments)	\$ 10,682,259	\$ 10,680,022
Beneficial interest in trusts held by others, the income from which is expendable as general program support for Norton Hospitals (reported as temporarily restricted (losses) gains on investments)	6,027,960	6,508,863
	<u>\$ 16,710,219</u>	<u>\$ 17,188,885</u>

6. Endowment Funds

Endowment Funds

The Foundation's endowment consists of two donor-restricted endowment funds established for a variety of purposes. Net assets associated with the endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions.

Interpretation of Relevant Law

The Uniform Prudent Management of Institutional Funds Act (UPMIFA) was enacted in the Commonwealth of Kentucky on March 25, 2010. The Foundation has interpreted the UPMIFA as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, the Foundation classifies as permanently restricted net assets: (a) the original value of gifts donated to the permanent endowment (b) the original value of subsequent gifts to the permanent endowment and (c) market appreciation and/or investment income that is permanently restricted by the donor in the gift agreement. The remaining portion of the donor-restricted endowment fund that is not classified as permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by the Foundation.

Norton Healthcare Foundation, Inc.

Notes to Financial Statements (continued)

6. Endowment Funds (continued)

Investment Objectives and Policy

The Foundation follows the investment policy objectives of Norton. The long-term objective of the policy is to generate a return, which is sufficient to meet its current and expected future financial requirements, as defined by Norton's long-range financial plan. To accomplish this objective, Norton seeks to earn the greatest total return possible consistent with its general risk tolerance, the securities noted as eligible for purchase, and the asset allocation strategies included in the Investment Policy. The asset allocation includes investments in cash and cash equivalents, fixed income, domestic equity, international equity, global equity, which can be in the form of individual securities or mutual funds as well as real estate/real return, and hedge funds.

Spending Policy and How the Investment Objectives Relate to Spending Policy

The Foundation has adopted a 5% spending policy which is based upon a three-year rolling average of the fair market value of the endowment fund. The current year spending policy is calculated using year end December 31 market values.

In addition to the 5% spending policy, the Foundation considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

1. The duration and preservation of the fund
2. The purposes of the Foundation and the donor-restricted endowment fund
3. General economic conditions
4. The possible effect of inflation and deflation
5. The expected total return from income and the appreciation of investments
6. Other resources of the Foundation
7. The investment policies of the Foundation

Norton Healthcare Foundation, Inc.

Notes to Financial Statements (continued)

6. Endowment Funds (continued)

Funds with Deficiencies

From time to time, the fair value of assets associated with individual donor-restricted endowment funds may fall below the original fair market value of the gift. In accordance with ASC 958-205 *Not-for-Profit Entities Presentation of Financial Statements*, deficiencies of this nature are reported in unrestricted net assets. The Foundation will not appropriate funds from the endowment for spending until the current value of the fund exceeds the fair value of the original gift, unless an appropriation is deemed prudent based upon the factors listed above. There were no such deficiencies noted as of December 31, 2015 or 2014.

In 2015, the Foundation had the following endowment-related activities:

	Changes in Endowment Net Assets for the Year Ended December 31, 2015		
	Temporarily Restricted	Permanently Restricted	Total
Endowment net assets, beginning of year	\$ 1,907,774	\$ 10,680,022	\$ 12,587,796
Investment return:			
Investment income	243,724	–	243,724
Net depreciation (realized and unrealized)	(766,827)	–	(766,827)
Total investment return	(523,103)	–	523,103
Contributions less uncollectible pledges	–	2,237	2,237
Appropriation of endowment assets for expenditure	(582,028)	–	(582,028)
Endowment net assets, end of year	<u>\$ 802,643</u>	<u>\$ 10,682,259</u>	<u>\$ 11,484,902</u>

Norton Healthcare Foundation, Inc.

Notes to Financial Statements (continued)

6. Endowment Funds (continued)

In 2014, the Foundation had the following endowment-related activities:

	Changes in Endowment Net Assets for the Year Ended December 31, 2014		
	Temporarily Restricted	Permanently Restricted	Total
Endowment net assets, beginning of year	\$ 2,171,430	\$ 10,677,957	\$ 12,849,387
Investment return:			
Investment income	247,175	–	247,175
Net appreciation (realized and unrealized)	62,728	–	62,728
Total investment return	309,903	–	309,903
Contributions less uncollectible pledges	–	2,065	2,065
Appropriation of endowment assets for expenditure	(573,559)	–	(573,559)
Endowment net assets, end of year	<u>\$ 1,907,774</u>	<u>\$ 10,680,022</u>	<u>\$ 12,587,796</u>

7. Related-Party Transactions

Norton processes all cash receipts and cash disbursements for the Foundation. At December 31, 2015 and 2014, the accompanying statements of financial position include a net receivable from (payable to) Norton Healthcare, Inc. of approximately \$219,000 and \$(3,000), respectively, as a result of these transactions.

Norton donated personnel services to the Foundation of approximately \$29,000 in 2015, which increased both unrestricted contributions and personnel and benefits expense.

Norton Healthcare Foundation, Inc.

Notes to Financial Statements (continued)

7. Related-Party Transactions (continued)

The Foundation provided funding for adult services of Norton Hospitals for the year ended December 31, as follows:

	<u>2015</u>	<u>2014</u>
Capital projects	\$ 3,183,654	\$ 4,046,882
Financial assistance	57,100	29,447
Other program support	2,072,033	1,901,480
	<u>\$ 5,312,787</u>	<u>\$ 5,977,809</u>

8. Retirement Plan

The Foundation employees participate in the Norton Healthcare, Inc. Retirement Plan, which is a noncontributory defined benefit plan that covers substantially all full time employees. The Foundation also participates in Norton Healthcare, Inc. 403(b) Plan, a defined contribution plan.

9. Expense Allocation

The Foundation was charged 30% of the expenses of the development office of Norton in 2015 and 27% in 2014, representing approximately \$1.4 million and \$1.1 million in expense, which is the total management and general expenses in the statement of activities, in 2015 and 2014, respectively.

10. Subsequent Events

The Foundation has evaluated and discussed subsequent events through April 1, 2016, which is the date the financial statements were available to be issued.

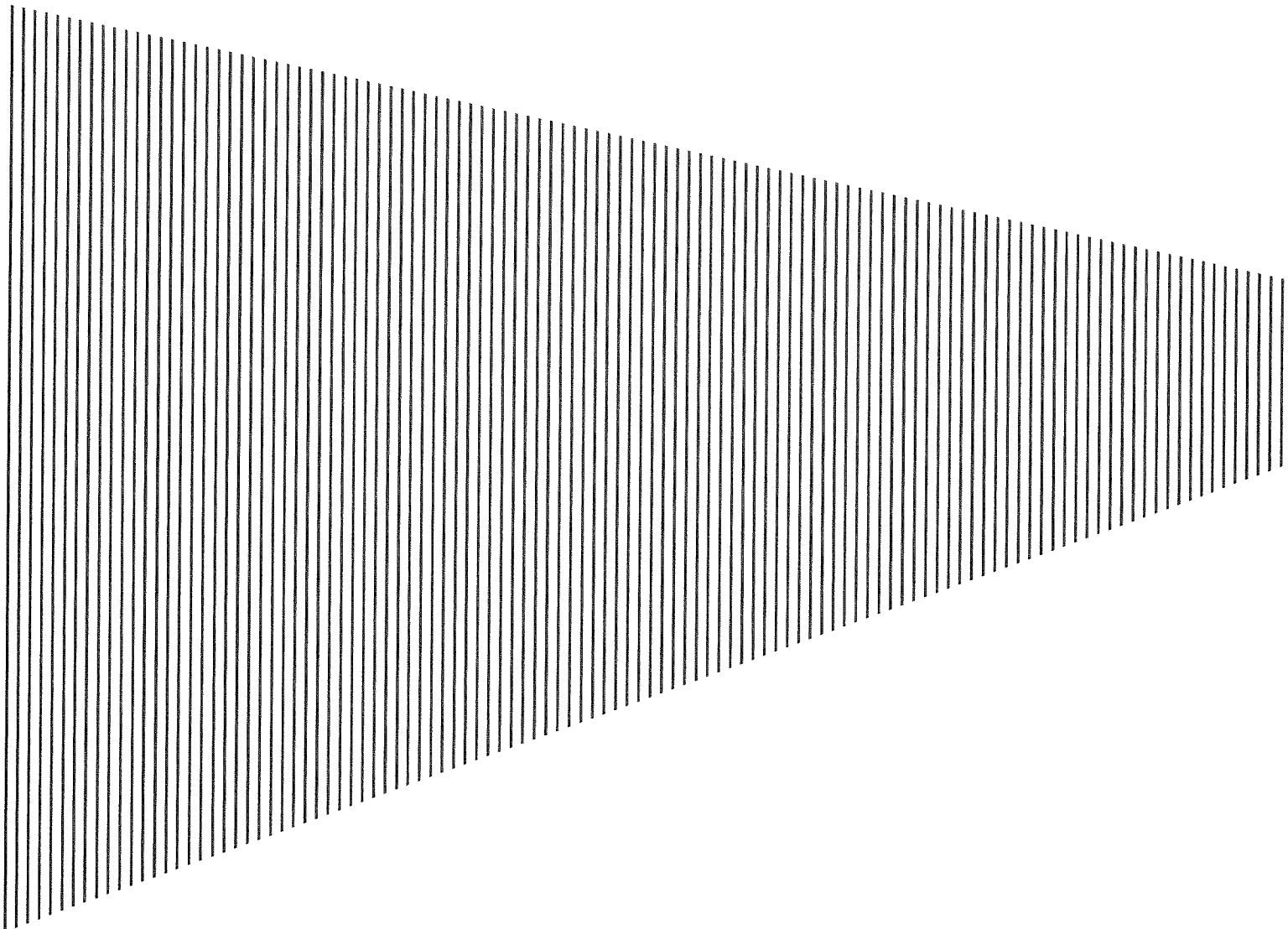
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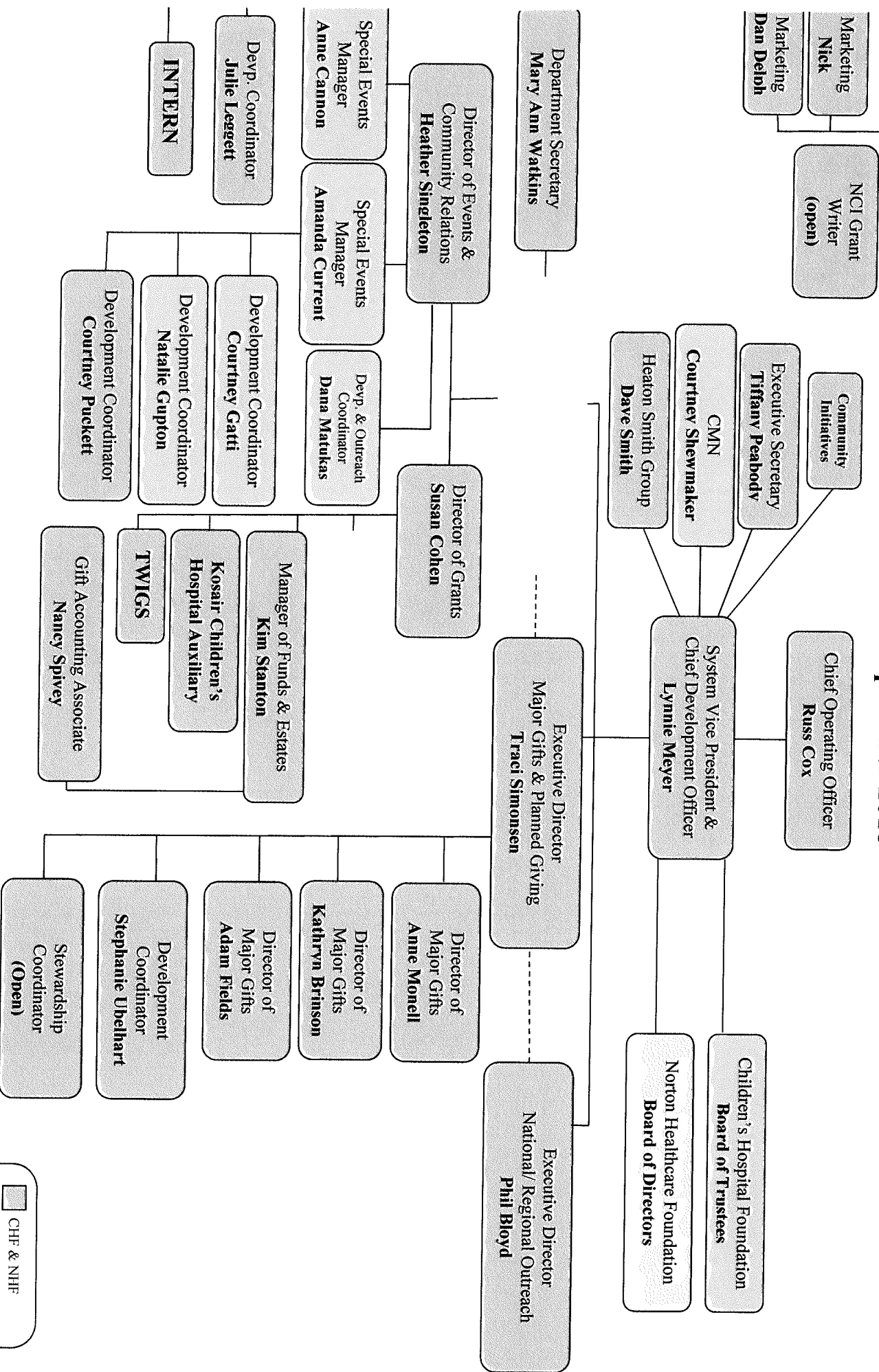
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Norton Healthcare Foundation Office September 2016



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Nick

Marketing
Dan Deloh

NCI Grant
Writer
(open)

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Initiatives

Executive Secretary
Tiffany Peabody

CMN
Courtney Shewmaker

Heaton Smith Group
Dave Smith

Chief Operating Officer
Russ Cox

System Vice President & Chief Development Officer
Lynnne Meyer

Executive Director
Major Gifts & Planned Giving
Traei Simonsen

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TWIGS

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Anne Monell

Director of Major Gifts
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Director of Major Gifts
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Development Coordinator
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Stewardship Coordinator
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NORTON HEALTHCARE FOUNDATION, INC.**General Information**

Organization Number	0081842
Name	NORTON HEALTHCARE FOUNDATION, INC.
Profit or Non-Profit	N - Non-profit
Company Type	KCO - Kentucky Corporation
Status	A - Active
Standing	G - Good
State	KY
File Date	7/15/1977
Organization Date	7/15/1977
Last Annual Report	3/28/2016
Principal Office	Norton Healthcare Foundation, Inc 234 EAST GRAY ST. Suite 450 LOUISVILLE, KY 40202
Registered Agent	ROBERT B. AZAR 4967 US HIGHWAY 42 SUITE 101 LOUISVILLE, KY 40222-6363

Current Officers

President	<u>Lee K Garlove</u>
Secretary	<u>Holly Schroering</u>
Treasurer	<u>Mark Moseley</u>
Director	<u>Curtis L Royce</u>
Director	<u>Holly Schroering</u>
Director	<u>Mark Mosley</u>

Individuals / Entities listed at time of formation

Director	<u>ERNEST M HAMPTON</u>
Director	<u>RUTH C NIEMEIER</u>
Director	<u>ELMER J SCHMEID</u>
Director	<u>ALTON E NEURATH</u>
Director	<u>JOHN T BONDURANT</u>
Incorporator	<u>ERNEST M HAMPTON</u>
Incorporator	<u>RUTH C NIEMEIER</u>
Incorporator	<u>ELMER J SCHMIED</u>
Incorporator	<u>ALTON E NEURATH</u>
Incorporator	<u>JOHN T BONDURANT</u>

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