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Return of Organization Exempt From Income Tax

2008

Department of the Treasury
Internal Revenue ServiceUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

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

Open to Public Inspection

For the 2008 calendar year, or tax year beginning 7/01, 2008, and ending 6/30, 2009

B Check if applicable		Please use IRS label or print or type. See specific instructions		Overlake Hospital Foundation 1035 - 116th Avenue NE Bellevue, WA 98004		D Employer identification number 91-1050325
<input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending		F Name and address of principal officer David Aubrey Same As C Above				E Telephone number 425-688-5000
						G Gross receipts \$ 3,229,306.
						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) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		J Website: ► www.overlakehospital.org		K Type of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►		L Year of Formation 1978 M State of legal domicile WA

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities. <u>The purpose of Overlake Hospital Foundation is to advance and improve medical and health care excellence by providing fundraising and other support to Overlake Hospital Medical Center for new facilities, modern equipment and comprehensive services and programs.</u>
	2 Check this box ► <input checked="" type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets.
3 Number of voting members of the governing body (Part VI, line 1a)	3 21
4 Number of independent voting members of the governing body (Part VI, line 1b)	4 20
5 Total number of employees (Part V, line 2a)	5 0
6 Total number of volunteers (estimate if necessary)	6 27
7a Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a 0.
b Net unrelated business taxable income from Form 990-T, line 34	7b 0.

Revenue	8 Contributions and grants (Part VIII, line 1h)	RECEIVED	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	145 MAY 10 2010	7,326,841.	2,891,956.
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		Q 632,448.	244,107.	
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		U 7,959,289.	3,136,063.	
12 Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)		7,407,016.	3,662,924.	
13 Grants and similar amounts paid (Part IX, column (A), lines 1-8)		16 680,642.	950,163.	
14 Benefits paid to or for members (Part IX, column (A), line 4)		17 b Total fundraising expenses (Part IX, column (D), line 25) ► 670,580.		
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		18 698,119.	390,473.	
16a Professional fundraising fees (Part IX, column (A), line 11e)		19 8,785,777.	5,003,560.	
b Total fundraising expenses (Part IX, column (D), line 25) ► 670,580.		-826,488.	-1,867,497.	
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)		Beginning of Year	End of Year	
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		11,387,284.	8,450,918.	
19 Revenue less expenses Subtract line 18 from line 12		222,872.	186,503.	
20 Total assets (Part X, line 16)		11,164,412.	8,264,415.	
21 Total liabilities (Part X, line 26)				
22 Net assets or fund balances. Subtract line 21 from line 20				

Part II Signature Block

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.		
	► <u>David Aubrey</u> Signature of officer	5/10/10 Date	
► <u>Gary McLaughlin</u> Type or print name and title	CFO		

Paid Preparer's Use Only	Preparer's signature ► Sara Elizabeth J. Hyre <u>Sara Elizabeth J. Hyre</u> 5/10/10	Date 5/10/10	Check if self employed ► <input type="checkbox"/>	Preparer's identifying number (see instructions) P00235495
	Firm's name (or yours if self employed), address, and ZIP + 4 ► Overlake Hospital Medical Cnt. 1035 116th Ave, NE Bellevue, WA 98004	EIN ► 91-1194019	Phone no ► 425 709-6200	

May the IRS discuss this return with the preparer shown above? (see instructions)

BAA For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

TEEA0112L 12/22/08 Form 990 (2008)

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Part III Statement of Program Service Accomplishments (see instructions)1 Briefly describe the organization's mission:

See Schedule O

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If 'Yes,' describe these new services on Schedule O.

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

If 'Yes,' describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts 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 \$ 3,662,924. including grants of \$ 3,662,924.) (Revenue \$ _____)

Overlake Hospital Foundation raised \$1,702,636 in contributions / pledges from donors. The Foundation provided \$3,662,924 of financial support to Overlake Hospital Medical Center for new facilities, modern equipment and comprehensive services and programs. The difference is due to the payments of prior year pledges.

4b (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

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

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

(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses ► \$ 3,662,924. (Must equal Part IX, Line 25, column (B).)

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If 'Yes,' complete Schedule A	1 X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I	3 X	
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If 'Yes,' complete Schedule C, Part II	4 X	
5 Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If 'Yes,' complete Schedule C, Part III		
6 Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If 'Yes,' complete Schedule D, Part I	6 X	
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If 'Yes,' complete Schedule D, Part II	7 X	
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III	8 X	
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If 'Yes,' complete Schedule D, Part IV	9 X	
10 Did the organization hold assets in term, permanent, or quasi-endowments? If 'Yes,' complete Schedule D, Part V	10 X	
11 Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? If 'Yes,' complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable	11 X	
12 Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? If 'Yes,' complete Schedule D, Parts XI, XII, and XIII	12 X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E	13 X	
14a Did the organization maintain an office, employees, or agents outside of the U.S.?	14a X	
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? If 'Yes,' complete Schedule F, Part I	14b X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If 'Yes,' complete Schedule F, Part II	15 X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If 'Yes,' complete Schedule F, Part III	16 X	
17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? If 'Yes,' complete Schedule G, Part I	17 X	
18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? If 'Yes,' complete Schedule G, Part II	18 X	
19 Did the organization report more than \$15,000 on Part VIII, line 9a? If 'Yes,' complete Schedule G, Part III	19 X	
20 Did the organization operate one or more hospitals? If 'Yes,' complete Schedule H	20 X	
21 Did the organization report more than \$5,000 on Part IX, column (A), line 1? If 'Yes,' complete Schedule I, Parts I and II	21 X	
22 Did the organization report more than \$5,000 on Part IX, column (A), line 2? If 'Yes,' complete Schedule I, Parts I and III	22 X	
23 Did the organization answer 'Yes' to Part VII, Section A, questions 3, 4, or 5? If 'Yes,' complete Schedule J	23 X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, and that was issued after December 31, 2002? If 'Yes,' answer questions 24b-24d and complete Schedule K. If 'No,' go to question 25	24a X	
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b X	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c X	
d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?	24d X	
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If 'Yes,' complete Schedule L, Part I	25a X	
b Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? If 'Yes,' complete Schedule L, Part I	25b 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? If 'Yes,' complete Schedule L, Part II	26 X	
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? If 'Yes,' complete Schedule L, Part III	27 X	

Part IV Checklist of Required Schedules (continued)

28 During the tax year, did any person who is a current or former officer, director, trustee, or key employee.

a Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? If 'Yes,' complete Schedule L, Part IV

b Have a family member who had a direct or indirect business relationship with the organization? If 'Yes,' complete Schedule L, Part IV

c Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? If 'Yes,' complete Schedule L, Part IV

29 Did the organization receive more than \$25,000 in non-cash contributions? If 'Yes,' complete Schedule M

30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If 'Yes,' complete Schedule M

31 Did the organization liquidate, terminate, or dissolve and cease operations? If 'Yes,' complete Schedule N, Part I

32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If 'Yes,' complete Schedule N, Part II

33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If 'Yes,' complete Schedule R, Part I

34 Was the organization related to any tax-exempt or taxable entity? If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1

35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' complete Schedule R, Part V, line 2

36 **Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? If 'Yes,' complete Schedule R, Part V, line 2

37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If 'Yes,' complete Schedule R, Part VI

	Yes	No
28a		X
28b		X
28c		X
29		X
30		X
31		X
32	X	
33		X
34	X	
35		X
36		X
37		X

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Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a Enter the number reported in Box 3 of form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable	1a	0	
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	0	
2b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b		
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)			
3a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	3a	X	
b If 'Yes,' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O	3b		
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X	
b If 'Yes,' enter the name of the foreign country. ► See the instructions for exceptions and filing requirements for Form TD F 90-22.1 , Report of Foreign Bank and Financial Accounts.			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X	
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X	
c If 'Yes,' to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?	5c		
6a Did the organization solicit any contributions that were not tax deductible?	6a	X	
b If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75?	7a	X	
b If 'Yes,' did the organization notify the donor of the value of the goods or services provided?	7b		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	X	
d If 'Yes,' indicate the number of Forms 8282 filed during the year	7d		
e Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	X	
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	X	
g For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7g	X	
h For all contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	7h	X	
8 Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		
9 Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?	9a		
b Did the organization make any distribution to a donor, donor advisor, or related person?	9b		
10 Section 501(c)(7) organizations. Enter.			
a Initiation fees and capital contributions included on Part VIII, line 12	10a		
b Gross Receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11 Section 501(c)(12) organizations. Enter.			
a Gross income from other members or shareholders	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?			
b If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year	12b		

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Form 990 (2008)

Part VI Governance, Management and Disclosure (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)

Section A. Governing Body and Management

For each 'Yes' response to lines 2-7b below, and for a 'No' response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

1a Enter the number of voting members of the governing body 1a | 21
 b Enter the number of voting members that are independent 1b | 20

2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee? 2 | X

3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? 3 | X

4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? 4 | X

5 Did the organization become aware during the year of a material diversion of the organization's assets? 5 | X

6 Does the organization have members or stockholders? See Schedule O 6 | X

7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? See Schedule O 7a | X
 b Are any decisions of the governing body subject to approval by members, stockholders, or other persons? See Sch O 7b | X

8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following.
 a The governing body? 8a | X
 b Each committee with authority to act on behalf of the governing body? 8b | X

9a Does the organization have local chapters, branches, or affiliates?
 b If 'Yes,' does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization? 9a | X
 10 Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990. See Schedule O 10 | X

11 Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O 11 | X

Section B. Policies

12a Does the organization have a written conflict of interest policy? If 'No,' go to line 13 12a | X
 b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? 12b | X
 c Does the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this is done. See Schedule O 12c | X

13 Does the organization have a written whistleblower policy? 13 | X

14 Does the organization have a written document retention and destruction policy? 14 | X

15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision.
 a The organization's CEO, Executive Director, or top management official? 15a | X
 b Other officers of key employees of the organization? See Schedule O
 Describe the process in Schedule O. (see instructions) 15b | X

16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? 16a | X
 b If 'Yes,' has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements? 16b | X

Section C. Disclosures

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

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

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization.
 ► Eric Teshima 1120 - 112th Ave. NE, Suite 202 Bellevue WA 98004 425-688-5149

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

1a Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed.

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees. Enter **0** in columns (D), (E), and (F) if no compensation was paid

• 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) or 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 the organization did not compensate any officer, director, trustee, or key employee

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual Trustee or Director	Institutional Trustee	Officer	Key Employee	Highest Compensated			
Gregory Collins									
Chairman	4	X		X			0.	0.	0.
Linda Mahaffey									
Chairman-Elect	3	X		X			0.	0.	0.
Joan Albee									
Treasurer	1.5	X		X			0.	0.	0.
Philip Corneil									
Secretary	1.5	X		X			0.	0.	0.
Shelley Agricola, MD									
Trustee	1	X					0.	0.	0.
Laura Allison									
Trustee	1	X					0.	0.	0.
Roger Anderson									
Trustee	3	X					0.	0.	0.
Jacqueline Coyan									
Trustee	1	X					0.	0.	0.
Jody Cunningham									
Trustee	5	X					0.	0.	0.
Kristi Feder									
Trustee	0.5	X					0.	0.	0.
Thomas Fowler									
Trustee	1	X					0.	0.	0.
Peter Glidden									
Trustee	1	X					0.	0.	0.
Alice Harris									
Trustee	1	X					0.	0.	0.
Ted Herb									
Trustee	1.15	X					0.	0.	0.
Jim Hill									
Trustee	1	X					0.	0.	0.
Nathaniel Miles									
Trustee	1	X					0.	0.	0.
Robert Moorman									
Trustee	12	X					0.	0.	0.

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

(A) Name and Title	(B) Average hours per week	(c) Position (check all that apply)				(D) Reportable compensation from the organization (W-2/1099 MISC)	(E) Reportable compensation from related organizations (W-2/1099 MISC)	(F) Estimated amount of other compensation from the organization and related organizations	
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former		
John Nelson, MD Trustee	1	X					0.	156,738.	16,684.
Vicki Orrico Trustee	1	X					0.	0.	0.
Sue Raschella Trustee	2	X					0.	0.	0.
Charles Royer Trustee	1	X					0.	0.	0.
Jeffrey Sanderson Trustee	2	X					0.	0.	0.
Susan Smith Trustee	2	X					0.	0.	0.
Roger Stark, MD Trustee	1.5	X					0.	0.	0.
Peggy Swistak Trustee	1	X					0.	0.	0.
Astrid Traff Trustee	1.5	X					0.	0.	0.
Michael Wallingford Trustee	1.5	X					0.	0.	0.
David Aubrey Executive Direc	50		X				266,914.	0.	63,552.
Craig Hendrickson President & CEO	60		X				0.	739,673.	155,642.
Gary McLaughlin CFO	50		X				0.	408,711.	100,933.
1b Total							266,914.	1,305,122.	336,811.

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization ► 1

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If 'Yes,' complete Schedule J for such individual	3	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? If 'Yes' complete Schedule J for such individual	4	X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If 'Yes,' complete Schedule J for such person	5	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.

(A) Name and business address	(B) Description of Services	(C) Compensation

2 Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation from the organization ► 0

Part VIII Statement of Revenue

		(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 19,324.			
	1b Membership dues	1b			
	1c Fundraising events	1c			
	1d Related organizations	1d 1,740,089.			
	1e Government grants (contributions)	1e			
	1f All other contributions, gifts, grants, and similar amounts not included above	1f 1,132,543.			
	1g Noncash contribns included in lns 1a-1f	1g \$ 15,860.			
	1h Total. Add lines 1a-1f		2,891,956.		
PROGRAM SERVICE REVENUE	2a	Business Code			
	b				
	c				
	d				
	e				
	f All other program service revenue				
	g Total. Add lines 2a-2f				
	3 Investment income (including dividends, interest and other similar amounts)		211,367.		211,367.
4 Income from investment of tax-exempt bond proceeds					
5 Royalties					
6a Gross Rents	(i) Real				
b Less rental expenses	(ii) Personal				
c Rental income or (loss)					
d Net rental income or (loss)					
7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
125,983.					
b Less cost or other basis and sales expenses	93,243.				
c Gain or (loss)	32,740.				
d Net gain or (loss)		32,740.		32,740.	
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					
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					
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					
Miscellaneous Revenue	Business Code				
11a					
b					
c					
d All other revenue					
e Total. Add lines 11a-11d					
12 Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e		3,136,063.	0.	0.	244,107.

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) but are not required to complete columns (B), (C), and (D).

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(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 U.S. See Part IV, line 21	3,662,924.	3,662,924.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	307,967.	0.	184,780.	123,187.
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.	0.	0.	0.
7 Other salaries and wages	522,302.		144,502.	377,800.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits	68,790.		25,774.	43,016.
10 Payroll taxes	51,104.		18,497.	32,607.
11 Fees for services (non-employees)				
a Management				
b Legal	571.		571.	
c Accounting				
d Lobbying				
e Prof fundraising svcs. See Part IV, ln 17 .				
f Investment management fees				
g Other	1,090.		1,090.	
12 Advertising and promotion	16,700.			16,700.
13 Office expenses	46,623.		41,018.	5,605.
14 Information technology	16,920.		16,920.	
15 Royalties				
16 Occupancy	97,617.		94,474.	3,143.
17 Travel	1,850.		1,706.	144.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	45,928.		669.	45,259.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	19,937.		19,937.	
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a <u>Other Direct Expenses</u>	143,237.		120,118.	23,119.
b _____				
c _____				
d _____				
e _____				
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	5,003,560.	3,662,924.	670,056.	670,580.
26 Joint Costs. Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
ASSETS	1 Cash – non-interest-bearing	28,620.	1	23,720.
	2 Savings and temporary cash investments	362,176.	2	441,396.
	3 Pledges and grants receivable, net	3,354,457.	3	1,302,734.
	4 Accounts receivable, net		4	
	5 Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	29,625.	9	32,969.
	10a Land, buildings, and equipment, cost basis	308,518.		
	b Less accumulated depreciation Complete Part VI of Schedule D	10b 227,951.	10c 100,504.	80,567.
	11 Investments – publicly-traded securities	7,499,440.	11	6,559,195.
	12 Investments – other securities. See Part IV, line 11		12	
	13 Investments – program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	12,462.	15	10,337.
	16 Total assets. Add lines 1 through 15 (must equal line 34)	11,387,284.	16	8,450,918.
LIABILITIES	17 Accounts payable and accrued expenses	103,123.	17	48,250.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow account liability. Complete Part IV of Schedule D	119,749.	21	138,253.
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable		24	
	25 Other liabilities. Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	222,872.	26	186,503.
NET ASSETS OR FUND BALANCES	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29 and lines 33 and 34.			
	27 Unrestricted net assets	2,712,005.	27	2,606,131.
	28 Temporarily restricted net assets	4,030,092.	28	1,159,496.
	29 Permanently restricted net assets	4,422,315.	29	4,498,788.
	Organizations that do not follow SFAS 117, 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, and equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances.	11,164,412.	33	8,264,415.
	34 Total liabilities and net assets/fund balances	11,387,284.	34	8,450,918.

Part XI Financial Statements and Reporting

1 Accounting method used to prepare the Form 990: Cash Accrual Other

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

 b Were the organization's financial statements audited by an independent accountant?

 c If 'Yes' to 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?

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?

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

2008

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization

Overlake Hospital Foundation

Employer identification number

91-1050325

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. (Please check only **one** organization.)

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 cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**. (Attach Schedule H.)
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)**. (see instructions)
11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or 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 – Other
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 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

b Provide the following information about the organizations the organization supports.

(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?

(ii) a family member of a person described in (i) above?

(iii) a 35% controlled entity of a person described in (i) or (ii) above?

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SAA 704 Privacy Act and Paperwork Reduction Act Notice: See the instructions for Form 990.

Schedule A (Form 990 or 990-EZ) 2008

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.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include 'unusual grants.')	3,627,506.	5,544,176.	7,840,762.	7,326,841.	2,891,956.	27,231,241.
2 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf						0.
3 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge						0.
4 Total. Add lines 1-3	3,627,506.	5,544,176.	7,840,762.	7,326,841.	2,891,956.	27,231,241.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						5,214,763.
6 Public support. Subtract line 5 from line 4						22,016,478.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4	3,627,506.	5,544,176.	7,840,762.	7,326,841.	2,891,956.	27,231,241.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	202,743.	160,546.	288,821.	324,783.	211,327.	1,188,220.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0.
11 Total support. Add lines 7 through 10						28,419,461.
12 Gross receipts from related activities, etc. (see instructions)					12	0.
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.						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f))	14	77.5 %
15 Public support percentage for 2007 Schedule A, Part IV-A, line 26f	15	85.1 %
16a 33-1/3 support test – 2008. If the organization did not check the box on line 13, and the line 14 is 33-1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization.		<input checked="" type="checkbox"/>
b 33-1/3 support test – 2007. If the organization did not check a box on line 13, or 16a, and line 15 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization.		<input type="checkbox"/>
17a 10%-facts-and-circumstances test – 2008. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization.		<input type="checkbox"/>
b 10%-facts-and-circumstances test – 2007. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization.		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions.		<input type="checkbox"/>

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Schedule A (Form 990 or 990-EZ) 2008

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.)

Section A. Public Support

Calendar year (or fiscal yr beginning in) ▶

1 Gifts, grants, contributions and membership fees received. (Do not include 'unusual grants.')
 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in a 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 1-5
 7a Amounts included on lines 1, 2, 3 received from disqualified persons
 b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000
 c Add lines 7a and 7b
 8 **Public support** (Subtract line 7c from line 6.)

	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1						
2						
3						
4						
5						
6						
7a						
b						
c						
8						

Section B. Total Support

Calendar year (or fiscal yr beginning in) ▶

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 lns 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. ▶

	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9						
10a						
b						
c						
11						
12						
13						
14						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))
 16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g

15	%
16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f))
 18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h
 19a **33-1/3 support tests – 2008.** 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 – 2007.** If the organization did not check a box on line 14 or 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 explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. (see instructions)

SCHEDULE D
(Form 990)

OMB No. 1545-0047

Supplemental Financial Statements**2008**
**Open to Public
Inspection**Department of the Treasury
Internal Revenue ServiceAttach to Form 990. To be completed by organizations that
answered 'Yes' to Form 990, Part IV, lines 6, 7, 8, 9, 10, 11, or 12.

Name of the organization

Employer identification number

Overlake Hospital Foundation

91-1050325

Part I **Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts** Complete if
the organization answered 'Yes' to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? Yes No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit?? Yes No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).

Preservation of land for public use (e.g., recreation or pleasure) Preservation of an historically important land area
 Protection of natural habitat Preservation of certified historic structure
 Preservation of open space

2 Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Year
2a	
2b	
2c	
2d	

a Total number of conservation easements
b Total acreage restricted by conservation easements
c Number of conservation easements on a certified historic structure included in (a)
d Number of conservation easements included in (c) acquired after 8/17/06

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

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

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

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? Yes No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III **Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets**
Complete if the organization answered 'Yes' to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items.

(i) Revenues included in Form 990, Part VIII, line 1 ► \$ _____
(ii) Assets included in Form 990, Part X ► \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items.

a Revenues included in Form 990, Part VIII, line 1 ► \$ _____
b Assets included in Form 990, Part X ► \$ _____

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

3 Using the organization's 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 XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

Yes No

Part IV Trust, Escrow and Custodial Arrangements Complete if organization answered 'Yes' to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X?

Yes No

b If 'Yes,' explain the arrangement in Part XIV and complete the following table.

	Amount
1c	
1d	
1e	
1f	

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

Yes No

b If 'Yes,' explain the arrangement in Part XIV. See Part XIV

Part V Endowment Funds Complete if organization answered 'Yes' to Form 990, Part IV, line 10.

1a Beginning of year balance
 b Contributions
 c Investment earnings or losses
 d Grants or scholarships
 e Other expenditures for facilities and programs
 f Administrative expenses
 g End of year balance

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	7,478,956.				
b Contributions	114,720.				
c Investment earnings or losses	-1,007,582.				
d Grants or scholarships					
e Other expenditures for facilities and programs	-231,760.				
f Administrative expenses					
g End of year balance	6,354,334.				

2 Provide the estimated percentage of the year end balance held as.

a Board designated or quasi-endowment ► 31.52 %
 b Permanent endowment ► 68.48 %
 c Term endowment ► %

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

	Yes	No
3a(i)		X
3a(ii)		X
3b		X

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

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book Value
1a Land				
b Buildings				
c Leasehold improvements		154,803.	87,244.	67,559.
d Equipment				
e Other		153,715.	140,707.	13,008.

Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)

► 80,567.

BAA

Schedule D (Form 990) 2008

Part VII Investments—Other Securities See Form 990, Part X, line 12. N/A

(a) Description of security or category (including name of security) **(b) Book value** **(c) Method of valuation**
 Cost or end-of-year market value

Financial derivatives and other financial products

Closely-held equity interests

Other

Total (Column (b) should equal Form 990 Part X, col. (B) line 12.)

Part VIII Investments—Program Related (See Form 990, Part X, line 13) **N/A**

(a) Description of investment type (b) Book value (c) Method of valuation
 Cost or end-of-year market value

Total Column (b) (should equal Form 990, Part X, Col. (B) line 13)

Part IX Other Assets (See Form 990, Part X, line 15) N/A

(a) Description

(b) Book value

Total, Column (b) Total (should equal Form 990, Part X, col. (B), line 15)

Part X Other Liabilities (See Form 990, Part X, line 25)

(a) Description of Liability

(b) Amount

Federal Income Taxes

Total Column (b) Total (should equal Form 990, Part X, col. (B) line 25)

In Part XIV, 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.

Part XI | Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1 Total revenue (Form 990, Part VIII, column (A), line 12)	3,136,063.
2 Total expenses (Form 990, Part IX, column (A), line 25)	5,003,560.
3 Excess or (deficit) for the year. Subtract line 2 from line 1	-1,867,497.
4 Net unrealized gains (losses) on investments	-1,295,022.
5 Donated services and use of facilities	
6 Investment expenses	
7 Prior period adjustments	
8 Other (Describe in Part XIV) See Part XIV	262,522.
9 Total adjustments (net) Add lines 4-8	-1,032,500.
10 Excess or (deficit) for the year per financial statements Combine lines 3 and 9	-2,899,997.

Part XII | Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1 Total revenue, gains, and other support per audited financial statements	1 1,658,497.
2 Amounts included on line 1 but not on Form 990, Part VIII, line 12.	
a Net unrealized gains on investments	2a
b Donated services and use of facilities	2b
c Recoveries of prior year grants	2c
d Other (Describe in Part XIV) See Part XIV	2d 262,522.
e Add lines 2a through 2d	2e 262,522.
3 Subtract line 2e from line 1	3 1,395,975.
4 Amounts included on Form 990, Part VIII, line 12, but not on line 1.	
a Investments expenses not included on Form 990, Part VIII, line 7b	4a
b Other (Describe in Part XIV) See Part XIV	4b 1,740,088.
c Add lines 4a and 4b	4c 1,740,088.
5 Total revenue. Add lines 3 and 4c. (This should equal Form 990, Part I, line 12.)	5 3,136,063.

Part XIII | Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1 Total expenses and losses per audited financial statements	1 1,340,636.
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 Losses reported on Form 990, Part IX, line 25	2c
d Other (Describe in Part XIV)	2d
e Add lines 2a through 2d	2e
3 Subtract line 2e from line 1	3 1,340,636.
4 Amounts included on Form 990, Part IX, line 25, but not on line 1:	
a Investments expenses not included on Form 990, Part VIII, line 7b	4a
b Other (Describe in Part XIV) See Part XIV	4b 3,662,924.
c Add lines 4a and 4b	4c 3,662,924.
5 Total expenses. Add lines 3 and 4c. (This should equal Form 990, Part I, line 18.)	5 5,003,560.

Part XIV | 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, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b.

Part IV, Line 2b - Explanation Of Escrow Account Liability

Annuitiess and Trust are held in a custodial account (BNY Mellon). The assets and liability are reported on the balance sheet.

Part V, Line 4 - Intended Uses Of Endowment Fund

Endowment distributions are used to support capital and operational needs of Overlake Hospital Medical Center as directed by the individual Endowment purpose.

Part XIV Supplemental Information (continued)

2008**Schedule D, Part XIV - Supplemental Information****Page 6****Client OHF2007****Overlake Hospital Foundation****91-1050325**

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**Schedule D, Part XI, Line 8
Other Changes In Net Assets Or Fund Balances**

Change in Pledge Discounts

Total \$ 262,522.
\$ 262,522.**Schedule D, Part XII, Line 2d
Other Revenue Included In F/S But Not Included On Form 990**

Change in Pledge Discounts

Total \$ 262,522.
\$ 262,522.**Schedule D, Part XII, Line 4b
Other Revenue Included On Form 990 But Not Included In F/S**

Support from Affiliate.

Total \$ 1,740,088.
\$ 1,740,088.**Schedule D, Part XIII, Line 4c
Other Revenue Included On Form 990 But Not Included In F/S**

Contribution to Affiliate

Total \$ 3,662,924.
\$ 3,662,924.

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. Use Schedule I-1 (Form 990) if additional space is needed.

Grants and Other Assistance to Individuals in the United States
Use Schedule I-1 (Form 990) if additional space is needed.

Part IV Supplemental Information Complete this part to provide the information required in Part I line 2 and any other additional information

Part II line 2. Grantmaker's Description of How Grants are Used

Overlake Hospital Foundation staff notifies the Overlake Hospital Medical Center Accounting staff when there is a specific grant. If the grant is for operational expenses, the appropriate department in the hospital is contacted. When the department makes the expenditure, Accounting is notified, and the restriction of grant is released. If the grant is for capital, the Accounting staff will monitor when the capital has been purchased and release the grant from restriction.

SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

OMB No. 1545 0047

2008

Open to Public Inspection

Attach to Form 990. To be completed by organizations that answered 'Yes' to Form 990, Part IV, line 23.

Name of the organization

Overlake Hospital Foundation

Employer identification number

91-1050325

Part I Questions Regarding Compensation

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

- First-class or charter travel
- Travel for companions
- Tax indemnification and gross-up payments
- Discretionary spending account

- Housing allowance or residence for personal use
- Payments for business use of personal residence
- Health or social club dues or initiation fees
- Personal services (e.g., maid, chauffeur, chef)

Yes

No

1b

2

X

b If line 1a is 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 organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

- Compensation committee
- Independent compensation consultant
- Form 990 of other organizations

- Written employment contract
- Compensation survey or study
- Approval by the board or compensation committee

4a

X

4b

X

4c

X

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a

a Receive a severance payment or change of control payment?

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

c Participate in, or receive payment from, an equity-based compensation arrangement?

If 'Yes' to any of 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only 501(c)(3) and 501(c)(4) organizations must complete lines 5-8.

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

a The organization?

b Any related organization?

If 'Yes' to line 5a or 5b, describe in Part III

5a

X

5b

X

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

a The organization?

b Any related organization?

If 'Yes' to line 6a or 6b, describe in Part III

6a

X

6b

X

7 For person 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

X

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 Regs. section 53.4958-4(a)(3)? If 'Yes,' describe in Part III

8

X

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

Schedule J (Form 990) 2008

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 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) and (C) must equal the applicable column (D) or column (E) amounts on Form 990, Part VI.

BAA

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

BAA

Liquidation, Termination, Dissolution, or Significant Disposition of Assets

In the commented by organizations that answer 'Yes' to Form 990 Part IV lines 31 or 32; or Form 990-EZ line 36

printed by organizations that answer. Yes to Form 250, Part IV, lines 31 or 32, or Form 330-EZ, line 30.
► Attach certified copies of any articles of dissolution, resolutions, or plans.
► Attach to Form 990 or 990-EZ.

Name of the committee

WELL LAKE HOSPITAL FOUNDATION

Part I. Liquidation, Termination, or Dissolution. Complete this part if the organization answered 'Yes' to Form 990, Part IV, line 31, or Form 990-EZ, line 36. [See Schedule N.] If additional space is needed

2 Did or will any officer, director, trustee, or key employee of the organization.

a Become a director or trustee of a successor or transferee organization?

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THE SUCCESSION OF EMPLOYEES 111

c Become a direct or indirect owner of a successor or transferee organization?

d. Receive or become entitled to compensation or other similar payments as

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If the organization answered 'Yes' to any of the questions in this line, provide the name of

TEEAA4701L 12/19/08

Schedule N (Form 990 or 990-EZ) 2008

Part III **Supplemental Information.** Complete this part to provide the information required by Part I, lines 2e, 7c; or Part II, line 2e; and any additional information.

Related Organizations and Unrelated Partnerships

Department of the Treasury
Internal Revenue Service

- Attach to Form 990. To be completed by organizations that answered 'Yes' to Form 990, Part IV, lines 33, 34, 35, 36, or 37.
 - See separate instructions.

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Overlake Hospital Foundation

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91-1050325

Part I Identification of Disregarded Entities

Part II Identification of Related Tax-Exempt Organizations

(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
<u>Overlake Hospital Medical Center</u> 1035 - 116th Ave. NE					<u>Overlake Hospital</u>
<u>Bellevue, WA 98004</u> 91-0652651		<u>Hospital</u>	501(c) (3)	3	<u>Hospital Association</u>
<u>Overlake Hospital Auxiliaries</u> 1120 - 112th Ave. NE					<u>Overlake Hospital</u>
<u>Bellevue, WA 98004</u> 23-7297831	<u>Fund Raising</u>	WA	503(c) (3)	9	<u>Medical Center</u>
<u>Overlake Hospital Association</u> 1035 - 116th Ave. NE					
<u>Bellevue, WA 98004</u> 91-1274134					N/A

Overlake Hospital Foundation

Part III Identification of Related Organizations Taxable as a Partnership

Part IV Identification of Related Organizations Taxable as a Corporation or Trust

Part V Transactions With Related Organizations**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV.

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 **(iv)** rent from a controlled entity
- b Gift, grant, or capital contribution to other organization(s)
- c Gift, grant, or capital contribution from other organization(s)
- d Loans or loan guarantees to or for other organization(s)
- e Loans or loan guarantees by other organization(s)

f Sale of assets to other organization(s)**g** Purchase of assets from other organization(s)**h** Exchange of assets**i** Lease of facilities, equipment, or other assets to other organization(s)**j** Lease of facilities, equipment, or other assets from other organization(s)**k** Performance of services or membership or fundraising solicitations for other organization(s)**l** Performance of services or membership or fundraising solicitations by other organization(s)**m** Sharing of facilities, equipment, mailing lists, or other assets**n** Sharing of paid employees**o** Reimbursement paid to other organization for expenses**p** Reimbursement paid by other organization for expenses**q** Other transfer of cash or property to other organization(s)**r** Other transfer of cash or property from other organization(s)

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-r)	(C) Amount involved
(1) Overlake Hospital Medical Center	b	3,662,924.
(2) Overlake Hospital Medical Center	c	1,451,841.
(3) Overlake Hospital Auxiliaries	c	288,247.
(4)		
(5)		
(6) BAA		

Part VI Unrelated Organizations Taxable as a Partnership

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 asset or gross revenue) that was not a related organization. See Instructions regarding exclusion for certain investment partnerships.

TEE5004L 01/21/09

Schedule R (Form 990) (2008)

BAA

SCHEDULE O
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990**

OMB No. 1545-0047

2008Open to Public
Inspection

Name of the organization

Overlake Hospital Foundation

Employer identification number

91-1050325

Form 990, Part I, Line 6

Overlake Hospital Foundation had 27 board members that volunteered their time as board members during the year.

Form 990, Part V, Line 7g and 7h

Overlake Hospital Foundation did not receive any contributions of intellectual property, cars, boats, airplanes, or other vehicles.

Form 990, Part VII

Overlake Hospital Foundation staff are paid by its related organization (Overlake Hospital Medical Center) through a common paymaster. These payroll expenses are charged to Overlake Hospital Foundation.

Form 990, Part VII, Section A, Line 1a

Hours reported for Craig Hendrickson and Gary McLaughlin are the average hours for the organization and related organizations in total.

Schedule J, Part II Line A, Column f.

The compensation reported in Part II, Column F represents compensation from January 2008 through June 2008 that was previously reported on the 2007 Form 990. This is due to a change in the reporting requirements for compensation from a fiscal year to a calendar year.

Form 990, Part III, Line 1 - Organization Mission

The purpose of Overlake Hospital Foundation is to advance and improve medical and health care excellence by providing fundraising and other support to Overlake Hospital Medical Center for new facilities, modern equipment and comprehensive services and programs.

Form 990, Part VI, Line 6 - Explanation of Classes of Members or Shareholder

Overlake Hospital Medical Center is the sole member of Overlake Hospital Foundation.

Name of the organization

Overlake Hospital Foundation

Employer identification number

91-1050325

Form 990, Part VI, Line 7a - How Members or Shareholders Elect Governing Body

Overlake Hospital Medical Center has the right to appoint and remove Overlake Hospital Foundation's Trustees.

Form 990, Part VI, Line 7b - Decisions of Governing Body Approval by Members or Shareholders

Overlake Hospital Medical Center, as sole member, must approve: (a) any sale or lease of all or substantially all of the assets of the corporation; (b) any single transaction increasing long term indebtedness by an amount exceeding five percent of the total assets of the corporation during a fiscal year of the corporation; (c) the annual budget of the corporation and any material amendments thereto; (d) the auditors of the corporation; and (e) any amendments to the articles of incorporation and bylaws of the corporation.

Form 990, Part VI, Line 10 - Form 990 Review Process

The 990 is prepared internally and reviewed by an independent accounting firm. The 990 is then reviewed by Executive Director, President & CEO, CFO, and Overlake Hospital Medical Center Finance Committee. The 990 is sent to the Foundation Board members prior to submission to the IRS.

Form 990, Part VI, Line 12c - Explanation of Monitoring and Enforcement of Conflicts

Education regarding conflicts of interest is provided at the annual meeting in January of each year to the full board. Conflict of interest statements are signed annually by Board members at the beginning of the calendar year and submitted to Overlake Hospital Medical Center's Chief Compliance Officer for review. The Chief Compliance Officer summarizes any conflicts of interest and discusses these results with the Chair of the Audit & Compliance Committee, CEO, and Legal Counsel. At Board meetings, members are reminded that they should recuse themselves from voting on issues when there is a conflict of interest.

Name of the organization

Overlake Hospital Foundation

Employer identification number

91-1050325

Form 990, Part VI, Line 15b - Compensation Review & Approval Process for Officers & Key Employees

Overlake's policy and process for Executive Compensation is fully documented in the "Executive Compensation Administration and Compliance Manual" which was last updated on 7/1/09. This manual details the charter of the Compensation Committee of the Board, the compensation philosophy and how salary increases, incentives, benefits and prerequisites are administered. Compensation Committee members are independent board members as required by the Charter and By-laws. The process includes an independent consultant who works directly for the Compensation Committee and a review of comparable data from external sources. All compensation related decisions for the CEO, COO and Vice Presidents and Foundation Executive Director are discussed, deliberated and voted on by the Compensation Committee and documented in the minutes of the meeting.

Form 990, Part VI, Line 19 - Other Organization Documents Publicly Available

Overlake Hospital Foundation makes its governing documents, conflict of interest policy, and audited financial statements available through the Hospital's administration office.