

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Department of the Treasury
Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2012 calendar year, or tax year beginning , 2012, and ending , 20

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization THE REACH HEALTHCARE FOUNDATION			D Employer identification number 20-0337230	
	Doing Business As			E Telephone number (913) 432-4196	
	Number and street (or P.O. box if mail is not delivered to street address) 6700 ANTIOCH		Room/suite STE 200		
	City or town, state or country, and ZIP + 4 MERRIAM, KS 66204			G Gross receipts \$ 18,205,866.	
F Name and address of principal officer: BRENDA R SHARPE 6700 ANTIOCH, SUITE 200 MERRIAM, KS 66204			H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)		
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		J Website: ▶ WWW.REACHHEALTH.ORG			H(c) Group exemption number ▶
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			L Year of formation: 2004		M State of legal domicile: KS

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO ADDRESS THE HEALTH AND HEALTHCARE NEEDS OF MEDICALLY INDIGENT AND UNDERSERVED RESIDENTS OF ALLEN, JOHNSON & WYANDOTTE COUNTIES IN KS AND CASS, JACKSON, AND LAFAYETTE COUNTIES IN MO.				
	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	17.		
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	17.		
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	9.		
	6 Total number of volunteers (estimate if necessary)	6	30.		
	7a Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	29,072.		
b Net unrelated business taxable income from Form 990-T, line 34	7b	4,809.			
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	0	Current Year	255,000.
	9 Program service revenue (Part VIII, line 2g)		0		0
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		1,164,040.		5,341,704.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		7,248.		-22,181.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		1,171,288.		5,574,523.
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		4,183,975.	
14 Benefits paid to or for members (Part IX, column (A), line 4)			0		0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)			893,620.		981,470.
16a Professional fundraising fees (Part IX, column (A), line 11e)			0		0
b Total fundraising expenses (Part IX, column (D), line 25) ▶			0		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)			1,189,459.		1,407,962.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		6,267,054.		6,265,942.	
19 Revenue less expenses. Subtract line 18 from line 12		-5,095,766.		-691,419.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	117,496,146.	End of Year	125,159,665.
	21 Total liabilities (Part X, line 26)		2,278,203.		1,891,963.
	22 Net assets or fund balances. Subtract line 21 from line 20.		115,217,943.		123,267,702.

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			
	▶ Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name MICHAEL J. ENGLE	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00482834
	Firm's name ▶ BKD, LLP	EIN ▶ 44-0160260		Phone no. ▶ 816 221-6300	
	Firm's address ▶ 1201 WALNUT, SUITE 1700 KANSAS CITY, MO 64106-2246				

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

For Paperwork Reduction Act Notice, see the separate instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**.
- 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 <small>File by the due date for filing your return. See instructions.</small>	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number, see instructions Employer identification number (EIN) or
	THE REACH HEALTHCARE FOUNDATION	20-0337230
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	6700 ANTIOCH City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
MERRIAM, KS 66204		

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 1041-A	08
Form 4720 (individual)	03	Form 4720	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

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 JOANNE R YUN
Telephone No. 913 432-4196 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, 2013.
- For calendar year 2012, 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 ACCUMULATE THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0
b If this application is for Form 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	\$	0
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	\$	0

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 Title Date

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

- 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.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. THE REACH HEALTHCARE FOUNDATION	Employer identification number (EIN) or 20-0337230
	Number, street, and room or suite no. If a P.O. box, see instructions. 6700 ANTIOCH	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MERRIAM, KS 66204	

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	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 ▶ JOANNE R YUN

Telephone No. ▶ 913 432-4196 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 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year 2012 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 Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0
b If this application is for Form 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	\$	0
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	\$	0

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III [X]

1 Briefly describe the organization's mission:

INFORM AND EDUCATE THE PUBLIC AND FACILITATE ACCESS TO QUALITY HEALTHCARE FOR POOR AND UNDERSERVED PEOPLE.

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 [X] No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No

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

4a (Code:) (Expenses \$ 1,502,632. including grants of \$ 1,220,111.) (Revenue \$ 0)

MENTAL HEALTH GRANTS ARE AWARDED TO SUPPORT ACCESS TO MENTAL HEALTH SERVICES FOR PERSONS WHO ARE POOR AND MEDICALLY UNDERSERVED. THESE GRANTS ADDRESS EARLY INTERVENTION FOR CHILDREN AND ADOLESCENTS WITH MENTAL HEALTH/BEHAVIORAL PROBLEMS, TRAINING FOR AGENCY STAFF ON COMPLEX TRAUMA, CONNECTING INDIVIDUALS WITH CULTURALLY COMPETENT MENTAL HEALTH SERVICES AND OTHER RELATED WORK. IN 2012, 19 MENTAL HEALTH GRANTS WERE AWARDED.

4b (Code:) (Expenses \$ 1,913,699. including grants of \$ 1,553,891.) (Revenue \$ 0)

SAFETY NET HEALTH SERVICES GRANTS INCREASE ACCESS TO COMPREHENSIVE PRIMARY CARE FOR PERSONS WHO ARE POOR AND MEDICALLY UNDERSERVED. SAFETY NET HEALTH SERVICES GRANTS SUPPORT THE OPERATIONS OF PRIMARY CARE CLINICS THAT SERVE IN LOW-INCOME AND UNINSURED POPULATIONS, CHRONIC DISEASE MANAGEMENT AND REFERRALS TO SPECIALTY HEALTH SERVICES AND OTHER RELATED WORK. IN 2012, 35 SAFETY NET HEALTH SERVICE GRANTS WERE AWARDED.

4c (Code:) (Expenses \$ 888,672. including grants of \$ 515,390.) (Revenue \$ 0)

SYSTEMIC GRANTS SUPPORT ORGANIZATIONS AND PROGRAMS THAT IMPROVE ACCESS TO AND QUALITY OF HEALTH CARE SERVICES FOR PERSONS WHO ARE POOR AND MEDICALLY UNDERSERVED BY WORKING ON PROCESSES AND POLICIES ACROSS MULTIPLE ORGANIZATIONS, SYSTEMS AND SECTORS. ORGANIZATIONS THAT RECEIVE SYSTEMIC GRANTS DO NOT, THEMSELVES, PROVIDE DIRECT PATIENT CARE. IN 2012, 10 SYSTEMIC GRANTS WERE AWARDED.

4d Other program services (Describe in Schedule O.)

(Expenses \$ 723,066. including grants of \$ 587,118.) (Revenue \$ 0)

4e Total program service expenses 5,028,069.

Part IV Checklist of Required Schedules

Table with 3 columns: Question number, Yes, No. Rows include questions 1 through 20b regarding organizational requirements and reporting.

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i>	X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III.</i>		X
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>	X	
24 a 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 25.</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
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?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25 a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i>		X
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>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II.</i>		X
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>		X
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>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
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>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i>		X
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>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
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>		X
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>	X	
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>	X	
35 a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
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>		
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>		X
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>		X
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	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

Table with columns for question number, question text, and Yes/No response boxes. Includes questions 1a through 14b regarding IRS filings and tax compliance.

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 to any question in this Part VI. [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include 1a (17), 1b (17), 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

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

Table with 3 columns: Question, Yes, No. Rows include 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed KS, MO,
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.
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: JOANNE R YUN 6700 ANTIOCH, SUITE 200 MERRIAM, KS 66204 913-432-4196

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

Check if Schedule O contains a response to any question 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) DANA ABRAHAM DIRECTOR	5.00	X						0	0	0
(2) BRENDA BOHATY DDS DIRECTOR	5.00	X						0	0	0
(3) WILLIAM BRUNING CHAIRMAN/DIRECTOR	5.00	X		X				0	0	0
(4) TOM CARRICO DIRECTOR	5.00	X						0	0	0
(5) J.C. COWDEN, M.D. DIRECTOR	5.00	X						0	0	0
(6) HAROLD JOHNSON JR SECRETARY/DIRECTOR	5.00	X		X				0	0	0
(7) RANDY LOPEZ DIRECTOR	5.00	X						0	0	0
(8) EVE MCGEE DIRECTOR	5.00	X						0	0	0
(9) CHAD MOORE POLICY COMM CHAIR/DIRECTOR	5.00	X		X				0	0	0
(10) STUART MUNRO, M.D. DIRECTOR	5.00	X						0	0	0
(11) GEORGE PIERSON, M.D. DIRECTOR	5.00	X						0	0	0
(12) RAYMOND RICO DIRECTOR	5.00	X						0	0	0
(13) JANIE SCHUMAKER VICE CHAIRMAN/DIRECTOR	5.00	X		X				0	0	0
(14) BRAD STRATTON TREASURER, FINANCE COMM CHAIR	5.00	X		X				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) RACHELLE STYLES DIRECTOR	5.00	X						0	0	0
(16) LIZ WEHLAGE DIRECTOR	5.00	X						0	0	0
(17) JUDY WORKS DIRECTOR	5.00	X						0	0	0
(18) HEIDI CASHMAN DIRECTOR	5.00	X						0	0	0
(19) KEN DAVIS DIRECTOR	5.00	X						0	0	0
(20) KUMAR ETHIRAJAN DIRECTOR	5.00	X						0	0	0
(21) KAREN GILPIN DIRECTOR	5.00	X						0	0	0
(22) SCOTT GLASRUD CHAIRMAN/DIRECTOR	5.00	X		X				0	0	0
(23) EVE MCGEE DIRECTOR	5.00	X						0	0	0
(24) TIM MICHEL TREASURER/FINANCE COMM CHAIR	5.00	X		X				0	0	0
(25) BRENDA R SHARPE PRESIDENT/CEO	40.00			X				202,427.	0	62,001.
1b Sub-total								0	0	0
c Total from continuation sheets to Part VII, Section A								398,432.	0	120,141.
d Total (add lines 1b and 1c)								398,432.	0	120,141.

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 **2**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
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? <i>If "Yes," complete Schedule J for such individual</i>	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	X	

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
CAMBRIDGE ASSOCIATES MENLO PARK, CA 94025	INVEST CONSULTANT	156,352.
CULTURAL COMPETENCY CONSULTING, LLC DENVER, CO 80220	CONSULTANT	120,000.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **2**

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			
(26) JOANNE R YUN CFO	32.00			X				82,185.	0	38,002.
(27) WILLIAM MOORE VP PROGRAM, POLICY&EVALUATION	40.00					X		113,820.	0	20,138.
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

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 **2**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
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? <i>If "Yes," complete Schedule J for such individual</i>	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	X	

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 in compensation from the organization **2**

Part VIII Statement of Revenue

Check if Schedule O contains a response to any question 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, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions) . .	1e					
	f All other contributions, gifts, grants, and similar amounts not included above .	1f	255,000.				
	g Noncash contributions included in lines 1a-1f: \$						
	h Total. Add lines 1a-1f ▶			255,000.			
Program Service Revenue	Business Code						
	2a _____						
	b _____						
	c _____						
	d _____						
	e _____						
	f All other program service revenue						
g Total. Add lines 2a-2f ▶			0				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶			687,117.			687,117.
	4 Income from investment of tax-exempt bond proceeds . . . ▶			0			
	5 Royalties ▶			0			
		(i) Real	(ii) Personal				
	6a Gross rents						
	b Less: rental expenses	6,625.					
	c Rental income or (loss)	-6,625.					
	d Net rental income or (loss) ▶			-6,625.		-6,625.	
		(i) Securities	(ii) Other				
	7a Gross amount from sales of assets other than inventory	17,279,305.					
	b Less: cost or other basis and sales expenses	12,624,718.					
	c Gain or (loss)	4,654,587.					
	d Net gain or (loss) ▶			4,654,587.		51,253.	4,603,334.
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 a						
	b Less: direct expenses b						
c Net income or (loss) from fundraising events ▶			0				
9a Gross income from gaming activities. See Part IV, line 19 a							
b Less: direct expenses b							
c Net income or (loss) from gaming activities ▶			0				
10a Gross sales of inventory, less returns and allowances a							
b Less: cost of goods sold b							
c Net income or (loss) from sales of inventory ▶			0				
Miscellaneous Revenue			Business Code				
11a <u>ORDINARY K-1 INCOME</u>	900099		-15,556.		-15,556.		
b _____							
c _____							
d All other revenue							
e Total. Add lines 11a-11d ▶			-15,556.				
12 Total revenue. See instructions ▶			5,574,523.		29,072.	5,290,451.	

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 to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21 .	3,876,510.	3,876,510.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	384,614.	171,878.	212,736.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	452,545.	406,677.	45,868.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	30,250.	27,844.	2,406.	
9 Other employee benefits	63,843.	62,854.	989.	
10 Payroll taxes	50,218.	36,995.	13,223.	
11 Fees for services (non-employees):				
a Management	0			
b Legal	36,831.		36,831.	
c Accounting	39,964.		39,964.	
d Lobbying	35,000.	35,000.		
e Professional fundraising services. See Part IV, line 17	0			
f Investment management fees	644,189.		644,189.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	230,970.	217,936.	13,034.	
12 Advertising and promotion	9,199.	8,195.	1,004.	
13 Office expenses	34,126.	10,326.	23,800.	
14 Information technology	44,639.	28,249.	16,390.	
15 Royalties	0			
16 Occupancy	155,013.	48,989.	106,024.	
17 Travel	35,677.	30,391.	5,286.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	61,817.	54,704.	7,113.	
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	44,035.	22,741.	21,294.	
23 Insurance	20,725.		20,725.	
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 <u>EQUIPMENT LEASING & EXPENSE</u>	18,891.	1,017.	17,874.	
b <u>MEMBERSHIP DUES</u>	14,395.	12,345.	2,050.	
c <u>GRANT REFUNDS/ADJUSTMENTS</u>	-33,333.	-33,333.		
d <u>STAFF DEVELOPMENT</u>	9,376.	6,991.	2,385.	
e All other expenses	6,448.	1,760.	4,688.	
25 Total functional expenses. Add lines 1 through 24e	6,265,942.	5,028,069.	1,237,873.	
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)	0			

Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	224.	1	206.
	2 Savings and temporary cash investments	5,921,163.	2	4,102,519.
	3 Pledges and grants receivable, net	0	3	0
	4 Accounts receivable, net	0	4	0
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	26,967.	9	30,135.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 471,152.		
	b Less: accumulated depreciation	10b 338,958.	99,416.	10c 132,194.
	11 Investments - publicly traded securities	84,386,149.	11	86,449,323.
	12 Investments - other securities. See Part IV, line 11	27,044,182.	12	34,435,139.
	13 Investments - program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets. See Part IV, line 11	18,045.	15	10,149.
16 Total assets. Add lines 1 through 15 (must equal line 34)	117,496,146.	16	125,159,665.	
Liabilities	17 Accounts payable and accrued expenses	152,601.	17	184,125.
	18 Grants payable	2,125,602.	18	1,707,838.
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	0	25	0
	26 Total liabilities. Add lines 17 through 25	2,278,203.	26	1,891,963.
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	115,217,943.	27	123,267,702.
	28 Temporarily restricted net assets	0	28	0
	29 Permanently restricted net assets	0	29	0
	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	115,217,943.	33	123,267,702.	
34 Total liabilities and net assets/fund balances	117,496,146.	34	125,159,665.	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	5,574,523.
2	Total expenses (must equal Part IX, column (A), line 25)	2	6,265,942.
3	Revenue less expenses. Subtract line 2 from line 1	3	-691,419.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	115,217,943.
5	Net unrealized gains (losses) on investments	5	8,741,178.
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	123,267,702.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question 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		X
2b	X	
2c	X	
3a		X
3b		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization THE REACH HEALTHCARE FOUNDATION	Employer identification number 20-0337230
--	---

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

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

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)

- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a Type I b Type II c Type III-Functionally integrated d Type III-Non-functionally integrated

e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

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

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A) SEE ATTACHMENT									3,876,510.
(B)									
(C)									
(D)									
(E)									
Total									3,876,510.

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

Schedule A (Form 990 or 990-EZ) 2012

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

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income. Do not include gain or loss from the sale of capital assets; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities; 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.

Section C. Computation of Public Support Percentage

Table with 3 columns: Line number, Description, and Percentage. Rows include: 14 Public support percentage for 2012; 15 Public support percentage from 2011 Schedule A; 16a 33 1/3% support test - 2012; b 33 1/3% support test - 2011; 17a 10%-facts-and-circumstances test - 2012; b 10%-facts-and-circumstances test - 2011; 18 Private foundation.

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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6.						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ►

b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ►

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►

Part IV Supplemental Information. Complete this part to 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).

SUPPORTED ORGANIZATIONS

SCHEDULE A, PART I, LINE 11H

THE REACH HEALTH CARE FOUNDATION ("FOUNDATION") IS OPERATED EXCLUSIVELY TO BENEFIT, TO PERFORM THE FUNCTIONS OF, OR TO CARRY OUT THE PURPOSES OF ONE OR MORE ORGANIZATIONS DESCRIBED IN SECTION 509(A)(1) AND SECTION 509(A)(2) OF THE CODE. THE ORGANIZATIONS THAT THE FOUNDATION IS TO SUPPORT (THE "SUPPORTED ORGANIZATIONS") ARE GOVERNMENTAL UNITS AND ORGANIZATIONS DESCRIBED IN SECTION 509(A)(1) AND SECTION 509(A)(2) OF THE CODE, A PRIMARY PURPOSE OR FUNCTION OF EACH OF WHICH IS EITHER TO PROVIDE OR TO FACILITATE OR ASSURE THE PROVISION OF BASIC OR NEEDED PHYSICAL AND MENTAL HEALTH CARE SERVICES TO ALL CITIZENS OF THE REGION OR TO SUPPORT AND PROMOTE OR TO FACILITATE OR ASSURE THE SUPPORT AND PROMOTION OF THE PHYSICAL AND MENTAL HEALTH OF ALL CITIZENS OF THE REGION, OR BOTH. THE ORGANIZATIONS THAT ARE SUPPORTED ORGANIZATIONS WILL VARY FROM TIME TO TIME AS NEW SUPPORTED ORGANIZATIONS ARE SUBSTITUTED FOR OTHER SUPPORTED ORGANIZATIONS, AS NEW SUPPORTED ORGANIZATIONS COME INTO EXISTENCE AND BEGIN TO FUNCTION AND AS SUPPORTED ORGANIZATIONS CEASE TO FUNCTION. THE FOUNDATION MAY VARY THE AMOUNT OF SUPPORT THAT IT PROVIDES FROM TIME TO TIME TO ANY SUPPORTED ORGANIZATIONS. THE REGION IS WYANDOTTE, JOHNSON AND ALLEN COUNTIES IN KANSAS AND KANSAS CITY, MISSOURI AND JACKSON, CASS AND LAFAYETTE COUNTIES IN MISSOURI.

THE SUPPORTED ORGANIZATIONS THAT CONTROL THE FOUNDATION ARE LISTED IN THE ATTACHED SCHEDULE, AND THE SUPPORTED ORGANIZATIONS THAT RECEIVED GRANTS FROM THE FOUNDATION IN 2012 ARE ALSO LISTED IN THE ATTACHMENT TO SCHEDULE A. THESE SUPPORTED ORGANIZATIONS WERE THE FOUNDATION'S SUPPORTED

Part IV **Supplemental Information.** Complete this part to 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).

ORGANIZATIONS IN 2012.

The Reach Healthcare Foundation

EIN 20-0337230

Form 990, Schedule A Part IV - Supplemental Information

Form 990, Schedule A Part I - Supported Organizations Listing

Name of Supported Organization	EIN	Code Section or Governmental Entity Name	Type of Organization	Type of Organization	(V)	(VI)	Amount of Support
Cass Community Health Foundation	43-1349495	501c(3)	11a				123,950
Central Plains Regional Health Care Foundation, Inc.	48-1200868	501c(3)	7				30,000
Children's Dental Health Project, Inc.	06-1561317	501c(3)	7				5,000
Children's Mercy Hospitals and Clinics	44-0605373	501c(3)	3				2,500
Communities Creating Opportunity	43-1127845	501c(3)	9				155,100
Community Health Center of Southeast Kansas, Inc.	75-3002264	501c(3)	9				95,000
Comprehensive Mental Health Services, Inc.	43-0949079	501c(3)	9				119,335
ConnectCASS	43-1828599	501c(3)	7				4,000
Crittenton Children's Center	44-0545808	501c(3)	3				112,220
DeLaSalle Education Center	43-0971728	501c(3)	2				95,894
DentaQuest Institute	20-5312990	501c(3)	11a - Type I				40,000
Duchesne Clinic	48-1009910	501c(3)	3				100,500
El Centro, Inc.	36-2904073	501c(3)	7				4,500
Foundation Of The Metropolitan Community Colleges	51-0181875	501c(3)	7				9,885
Giving the Basics, Inc.	45-3069975	501c(3)	7				2,500
Health Care Coalition of Lafayette County	30-0349221	501c(3)	7				104,000
Health Partnership Clinic	48-1115529	501c(3)	7				132,500
Hope Family Care Center	26-4021005	501c(3)	7				50,000
Institute for International Medicine	75-3128625	501c(3)	7				58,316
JayDoc Free Clinic KU Endowment	48-0547734	501c(3)	5				19,676
Johnson County Mental Health Center	48-0678625	Johnson County, KS	---				100,000
Kansas Action for Children	48-0879502	501c(3)	7				110,000
Kansas Association for the Medically Underserved	48-1110925	501c(3)	7				113,000
Kansas City CARE Clinic	43-0967292	501c(3)	7				100,000
Kansas Department of Health & Environment	48-6029925	State of KS	---				50,000
Kansas Health Consumer Coalition, Inc.	73-1733371	501c(3)	7				54,710
KidsTLC	48-0774593	501c(3)	7				500
KU School of Social Welfare KU Endowment	48-0547734	501c(3)	5				72,435
Lafayette County Health Department	43-1241723	Lafayette County, MO	---				25,357
Mattie Rhodes Center	44-0546343	501c(3)	7				96,222
Mid-America Regional Council Community Services Corporation	20-1824454	501c(3)	11-Type I				185,000
Missouri Coalition For Oral Health	20-5032836	501c(3)	7				50,000
Missouri Coalition For Primary Health Care dba Missouri Primary Care Association	43-1419937	501c(3)	7				2,500
Missouri Health Advocacy Alliance	26-3426303	501c(3)	9				111,219
National Alliance on Mental Illness of Greater Kansas City	43-1209702	501c(3)	9				132,958
Niles Home for Children	44-0565392	501c(3)	7				114,268
Oral Health Kansas, Inc.	20-0337278	501c(3)	7				105,000
PACES	27-1701100	501c(3)	3				100,000
Qualis Health	91-1072875	501c(3)	9				173,290
ReDiscover	23-7169417	501c(3)	9				134,000
reStart, Inc.	43-1349378	501c(3)	9				4,000
Samuel U. Rodgers Health Center, Inc.	43-0899356	501c(3)	3				13,000
Silver City Health Center KU Endowment	48-0547734	501c(3)	5				100,000

Sojourner Health Clinic University of Missouri-Kansas City	43-6003859	non-profit/non-taxed org. under Section 115	---				40,850
StandUp Blue Springs, Inc.	20-0889555	501c(3)	9				63,693
Sunflower House, Inc.	48-0918698	501c(3)	7				150
Support Kansas City Inc	31-1717077	501c(3)	11a-Type I				500
Synergy Services, Inc.	43-0970674	501c(3)	7				154,235
The Children's Place	51-0195216	501c(3)	7				108,779
The Missouri Budget Project	26-0062334	501c(3)	7				52,000
Thrive Allen County, Inc.	32-0198379	501c(3)	7				4,500
Truman Medical Center Charitable Foundation	43-1194064	501c(3)	7				6,000
Turner House Children's Clinic	48-1151382	501c(3)	7				103,000
UMKC Miles of Smiles University of Missouri-Kansas City	43-6003859	non-profit/non-taxed org. under Section 115	---				88,680
United Community Services of Johnson County	48-0914699	501c(3)	7				2,500
United Way of Greater Kansas City	44-0545812	501c(3)	7				5,288
Wyandot, Inc.	26-3338038	501c(3)	7				34,000
TOTAL AMOUNT OF SUPPORT							3,876,510

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

2012

Name of the organization THE REACH HEALTHCARE FOUNDATION	Employer identification number 20-0337230
--	---

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, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization 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) and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to 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 of \$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 Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **THE REACH HEALTHCARE FOUNDATION**

Employer identification number

20-0337230

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	----- ----- -----	\$ 250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	----- ----- -----	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization THE REACH HEALTHCARE FOUNDATION

Employer identification number

20-0337230

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

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

Name of organization THE REACH HEALTHCARE FOUNDATION	Employer identification number 20-0337230
---	---

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.** 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	
----- ----- -----		----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**

▶ **See separate instructions.**

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization THE REACH HEALTHCARE FOUNDATION	Employer identification number 20-0337230
--	---

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$ 0
- 3 Volunteer hours

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955. ▶ \$ 0
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file **Form 1120-POL** for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.
(1)	-----			
(2)	-----			
(3)	-----			
(4)	-----			
(5)	-----			
(6)	-----			

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1 a	Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	35,000.													
c	Total lobbying expenditures (add lines 1a and 1b)	35,000.													
d	Other exempt purpose expenditures	6,230,942.													
e	Total exempt purpose expenditures (add lines 1c and 1d)	6,265,942.													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	463,297.													
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;">If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)	115,824.													
h	Subtract line 1g from line 1a. If zero or less, enter -0-	0	0												
i	Subtract line 1f from line 1c. If zero or less, enter -0-	0	0												
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No													

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2 a Lobbying nontaxable amount	496,796.	489,566.	463,353.	463,297.	1,913,012.
b Lobbying ceiling amount (150% of line 2a, column (e))					2,869,518.
c Total lobbying expenditures	22,966.	32,451.	5,198.	35,000.	95,615.
d Grassroots nontaxable amount	124,199.	122,392.	115,838.	115,824.	478,253.
e Grassroots ceiling amount (150% of line 2d, column (e))					717,380.
f Grassroots lobbying expenditures	10,898.	31,742.			42,640.

Schedule C (Form 990 or 990-EZ) 2012

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

Table with 3 main columns: (a) Yes/No, (b) Amount. Rows include: 1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation...; 2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?; 2b If "Yes," enter the amount of any tax incurred under section 4912; 2c If "Yes," enter the amount of any tax incurred by organization managers under section 4912; 2d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

Table with 3 columns: Question, Yes, No. Rows include: 1 Were substantially all (90% or more) dues received nondeductible by members?; 2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?; 3 Did the organization agree to carry over lobbying and political expenditures from the prior year?

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

Table with 2 columns: Question, Amount. Rows include: 1 Dues, assessments and similar amounts from members; 2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid); 2a Current year; 2b Carryover from last year; 2c Total; 3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues; 4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?; 5 Taxable amount of lobbying and political expenditures (see instructions)

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

Horizontal dashed lines for supplemental information input.

Part IV Supplemental Information *(continued)*

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

Name of the organization: THE REACH HEALTHCARE FOUNDATION; Employer identification number: 20-0337230

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 1-4 for totals, 5-6 for questions about donor advisement.

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

Questions 1-9 regarding conservation easements, including a table for 'Held at the End of the Tax Year' with rows 2a-2d.

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.

Questions 1a-1b and 2a-2b regarding collections of art and historical treasures, including dollar amounts.

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?

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?

b If "Yes," explain the arrangement in Part XIII and complete the following table:

Table with 2 columns: Description, Amount. Rows: 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance.

2a Did the organization include an amount on Form 990, Part X, line 21?

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.

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows: 1a-1g (Beginning of year balance, Contributions, Net investment earnings, gains, and losses, Grants or scholarships, Other expenditures for facilities and programs, Administrative expenses, End of year balance).

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 %
c Temporarily restricted endowment %

The percentages in lines 2a, 2b, and 2c should equal 100%.

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

- (i) unrelated organizations
(ii) related organizations

Table with 2 columns: Yes, No. Rows: 3a(i), 3a(ii), 3b.

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

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

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Table with 5 columns: (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows: 1a Land, b Buildings, c Leasehold improvements, d Equipment, e Other, Total.

Part VII Investments - Other Securities. 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) ALT. INV. PARTNERSHIP INTEREST	34,435,139.	FMV
(B) -----		
(C) -----		
(D) -----		
(E) -----		
(F) -----		
(G) -----		
(H) -----		
(I) -----		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶	34,435,139.	

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

2. FIN 48 (ASC 740) Footnote. 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

1	Total revenue, gains, and other support per audited financial statements		1	13,671,512.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a 8,741,178.		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	8,741,178.
3	Subtract line 2e from line 1		3	4,930,334.
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 644,189.		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	644,189.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)		5	5,574,523.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements		1	5,621,753.
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		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	5,621,753.
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 644,189.		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	644,189.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)		5	6,265,942.

Part XIII Supplemental Information

Complete this part to 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.

UNCERTAIN TAX POSITIONS DISCLOSURE

SCHEDULE D, PART X, LINE 2

MANAGEMENT HAS EVALUATED THEIR INCOME TAX POSITIONS UNDER THE GUIDANCE

INCLUDED IN ASC 740. BASED ON THEIR REVIEW, MANAGEMENT HAS NOT IDENTIFIED

ANY MATERIAL UNCERTAIN TAX POSITIONS TO BE RECORDED OR DISCLOSED IN THE

FINANCIAL STATEMENTS.

Part XIII Supplemental Information *(continued)*

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.**

▶ **Attach to Form 990. ▶ See separate instructions.**

Name of the organization

THE REACH HEALTHCARE FOUNDATION

Employer identification number

20-0337230

Part I **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? **Yes** **No**

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) CENTRAL AMERICA/CARIBBEAN			INVESTMENTS		4,397,526.
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total					4,397,526.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)					4,397,526.

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

Schedule F (Form 990) 2012

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
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(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. ▶ -----

3 Enter total number of other organizations or entities. ▶ -----

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
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(6)							
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(10)							
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(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No

- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* Yes No

- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)* Yes No

- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* Yes No

- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)* Yes No

- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)* Yes No

Part V **Supplemental Information**

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

▶ Attach to Form 990.

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

THE REACH HEALTHCARE FOUNDATION

Employer identification number

20-0337230

Part I General Information on Grants and Assistance

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

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

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)	SEE SCHEDULE I ATTACHMENT			3,876,510.				
(2)								
(3)								
(4)								
(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 98.

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

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

Schedule I (Form 990) (2012)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on 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
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Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

PROCEDURES FOR MONITORING THE USE OF GRANT FUNDS IN THE U.S.

SCHEDULE I, PART I, LINE 2

THE BOARD HAS ESTABLISHED AND APPROVED A DISTINCT POLICY OUTLINING THE FOUNDATION'S GRANTS REVIEW, DUE DILIGENCE, AND APPROVAL PROCESS IN DETAIL. FINANCIAL CONTROLS ARE INTEGRATED INTO THE GRANTS POLICY AND PROCESS. THE FOLLOWING PARAMETERS AND LEVELS OF AUTHORIZATION HAVE BEEN ESTABLISHED:

COMPETITIVE GRANT PROCESS -- THE FOUNDATION AWARDS COMPETITIVE GRANTS - DURING ONE OPEN REQUEST FOR PROPOSAL (RFP) CYCLE EACH YEAR. GRANT

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on 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
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Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

GUIDELINES AND CRITERIA WILL BE DEVELOPED AND REVISITED ANNUALLY BY STAFF AND APPROVED BY THE PROGRAM AND POLICY COMMITTEE PRIOR TO THE RELEASE OF THE RFP.

THE STAFF, ACTING AT THE DISCRETION OF THE CEO, AUTHORIZES: DISPOSITION OF LETTERS OF INTENT AND DISPOSITION OF COMPETITIVE GRANT PROPOSALS UP TO \$150,000. STAFF, PRIOR TO AUTHORIZING GRANTS, WILL CONDUCT A DUE DILIGENCE REVIEW OF FACTORS THAT MAY INCLUDE APPLICANT GOVERNANCE, MISSION, CAPACITY, FINANCIAL HEALTH, PAST PERFORMANCE AND LOGIC OF PROGRAM DESIGN, WHICH WILL THEN BE SUBJECT TO PEER REVIEW AND APPROVAL BY

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on 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
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Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

THE CEO.

THE PROGRAM & POLICY COMMITTEE AUTHORIZES: RECOMMENDATIONS FOR BOARD ACTION REGARDING THE DISPOSITION OF COMPETITIVE GRANT PROPOSALS EXCEEDING \$150,000; AND DISCONTINUATION OR TERMINATION OF A GRANT FOR CAUSE.

THE BOARD OF DIRECTORS AUTHORIZES: DISPOSITION OF COMPETITIVE GRANT PROPOSALS EXCEEDING \$150,000.

STAFF DISCRETIONARY GRANTS PROCESS - THE FOUNDATION AWARDS STAFF

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on 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
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Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

DISCRETIONARY GRANTS THROUGHOUT THE YEAR. THESE INCLUDE CAPACITY GRANTS, CEO DISCRETIONARY GRANTS, SOLICITED GRANTS, CORE OPERATING GRANTS, JOINT VENTURES AND ADVOCACY GRANTS. TOTAL STAFF DISCRETIONARY GRANTS FOR A GIVEN YEAR CANNOT EXCEED 20% OF ANNUAL BOARD-APPROVED GRANT AND PROGRAM BUDGET.

STAFF DISCRETIONARY GRANTS MUST BE CONSISTENT WITH THE FOUNDATION'S MISSION AND STRATEGY, AND A REPORT OF ALL DISCRETIONARY GRANTS MADE WILL BE PROVIDED TO THE PROGRAM AND POLICY COMMITTEE AT EACH OF ITS REGULAR MEETINGS. STAFF, PRIOR TO AUTHORIZING GRANTS, WILL CONDUCT A DUE

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on 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
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Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

DILIGENCE REVIEW OF FACTORS THAT MAY INCLUDE APPLICANT GOVERNANCE,
MISSION, CAPACITY, FINANCIAL HEALTH, PAST PERFORMANCE AND LOGIC OF
PROGRAM DESIGN, WHICH WILL THEN BE SUBJECT TO PEER REVIEW AND APPROVAL BY
THE CEO.

THE PRESIDENT AND CEO AUTHORIZES, WITHIN THE LIMITS OF THE CURRENT
BOARD-APPROVED BUDGET: DISPOSITION OF STAFF DISCRETIONARY GRANT REQUESTS
UP TO \$150,000 PER GRANT.

INITIATIVES - THE FOUNDATION, FROM TIME TO TIME, UNDERTAKES INITIATIVES

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on 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
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Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

IN ORDER TO ADDRESS SYSTEM-LEVEL ISSUES THAT AFFECT ACCESS TO AND/OR QUALITY OF CARE FOR INDIVIDUALS WHO ARE POOR AND UNDERSERVED. AN INITIATIVE IS SUBSTANTIVELY DIFFERENT FROM A GRANT IN THAT IT TYPICALLY INVOLVES A LONGER TIME HORIZON, MULTIPLE FUNDING PARTNERS AND GRANTEES, A COMBINATION OF GRANTMAKING TOOLS, CONTRACTS AND TECHNICAL ASSISTANCE, AND A SIGNIFICANT ALLOCATION OF STAFF TIME AND THE FOUNDATION'S RESOURCES. THE PROGRAM & POLICY COMMITTEE AUTHORIZES: STAFF TO RESEARCH AND PROPOSE INITIATIVES FOR CONSIDERATION TO THE COMMITTEE. PROPOSALS WILL INCLUDE THE NEED, FEASIBILITY, APPROPRIATE STRUCTURE, NECESSARY PARTNERS, ESTIMATED COST, AND EXPECTED OUTCOMES OF POTENTIAL INITIATIVES;

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on 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
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Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

RECOMMENDATION FOR BOARD ACTION REGARDING INITIATIVE PROPOSALS; AND

PERIODIC REPORTS TO THE BOARD ABOUT INITIATIVE-RELATED ACTIVITIES AND

THEIR OUTCOMES.

THE BOARD OF DIRECTORS AUTHORIZES: DISPOSITION OF ALL INITIATIVE

PROPOSALS.

AUTHORIZATION OF PAYMENTS - GRANT AWARDS OF \$30,000 AND BELOW ARE ISSUED

IN A SINGLE PAYMENT BASED ON THE PRESIDENT AND CEO'S AUTHORIZATION. FOR

GRANT AWARDS EXCEEDING \$30,000, THE NUMBER OF PAYMENTS, TIMING OF

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on 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
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Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

PAYMENTS AND AMOUNTS ARE APPROVED BY THE PRESIDENT AND CEO AND OUTLINED
 IN THE FULLY EXECUTED GRANT AGREEMENT.

FOR AWARDS ISSUED IN MULTIPLE INSTALLMENTS, THE RELEASE OF SUBSEQUENT
 PAYMENTS IS INITIATED BY STAFF ASSIGNED TO THE GRANT AND APPROVED BY THE
 VICE PRESIDENT OF OPERATIONS AND CFO, BASED ON SPENDING THRESHOLDS AND
 CONTINGENCIES OUTLINED IN THE GRANT AGREEMENT.

GRANT AGREEMENTS - ALL GRANTS OVER \$10,000 REQUIRE A GRANT AGREEMENT
 WHICH SPECIFIES THE AMOUNT AND TERMS OF THE AWARD, REPORTING

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on 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
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Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

REQUIREMENTS, CONTINGENCIES ATTACHED TO THE AWARD, AND EXPECTATIONS WITH REGARD TO THE GRANTEE'S TAX STATUS AND ANTI-DISCRIMINATION PRACTICES. THE RELEASE OF THE FIRST PAYMENT IS CONTINGENT ON RECEIPT OF A FULLY EXECUTED GRANT AGREEMENT SIGNED BY THE GRANTEE'S CEO, BOARD CHAIR, PROGRAM MANAGER, AND THE FOUNDATION'S PRESIDENT AND CEO. THE GRANTS MANAGER NOTIFIES SUCCESSFUL GRANT APPLICANTS OF AWARDS VIA EMAIL AND REGULAR MAIL IMMEDIATELY FOLLOWING A FAVORABLE DECISION.

AWARD NOTIFICATION INCLUDES THE FOLLOWING STATEMENT: 'REACH STAFF WILL ATTEMPT TO CONTACT THE GRANTEE WITHIN FOURTEEN (14) DAYS OF THE POSTING

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on 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
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Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

OF THE AWARD NOTIFICATION TO ARRANGE A MEETING TO DISCUSS THE AGREEMENT ASSOCIATED WITH THIS GRANT. IF NO RESPONSE IS FORTHCOMING FROM THE GRANTEE WITHIN THIRTY (30) DAYS OF THE POSTING OF THE AWARD NOTIFICATION, REACH STAFF WILL SEND A COPY OF THE FIRST ATTEMPT TO EACH SIGNATORY TO THE FULL PROPOSAL. IF NO RESPONSE IS RECEIVED WITHIN TEN (10) DAYS OF THE POSTING OF THE COPY, THE AWARD MAY BE WITHDRAWN.

Communities Creating Opportunity	2400 Troost Avenue, Suite 4300	Kansas City	MO	64108	43-1127845	501c(3)	9	100,000	cash	n/a	n/a	Core Operating - Advocacy
Duchesne Clinic	636 Tauromee	Kansas City	KS	66101	48-1009910	501c(3)	3	500	cash	n/a	n/a	CEO Discretionary
Duchesne Clinic	636 Tauromee	Kansas City	KS	66101	48-1009910	501c(3)	3	100,000	cash	n/a	n/a	Core Operating
El Centro, Inc.	650 Minnesota Avenue	Kansas City	KS	66101	36-2904073	501c(3)	7	4,000	cash	n/a	n/a	Advocacy/Public Policy
Foundation Of The Metropolitan Community Colleges	3200 Broadway	Kansas City	MO	64111	51-0181875	501c(3)	7	9,885	cash	n/a	n/a	CEO Discretionary
Health Care Coalition of Lafayette County	825 S Business HWY 13	Lexington	MO	64067	30-0349221	501c(3)	7	100,000	cash	n/a	n/a	Core Operating - Advocacy
Health Partnership Clinic	407 S. Clairborne, Ste. 104	Olathe	KS	66062	48-1115529	501c(3)	7	30,000	cash	n/a	n/a	Capacity
Health Partnership Clinic	407 S. Clairborne, Ste. 104	Olathe	KS	66062	48-1115529	501c(3)	7	100,000	cash	n/a	n/a	Core Operating
Health Partnership Clinic	407 S. Clairborne, Ste. 104	Olathe	KS	66062	48-1115529	501c(3)	7	2,500	cash	n/a	n/a	CEO Discretionary
Hope Family Care Center	3027 Prospect Avenue	KANSAS CITY	MO	64110-3109	26-4021005	501c(3)	7	50,000	cash	n/a	n/a	Program
Institute for International Medicine	6400 Prospect Ave., Ste. 338A	Kansas City	MO	64132	75-3128625	501c(3)	7	58,316	cash	n/a	n/a	Solicited Grant
JayDoc Free Clinic KU Endowment	PO Box 928	Lawrence	KS	66044	48-0547734	501c(3)	5	19,176	cash	n/a	n/a	Solicited Grant
Kansas Action for Children	720 SW Jackson, Suite 201	Topeka	KS	66603	48-0879502	501c(3)	7	80,000	cash	n/a	n/a	Core Operating - Advocacy
Kansas Association for the Medically Underserved	1129 S. Kansas Ave. Suite B	Topeka	KS	66612	48-1110925	501c(3)	7	5,000	cash	n/a	n/a	CEO Discretionary
Kansas Association for the Medically Underserved	1129 S. Kansas Ave. Suite B	Topeka	KS	66612	48-1110925	501c(3)	7	100,000	cash	n/a	n/a	Core Operating - Advocacy
Kansas Association for the Medically Underserved	1129 S. Kansas Ave. Suite B	Topeka	KS	66612	48-1110925	501c(3)	7	8,000	cash	n/a	n/a	Advocacy/Public Policy
Kansas City CARE Clinic	3515 Broadway	Kansas City	MO	64111	43-0967292	501c(3)	7	100,000	cash	n/a	n/a	Core Operating
Kansas Department of Health & Environment	1000 SW Jackson Suite 300	Topeka	KS	66612	48-6029925	State of KS	---	50,000	cash	n/a	n/a	Advocacy/Public Policy
Kansas Health Consumer Coalition, Inc.	534 S. Kansas Ave., Suite 1220	Topeka	KS	66603	73-1733371	501c(3)	7	4,710	cash	n/a	n/a	Advocacy/Public Policy
Kansas Health Consumer Coalition, Inc.	534 S. Kansas Ave., Suite 1220	Topeka	KS	66603	73-1733371	501c(3)	7	50,000	cash	n/a	n/a	Core Operating - Advocacy
The Missouri Budget Project	3534 Washington Ave.	Saint Louis	MO	63118	26-0062334	501c(3)	7	2,000	cash	n/a	n/a	Advocacy/Public Policy
The Missouri Budget Project	3534 Washington Ave.	Saint Louis	MO	63118	26-0062334	501c(3)	7	50,000	cash	n/a	n/a	Core Operating - Advocacy
Missouri Coalition For Primary Health Care dba Missouri Primary Care Association	3325 Emerald Lane	Jefferson City	MO	65109	43-1419937	501c(3)	7	2,500	cash	n/a	n/a	CEO Discretionary
Missouri Health Advocacy Alliance	606 East Capitol Avenue	Jefferson City	MO	65101	26-3426303	501c(3)	9	28,219	cash	n/a	n/a	Capacity
Missouri Health Advocacy Alliance	606 East Capitol Avenue	Jefferson City	MO	65101	26-3426303	501c(3)	9	75,000	cash	n/a	n/a	Core Operating - Advocacy
Missouri Health Advocacy Alliance	606 East Capitol Avenue	Jefferson City	MO	65101	26-3426303	501c(3)	9	8,000	cash	n/a	n/a	Advocacy/Public Policy
reStart, Inc.	918 E. 9th Street	Kansas City	MO	64106	43-1349378	501c(3)	9	4,000	cash	n/a	n/a	Advocacy/Public Policy
Samuel U. Rodgers Health Center, Inc.	825 Euclid Avenue	Kansas City	MO	64124	43-0899356	501c(3)	3	12,000	cash	n/a	n/a	Capacity
Silver City Health Center KU Endowment	PO Box 928	Lawrence	KS	66044	48-0547734	501c(3)	5	100,000	cash	n/a	n/a	Core Operating
Sojourner Health Clinic University of Missouri-Kansas City	5100 Rockhill Road	Kansas City	MO	64110-2499	43-6003859	non-profit/non-taxed org. under Section 115	---	40,850	cash	n/a	n/a	Solicited Grant
Synergy Services, Inc.	400 E. 6th Street	Parkville	MO	64152	43-0970674	501c(3)	7	124,273	cash	n/a	n/a	Program
Synergy Services, Inc.	400 E. 6th Street	Parkville	MO	64152	43-0970674	501c(3)	7	29,962	cash	n/a	n/a	Capacity
Turner House Children's Clinic	21 N. 12th St., Suite 300	Kansas City	KS	66102	48-1151382	501c(3)	7	100,000	cash	n/a	n/a	Core Operating
Turner House Children's Clinic	21 N. 12th St., Suite 300	Kansas City	KS	66102	48-1151382	501c(3)	7	2,500	cash	n/a	n/a	CEO Discretionary
					Subtotal - Safety Net Services grants			1,553,891				
Central Plains Regional Health Care Foundation, Inc.	1102 South Hillside	Wichita	KS	67211	48-1200868	501c(3)	7	30,000	cash	n/a	n/a	Solicited Grant
Communities Creating Opportunity	2400 Troost Avenue, Suite 4300	Kansas City	MO	64108	43-1127845	501c(3)	9	55,100	cash	n/a	n/a	Funded Initiative
ConnectCASS	102 E. Wall St	Harrisonville	MO	64725	43-1828599	501c(3)	7	4,000	cash	n/a	n/a	Funded Initiative
DentaQuest Institute	2400 Computer Drive	Westborough	MA	01581	20-5312990	501c(3)	11a - Type I	40,000	cash	n/a	n/a	Solicited Grant
Health Care Coalition of Lafayette County	825 S Business HWY 13	Lexington	MO	64067	30-0349221	501c(3)	7	4,000	cash	n/a	n/a	Funded Initiative
Kansas Action for Children	720 SW Jackson, Suite 201	Topeka	KS	66603	48-0879502	501c(3)	7	30,000	cash	n/a	n/a	Advocacy/Public Policy
Mid-America Regional Council Community Services Corporation	600 Broadway, Suite 200	Kansas City	MO	64105	20-1824454	501c(3)	11-Type I	150,000	cash	n/a	n/a	Funded Initiative
Mid-America Regional Council Community Services Corporation	600 Broadway, Suite 200	Kansas City	MO	64105	20-1824454	501c(3)	11-Type I	35,000	cash	n/a	n/a	CEO Discretionary
Qualis Health	10700 Meridian Avenue North, Suite 100	Seattle	WA	98133	91-1072875	501c(3)	9	163,290	cash	n/a	n/a	Funded Initiative
Thrive Allen County, Inc.	12 West Jackson Ave	Iola	KS	66749	32-0198379	501c(3)	7	4,000	cash	n/a	n/a	Funded Initiative
					Subtotal - Systemic grants			515,390				
					TOTAL 2012 GRANTS			3,876,510				

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

THE REACH HEALTHCARE FOUNDATION

Employer identification number

20-0337230

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.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> 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 officers, directors, trustees, and 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.

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

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

- a** Receive a severance payment or change-of-control payment? **4a** Yes No
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? **4b** Yes No
- c** Participate in, or receive payment from, an equity-based compensation arrangement? **4c** Yes No
- 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) and 501(c)(4) 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? **5a** Yes No
- b** Any related organization? **5b** Yes No
- If "Yes" to line 5a or 5b, describe in Part III.

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

- a** The organization? **6a** Yes No
- b** Any related organization? **6b** Yes No
- If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III **7** Yes No

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 **8** Yes No

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? **9** Yes No

	Yes	No
1a		
1b		
2		
3		
4a		<input checked="" type="checkbox"/>
4b		<input checked="" type="checkbox"/>
4c		<input checked="" type="checkbox"/>
5a		<input checked="" type="checkbox"/>
5b		<input checked="" type="checkbox"/>
6a		<input checked="" type="checkbox"/>
6b		<input checked="" type="checkbox"/>
7		<input checked="" type="checkbox"/>
8		<input checked="" type="checkbox"/>
9		<input checked="" type="checkbox"/>

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

Schedule J (Form 990) 2012

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 BRENDA R SHARPE PRESIDENT/CEO	(i)	202,427.	0	0	35,900.	26,101.	264,428.	0
	(ii)	0	0	0	0	0	0	0
2	(i)							
	(ii)							
3	(i)							
	(ii)							
4	(i)							
	(ii)							
5	(i)							
	(ii)							
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

Complete this part to 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.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

THE REACH HEALTHCARE FOUNDATION

Employer identification number

20-0337230

OTHER PROGRAM SERVICE ACCOMPLISHMENTS

FORM 990, PART III, LINE 4D

DESCRIPTION: ORAL HEALTH GRANTS ADDRESS THE ORAL HEALTH CONDITIONS OF INDIVIDUALS WHO ARE POOR AND MEDICALLY UNDERSERVED. ORAL HEALTH GRANTS INCLUDE PREVENTIVE CARE FOR CHILDREN, EMERGENCY SERVICES FOR CHILDREN AND ADULTS, AND OTHER PROJECTS THAT REDUCE BARRIERS TO ORAL HEALTH CARE. IN 2012, 11 ORAL HEALTH GRANTS WERE AWARDED.

EXPENSES: \$697,650

GRANTS: \$566,480

REVENUES: NONE

DESCRIPTION: MATCHING GIFTS AND MISCELLANEOUS DISCRETIONARY GRANTS. IN 2012, 23 MISCELLANEOUS DISCRETIONARY GRANTS WERE AWARDED.

EXPENSES: \$25,416

GRANTS: \$20,638

REVENUES: NONE

CHANGES TO THE ORGANIZATIONAL DOCUMENTS

FORM 990, PART VI, SECTION A, LINE 4

THE BYLAWS FOR THE REACH HEALTHCARE FOUNDATION WERE REVISED IN SEPTEMBER 2012 TO ADDRESS BOARD TERM LENGTHS AND CLASS AND TO CREATE MORE FLEXIBILITY FOR THE COMMUNITY ADVISORY COMMITTEE IN DETERMINING THE SIZE

Name of the organization THE REACH HEALTHCARE FOUNDATION	Employer identification number 20-0337230
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OF THE SLATE OF NOMINEES. IN ADDITION, OTHER INCONSISTENCIES REGARDING
THE EXISTING BYLAWS WERE ALSO ADDRESSED.

FORM 990 REVIEW

FORM 990, PART VI, SECTION B, LINE 11B

THE 990 IS PREPARED BY AN INDEPENDENT ACCOUNTING (CPA) FIRM THEN REVIEWED
BY THE OFFICERS AND ACCOUNTING PERSONNEL. ANY QUESTIONS ARE ADDRESSED AND
CORRECTIONS MADE IF NECESSARY. THE 990 IS THEN REVIEWED AND APPROVED BY
BOTH THE FINANCE COMMITTEE AND THE FULL BOARD PRIOR TO FILING THE 990.
THE 990 REVIEW IS DOCUMENTED IN PUBLICLY AVAILABLE MEETING MINUTES.

MONITORING THE CONFLICT OF INTEREST POLICY

FORM 990, PART VI, SECTION B, LINE 12C

CONFLICT OF INTEREST DISCLOSURES ARE ANNUALLY MAILED TO THE BOARD OF
DIRECTORS, OFFICERS, COMMUNITY ADVISORY COMMITTEE, AND STAFF. THE
PRESIDENT AND EXECUTIVE COMMITTEE REVIEW AND MONITOR THE ANNUAL
DISCLOSURE FORMS AND BRING TO THE ATTENTION OF THE BOARD OR APPROPRIATE
COMMITTEE THE DISCLOSED PERSONAL OR PRIVATE INTERESTS. THE BOARD OR
COMMITTEE SHALL THEN TAKE APPROPRIATE DISCIPLINARY OR CORRECTIVE ACTION
WHICH MAY INCLUDE POLICY COUNSELING, VOTING EXCLUSION, OR COMMITTEE
EXCLUSION.

CEO COMPENSATION REVIEW

FORM 990, PART VI, SECTION B, LINE 15A

EVERY OTHER YEAR, THE BOARD CONDUCTS A COMPREHENSIVE ANNUAL PERFORMANCE
AND COMPENSATION REVIEW FOR THE CEO. THE EXECUTIVE COMMITTEE MAKES A

Name of the organization THE REACH HEALTHCARE FOUNDATION	Employer identification number 20-0337230
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COMPENSATION RECOMMENDATION TO THE BOARD BASED ON A COMMISSIONED REVIEW PREPARED BY AN OUTSIDE COMPENSATION CONSULTANT. RELEVANT MARKET INFORMATION FOR THIS ANALYSIS INCLUDES ORGANIZATION COMPARABLE IN TERMS OF SUCH CRITERIA AS MISSION, ASSETS, ENTREPRENEURIAL MINDSET, BUDGET, STAFF SIZE, REGIONAL FOCUS, AND MIDWEST LOCATION. OTHER INFORMATION CONSIDERED IN THIS RECOMMENDATION AND ANALYZED EVERY YEAR INCLUDES: SALARY AND BENEFIT COMPENSATION STUDIES, TELEPHONE CALLS, AND IRS FORM 990 FILINGS. THE BOARD DOCUMENTS HOW IT REACHES ITS DECISION, INCLUDING MARKET DATA, ADVICE, AND OPINIONS ON WHICH THE DECISION IS BASED. MEETING MINUTES ARE MAINTAINED PROVIDING A DETAILED RECORD OF THE ACTIONS TAKEN AND THE DELIBERATIONS LEADING TO THE APPROVED ACTION. THE MINUTES ALSO DOCUMENT THE MEMBERS OF THE BOARD PRESENT DURING THE DISCUSSION AND THE RESULTS OF THE VOTE. THE BOARD AND CHIEF EXECUTIVE RELATIONSHIP IS DOCUMENTED IN A FORMAL BOARD POLICY.

OTHER OFFICER AND KEY EMPLOYEE COMPENSATION REVIEW FORM 990, PART VI, SECTION B, LINE 15B EVERY OTHER YEAR, THE BOARD CONDUCTS A COMPENSATION REVIEW FOR THE CFO AND VP OF PROGRAM, POLICY & EVALUATION. THE CEO MAKES A COMPENSATION RECOMMENDATION TO THE BOARD BASED ON A COMMISSIONED REVIEW PREPARED BY AN OUTSIDE COMPENSATION CONSULTANT. THIS INCLUDES RELEVANT MARKET INFORMATION, INCLUDING INFORMATION FOR ORGANIZATIONS COMPARABLE IN TERMS OF SUCH CRITERIA AS MISSION, ASSETS, ENTREPRENEURIAL MINDSET, BUDGET, STAFF SIZE, REGIONAL FOCUS, AND MIDWEST LOCATION. OTHER INFORMATION CONSIDERED IN THIS RECOMMENDATION AND ANALYZED EVERY YEAR INCLUDES: SALARY AND BENEFIT COMPENSATION STUDIES, TELEPHONE CALLS, AND IRS FORM

Name of the organization THE REACH HEALTHCARE FOUNDATION	Employer identification number 20-0337230
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990 FILINGS. THE BOARD DOCUMENTS HOW IT REACHES ITS DECISION, INCLUDING MARKET DATA, ADVICE, AND OPINIONS ON WHICH THE DECISION IS BASED. MEETING MINUTES ARE MAINTAINED PROVIDING A DETAILED RECORD OF THE ACTIONS TAKEN AND THE DELIBERATIONS LEADING TO THE APPROVED ACTION. THE MINUTES ALSO DOCUMENTED THE MEMBERS OF THE BOARD PRESENT DURING THE DISCUSSION AND THE RESULTS OF THE VOTE.

AVAILABILITY OF DOCUMENTS

FORM 990, PART VI, SECTION C, LINE 19 GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC ON OUR WEBSITE AT WWW.REACHHEALTH.ORG. ALSO INCLUDED ON THE WEBSITE ARE POLICIES REGARDING DIVERSITY & INCLUSION, RECORDS RETENTION, INVESTMENT OBJECTIVES, WHISTLEBLOWER PRACTICE, AND PUBLIC ACCESS.

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

Name of the organization
THE REACH HEALTHCARE FOUNDATION

Employer identification number
20-0337230

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to 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) PROJECT READY SMILE, LLC 6700 ANTIOCH, STE 200 MERRIAM, KS 66204 26-1392850	ORAL HEALTH	KS	0	0	REACH HC FDN
(2) -----					
(3) -----					
(4) -----					
(5) -----					
(6) -----					

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to 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) STATE OF KANSAS 120 SW 10TH AVENUE TOPEKA, KS 66612 N/A	GOVERNMENT	KS	GOVERNMENT	N/A	N/A		X
(2) UNIFIED GOV'T OF WYANDOTTE CO., KS 701 NORTH 7TH STREET KANSAS CITY, KS 66101 N/A	GOVERNMENT	KS	GOVERNMENT	N/A	N/A		X
(3) JOHNSON COUNTY, KANSAS 111 SOUTH CHERRY OLATHE, KS 66061 N/A	GOVERNMENT	KS	GOVERNMENT	N/A	N/A		X
(4) ALLEN COUNTY, KANSAS 1220 NEOSHO HUMBOLDT, KS 66748 N/A	GOVERNMENT	KS	GOVERNMENT	N/A	N/A		X
(5) OTHER - SEE SCHEDULE R ATTACHMENT					N/A		
(6) -----							
(7) -----							

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

Schedule R (Form 990) 2012

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to 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" to 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) THE REACH HEALTHCARE FOUNDATION TRUST 33-6357400 400 HOWARD ST SAN FRANCISCO, CA 94105	GRANTOR TRUST	CA	REACH	TRUST	2,675,907.	21,656,742.	100.0000	X	
(2) -----									
(3) -----									
(4) -----									
(5) -----									
(6) -----									
(7) -----									

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to 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		X
b Gift, grant, or capital contribution to related organization(s)	X	
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Dividends from related organization(s)		X
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)		X
m Performance of services or membership or fundraising solicitations by related organization(s)		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
o Sharing of paid employees with related organization(s)		X
p Reimbursement paid to related organization(s) for expenses		X
q Reimbursement paid by related organization(s) for expenses		X
r Other transfer of cash or property to related organization(s)		X
s Other transfer of cash or property from related organization(s)		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other 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 section 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) -----													

Part VII **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

Name of Supported Organization	Address	City	State	Zip	(a) EIN	(b) Primary Activity	(c) Legal Domicile (state or foreign country)	(d) Exempt Code Section	(e) Public Charity Status	(f) Direct Controlling Entity	(g) Section 512(b)(13) Controlled Entity?	
											Yes	No
Cass Community Health Foundation	2316 E. Meyer Blvd.	Kansas City	MO	64132	43-1349495	Public Charity	MO	501c(3)	11a	NO		X
Central Plains Regional Health Care Foundation, Inc.	1102 South Hillside	Wichita	KS	67211	48-1200868	Public Charity	KS	501c(3)	7	NO		X
Children's Dental Health Project, Inc.	1020 19th Street, NW, Suite 400	Washington	DC	20036	06-1561317	Public Charity	DC	501c(3)	7	NO		X
Children's Mercy Hospitals and Clinics	2401 Gillham Road	Kansas City	MO	64108	44-0605373	Public Charity	MO	501c(3)	3	NO		X
Communities Creating Opportunity	2400 Troost Avenue, Suite 4300	Kansas City	MO	64108	43-1127845	Public Charity	MO	501c(3)	9	NO		X
Community Health Center of Southeast Kansas, Inc.	3011 N Michigan Street	Pittsburg	KS	66762	75-3002264	Public Charity	KS	501c(3)	9	NO		X
Comprehensive Mental Health Services, Inc.	P.O. Box 260	Independence	MO	64051	43-0949079	Public Charity	MO	501c(3)	9	NO		X
ConnectCASS	102 E. Wall St	Harrisonville	MO	64725	43-1828599	Public Charity	MO	501c(3)	7	NO		X
Crittenton Children's Center	10918 Elm Avenue	Kansas City	MO	64134	44-0545808	Public Charity	MO	501c(3)	3	NO		X
DeLaSalle Education Center	3740 Forest	Kansas City	MO	64109	43-0971728	Public Charity	MO	501c(3)	2	NO		X
DentaQuest Institute	2400 Computer Drive	Westborough	MA	01581	20-5312990	Public Charity	MA	501c(3)	11a - Type I	NO		X
Duchesne Clinic	636 Taumomee	Kansas City	KS	66101	48-1009910	Public Charity	KS	501c(3)	3	NO		X
EI Centro, Inc.	650 Minnesota Avenue	Kansas City	KS	66101	36-2904073	Public Charity	KS	501c(3)	7	NO		X
Foundation Of The Metropolitan Community Colleges	3200 Broadway	Kansas City	MO	64111	51-0181875	Public Charity	MO	501c(3)	7	NO		X
Giving the Basics, Inc.	c/o Bank of the West 13080 W. 87th St. Parkway	Lenexa	KS	66215	45-3069975	Public Charity	KS	501c(3)	7	NO		X
Health Care Coalition of Lafayette County	825 S Business HWY 13	Lexington	MO	64067	30-0349221	Public Charity	MO	501c(3)	7	NO		X
Health Partnership Clinic	407 S. Clairborne, Ste. 104	Olathe	KS	66062	48-1115529	Public Charity	KS	501c(3)	7	NO		X
Hope Family Care Center	3027 Prospect Avenue	KANSAS CITY	MO	64110-3109	26-4021005	Public Charity	MO	501c(3)	7	NO		X
Institute for International Medicine	6400 Prospect Ave., Ste. 338A	Kansas City	MO	64132	75-3128625	Public Charity	MO	501c(3)	7	NO		X
JayDoc Free Clinic KU Endowment	PO Box 928	Lawrence	KS	66044	48-0547734	Public Charity	KS	501c(3)	5	NO		X
Johnson County Mental Health Center	6000 Lamar Suite 130	Mission	KS	66202	48-0678625	Government	KS	Johnson County, KS	---	NO		X
Kansas Action for Children	720 SW Jackson, Suite 201	Topeka	KS	66603	48-0879502	Public Charity	KS	501c(3)	7	NO		X
Kansas Association for the Medically Underserved	1129 S. Kansas Ave. Suite B	Topeka	KS	66612	48-1110925	Public Charity	KS	501c(3)	7	NO		X
Kansas City CARE Clinic	3515 Broadway	Kansas City	MO	64111	43-0967292	Public Charity	MO	501c(3)	7	NO		X
Kansas Department of Health & Environment	1000 SW Jackson Suite 300	Topeka	KS	66612	48-6029925	Government	KS	State of KS	---	NO		X
Kansas Health Consumer Coalition, Inc.	534 S. Kansas Ave., Suite 1220	Topeka	KS	66603	73-1733371	Public Charity	KS	501c(3)	7	NO		X
KidsTLC	480 S. Rogers Rd.	Olathe	KS	66062	48-0774593	Public Charity	KS	501c(3)	7	NO		X
KU School of Social Welfare KU Endowment	PO Box 928	Lawrence	KS	66044	48-0547734	Public Charity	KS	501c(3)	5	NO		X
Lafayette County Health Department	547 South Business Highway 13	Lexington	MO	64067	43-1241723	Government	MO	Lafayette County, MO	---	NO		X
Mattie Rhodes Center	1740 Jefferson	Kansas City	MO	64108	44-0546343	Public Charity	MO	501c(3)	7	NO		X
Mid-America Regional Council Community Services Corporation	600 Broadway, Suite 200	Kansas City	MO	64105	20-1824454	Public Charity	MO	501c(3)	11-Type I	NO		X
Missouri Coalition For Oral Health	606 E. Capitol Avenue	Jefferson City	MO	65101	20-5032836	Public Charity	MO	501c(3)	7	NO		X
Missouri Coalition For Primary Health Care dba Missouri Primary Care Association	3325 Emerald Lane	Jefferson City	MO	65109	43-1419937	Public Charity	MO	501c(3)	7	NO		X
Missouri Health Advocacy Alliance	606 East Capitol Avenue	Jefferson City	MO	65101	26-3426303	Public Charity	MO	501c(3)	9	NO		X

National Alliance on Mental Illness of Greater Kansas City	406 W. 34th Street Suite #603	Kansas City	MO	64111	43-1209702	Public Charity	MO	501c(3)	9	NO		X
Niles Home for Children	1911 E. 23rd Street	Kansas City	MO	64127	44-0565392	Public Charity	MO	501c(3)	7	NO		X
Oral Health Kansas, Inc.	800 SW Jackson, Suite 1120	Topeka	KS	66612	20-0337278	Public Charity	KS	501c(3)	7	NO		X
PACES	757 Armstrong Avenue	Kansas City	KS	66101	27-1701100	Public Charity	KS	501c(3)	3	NO		X
Qualis Health	10700 Meridian Avenue North, Suite 100	Seattle	WA	98133	91-1072875	Public Charity	WA	501c(3)	9	NO		X
ReDiscover	901 NE Independence Ave	Lee's Summit	MO	64086	23-7169417	Public Charity	MO	501c(3)	9	NO		X
reStart, Inc.	918 E. 9th Street	Kansas City	MO	64106	43-1349378	Public Charity	MO	501c(3)	9	NO		X
Samuel U. Rodgers Health Center, Inc.	825 Euclid Avenue	Kansas City	MO	64124	43-0899356	Public Charity	MO	501c(3)	3	NO		X
Silver City Health Center KU Endowment	PO Box 928	Lawrence	KS	66044	48-0547734	Public Charity	KS	501c(3)	5	NO		X
Sojourner Health Clinic University of Missouri-Kansas City	5100 Rockhill Road	Kansas City	MO	64110- 2499	43-6003859	Public Charity	MO	non-profit/non-taxed org. under Section 115	---	NO		X
StandUp Blue Springs, Inc.	PO Box 614	Blue Springs	MO	64013	20-0889555	Public Charity	MO	501c(3)	9	NO		X
Sunflower House, Inc.	15440 W. 65th Street	Overland Park	KS	66217	48-0918698	Public Charity	KS	501c(3)	7	NO		X
Support Kansas City Inc	5960 Dearborn, Suite 200	Mission	KS	66202	31-1717077	Public Charity	KS	501c(3)	11a-Type I	NO		X
Synergy Services, Inc.	400 E. 6th Street	Parkville	MO	64152	43-0970674	Public Charity	MO	501c(3)	7	NO		X
The Children's Place	2 East 59th Street	Kansas City	MO	64113	51-0195216	Public Charity	MO	501c(3)	7	NO		X
The Missouri Budget Project	3534 Washington Ave.	Saint Louis	MO	63118	26-0062334	Public Charity	MO	501c(3)	7	NO		X
Thrive Allen County, Inc.	12 West Jackson Ave	Iola	KS	66749	32-0198379	Public Charity	KS	501c(3)	7	NO		X
Truman Medical Center Charitable Foundation	2310 Holmes Street, Suite 735	Kansas City	MO	64108	43-1194064	Public Charity	MO	501c(3)	7	NO		X
Turner House Children's Clinic	21 N. 12th St., Suite 300	Kansas City	KS	66102	48-1151382	Public Charity	KS	501c(3)	7	NO		X
UMKC Miles of Smiles University of Missouri-Kansas City	5100 Rockhill Road	Kansas City	MO	64110- 2499	43-6003859	Public Charity	MO	non-profit/non-taxed org. under Section 115	---	NO		X
United Community Services of Johnson County	12351 W 96 Terrace, Ste. 200	Lenexa	KS	66215	48-0914699	Public Charity	KS	501c(3)	7	NO		X
United Way of Greater Kansas City	801 W. 47th St., Suite 500	Kansas City	MO	64112	44-0545812	Public Charity	MO	501c(3)	7	NO		X
Wyandot, Inc.	757 Armstrong Ave.	Kansas City	KS	66101	26-3338038	Public Charity	KS	501c(3)	7	NO		X